

## **BYLAWS**

### **OF**

## **LIBERIANS IN COLUMBUS, INCORPORATED**

### **ARTICLE I**

#### **NAME AND PURPOSE**

##### **SECTION I. NAME**

The name of the organization shall be Liberians In Columbus, Incorporated. (LICI). It shall be a nonprofit organization incorporated under the laws of the State of Ohio.

##### **SECTION II. PRINCIPAL OFFICE**

The principal office of the organization is located in Franklin County, State of Ohio.

##### **SECTION III. CHANGE OF ADDRESS**

The designation of the county or state of the organization's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Date: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Date: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Date: \_\_\_\_\_, 20\_\_

##### **SECTION IV. OTHER OFFICES**

The organization may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may from time to time, designate.

### **ARTICLE II**

#### **NONPROFIT PURPOSES**

## **SECTION I. IRC SECTION 501(C) (3) PURPOSES**

This organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **Section II. SPECIFIC OBJECTIVES AND PURPOSES**

Liberians In Columbus, Incorporated (LICI) is organized exclusively for charitable, **social**, and education purposes. The specific objectives and purposes of this organization shall be:

- a) bringing all Liberians within Central Ohio together;
- b) promoting understanding and cooperation among Liberians in Central Ohio specifically, the State of Ohio and the U.S. in general;
- c) preserving and promoting our Liberian national identity which includes its diverse cultural, ethnic, religious, and social groupings;
- d) discovering solutions to common problems that concern Liberians;
- e) encouraging, providing or facilitating assistance to Liberians where needed and possible;
- f) disseminating information that is relevant and necessary for community consumption;
- g) to engage in other activities related to educating the public concerning issues important to our Liberian community and incidental to a fully recognized and operational nonprofit community-based organization.

## **ARTICLE III DIRECTORS**

### **SECTION I. NUMBER**

The board shall have up to 10, but not fewer than 5 members.

### **SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in the State of Ohio. Other qualifications for directors of this organization shall be as follows:

Liberians residing in Central Ohio who are due-paying members of the organization shall fill all board positions.

### **SECTION 3. POWERS**

Subject to the provisions of the laws of this state, and any limitations in the Articles of Incorporation and By-laws relating to action required or permitted to be taken, or approved by the members of this organization, shall be conducted with all corporate powers exercised by or under the direction of the Board of Directors.

### **SECTION 4. DUTIES**

The board is responsible for overall policy and direction of the organization, delegating day-to-day operational responsibilities to the President and Executive Committee. It shall be the duty of the directors to:

(a) Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or these By-laws;

(b) Supervise all officers, agents and members of the organization to assure that they perform all duties properly;

(c) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the Secretary of the organization, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

### **SECTION 5. TERM OF OFFICE**

All board members shall serve a two-year term, but are eligible for re-election for up to two consecutive terms.

### **SECTION 6. COMPENSATION**

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the organization unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

## **SECTION 8. REGULAR MEETINGS**

The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least one week in advance. Meetings of the board shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, by a chairperson chosen by a majority of directors present at the meeting.

## **SECTION 9. SPECIAL MEETINGS**

The Chairperson of the Board, the President, the Vice-President, the Secretary of the organization, by any two directors, or, if different, by the person(s) specifically authorized under the laws of this state, may call special meetings of the Board. Such meetings shall be held at the principal office of the organization or, if different, at the place designated by the person or persons calling the special meeting.

## **SECTION 10. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Special Meetings. At least, the Secretary of the organization shall give a one-week prior notice to each director of each special meeting of the board. Such notice may be oral or written, given personally, by first class mail, or by electronic means, and shall state the place, date and time of the meeting and the matters at hand to for discussion at the meeting. In the case of electronic notification, the director contacted shall acknowledge personal receipt of the electronic notice by a return message or telephone call within twenty-four hours of the first electronic transmission.

(b) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this organization under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **SECTION 11 – BOARD ELECTIONS**

The election or re-election of new and current directors will be contingent on due paying members voting at the time of such election meeting. Directors will be elected by a simple majority of members present at the election meeting.

