

# **MIDWAY SADDLE CLUB**

## **BYLAWS**



# **BYLAWS OF MIDWAY SADDLE CLUB ESTABLISHED DECEMBER 1965**

## **TITLE I GENERAL PROVISIONS**

**1.1. Purpose of Bylaws.** These Bylaws constitute the code of rules for the regulation and management of the **MIDWAY SADDLE CLUB**, as authorized by its articles of incorporation. As used in these Bylaws, this Corporation is referred to as the "Corporation" but may also be referred to as the "Club", and the Georgia Nonprofit Corporation Code (or a section codified in Chapter 3 of Title 14 of the Official Code of Georgia Annotated) is referred to as the "Code". These Bylaws are adopted in order to fulfill the objectives of the Corporation as stated in the articles and O.C.G.A. Section 14-3-301, and to exercise the powers conferred upon the Corporation under O.C.G.A. Section 14-3-302.

**1.2. Registered Office and Agent.** The Board of Directors will designate a registered agent and registered office for service of legal process; these designations are to be filed with the Georgia Secretary of State as required by the Code. The board may change these designations at any time. In the event the board fails to make a designation, or a registered agent resigns without a new designation of a registered agent and office, then the President of the Corporation, and the President's address, are to be filed with the Georgia Secretary of State as the registered agent and office of the Corporation until the Board of Directors makes some other affirmative designation.

**1.3. Club Regalia.** The colors of the Corporation shall be Black and White. The Corporation's Flag shall be Black and White. The Club motto shall be "GITTY UP AND GO."

**1.4. Business Office(s) Authorized.** Either the Board of Directors or the Membership of the Corporation may establish one or more offices for the conduct of business within this state, whenever circumstances warrant.

**1.5. Procedure rules at meetings.** It is understood that in the transaction of its business, the meetings of the Corporation, its Board of Directors and its committees may be conducted with informality; however, this informality does not apply to procedural requirements required in the articles of incorporation, these Bylaws, or the Code. All attendees are charged with conducting themselves in a civil manner in accordance with

the articles of incorporation, these Bylaws, the Code, and any other governing rules or policies adopted by the Corporation. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the articles of incorporation, these Bylaws, or a recognized procedural reference authority. The procedural reference authority for the Corporation is designated as the latest edition of **Robert's Rules of Order, Newly Revised**.

**1.6. Computation of Members Eligible to Vote or Act as of "Record Date."** When any matter is proposed to be acted upon by the Members of the Corporation as provided in these Bylaws or under the Code, only those Members who are active and in good standing as to any particular matter as of a designated date, known as the "record date" may vote or otherwise act as to that particular matter. As required by the Code, the Secretary shall prepare an alphabetical list of Members qualified to participate on a particular matter as of the "record date" for that particular matter. Each list is to be available for inspection or copying by any member, the member's agent or attorney, as provided by the Code. The "record date" for:

(1) any meeting of the Membership of the Corporation, is that date that is ten (10) days prior to the scheduled date of the particular meeting.

(2) executed consents that document the approval of actions by the Membership is that date such a consent is executed by the first member giving his or her consent, and a sufficient number of Members must execute their consents approving the particular action within seventy days after the date when the first member signed.

## **TITLE 2 MEMBERSHIP**

**2.1. Eligibility for Regular Membership.** Regular Membership in the Corporation is open to any natural person: (1) who is 16 years of age or older, and a resident of the community, or has an interest in the community; and (2) who has paid the requisite fees and dues is to be considered an active member in good standing and may exercise voting rights in the Corporation, as defined in this title 2 of the Bylaws.

**2.2. Application and election to Regular Membership.** Any natural person interested in election to regular Membership in the Corporation will submit a completed application for Membership in a format adopted by the Board of Directors and tender payment of the initial dues as specified in Section 2.7 of these Bylaws, to the Treasurer. Should the application and fee satisfy the requirements for election to regular Membership in the

Corporation, the Treasurer will promptly certify the application for election to be voted on by the Membership during a future meeting. Upon acceptance of Membership the Secretary of the Corporation will make an entry on the Membership roster; the new member will receive a copy of the current Bylaws and there will be a 90-day probation period for Membership voting privileges. Each regular member is to be categorized as either an individual member under Section 2.3 of these Bylaws, or as a household member under Section 2.4 of these Bylaws. Whenever an issue concerning the application for election to Membership of any person arises, that application and any other pertinent information is referred to the Board of Directors for action, subject to further review or direction by the Membership of the Corporation.

**2.3. Individual Membership Category.** All regular Members who are not eligible to be categorized as a household member are to be categorized as an individual member. Individual members must be sixteen (16) years of age or older. Each Member categorized in the records of the Corporation as an individual membership, and not a household membership, shall be entitled to one (1) vote.

**2.4 Honorary Individual Membership Category.** Children under the age of fifteen (15) years may become honorary members of the Corporation when sponsored by a member in good-standing, and upon approval by the Board of Directors. Honorary members shall not be entitled to a vote on any Corporate matter and shall not be count for purposes of determining a quorum.

**2.5. Household Membership Category.** For the purpose of categorizing household Memberships under this section, each person who submits an application for election to regular Membership under Section 2.2 of these Bylaws and includes any other persons residing in that person's household, is referred to as a "primary applicant." When a primary applicant specifically includes on the application form that person's spouse, children or any other persons residing full-time in that primary applicant's household, then the application is treated as one for a household Membership. A household Membership application shall identify each member by name and birthdate. Any person under the age of eighteen (18) years who is included in primary applicant's household is to be categorized as an associate regular member, who will have all rights and privileges of Membership, other than the right to vote. A household Membership receives only two (2) votes per household Membership.

**2.6. Good Standing and Active Status.** In order to be an active member in good standing, qualified to act in the business of the Corporation, each regular member, in both individual and household Membership categories, must (1) be at least sixteen (16) years of age; and (2) have paid the Corporation's annual fee for the current calendar year to the

Treasurer. Annual fees are due on January 1 of each year; however, payment of annual fees are considered timely if made by March 1 of each year. Only active Members in good standing have the right to vote, each member having one (1) vote.

