

**BYLAWS**  
**OF**  
**CASCADE BICYCLE CLUB**  
**(FKA CASCADE BICYCLE CLUB)**

Originally adopted on: January 1, 2016

## AMENDMENTS

<b>Section</b>	<b>Text</b>	<b>Date Adopted</b>

**CONTENTS**

ARTICLE 1. OFFICES ..... 1

ARTICLE 2. MEMBERSHIP ..... 1

    2.1    Classes of Members ..... 1

    2.2    Qualifications for Membership ..... 1

        2.2.1    General ..... 1

        2.2.2    Dues ..... 1

        2.2.3    Responsibilities ..... 1

    2.3    Voting Rights ..... 2

        2.3.1    Board of Directors ..... 2

        2.3.2    Bylaws ..... 2

        2.3.3    No Other Voting Rights ..... 2

    2.4    Annual Meeting ..... 2

    2.5    Special Meetings ..... 2

    2.6    Place of Meetings ..... 2

    2.7    Voting by Written Ballot ..... 3

        2.7.1    Elections of Directors ..... 3

        2.7.2    Amendments to Bylaws ..... 3

        2.7.3    Vote Process ..... 3

    2.8    Notice of Special Meetings ..... 3

        2.8.1    Time and Place ..... 3

        2.8.2    Notice in a Tangible Medium; Effectiveness of  
                Notice ..... 4

2.9	Waiver of Notice .....	5
2.10	Manner of Acting .....	5
ARTICLE 3. BOARD OF DIRECTORS.....		5
3.1	General Powers .....	5
3.2	Number.....	5
3.3	Qualifications .....	6
3.4	Election of Directors .....	6
3.4.1	Initial Classification.....	6
3.4.2	Successor Directors.....	6
3.4.3	Board-Elected Directors .....	6
3.5	Term of Office .....	6
3.5.1	Member-Elected Directors.....	6
3.5.2	Board-Elected Directors .....	6
3.6	Annual Meeting.....	7
3.7	Regular Meetings .....	7
3.8	Special Meetings.....	7
3.9	Meetings by Telephone.....	7
3.10	Place of Meetings.....	7
3.11	Notice of Meetings.....	8
3.11.1	In Writing.....	8
3.11.2	Personal Communication.....	8
3.11.3	Electronic Transmission .....	8
3.11.4	Posting Electronic Notice .....	8

3.12	Waiver of Notice .....	9
3.12.1	Record .....	9
3.12.2	By Attendance.....	9
3.13	Quorum .....	9
3.14	Manner of Acting.....	9
3.15	Presumption of Assent .....	9
3.16	Action by Board Without a Meeting.....	10
3.17	Resignation.....	10
3.18	Removal of Director by Board.....	10
3.18.1	Automatic Removal .....	10
3.18.2	Discretionary Removal .....	10
3.19	Recall of Directors by Members .....	10
3.19.1	Grounds for Recall.....	10
3.19.2	Procedure for Recall .....	11
3.20	Vacancies .....	12
3.21	Board Committees.....	12
3.21.1	Standing or Temporary Committees.....	12
3.21.2	Standing Committees.....	12
3.21.3	Quorum; Manner of Acting .....	13
3.21.4	Resignation .....	13
3.21.5	Removal of Committee Member .....	13
3.22	Compensation.....	13
ARTICLE 4. OFFICERS .....		13

4.1	Number and Qualifications .....	13
4.2	Election and Term of Office .....	14
4.3	Resignation.....	14
4.4	Removal .....	14
4.5	Vacancies .....	14
4.6	President.....	14
4.7	Vice President .....	15
4.8	Secretary.....	15
4.9	Treasurer .....	15
4.10	No Compensation.....	15
ARTICLE 5. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS .....		15
5.1	Duties of Care and Loyalty .....	15
5.2	Directors' Duties.....	16
5.3	Directors' and Officers' Ethics .....	16
ARTICLE 6. EXECUTIVE DIRECTOR .....		16
ARTICLE 7. ADVISORY BOARD .....		16
ARTICLE 8. ADMINISTRATIVE AND FINANCIAL PROVISIONS.....		17
8.1	Contracts .....	17
8.2	Loans .....	17
8.3	Loans or Extensions of Credit to Officers and Directors.....	17
8.4	Checks, Drafts, Etc.....	17
8.5	Deposits.....	17
8.6	Books and Records.....	17