## **SECTION 12 – ELECTION PROCEDURES**

A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency. In addition, any member can recommend a candidate to the slate of nominees. All members will be eligible to vote for each candidate, for up to 10 available positions every two years.

## **SECTION 13. QUORUM FOR MEETINGS**

A quorum represented by a simple majority of board members, shall be present for business transactions to take place and motions to pass.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, the board at any meeting shall consider no business at which the required quorum is not present.

## **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, by a Chairperson chosen by a majority of the directors present at the meeting. The president of the organization shall act as secretary of all meetings of the board; however, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by such procedures as approved from time to time by the board of directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

## **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2), whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of

Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the organization would be without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office with cause, or as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Upon the resignation or removal from office of any director, all properties of the organization in his or her possession shall immediately turn over said properties to the Chairperson of the Board, the President, or the Secretary within ten (10) business days.

#### **SECTION 15. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

#### **SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the organization shall be indemnified by the organization to the fullest extent permissible under the laws of this state.

#### **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Unless otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the organization. Such insurance is limited to a director, officer and employee of the organization, for liabilities asserted against or incurred by such agent, whether or not the organization has the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law is.

## **ARTICLE IV OFFICERS**

### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the organization shall be a President, a Vice President, a Secretary, and a Treasurer. The organization may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and the Board of Directors may determine other such officers with such titles as from time to time.

### **SECTION 2. QUALIFICATIONS**

Any member of the age of majority in this state, who pays full annual membership dues, and has resided in Central Ohio for a minimum of twelve (12) months, may serve as officer of this organization.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by due paying members of the organization, for a two-year term, and each elected officer shall hold office to the completion of his or her term of office, or until he or she resigns, removed, or otherwise disqualified to serve, or until his or her successor is qualified and elected; whichever occurs first. Election of officers shall take place in November every two years.

### **SECTION 4. REMOVAL AND RESIGNATION**

A two-thirds majority of due paying members may at any time, vote to remove any officer, with cause. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the organization. Any such resignation shall take effect at the date of receipt of such notice or a later specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **SECTION 5. VACANCIES**

The organization shall hold a special election to fill any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer. In the event of a vacancy in any office other than that of President, such vacancy may temporarily be filled by appointment by the President until the membership shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine. Upon the resignation, removal, disqualification, or otherwise, of any officer, all properties of the organization in his or her possession shall be turned over to the

Chairperson of the Board, the President, or the Secretary within ten (10) business days.

## **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which the Board of Directors may prescribe from time to time. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

## **SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the President, or in the event of his or her inability or refusal to perform duties of the president, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **SECTION 8. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the organization the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep a book of minutes of meetings of the board at the principal office of the organization or at such other place determined by the board may determine. If applicable, meetings of committees of board and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given, in accordance with the provisions of these Bylaws or as required by law.



Be custodian of the records and of the seal of the organization and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the organization.

Keep at the principal office of the organization a membership book containing the name and address of each and any members, and, in the case where the termination of any membership becomes effective, he or she shall record such fact(s) in the membership book together with the date on which such membership ceased.

Provide at all reasonable times to any director of the organization, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the organization.

In general, perform all duties incidental to the office of Secretary. This includes recording all minutes of membership and law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or the President may require executive committee meetings and such other duties as. The specific duties shall include recording minutes of the organization at all membership and executive committee meetings, and writing or signing correspondences by any member of the executive committee.

## **SECTION 9. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of and be responsible for all funds and securities of the organization, and deposit within 72 hours such funds in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the organization from any source whatsoever.

Disburse all funds of the organization as may be directed by the Board of Directors, while securing proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the book of accounts and financial records to any director of the organization, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization.

Prepare, or cause to be prepared, and certify, or cause to be certified, financial statements for presentation every quarter to the members at their next regularly scheduled meeting or to be included in any required reports.

In general, perform all duties incidental to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors or the President.

## **SECTION 10. COMPENSATION**

Officers shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties, upon presentation and approval of receipts by the Board.