### **2.7. Suspension from Active Status; Termination.**

(1) Any Members whose annual fee payment is not received by the Treasurer prior to March 1 of a given year will be automatically terminated by the Secretary, and the member(s) stricken from the Membership roster without further notice. Any member who has been either suspended or terminated has no voting rights, and remains obligated to the Corporation for any charges, assessments, dues fees or amount that is outstanding as of the date the Membership is suspended or terminated.

(2) Any Membership terminated for stated cause other than for failure to pay the annual fee shall be only by a procedure that is fair, reasonable and carried out in good faith. Motions to terminate Membership are initiated by the Board of Directors, and must be approved by an affirmative vote of a majority of all of the Members of the Corporation present at such meeting of the Membership. At least ten (10) days prior to the Membership meeting at which the board plans to present its motion for termination, the board shall send a notice by first class certified mail, return receipt requested, to the person whose Membership it proposes to terminate, advising that member of the intended action, stating the reasons termination of Membership is proposed, and providing to the member a full opportunity to respond to the statement provided by the board, and for the right to be heard by the Membership before any vote is taken. Any termination of a member approved by the Members of the Corporation shall not take effect for twenty-four (24) hours after the Membership vote to approve the termination. Any member who has been terminated remains obligated to the Corporation for any charges, assessments, dues fees or amount that is outstanding as of the date the Membership is terminated.

(3) For purposes of termination of a Membership interest, “for cause” shall include, but not be limited to, violation of the Corporation’s club rules, criminal conduct, and other citable offenses documented in the records of the Corporation.

### **2.8. Dues Assessment.**

(1) The initial dues paid with the application for election to regular Membership are the same as those described for the annual fee below.

(2) The annual fee paid by each regular Membership for each calendar year after the calendar year that Membership is elected is as follows:

A member of the Club shall pay their Membership dues (\$25.00 per Household Membership and \$15.00 per Individual Membership) annually.

**2.9. Resignation from Membership.** Any member of the Corporation may resign their Membership in the Corporation by the submission of a documenting notice to the Secretary, with no refund, rebate, or rescission of dues or fees. Any member who resigns his Membership remains obligated to the Corporation for any charges, assessments, dues fees, or amount that is outstanding as of the date the member resigned.

**2.10. Honorary Lifetime Membership.** The Membership of the Corporation may elect any person, who in their collective judgment is worthy of the honor, to honorary lifetime Membership in the Corporation. Honorary lifetime Members have all rights and privileges of Membership other than the right to vote, and no dues, fees or other assessment is to be imposed on them by the Corporation. A motion to elect a honorary lifetime member may be made by any active member in good standing without prior notice at any meeting of the Corporation once quorum is established at that meeting.

### TITLE 3

#### COVENANTS OF MEMBERS

**3.1. General Decorum.** Members are expected to conduct themselves in an exemplary manner at all times. No member may maintain Membership status in good standing with the Corporation if such Member engages in any actions which deride, denounce or could jeopardize the mission and success of the Corporation, including but not limited to, postings on other equestrian club's websites, social medial sites, and mass emails. They shall respect the rights and property of others during all meetings and activities engaged by the Corporation or will be subject to appropriate action under the authority of the Sergeant of Arms, a majority of the Members present at such meeting, or the Board of Directors.

**3.2. Prohibition of Alcohol and Other Illegal Substances.** Indulgence in alcoholic beverages and/or illegal substances while on the premises during the Corporation's activities is strictly prohibited and Membership shall be terminated for this offense. The possession of alcoholic beverages and/or illegal substances while on premises during the Corporation's activities is prohibited and may result in termination or suspension of Membership.

**3.3. Prohibition Against Profanity and Vulgarity.** No profanity or loud abusive behavior is allowed. Any such language or behavior shall be punishable and result in termination or suspension of Membership.

**3.4. Conflicts of Interest.** Each Member shall receive, acknowledge and execute the Corporation's Conflict of Interests Policy as a condition of becoming a member in good-standing. All members in good-standing shall refrain from speaking publicly about the Corporation, its Members, or its activities, in a derogatory or demeaning manner at equine events and activities, regardless of whether the Corporation is participating or sponsoring such event or activity.

**3.5. Membership Complaints.** The Board of Directors shall establish a committee for hearing Membership complaints about individual Members. All complaints must be presented to such Committee in writing signed by at least two (2) Members with any evidence included at such time. Supplemental material or evidence may not be added to the complaint once filed. The Committee will present its findings to the Board of Directors which will then call a special, confidential meeting of all parties involved. Any Membership complaints shall be confidential and shall be addressed by the Board of Directors in a reasonable manner under the circumstances. A letter regarding the Board of Directors' final decision will be sent to all parties involved. The Board of Director's decision is final with a two-thirds (2/3) vote on the complaint.

## **TITLE 4**

### **CORPORATION MEMBERSHIP MEETINGS**

**4.1. Location of Meetings.** Any annual, regular or special meeting of the Membership of the Corporation may be held at any place in the United States. Although the designation of a usual meeting date, time or location is reserved to the Membership of the Corporation, the Board of Directors or the Membership may determine a different location for a particular meeting as circumstances warrant.

**4.2. Annual Meeting; Date.** The annual meeting of the Corporation is held on first Thursday of November, unless the Membership of the Corporation at a prior regular or special meeting designate a different time or date in November for a particular year. Any matter relating to the affairs of the Corporation, whether or not stated in any notice of the annual meeting, may be brought up for action by the Membership, except for any matter for which prior notice is required by the articles of incorporation, these Bylaws, or the Code. As required by the Code, the Membership is to receive reports from the President concerning the activities of the Corporation, and from the Treasurer concerning the financial condition of the Corporation.

