

**AMENDED AND RESTATED BYLAWS**

**OF**

**Napa Valley Coalition of Nonprofit Agencies**

**A California Non Profit Public Benefit Corporation**

**Adopted by the Board of Directors as of July 15, 2009.**

**ARTICLE I - NAME**

The name of this nonprofit Corporation is the Napa Valley Coalition of Nonprofit Agencies, and it is sometimes referred to in these Bylaws as the "Corporation".

**ARTICLE II - PURPOSE**

**Section 1.** The primary purposes of this corporation shall be to strengthen and support its nonprofit members who work to improve the quality of life of Napa County residents.

**Section 2.** The Corporation shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, except as permitted by Section 501 (h) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Corporation shall not participate or intervene in any political campaign on behalf or in opposition to any candidate for public office.

**ARTICLE III - DURATION AND DISSOLUTION**

**Section 1.** The duration of this organization shall be perpetual.

**Section 2.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purposes of the Corporation, in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes or purposes as shall at the time qualify as an exempt organization or exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purpose.

## **ARTICLE IV - PRINCIPAL OFFICE**

The principal office for the transaction of the activities and affairs of the Corporation is located at 1141 Pear Tree Lane, Suite 200; Napa, CA 94558. The Board of Directors may change the location of the principal office at any time. Any such change of location must be noted by the Secretary of the Corporation.

## **ARTICLE V - FISCAL YEAR**

The fiscal year of the corporation shall be July 1 to June 30.

## **ARTICLE VI - MEMBERSHIP**

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

The corporation shall have more than one class of Members. Membership shall be defined in the Polices and Procedures Manual. No Member shall hold more than one Membership in the corporation, except as expressly provided in or authorized by the articles of incorporation or bylaws of this corporation. Each class of Members shall have the same rights, privileges, restrictions, and conditions. All Members shall serve without compensation.

### **Section 2. QUALIFICATIONS OF MEMBERS**

The qualifications for membership in this corporation are as follows: Any agency dedicated to the purposes of the corporation and who maintains in Napa County an office and program or executive director with fiscal responsibility and qualifies under Section 501(c)(3) of the Internal Revenue Code and is a nonprofit agency. Member agencies must inform the Secretary of the corporation as to the name of its representative.

### **Section 3. ADMISSION OF MEMBERS**

Applicants shall be admitted to membership by submitting an application to the Executive Director. The Executive Director will apply the criteria for membership (as such criteria is adopted and amended from time to time by the Board of Directors) and make recommendation to the Board of Directors. Membership shall be granted by a two-thirds (2/3) vote of the members of the Board of Directors present and eligible to vote.

### **Section 4. FEES, DUES, AND ASSESSMENTS**

Each member must pay within the time and on the conditions set by the board, the dues, fees and assessments in amounts to be fixed from time to time by the Board of Directors. The dues, fees and assessments shall be determined by the Board of Directors in its discretion for each class of membership. The Board of Directors shall also adopt a well-defined, structure and equitable process for a waiver of dues, fees or assessments because of special circumstances. Such process shall be communicated in a timely fashion to the members.

### **Section 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

## **Section 6. NONLIABILITY OF MEMBERS**

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

## **Section 7. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's dissolution of the organization.

## **Section 8. TERMINATION OF MEMBERSHIP**

(a) Grounds for Termination. 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 corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.

(3) If this corporation 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 corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(b) Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:

(1) A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.

(2) The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the board of directors in accordance with the quorum and voting rules set forth in these bylaws applicable to the meetings of the board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

(3) Following the hearing, the board of directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the board shall be final.

(4) If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the unaccrued balance remaining for the period of the dues payment.

**Section 9. RIGHTS ON TERMINATION OF MEMBERSHIP**

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

**Section 10. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS**

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

**Section 11. REASONABLE INFORMATION REQUEST AND NOMINATION AND ELECTION PROCEDURES**

Each Member of the corporation shall be entitled to a complete list of members and the board of directors, along with their complete contact information.

Each Member shall be entitled to the financial status of the corporation, which may be presented at the regularly held meeting.

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall include:

- (a) A reasonable means of nominating persons for election as directors.
- (b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- (c) A reasonable opportunity for all nominees to solicit votes.
- (d) A reasonable opportunity for all members to choose among the nominees.

**ARTICLE VII - MEETINGS OF MEMBERS**

**Section 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places within Napa County.

**Section 2. ANNUAL AND OTHER REGULAR MEETINGS**

The members shall meet at least quarterly. The annual meeting of members shall be the last regular meeting of the fiscal year and be for the purpose of electing directors, adopting a budget, and transacting other business as may come before the meeting.