## **ARTICLE V COMMITTEES**

### **SECTION 1. EXECUTIVE COMMITTEE**

Officers of the organization shall serve as the Executive Committee responsible for the daily management of the business and affairs of the organization, to the extent permitted, and except as may otherwise be provided, by provisions of law.

The Executive Committee shall keep regular minutes of its proceedings, incorporate such minutes in the corporate records, and report the same to the board from time to time as the board may require.

### **SECTION 2. OTHER COMMITTEES**

The President shall appoint all committee chairpersons. They shall hold their positions and exercise their authorities for the term appointed.

There shall be A: A Standing committee: Ways & Means

B: An Ad hoc Committee: Auditing

A. Ways& Means Committee—this committee is responsible for fund-raising activities of the organization.

B. Audit Committee—this committee shall be responsible for auditing the financial records and properties of the organization as deemed necessary by the board and cease to dissolve after having completed its auditing functions.

The organization shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by notice held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors. Such changes in the context of the Bylaw provisions may necessary to substitute the committee and its members for the Board of Directors and its members, except times when regular and special meetings of committees may be necessary by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are inconsistent with the provisions of these Bylaws.

## **Article VI**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement, to pledge its credit, or to render it liable monetarily for any purpose or in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, the Treasurer with the President of the organization as co-signatory shall sign all checks, drafts, promissory notes, Money orders for the payment of money, and other evidence of indebtedness of the organization.

#### **SECTION 3. DEPOSITS**

All funds of the organization shall be deposited **within 72-hours** to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the nonprofit purposes of this organization.

## **ARTICLE VII**

### **CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The organization shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the board and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the organization's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the organization at all reasonable times during office hours.

#### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal; such seal shall be kept at the principal office of the organization. Failure to affix the seal to corporate instruments shall invalidate any such instrument.

#### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Directors shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind, and to inspect the physical properties of the organization. They shall have such other rights to inspect the books, records and properties of this organization as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

#### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

Members shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the organization, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the Secretary of the organization, upon written demand on, and payment of a reasonable charge, to the Secretary of the organization, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors and officers. That is, as of the most recent record date for which the list has been compiled, or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the Secretary of the organization receives the demand or after the date specified therein as of which the list is to be compiled. The reasonable charge for obtaining documents from the secretary and the reasonable time for compiling the list shall be determined by the Board of Directors.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the organization by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this organization as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

## **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts. However, the member seeking to copy and make extracts shall cover all expenses for copying and making extracts.

## **SECTION 6. PERIODIC REPORT**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an officer of this state and to the members of this organization, to be so prepared and delivered within the time limits set by law.

## **ARTICLE VIII**

### **IRC 501(C) (3) TAX EXEMPTION PROVISIONS**

#### **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this organization shall be of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code]. This organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this organization.

#### **SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code. Or it may be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **ARTICLE IX**

### **AMENDMENT OF BYLAWS**

#### **SECTION 1. AMENDMENT**

Subject to the power of the voting members of this organization to adopt, amend or repeal the Bylaws of this organization and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the members.

## **ARTICLE X CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this organization, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this organization filed with an office of this state and used to establish the legal existence of this organization.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **MEMBERSHIP PROVISIONS**

### **OF THE BYLAWS OF**

### **LIBERIANS IN COLUMBUS, INC.**

## **ARTICLE XI MEMBERS**

### **SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The organization shall have only one class of members. No member shall hold more than one membership in the organization. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this organization, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

### **SECTION 2. QUALIFICATIONS OF MEMBERS**

The qualifications for membership in this organization are as follows: all Liberians and members of their immediate family residing in Central Ohio that supports the purpose statement in Article I, Section 2. Membership voting rights are granted after receipt of membership annual dues. This organization may affiliate with other organizations that support the purpose statement in Article I, Section 2.

### **SECTION 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership through verbal or written communication or by attendance at general meetings.