**4.3. Regular Meetings; Date.** Regular meetings of the Corporation are held on the fourth (4<sup>th</sup>) Monday of every month at 7:00pm, beginning in January of each year, unless

the Membership of the Corporation at any prior annual, regular, or special meeting, or in the event of unforeseen circumstances, the Board of Directors, designate a different date in that month for a particular regular meeting. Sufficient prior documented notice under Section 3.5 of these Bylaws, will be provided to all Members in good standing of the changed meeting date. Any matter relating to the affairs of the Corporation, whether or not stated in any notice of the regular meeting, may be brought up for action by the Membership, except for any matter for which prior notice is required by the articles of incorporation, these Bylaws, or the Code.

**4.4. Special Meetings; How Called.** Special meetings of the Corporation may be called for any purpose whatsoever, at any other time by: (1) the President, (2) the Vice President, (3) any three Members of the Board of Directors, or (4) a documented demand executed by five percent (5%) of the active Members of the Corporation in good standing that is filed with the Secretary. The purpose of each special meeting must be stated in the notice. The notice of any special meeting is to be sent to all Members in good standing under Section 4.5 of these Bylaws. If notice is not given to the Membership of the date, time, place, and purpose of the special meeting within thirty days after a sufficient number of directors or Members have demanded a special meeting, any person who signed that demand may give the required prior notice of the special meeting to the Membership in any reasonable manner, setting forth the date, time, place and purpose of the special meeting.

**4.5. Notice of Meetings.** The Secretary will give a documented notice of the time, date, and location of each meeting of the Membership of the Corporation not less than ten (10) or greater than sixty (60) days before the scheduled meeting date. Normally, the notice is to be sent by mail or by electronic transmission to the address of each member in good standing as reflected in the Corporation's Membership roster. Valid notice may be made through the official newsletter of the Corporation, at least ten days prior to the scheduled meeting date if mailed first class or if the notice is electronically transmitted, or thirty days prior to the scheduled meeting date if transmitted by any other means. Any notice mailed first class or electronically transmitted shall be considered effective upon dispatch. Any notice transmitted by any other means shall be considered effective when it is received. In emergencies where ten days' notice cannot be given, notice may be made by any reasonable means if made to all Members in good standing as directed by the Board of Directors. A notice of an annual, special, or regular meeting must include a description of any proposal that is required to be approved by the Members under the Code, including proposals to: (a) determine that the reimbursement of the judgment and expenses of litigation of a current or former director is appropriate under O.C.G.A. Section 14-3-855; (b) approve a transaction where a director has an interest conflicting



with the Corporation under O.C.G.A. Section 14-3-863; (c) amend the articles of incorporation under O.C.G.A. Section 14-3-1003; (d) amend the Bylaws under O.C.G.A. Section 14-3-1021, except as limited in these Bylaws; (e) merge the Corporation with another entity under O.C.G.A. Section 14-3-1103; (f) sell all or substantially all of the assets of the Corporation in other than the usual course of business under O.C.G.A. Section 14-3-1202; (g) dissolve and terminate the Corporation under O.C.G.A. Section 14-3-1402; (h) take an action that a member intends to present at a Membership meeting, when that member has requested that notice be given to the Membership in the notice of meeting by the transmission of a document by any reasonable means to the President or Secretary at least ten days prior to the dispatch of the prior notice of meeting; and (i) remove a director from office when required by these Bylaws. Any required notice may be waived by a member as permitted under the Code; and any member may object to the failure of sufficient notice of the meeting or of a matter brought before a meeting, as permitted by the Code.

**4.6. Quorum at Meetings.** Twenty percent (20%) of the regular Members in good standing and entitled to vote or a minimum of fifteen (15) Members in good-standing and entitled to vote constitutes a quorum for the transaction of business at meetings of the Corporation. Once a quorum is established at any meeting of the Corporation, it is presumed to exist for the balance of that meeting. As permitted by the Code, the presence of twenty percent (20%) of the regular Members in good standing and entitled to vote or a minimum of fifteen (15) Members in good-standing and entitled to vote permits the Membership to consider any matter at an annual or regular meeting for which prior notice of the matter is not specifically required by the Code.

**4.7. Membership Voting.** Unless otherwise provided in the articles of incorporation, these Bylaws, the procedural reference authority or the Code, the affirmative vote of a majority of those Members casting a vote on a matter, in the presence of a quorum, is necessary to the adoption of a motion. Unless otherwise provided in the articles of incorporation, these Bylaws, the procedural reference authority or the Code, the affirmative vote of a plurality of Members casting a vote in an election, in the presence of a quorum, is necessary to the election of a nominee for any position in the Corporation.

**4.8. Corporation Committees.** Standing or temporary committees of the Corporation may be created by action of the Board of Directors, the Membership of the Corporation, or both. The charge of each standing committee is reflected within this section of these Bylaws. The Board of Directors is to designate the chair of each standing committee. The charge and chair of each temporary committee will be stated in the motion creating a temporary committee. The chair of each committee will appoint the remaining Members of that committee, unless its full Membership is designated at the time a temporary

committee is created. Each committee will report regularly to the Board of Directors and to the Membership of the Corporation at meetings, or through the official newsletter of the Corporation, and make any recommendation to the Board of Directors and the Membership as it determines to be appropriate. The chair and Membership of each committee serve at the pleasure of the appointing authority. Each standing committee is to be established by the inclusion of its name, charge and appointing authority in the following paragraphs of this section, and adopted in accordance with Section 7.2 of these Bylaws:

**4.9 Nominations Committee.** This Committee will discharge the responsibilities delegated to it under Title 4 of these Bylaws. The President is the appointing authority of this committee. This committee is appointed annually.

The Board of Directors may expand the charge of any committee generally or for a specific project when circumstances warrant.

**4.10. Documented Consent Action by Members.** Any action required by law, or permitted to be taken at any meeting of the Members of the Corporation, may be taken without a meeting, if a documented written consent in lieu of such meeting, setting forth the action so taken, is executed by a majority of the Members. This written consent in lieu of a meeting is the equivalent to a vote of the Members during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's Members. No action shall be effective under this Section until ten days after notice is given to those Members of the Corporation who did not execute the documented consent. A documented written consent may be signed (i) electronically via email or (ii) via facsimile so long as prior approval was given to these means of communications by a majority of the Members at such meeting.