8.7	Corporate Seal.....	18
8.8	Accounting Year .....	18
8.9	Rules of Procedure .....	18
ARTICLE 9. AMENDMENTS.....		18

**BYLAWS**  
**OF**  
**CASCADE BICYCLE CLUB**

**ARTICLE 1. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("**Board**") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 Classes of Members**

The corporation shall initially have one class of statutory members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

**2.2 Qualifications for Membership**

**2.2.1 General**

Membership shall be open to all persons who support the purposes of the corporation and establish by submitting an application for membership and payment of dues.

**2.2.2 Dues**

Dues shall be set by the Board and may be amended from time to time. Membership in good standing requires that dues be fully paid. If any payment is in arrears for over 30 days, membership shall be terminated. Full payment of dues owed will reinstate membership as of the payment date.

**2.2.3 Responsibilities**

Members shall not represent their views as those of either the corporation or its affiliates without the written permission of the Executive Director or the Board. Members shall comply with any code of conduct adopted by the Board. Failure to comply with the code of conduct may result in expulsion from the membership of the corporation upon a majority vote of the Board.



## **2.3 Voting Rights**

### **2.3.1 Board of Directors**

The right to vote for Directors of the corporation shall be vested in members in good standing. Each member entitled to vote may cast one vote for as many persons as there are Directors to be elected by the members and for whose election such member has a right to vote.

### **2.3.2 Bylaws**

Pursuant to the terms of Article 9 of these Bylaws, members in good standing shall have the right to approve amendments to these Bylaws as may be proposed from time to time by the Board. Each member entitled to vote may cast one vote either for or against any such proposed amendments.

### **2.3.3 No Other Voting Rights**

Members shall have no other voting rights other than the right to vote for Directors (Section 2.3.1) and the right to approve amendments to these Bylaws (Section 2.3.2).

## **2.4 Annual Meeting**

The annual meeting of the members shall be held during the fourth quarter of the calendar year for the purpose of transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## **2.5 Special Meetings**

The President, the Board, or not less than 500 members or 2% of the total number of the members, whichever is less, may call special meetings of the members for any purpose. A notice of a special meeting shall state the business to be transacted at the meeting and no other business shall be considered at that meeting.

## **2.6 Place of Meetings**

All meetings of members shall be held at the principal office of the corporation or at such other place within or without the State of Washington as designated by the President or the Board.

## **2.7 Voting by Written Ballot**

### **2.7.1 Elections of Directors**

The Board shall provide written notice of an election of Directors to all members entitled vote at least 30 days prior to the election, which election shall take place the second Thursday of December. Notice of Director elections shall include a ballot listing all the candidates up for election and instructions for submission of votes. Directors shall be elected by a plurality of votes cast by the members in accordance with the procedures provided under Section 2.7.3.

### **2.7.2 Amendments to Bylaws**

The Board shall provide written notice of proposed amendment(s) to the Bylaws to all members entitled vote at least 30 days prior to such a vote on the proposed amendment(s). Notice of the proposed amendment(s) shall include the text of the proposed amendment(s) and instructions for submission of votes. Such amendments shall be approved by at least two-thirds of votes cast by the members in accordance with the procedures provided under Section 2.7.3

### **2.7.3 Vote Process**

For the votes submitted under Section 2.7.1 and Section 2.7.2, votes must be submitted in the manner provided by the Board in the notice to the members. To be counted, written ballots must be received by the corporation by midnight of the date of the election or the date of the meeting to vote on the amendment(s) to the Bylaws, as the case may be. In order to have a valid election of Directors or amendment to the Bylaws, at least 300 members must cast votes. The corporation reserves the right to establish policies and procedures to ensure that each person voting is a member in good standing and has cast only one vote.

## **2.8 Notice of Special Meetings**

### **2.8.1 Time and Place**

The President, the Secretary or the Board shall cause to be delivered to each member entitled to notice of or to vote at the meeting, not less than 10 or more than 50 days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

## **2.8.2 Notice in a Tangible Medium; Effectiveness of Notice**

Notice may be provided in a tangible medium and may be transmitted by mail, private carrier, personal delivery, telephone or equipment that transmits a facsimile of the notice.