### **SECTION 4. FEES AND DUES**

(a) The annual dues payable to the organization by members shall be fifty dollars (\$50) payable in full or monthly, unless changed by a majority vote of members at a membership meeting. Continued membership with voting rights is contingent upon being up-to-date on membership dues.

### **SECTION 5. NUMBER OF MEMBERS**

The organization has no limitation on the number of members it may admit.

### **SECTION 6. MEMBERSHIP BOOK**

The organization shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the organization's principal office.

### **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this organization is not, as such, personally liable for the debts, liabilities, or obligations of the organization.

### **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon termination of membership or death.

### **SECTION 9. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the organization personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) If this organization has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on



or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the organization. A member may avoid such termination by paying the amount of delinquent dues within a thirty a (30) day period following the member's receipt of the written notification of delinquency.

(3) Having provided a member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and serially prejudicial to the interests or purposes of the organization.

All rights of a member in the organization shall cease on termination of membership as herein provided.

## **ARTICLE XII**

### **MEETINGS OF MEMBERS**

#### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the organization or at such other place or places as may be designated from time to time by the Board of Directors, President, or another officer so authorized.

#### **SECTION 2. REGULAR MEETINGS**

Regular meetings of the members shall be held monthly at a time and place designated by the President or Executive Committee.

If the day fixed for a regular meeting falls on a day that the meeting cannot be held due to circumstances beyond the control of the organization, such meeting shall be held at a reasonable time and place determined by the President or Executive Committee.

#### **SECTION 3. ELECTION MEETING**

Every two years, a meeting of members shall take place in the month of November for electing officers and transacting other business as may come before the meeting. The President will designate the specific date, time and location of the meeting. The candidates receiving the highest number of votes shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The meeting of members for electing officers shall be deemed a regular meeting.

#### **SECTION 4. SPECIAL MEETINGS OF MEMBERS**

The President, the Executive Committee, or a simple majority of the Board of Directors may call special meetings of the members. A petition signed by one-third (1/3) of voting members may also call a special meeting.

#### **SECTION 4. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, including a special meeting, the purpose for which the meeting is called, shall be delivered not less than seven (7) nor more than thirty (30) days before the date of the meeting. Either such delivery is done personally, electronically or by regular mail, at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the organization, with postage prepaid. Personal notification includes notification by telephone, or electronic means. However, in the case of an electronic means, the member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first electronic transmission.

The notice of any meeting of members at which officers are to be elected shall also state the names of all those who are nominees or candidates for election at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this organization under provisions of the Articles of Incorporation, Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### **SECTION 6. QUORUM FOR MEETINGS**

A quorum shall consist of one-third of the voting members of the organization. A voting member is one who is not in more than three months of arrears in due payment.

Except as otherwise provided under the Articles of Incorporation, Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

#### **SECTION 7. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present in person or by written proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, Bylaws, or provisions of law require a greater number.

## **SECTION 8. VOTING RIGHTS**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or written ballot. Election of officers, however, shall be by written ballot.

## **SECTION 9. ACTION BY WRITTEN BALLOT**

Except as otherwise provided under the Articles of Incorporation, Bylaws, or provisions of law, any action, which may be taken at any regular or special meeting of members, may be taken without a meeting if the organization distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of officers, state the percentage of approvals necessary to pass the measure submitted; and
4. Shall specify the date by which the ballot must be received by the organization in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the organization.

As specified in these Bylaws, ballots shall be mailed or delivered in the manner required for giving notice of membership meetings.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the period specified equals or exceeds the quorum required being present at a meeting authorizing such action. In addition, the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Officers may be elected by written ballot. Such ballots for the election of officers shall list the persons nominated at the time the ballots are mailed or delivered.

## **SECTION 10. CONDUCT OF MEETINGS**

The President shall preside over meetings of members of the organization or, in his or her absence, by the Vice President of the organization or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the organization shall act as Secretary of all meetings of

members; however, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Roberts Rules of Order or other such procedures as may be approved from time to time by the general membership shall govern meetings. Such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, Bylaws, or with provisions of law.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 25 preceding pages, as the Bylaws of this organization.

Dated: \_\_\_\_\_

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