## **TITLE 5**

### **BOARD OF DIRECTORS & OFFICERS**

**5.1. Establishment and Function of Board of Directors.** The Corporation is managed by a governing body known as the "Board of Directors." As used in these Bylaws, a reference to the "Board of Directors" or "directors" refers to the entire board collectively or to a member of the board generically. The Board of Directors conducts its proceedings as provided in the articles of incorporation, these Bylaws and the Code. The Board of Directors shall elect officers of the Corporation in accordance with the Bylaws.

**5.2. Composition and Term of Board of Directors.** The Board of Directors is composed of five (5) Directors and one (1) Alternate elected from the Membership for a

two (2) year term beginning each year on January 1 and ending on December 31 of the second year of service and until their respective successors are elected and installed. Each Director is elected by the Membership of the Corporation on staggered terms in December and shall take office in January of the next year prior to the annual meeting of the Corporation as follows:

**January ODD YEAR**

Board Nominee #4	Board Nominee # 5	Board Alternate
2 year Term	2 year Term	2 year Term

**January EVEN YEAR**

Board Nominee #1	Board Nominee #2	Board Nominee # 3	Board Alternate
2 year Term	2 year Term	2 year Term	2 year Term

**5.3. Election, Nomination and Qualifications of Board of Directors.** The annual election of Directors by the Membership, in accordance with the staggered election terms set forth above in Section 5.2, will be conducted in accordance with the procedures outlined in this Title or elsewhere in these Bylaws, and the following:

(1) The five (5) Directors and one (1) Alternate are chosen from a group of nominees, and shall be elected by the Membership annually at the regular December monthly meeting in order to take office at the first regular monthly meeting in January. The five (5) directors at-large plus one (1) Alternate are chosen from a group of nominees, with those nominees who obtain the greatest plurality of votes being elected. Election of all positions is by plurality.

(2) The Nominations Committee will compile nominations for each position on the board, and may make nominations in its own right. Nominations may be made by any person in good standing, including self-nominations, or by the Nominations Committee. No nomination will be placed on the annual election ballot unless: (a) the nominee is an active member in good standing for two (2) consecutive years, (b) the nominee is twenty-one) 21 years of age, or older, (c) the nominee is present at the meeting, and (d) the nominee has affirmatively consented to the nomination.

(3) Nominations will be accepted by the committee until November 15. All nominations will be verified not later than December 10. The final list of nominees will be submitted to the Secretary no later than two (2) days before the December meeting.

#### **5.4. Powers of the Board of Directors.**

(1) The Board of Directors may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Corporation, subject to the articles of incorporation, these Bylaws, or the Code, and the review and direction of the Membership of the Corporation.

(2) If some catastrophic event occurs that precludes the Corporation or the Board of Directors from assembling, then those directors who are capable of assembling, either in person or through a communications system permitted all of the participants to hear each other, shall convene as required and take any necessary action to preserve the Corporation until the emergency ceases. Quorum shall consist of one-half (1/2) of the directors who participate in the initial emergency session. Each emergency session shall be convened by any manner of notice reasonable, prudent or practicable in the circumstances. The available directors shall designate as many Members of the Corporation as necessary to serve as acting directors so that there are five (5) persons acting as directors for the Corporation until the emergency conditions cease. The acting Board of Directors may exercise any and all emergency powers authorized under the Code, in the name of the Corporation, without regard to requirements of Membership approval, if the action taken is reasonably necessary during the presence of emergency conditions.

**5.5. Meetings.** The Board of Directors will hold at least twelve (12) regular meetings during each calendar year, and may call other regular meetings of the Board of Directors, or special meetings of the Board of Directors, at the call of (a) the President, or (b) any two (2) directors. Following their election, but prior to the January meeting on which their terms begin, the newly-elected Board of Directors will meet in joint session with the outgoing Board of Directors for an organizational session, at which they will review all pending matters before the outgoing board, permit the new board to organize its affairs, and establish a fixed meeting schedule as to the regular board meetings held prior to the scheduled regular meetings of the Membership of the Corporation. Any matter relating to the affairs of the Corporation may be brought before the board, unless notice of the matter is required to be included in the notice of the Board of Directors meeting. Notice of each special meeting is to be sent to each director by United States mail, postage prepaid, addressed to the address of record in the Membership roster, at least two (2) days prior to a special meeting. Where circumstances require a meeting on less than two days, such notification may be made to each member of the Board of Directors by any reasonable method. At Board of Directors meetings, quorum consists of four (4) Members. No proxy votes may be used.

**5.6. Use of Contemporaneous Communications Systems for Board Meetings.** The Board of Directors, or any Corporation committee, may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presence of the participant at the meeting.

**5.7. Board of Directors' Voting; Quorum.** Each director has one vote on the Board of Directors. Once quorum is established, all matters put to a vote before the Board of Directors will require the affirmative vote of two-thirds (2/3) of directors voting on the matter, in the presence of a quorum, unless a greater majority is required by these Bylaws, the articles of incorporation or the Code. The participation of a majority of the directors, whether present in person or through a contemporaneous communications system, constitute a quorum of the board in order to conduct business. In the event that fewer than a majority, but at least one-third of the directors are participating, then the board is authorized to consider and make recommendations on any matter action upon which is viewed as appropriate in the circumstances for action by the Membership either at a meeting, by a documented consent, or to call a special meeting of the Membership as provided in Section 4.4.

**5.8. Removal of Director.**

(1) One or more directors, or the entire Board of Directors, may be removed by the affirmative vote of two-thirds (2/3) of the Membership of the Corporation present and voting on removal at a regular or special meeting of the Corporation Membership, and where notice of a member's intention to present a motion for removal has been given to the Membership pursuant to these Bylaws. A separate vote on removal must be made as to each director proposed for removal.

(2) Any director who was elected to complete an unexpired term of a director on the board through election by the directors may be removed by an affirmative vote of two-thirds of the remaining directors for a stated cause.

(3) Any director who has not participated in any meeting of the Board of Directors during a period of no less than four months (121 days) may be removed by an affirmative vote of two-thirds (2/3) of the remaining directors due to such absence.