### **2.8.2.1 Notice by Mail**

Notice given by mail is effective when deposited in the United States mail, first-class postage prepaid, properly addressed to the member at the member's address as it appears in the corporation's records.

### **2.8.2.2 Notice by Facsimile**

Notice given by facsimile is effective when dispatched to the member's telephone number or other number appearing on the records of the corporation.

### **2.8.2.3 Notice by Air and Ground Courier**

Notice given by air courier is effective when dispatched, if prepaid and properly addressed to the member at the member's address as it appears in the corporation's records. Notice by ground courier or other personal delivery is effective when received by the member.

### **2.8.2.4 Notice in an Electronic Transmission; Effectiveness of Notice**

Notices may be provided in an electronic transmission and be electronically transmitted. Such notices shall be effective with respect to those members who have consented, in the form of a record, to receive electronically transmitted notices and which members have designated in such consent the address, location or system to which such notices may be electronically transmitted. Said members may revoke consent by delivering a revocation to the corporation in the form of a record. Such consent shall be automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

### **2.8.2.5 Posting Notice on an Electronic Network; Effectiveness of Notice**

Notice may be provided to members who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such members a separate record of the posting, together with

comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 2.8.2.

#### **2.8.2.6 Notice of Meeting Called by Members**

If the members, at any time, call a meeting pursuant to the provisions of Section 2.5 of these Bylaws, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than 10 or more than 35 days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice in the manner provided by these Bylaws, the person or persons making the request may do so and may fix the date, time and place for such meeting.

#### **2.9 Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **2.10 Manner of Acting**

All action which may be taken by the members shall be by ballot as set forth in Section 2.7 of these Bylaws.

### **ARTICLE 3. BOARD OF DIRECTORS**

#### **3.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors.

#### **3.2 Number**

The Board shall consist of not less than nine nor more than 21 Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **3.3 Qualifications**

Directors shall be elected from among the members in good standing as set forth in Section 2.2 of these Bylaws. Directors may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### **3.4 Election of Directors**

#### **3.4.1 Initial Classification**

At an annual meeting of the corporation, the Directors elected by the members as set forth in Section 2.7 of these Bylaws ("*Member-Elected Directors*") shall classify themselves into three groups to serve staggered terms of office as follows: approximately one-third of the Member-Elected Directors shall serve for a term of three years after classification; approximately one-third of the Member-Elected Directors shall serve for a term of two years after classification; and approximately one-third of the Member-Elected Directors shall serve for a term of one year after classification.

#### **3.4.2 Successor Directors**

After the initial classification, approximately one-third of the number of Member-Elected Directors fixed by or in the manner provided by these Bylaws shall be elected each year at the annual meeting of the members to replace that group of Member-Elected Directors whose terms expire each year.

#### **3.4.3 Board-Elected Directors**

The Board of Directors may elect from among members in good standing up to three Directors ("*Board-Elected Directors*"), provided that no more than three Board-Elected Directors may serve at the same time. The Board-Elected Directors must be elected by the affirmative vote of a two-thirds majority of the Directors then in office.

### **3.5 Term of Office**

#### **3.5.1 Member-Elected Directors**

Unless a Member-Elected Director dies, resigns or is removed, he or she shall hold office for three calendar years subsequent to his or her election or until his or her successor is elected, whichever is later. Member-Elected Directors may serve up to a maximum of two full consecutive elected terms.

#### **3.5.2 Board-Elected Directors**

Unless a Board-Elected Director dies, resigns or is removed, he or she shall hold office through December 31 of the year appointed. At the end of such one year period,

such Board-Elected Director's term shall automatically terminate. Board-Elected Directors may only serve one term.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held during the last quarter of the calendar year on a date chosen by the President or the Board for the purposes of electing Directors (upon termination of membership in the corporation) and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### **3.7 Regular Meetings**

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution. The Board shall hold regular meetings at least quarterly.

### **3.8 Special Meetings**

Special meetings of the Board or any committee designated and appointed by the Board may be called by or at the written request of the President or any two Directors, or, in the case of a committee meeting, by the chair of the committee. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

### **3.9 Meetings by Telephone**

Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

### **3.10 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

## **3.11 Notice of Meetings**

### **3.11.1 In Writing**

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid not less than seven days before the meeting. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting.