(4) In the event of removal, the provisions of Section 4.3 and 4.9 will apply; however, if the removal of directors results in a total of four or more vacancies on the board, the Nominations Committee shall organize and expedite the election of new directors by convening a special meeting of the Membership, on some later date at least ten but within fifteen days after the date of the meeting at which directors were removed, with all

Members voting either in person or by proxy, and without utilizing mail voting, for the purpose of filling these vacancies.

**5.9. Vacancies on the Board of Directors.**

(1) When a vacancy occurs, or will occur, on the Board of Directors prior to July 15 in the year the term of office expires, then that vacancy is filled by the vote of the Membership at the next regular or special meeting of the Membership. The Nominations Committee will reconvene to accept, propose, verify and certify nominees for the special election within a two week period after the vacancy is created. Mail balloting may be utilized only if the period for returning ballots can be completed prior to the next Membership meeting, with a fifteen day response period after the ballots are mailed for the return of ballots to the Secretary. Otherwise, a special election will be conducted at the first Membership meeting after the vacancy is noticed or has occurred.

(2) Whenever a vacancy occurs, or will occur, on the Board of Directors after July 15 in a year when the term of office expires, then that vacancy is to be filled by vote of the Board of Directors, unless three or fewer directors remain, in which case, the expedited procedure in Section 4.8 will be implemented by the Nominations Committee.

(3) If any director-elect declines election, or fails to assume the responsibilities of director, that position is considered vacant as of the January 1 of the year the term begins, and is filled under paragraph (1) of this Section.

**5.10. Documented Consent Action by Board of Directors.** Any action required by law, or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting, if a documented consent, setting forth the action so taken, is executed by two-thirds (2/3) of the directors. This consent is the equivalent to a vote of the Board of Directors during a meeting with a quorum, and is to be filed and recorded with the minutes of the Corporation's Board of Directors. The directors who did not sign the consent action shall be given notice of the action as soon as practicable, but no later than the next Membership meeting after the documented consent action is executed by a sufficient number of directors.

**5.11. Election of Corporation's Officers.** The general Membership may elect officers of the Corporation. The election of officers of the Corporation shall be in accordance with the procedures outlined in this Title or elsewhere in these Bylaws, and the following:

(1) The officers must be chosen from a group of nominees, and shall be elected by a majority vote of the Members present at the December meeting in order to take office at the first regular monthly meeting in January.

(2) The Nominations Committee will compile nominations for each office, and may make nominations in its own right. Nominations may be made by any person in good standing, including self-nominations, or by the Nominations Committee. No nomination will be placed on the annual election ballot unless: (a) the nominee is a active member in good standing and a member for at least one (1) year, (b) the nominee is twenty-one (21) years of age, (c) the nominee must be present at the meeting, and (d) the nominee has affirmatively consented to the nomination.

(3) Nominations will be accepted by the committee until November 15. All nominations will be verified not later than December 10. The final list of nominees will be submitted to the Nomination Committee no later than two (2) days before the December meeting.

**5.12. Duties of Corporation Officers.** Each Members who is elected as an officer of the Corporation, exercises the following responsibilities pertaining to their office, in addition to any other duty imposed on that office by the articles of incorporation, these Bylaws, the Code or by vote of the Membership or the Board of Directors of the Corporation, as follows:

(1) The President presides at all meetings of the Membership of the Corporation; reports on the activities of the Corporation to the Membership at each annual meeting of the Corporation; oversees the activities of the Corporation, and reports on those matter determined appropriate to the Board of Directors and the Membership of the Corporation.

(2) The Vice President presides at all meetings of the Membership of the Corporation in the absence of the President, and in the case of a vacancy in the office of President, act as President until a new President is elected under Section 4.9 of these Bylaws. In addition, the Vice President oversees the operations of the Corporation committees and reports on those matters determined to be appropriate to the Board of Directors and the Membership of the Corporation.

(3) The Secretary shall maintain and provide access to the records of the Corporation as required by O.C.G.A. Section 14-3-1601 and Section 14-3-1602; record the minutes of all proceedings of the Board of Directors and of the Membership of the Corporation; maintain a current roster of the Membership of the Corporation; maintain the eligible member list for each record date as required under the Code and Section 1.6 of these Bylaws, and report on these matters to the Board of Directors and the Membership of the Corporation.

(4) The Treasurer maintains the financial records of the Corporation; prepares the annual accounting and financial statement of the Corporation for the annual meeting of the Membership of the Corporation (which may be prepared by a certified public

accountant when authorized by the Board of Directors); and reports on these matters to the Board of Directors and the Membership of the Corporation. The Treasurer will assist the Secretary in the counting of ballots in any election for the Board of Directors of the Corporation.

(5) The Public Relations Officer shall keep up with the maximum publicity necessary for the promotion of the activities of the Corporation, and the best interests of the Corporation.

(6) The Sergeant-at-Arms presides at all meetings of the Board of Directors and the Membership of the Corporation and shall maintain order at such meetings and other places where the Corporation is concerned. The Sergeant-at-Arms has the authority to appoint as many assistants as necessary for discharging his job.

(7) The Chaplain shall discharge the devotional at meetings and whenever called upon to perform his duty.

#### **5.13. Removal of Officer.**

(1) Notice to remove an officer may be initiated by any active member in good standing and presented the Board of Directors at any time. Upon receipt of notice to remove an officer, the Board of Directors shall vote on the proposed removal at a regular or special meeting of the Corporation. The approval of removal of an officer shall require at least a two-thirds (2/3) affirmative vote of the Board of Directors of the Corporation present and eligible to vote. A separate vote on removal must be made as to each officer proposed for removal.

(2) Any officer who was elected to complete an unexpired term of an officer may be removed by an affirmative vote of two-thirds (2/3) of the Board of Directors for a stated cause.

(3) Any officer who has not participated in any meeting of the Corporation during a period of no less than four (4) months (121 days) may be removed due to such absence by an affirmative vote of two-thirds (2/3) of the Board of Directors present and eligible to vote.

(4) In the event of removal, the provisions of Section 5.14 will apply;.

#### **5.14. Vacancies of Offices.**

(1) When a vacancy occurs, or will occur, prior to July 15 in the year the term of office expires, then that vacancy is filled by the vote of the Board of Directors at the next regular or special meeting of the Board of Directors. The Nominations Committee will



reconvene to accept, propose, verify and certify nominees for the special election within a two week period after the vacancy is created.

(2) If any officer-elect declines election, or fails to assume the responsibilities of such office, that position is considered vacant as of the January 1 of the year the term begins, and is filled under paragraph (1) of this Section.

**5.15. Financial Regulations.** This section outline certain policies and practices as to the financial procedures of the Corporation:

(1) Any expenditure, totaling five hundred dollars (\$500.00) or more of Corporation funds, may not be made unless approved by the Membership of the Corporation present at the meeting, or unless the expenditure is part of an ongoing project approved by the Membership of the Corporation (such as ribbons and the needy-family fund which is expected to be itemized and approved as part of the Corporation's annual budget).

(2) No other expenditure may be made unless approved by the Board of Directors or the Membership.

(3) Expenditures from a special account, based upon revenues into that account for a designated project or activity are subject to review only by the supervising committee, but the status of that account will be regularly reported to the Board of Directors and the Membership.

(4) The signatory on any bank account and the depository institution for that account is established by the Board of Directors by an appropriate resolution.

(5) Any director, committee chairman, officer, committee member, or member of the Corporation may be reimbursed for their actual and necessary expenses when reasonably incurred on behalf of the Corporation. No director, committee chairman, officer, committee member, or member of the Corporation may receive any salary, fees, compensation, commission or other payment for rendering specific services to the Corporation.

(6) The Corporation's fiscal year is the calendar year.

**5.16. Limitation on Service.** No Member may simultaneously hold more than two (2) major positions in the Corporation. For the purpose of this limitation, a "major position" only includes a position on the Board of Directors, the offices of President, Vice President, Secretary, Treasurer, Public Relations Officer, Sergeant-at-Arms, Chaplain or the chair of any committee listed in this Section 5 of these Bylaws.

**5.17. Board Committees.** The Board of Directors may establish such committees composed of at least two(2) Members of the Board of Directors as it determines to be

necessary and proper from time to time; however, the Board of Directors shall establish a committee to hear Membership complaints as set out in Title 3 of these Bylaws. The Membership of such committees shall be composed solely of directors; but if the committee's charge and function does not involve the management responsibility for the affairs of the Corporation, then Members in good-standing may also be designated to serve on a board committee. Board committees may not exercise the authority of the Board of Directors when prohibited by the Code.

## **TITLE 6**

### **CODE PROVISIONS INCORPORATED**

#### **6.1. Indemnification.**

**A. Authority to Indemnify.** Except as otherwise provided in this section, the Corporation may indemnify an individual who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal) because he or she is or was a director against liability to pay a judgment, settlement, penalty, fine (including the obligation to pay an excise tax assessed with respect to an employee benefit plan), or reasonable expenses, including counsel fees, incurred with respect to the proceeding if:

- (1) Such individual conducted himself or herself in good faith; and
- (2) Such individual reasonably believed:
  - (A) In the case of conduct in his or her official capacity as director of the Corporation, that such conduct was in the best interests of the Corporation;
  - (B) In all other cases, that such conduct was at least not opposed to the best interests of the Corporation; and
  - (C) In the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose he or she believed in good faith to be in the interests if the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subparagraphs (1) and (2) of this paragraph A. Further, the termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this section. The Corporation may not indemnify a director under this section in connection

with a proceeding by or in the right of the Corporation, except for reasonable expenses, including counsel fees, incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under this section, or in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity as a director of the Corporation.

**B. Mandatory Indemnification.** The Corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal) to which the director was a party because he or she was a director of the Corporation against the reasonable expenses, including counsel fees, incurred by the director in connection with the proceeding.

**C. Advance for Expenses.** Before the final disposition of a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), the Corporation may advance funds to pay for or reimburse the reasonable expenses, including counsel fees, incurred by a director who is a party to that proceeding because he or she is a director if he or she delivers to the Corporation:

(1) A written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in paragraph A of this Section 6.1 (and in O.C.G.A. Section 14-3-851), or that the proceeding involves conduct for which liability has been eliminated under a provision of the articles of incorporation (as authorized by O.C.G.A. Section 14-3-202(b)(4)); and

(2) His or her written understanding to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under the provisions of Part 5 of Article 8 of the Georgia Business Corporation Code or under these Bylaws. This understanding must be an unlimited general obligation of the director but need not be secured and may be accepted by the Corporation without reference to the financial ability of the director to make repayment.

Authorizations under this section shall be made by the Board of Directors: (a) where there are two or more disinterested directors, by a majority vote of all of the disinterested directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the Members of a committee of two or more disinterested directors appointed by such a vote; or (b) when there are fewer than two disinterested directors, then by the affirmative vote of a majority of directors present, in the presence of a quorum, unless the

vote of a greater number of directors is required for action by the board (in accordance with O.C.G.A. Section 14-3-824(c)) and in which authorization directors who do not qualify as disinterested directors may participate.

**D. Court-Ordered Indemnification or Advance for Expenses.** A director who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitative, or investigative, and whether formal or informal), because he or she is a director may apply for indemnification or advance for expenses (including counsel fees) to the court conducting the proceeding or to another court of competent jurisdiction. After receipt of the application and after giving any notice it considers necessary, the court shall order indemnification or advance for expenses if it determines:

(1) that the director is entitled to indemnification under this Section 6.1, or

(2) in view of all of the relevant circumstances, that it is fair and reasonable to indemnify or advance expenses to the director, even if the director has not met the relevant standard of conduct in paragraph A of this Section 6.1, or failed to comply with the procedure in paragraph C of this Section 6.1, or was adjudged liable in a proceeding by or in the right of the Corporation, except for reasonable expenses; including counsel fees, incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under this section, or in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity as a director of the Corporation.