### **3.11.2 Personal Communication**

Notice may be by personal communication with the Director not less than seven days before the meeting.

### **3.11.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose not less than seven days before the meeting.

### **3.11.4 Posting Electronic Notice**

Notice may be provided to Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4. To be effective such notice shall be provided not less than seven days before the meeting.

## **3.12 Waiver of Notice**

### **3.12.1 Record**

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

### **3.12.2 By Attendance**

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **3.13 Quorum**

Six Directors or a majority of the number of Directors fixed by or in the manner provided by these Bylaws, whichever is greater, shall constitute a quorum for the transaction of business at any Board meeting. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## **3.14 Manner of Acting**

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

## **3.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.



### **3.16 Action by Board Without a Meeting**

Any action which could be taken at a meeting of the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such record shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

### **3.17 Resignation**

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.18 Removal of Director by Board**

#### **3.18.1 Automatic Removal**

In the event that a Director (a) fails to maintain his or her membership in the corporation in good standing, or (b) accumulates three or more absences for Board meetings in a rolling 12-month period, the Board may declare his or her position on the Board vacant and replace such Director in accordance with Section 3.20 of these Bylaws.

#### **3.18.2 Discretionary Removal**

Any Director may be removed (a) if his or her conduct is deemed to be continually antagonistic or counter-productive, (b) if he or she is derelict in his or her duties as a Director, (c) if the Board deems a Director's conduct to be inconsistent with the mission of the corporation, or (d) if his or her conduct is in violation of the ethical standards for officers and Directors as set forth in Section 5.3 of these Bylaws. Directors may be removed from office by the affirmative vote of a two-thirds majority of the number of Directors fixed by or in the manner provided by these Bylaws or by unanimous vote of the Executive Committee.

### **3.19 Recall of Directors by Members**

#### **3.19.1 Grounds for Recall**

The Members may recall a Director for the following reasons:

- (a) Dereliction of duty;

- (b) Negligence; or
- (c) Taking actions not in accordance with the stated purposes of the corporation.

### **3.19.2 Procedure for Recall**

(a) Members wishing to recall a Director ("*Petitioners*") shall notify the Board of their desire to circulate a petition of recall of a specific Director named in the notice, provided, however, that such recall shall not reduce the number of Directors to less than a quorum as set forth in Section 3.13 of these Bylaws;

(b) Petitioners shall prepare and circulate a petition setting forth (i) the signatures, (ii) names, (iii) membership numbers, and (iv) signature date of at least 100 Members or 5% of the Members in good standing, whichever is greater, in support of the recall (the "*Signatories*") and present such signed petition to the Board within 8 weeks of the initial notification to the Board;

(c) The Secretary of the corporation (or the President if the Secretary is the Director to be recalled) shall verify the membership of the Signatories within ten days and, upon confirmation of the validity of such petition, shall electronically announce or cause to be announced that a recall is in process and provide to the membership a link to the petitioners' website or other relevant websites, if any;

(d) At its next scheduled meeting, the Board shall call a special meeting in accordance with the procedures set forth in Section 3.8 of these Bylaws for purposes of holding a recall election. Such notice of special meeting shall include (i) a paper ballot, which ballot may provide statements for and against the recall and (ii) instructions for downloading a copy of the ballot from the corporation's website.

(e) The Board shall cause a web page to be created on the corporation's website to provide a forum for members to be able to discuss the arguments for and against the recall petition.

(f) Members may submit their ballots for tabulation either at the special meeting called for the purpose or by sending their ballots via U.S. mail to the Secretary of the corporation. Ballots sent via U.S. mail must be postmarked no later than the date scheduled for the meeting in order to be counted.

(g) Within ten days of the special meeting held for the purposes of recall, the Secretary (or the President if the Secretary is the Director to be recalled) shall oversee tabulation and certification of the ballots received. The corporation reserves the right to establish policies and procedures to tabulate votes and ensure that each person voting is a member in good standing and has cast only one vote.

(h) A recall shall succeed if (i) the number of ballots received is at least half the number of votes cast in the immediately preceding Board election, and (ii) a majority of the ballots so cast are in favor of recall.

(i) In the event that a recall is successful, the Board shall fill the vacancy for the interim period until the next annual meeting of members according to the provisions set forth in Section 3.20 of these Bylaws.