If the court determines that the director is entitled to indemnification or advance for expenses, it may also order the Corporation to pay the director's reasonable expenses, including counsel fees, to obtain court ordered indemnification or advance for expenses.

**E. Procedure for Determination.** The Corporation may not indemnify a director under Paragraph A of this Section 6.1 unless authorized under the terms of Paragraph A of this Section 6.1, and a determination has been made for a specific proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitative, or investigative, and whether formal or informal), that indemnification of the director is permissible in the circumstances because the director has met the relevant standard of conduct set forth in Paragraph A of this Section 6.1. The determination shall be made:

(1) If there were two or more disinterested directors, by the Board of Directors by a majority vote of all of the disinterested directors (a majority of whom shall for such

purpose constitute a quorum) or by a majority of the Members of a committee of two or more disinterested directors appointed by such a vote);

(2) By special legal counsel selected in the manner described in paragraph (1) of this subparagraph or, if there are fewer than two disinterested directors selected by the Board of Directors (in which selection directors who do not qualify as disinterested directors may participate); or

(3) By the Members, but a director who at the time does not qualify as a disinterested director may not vote on the determination.

Authorization of indemnification or of an obligation to indemnify and the evaluation as to the reasonableness of expenses, including counsel fees, shall be made in the same manner as the determination that indemnification is permissible, except that if there are fewer than two disinterested directors or if the determination is made by special legal counsel, the authorization of indemnification and the evaluation as to the reasonableness of expenses shall be made by those directors who could select special legal counsel (when there are fewer than two disinterested directors) under subparagraph (2) of this section.

**F. Authorization of Indemnification Exceeding Statutory Levels.** This section authorizes the Corporation to indemnify or obligate itself to indemnify a director made a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitral, or investigative, and whether formal or informal), including a proceeding brought by or in the right of the Corporation, without regard to the limitations contained in Part 5 of Article 8 of the Georgia Nonprofit Corporation Code, or of other provisions of this Section 6.1, but the shares owned or voted under the control of a director who at the time does not qualify as a disinterested director with respect to any existing or threatened proceeding that would be covered by the authorization may not be voted with respect to the authorization. The Corporation shall not indemnify a director under this section for any liability incurred in a proceeding in which the director is adjudged liable to the Corporation or is subjected to injunctive relief in favor of the Corporation for:

(1) any appropriation, in violation of the director's duties, of any business opportunity of the Corporation,

(2) acts or omissions which involve intentional misconduct or a knowing violation of law,

(3) the types of liability respecting improper corporate distributions under O.C.G.A. Section 14-3-831, or

(4) any transaction from which the director received an improper personal benefit.

Before the Corporation may advance or reimburse expenses of a director prior to the final disposition of a proceeding, as approved or authorized under this section, the director is to furnish to the Corporation a written affirmation of his or her good faith belief that his or her conduct does not constitute behavior described in the preceding sentence of this section and furnishes to the Corporation a written undertaking, executed personally or on his or her behalf, to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under this section.

**G. Indemnification or Advance of Expenses for Officer of Corporation;  
Indemnification or Advance of Expenses for Employees and Agents.**

(1) The Corporation may indemnify and advance expenses under this Section 6.1 to an officer of the Corporation who is a party to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), because he or she is an officer of the Corporation to the same extent as a director, as provided in this Article. If an officer of the Corporation is not a director, or although the officer is also a director, because the sole basis on which he or she is made a party to the proceeding is an act or omission solely as an officer, the Corporation may indemnify or advance expenses to such further extent permitted by the laws of Georgia, except for liability arising out of conduct that constitutes:

(a) appropriation, in violation of his or her duties as an officer, of any business opportunity of the Corporation,

(b) acts or omissions which involve intentional misconduct or a knowing violation of law,

(c) the types of liability for improper corporate distributions (as specified in O.C.G.A. Section 14-3-831), or

(d) the receipt of an improper personal benefit.

An officer of the Corporation who is not a director is entitled to mandatory indemnification under paragraph B of this Section 6.1, may apply to a court for indemnification or advances for expenses under paragraph (D) of this Section 6.1 to the same extent to which a director may be entitled to indemnification for advances for expenses.

(2) The Corporation shall indemnify and advance expenses to an employee or agent of the Corporation who is not a director to the fullest possible extent, consistent with public

policy and to the fullest extent permitted by the laws of Georgia. The procedures for such indemnification or advance shall be consistent with those for directors or officers of the Corporation.

**H. Insurance.** The Corporation may purchase and maintain insurance on behalf of each individual who is a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign Corporation, partnership, joint venture, trust, employee benefit plan, or other entity against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a director, officer, employee, or agent, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

**I. Prior Obligation to Indemnify or Advance Expenses.** Pursuant to the provisions of O.C.G.A. Section 14-3-858, the Corporation is authorized to obligate itself in advance of the act or omission giving rise to a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), to provide indemnification or advance funds to pay for or reimburse expenses of a director, officer, employee or agent to the fullest extent permitted by the laws of Georgia. The Corporation has power to pay or reimburse a director or officer in connection with his or her appearance as a witness in a proceeding (whether threatened, pending or completed action, suit or proceeding, and whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal), at a time when he or she is not a party. Further, except to the extent limited in Paragraph G of this Section 6.1, this Section 6.1 does not otherwise limit the Corporation's power to indemnify, advance expenses to, or provide or maintain insurance on behalf of an employee or agent.

**J. Definitions for Section.**

As used in this Section 6.1, unless the context clearly requires a different meaning, the term:

(1) "Corporation" includes any domestic or foreign predecessor entity of a Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

(2) "Director" or "officer" means an individual who is or who was a director or officer, respectively, of a Corporation, or who, while a director or officer of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign Corporation, partnership, joint venture, trust,

employee benefit plan, or other entity. A director or officer is considered to be serving an employee benefit plan at the Corporation's request if his or her duties to the Corporation also impose duties on, or otherwise involve services by the director or officer to the plan or to participants in or beneficiaries of the plan. Further, unless the context otherwise requires, "director" or "officer" includes the estate or personal representative of a director or officer.

(3) "Disinterested Director" means a director who at the time of a vote or other action by the Board of Directors of the Corporation is not a party to the proceeding; or is an individual who is a party to a proceeding having a familial, financial, professional, or employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made with respect to the proceeding, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director's judgment when voting on the decision being made.

(4) "Expenses" includes counsel fees.

(5) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(6) "Official capacity" means when used with respect to a director, the office of director in the Corporation, and when used with respect to an officer, as contemplated in paragraph (G) of this Section 6.1, the office in the Corporation held by the officer. "Official capacity" does not include service for any other domestic or foreign Corporation or any partnership, joint venture, trust, employee benefit plan, or other entity.

(7) "Party" means an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(8) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, and whether formal or informal.

**6.2. No Right to Indemnification.** There is no right of indemnification to be paid by the Corporation to any person who has served as an officer or director of the Corporation for any expense of litigation, or any amount of judgment or settlement, as permitted under Part 5, Article 8 of the Code, relating to indemnification.

**6.3. Procedures Where Director has Conflicting Interest in Transaction.** The provisions of Part 6 of Article 8 of the Code, relating to rules governing the procedures to be applied where a director has a conflicting interest in a transaction involving the



Corporation, is adopted by the Corporation by this reference as a bylaw of the Corporation.

**6.4. Sales of Assets Outside Regular Course of Business While Organization is Operating.** The provisions of Article 12 of the Code, relating to the sale of all, or substantially all of the assets of the Corporation outside the regular course of business, is adopted by the Corporation by this reference, as a bylaw of the Corporation.

**6.5. Records to be Kept; Right of Inspection by Members.** The provisions of Article 16 of the Code, relating to the records of the Corporation, and the right of Members to inspect, copy or review the Corporation's records, is adopted by the Corporation by this reference, as a bylaw of the Corporation. The board or the Membership may adopt any needful rules or regulation necessary to implement these provisions.

## TITLE 7

### REIMBURSEMENT BY CORPORATION EMPLOYEES

**7.1. Procedures.** Any payments made to an employee of the Corporation in the form of reimbursement, a salary, or bonus payment, that is disallowed, in whole or in part, as a deductible expense to the Corporation for Federal or State income tax purposes by the Internal Revenue Service, or by the revenue department of any State, shall be reimbursed by such employee to the Corporation to the full extent of such disallowance within six (6) months after the date on which the Corporation is assessed a deficiency with respect to such allowance. It shall be the duty of the Board of Directors of the Corporation to enforce payment to the Corporation by any such employee for the amount disallowed. The Corporation shall not be required to legally defend any proposed disallowance by the Internal Revenue Service or by the revenue department of any State, and the amount required to be reimbursed by such employee shall be the amount, as finally determined by agreement or otherwise, which is actually disallowed as a deduction. In lieu of payment to the Corporation by any such employee, the Board of Directors may, in the discretion of the Board, withhold amounts from such employee's future compensation payments until the amount owed to the Corporation has been fully recovered.

## TITLE 8

### AMENDMENTS

**8.1. Amendments to Articles of Incorporation.** Any change in the articles of incorporation of the Corporation is not adopted unless the following has occurred:

(1) Each proposal is submitted to the Board of Directors for a recommendation to the Membership of the Corporation as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the board's reasons for their recommendation. If due to a conflict of interest of a member of the board, or some other special circumstance, there is no recommendation, the board shall transmit the proposal to the Membership with no recommendation, and state the reason no recommendation is made. The board may condition its recommendation with any reasonable stipulations it deems appropriate.

(2) Proposals may be initiated by a vote of the Board of Directors, or by any two (2) Members of the Corporation to the Board.

(3) The recommendation of the board concerning the proposal will be sent, along with the text of their proposal, to the Membership of the Corporation either with the notice of the meeting at which the proposal is to be presented.

(4) When the proposal is presented for consideration at a meeting of the Membership of the Corporation, it is open to any amendments or other action as the Membership approves, without limitation.

(5) No proposal to change the articles of incorporation is adopted unless either (a) two-thirds of the Members affirmatively voting, with a quorum present at a meeting, or with a quorum of ballots when voted upon by mail, or (b) in the alternative, a majority of the total number of eligible Members affirmatively voting, whichever is less, approve the proposal.

(6) Once adopted, no change is effective until it is filed with the Georgia Secretary of State as required by the Code.

**8.2. Amendments to Bylaws.** Any change in these Bylaws is not adopted unless the following has occurred:

(1) Each proposal is submitted to the Board of Directors for a recommendation to the Membership of the Corporation as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the board's reasons for their recommendation. If due to a conflict of interest of a member of the board, or some other special circumstance, there is no recommendation, the board shall transmit the proposal to the Membership with no recommendation, and state the reason no recommendation is made. The board may condition its recommendation with any reasonable stipulations it deems appropriate. However, the Membership may waive this provision when a proposal is offered concerning Sections 4.10 or 5.12 of these Bylaws.

(2) Proposals maybe initiated by a vote of the Board of Directors, or by any two (2) Members of the Corporation to the Board.

(3) The recommendation of the board concerning the proposal will be sent, along with the text of their proposal, to the Membership of the Corporation either with the notice of the meeting at which the proposal, is to be presented as appropriate under Section 4.5 or 4.9 of these Bylaws. However, the Membership may waive this provision when a proposal is offered concerning Sections 4.10 or 5.12 of these Bylaws.

(4) When the proposal is presented for consideration at a meeting of the Membership of the Corporation, it is open to such amendments or action as the Membership approves.

(5) No proposal to change these Bylaws is adopted unless, except for Section 2.7, a majority of the Members voting, vote affirmatively to approve the proposal either with a quorum present at a meeting. No proposal to change these Bylaws is adopted unless a two-thirds (2/3) majority of the Members voting who are present at the meeting, vote affirmatively to approve the proposal if it concerns Section 2.7 of these Bylaws, either with a quorum present at a meeting. (6) Once adopted, any change to these Bylaws is immediately effective, unless some later date is designated in the proposal.