### **3.20 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of two-thirds of the Board to fill the position in the interim until his or her successor is elected at the next annual meeting of members. Upon termination of membership in the corporation, a vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.

### **3.21 Board Committees**

#### **3.21.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. The Board may also appoint committee members who are not Directors and who shall serve in an advisory capacity as non-voting members of such committees. The Executive Committee shall have and exercise the authority of the Board in the management of the corporation. Other committees designated and appointed by the Board may exercise such authority as authorized from time to time by resolution of the Board. Such authority shall be subject to such limitations as may be prescribed by the Board, except that no committee shall have the authority to (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of all or substantially all the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### **3.21.2 Standing Committees**

The standing Board committees shall be as follows:

(a) Executive Committee which shall consist of the President and four other officers or Directors, but in no case less than two Directors, and who shall have authority to transact business as authorized by the Board subject to an obligation to report to the Board any and all actions so taken;

(b) Governance Committee which shall consist of at least three Directors, and shall be responsible annually for preparation of a slate of Directors for election at the annual meeting of Members and such other projects as may be assigned by the Board; and

(c) Finance Committee which shall consist of the Treasurer and at least two Directors, and shall support the staff in developing an annual budget for approval by the entire Board and perform such other projects as may be assigned by the Board.

### **3.21.3 Quorum; Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

### **3.21.4 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.21.5 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

## **3.22 Compensation**

Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers

and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers shall be elected from among the Directors of the corporation.

#### **4.2 Election and Term of Office**

The officers of the corporation shall be elected each year by the Board at the first Board meeting held during the calendar year. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

#### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the affirmative vote of at least a two-thirds majority of the number of Directors fixed by or in the manner provided by these Bylaws whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### **4.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

#### **4.6 President**

The President shall preside over meetings of the Board and, subject to the Board's control, shall supervise all of the business of the corporation and execute documents on behalf of the corporation. The President shall also perform such other duties as may be assigned to him or her by the Board from time to time.

#### **4.7 Vice President**

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

#### **4.8 Secretary**

The Secretary shall ensure that accurate minutes are kept of meetings of the members and the Board as well as any committees of the Board that maintain minutes. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall also perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

#### **4.9 Treasurer**

The Treasurer shall oversee the financial operations of the corporation and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

#### **4.10 No Compensation**

The officers shall receive no compensation for their service as officers but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

### **ARTICLE 5. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS**

#### **5.1 Duties of Care and Loyalty**

Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and

(c) in a manner such officer or Director believes to be in the best interests of the corporation.

## **5.2 Directors' Duties**

(a) Directors are expected to attend and actively participate in all regular and special meetings of the Board, except for good cause.

(b) Directors shall serve on Board committees as needed.

(c) Directors are expected to educate themselves regarding the history, purpose, and activities of the corporation so as to provide valuable service.

## **5.3 Directors' and Officers' Ethics**

(a) Directors and officers shall act with honesty, integrity, and openness in all their dealings as representatives of the corporation.

(b) Directors and officers shall be knowledgeable of and comply with all laws and regulations.

(c) Directors and officers shall promote good working relationships with other directors, staff, and members that are based on mutual respect, fairness and openness.

(d) Directors and officers shall ensure that all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of the corporation.

## **ARTICLE 6. EXECUTIVE DIRECTOR**

The corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. If employed, the Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. If employed, the Executive Director shall serve as an ex-officio, non-voting member of the Board. For the purpose of determining the number of Directors serving the corporation, the Executive Director shall not be considered a member of the Board.

## **ARTICLE 7. ADVISORY BOARD**

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation; provided, however, to the extent permitted by law,

members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

## **ARTICLE 8. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **8.1 Contracts**

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

### **8.2 Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **8.3 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

### **8.4 Checks, Drafts, Etc.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

### **8.5 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

### **8.6 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable, of each member and Director, and of the name and post office address



of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

### **8.7 Corporate Seal**

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

### **8.8 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December 31.

### **8.9 Rules of Procedure**

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Robert's Rules of Order, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

## **ARTICLE 9. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the members according to the procedures set forth in Section 2.7 of these Bylaws. Upon termination of membership in the corporation, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors fixed by or in the manner provided by these Bylaws or by the written consent of each of the Directors.