**Section 3. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members shall be called by the board of directors or the chairperson of the board. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

#### **Section 4. NOTICE OF MEETINGS**

(a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a notice of the meeting shall be given by the secretary of the corporation not less than five (5) before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote.

(b) Manner of Giving Notice. Notice may be give by personally, mail, email, fax, voice mail, or other forms of written or electronic communications.

(c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

(d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these bylaws, the request for the meeting shall specify the general nature of the business proposed to be transacted. Notice shall be delivered personally or sent by mail, email, fax, or other forms of written or electronic communications. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote. Notice of the special meeting shall follow the same requirements as listed in (a) and (b) of this section.

#### **Section 5. QUORUM FOR MEETINGS**

A quorum shall consist of a simple majority of the voting members of the corporation.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from by the vote of a majority of the votes represented in person at the meeting, but no other business shall be transacted at such meeting.

#### **Section 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these bylaws require a greater number.

#### **Section 7. VOTING RIGHTS**

Each member in good standing is entitled to one vote as defined in the Policies and Procedures Manual on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice or ballot vote. Election of directors, however, shall be by ballot. Members entitled to vote as described by the Policies and Procedures Manual will not be permitted to vote or act by proxy.

### **Section 8. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the chairperson of the board or other board member. Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this corporation, or with any provision of law.

### **Section 9. ACTION WITHOUT A MEETING**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots may be sent by mail, email, fax, or other forms of written or electronic communications.

All ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and 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.

## **ARTICLE VIII - BOARD OF DIRECTORS**

**Section 1. DUTIES.** Subject to limitations of the Articles of Incorporation, of the Bylaws, and of the California Corporations Code as to action to be authorized or approved by the members, and subject to the duties of the directors as prescribed by the Bylaws, all corporate powers shall be executed by or under the authority of, and business and affairs of, the corporation which shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers, to wit:

**First:** To direct the policies and procedures of the Napa Valley Coalition of Nonprofit Agencies, to administer its property and funds; to select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with the law, with the Articles of Incorporation or the Bylaws, and fix their compensations, if any; to conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with the law, or

with the Articles of Incorporation, Bylaws, and policies and procedures of the Napa Valley Coalition of Nonprofit Agencies and to be responsible for the proper operation and administration of the Corporation.

**Second:** To solicit and accept gifts, bequests and devises of real or personal property, in the name of the corporation and on its behalf; to make such purchases and other disbursements, and do any other acts necessary and proper to best effectuate this Corporation's purpose and promote the interests of the Corporation's Member agencies.

**Third:** To administer all property, equipment and funds of the Corporation, with any use of its equipment or facilities or any expenditure of its funds subject to the approval of the Board prior to such use or expenditure. No member of the Board, nor any other member of the Corporation, shall at any time have vested in him/her any beneficial or other interest in any of the property of the corporation, real or personal, nor shall any distribution of said property be made to any member upon dissolution of the corporation, or otherwise. The Board shall establish a policy outlining responsibilities for check writing, limits, and signatories.

**Fourth:** To borrow money and incur indebtedness for the purpose of the Corporation, and to cause to be executed and delivered therefor, in the Corporation name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

**Fifth:** To appoint an Executive Committee and such other committees as may be deemed appropriate and to prescribe their duties, and to delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except the power to adopt, amend or repeal bylaws, make policy changes, establish the compensation for the Executive Director, or to borrow money or incur debt.

**Sixth:** To appoint an Executive Director, fix his/her compensation and prescribe duties.

**Section 2. NUMBER OF BOARD MEMBERS.** The authorized number of directors of this Corporation shall not be less than five (5) members nor more than fifteen (15) members until changed by amendment of the Articles of Incorporation or by a bylaw amending this Section of these Bylaws, duly adopted by the vote or written assents of the members entitled to exercise a majority of the voting power of this Corporation. Each director must be a member of good standing.

**Section 3. ELECTION OF BOARD OF DIRECTORS.** The Directors shall be elected by ballot from among the Members at the annual meeting of members, which shall be the last regular meeting of the fiscal year.

**Section 4. TERM OF OFFICE. (revised 2/16/11)**

(a) A Director's complete term shall be for a period of two (2) years which shall commence on July 1 and end on June 30.

(b) A Director may be elected for two (2) successive terms (a period of four (4) years), and then must take at least one (1) year off before requesting another term on the Board.

(c) If a Coalition Member is appointed to the Board during an existing Term, he/she is still eligible to be elected for two (2) successive terms (an additional period of four (4) years), before taking at least one (1) year off.

(d) If a Board Member is serving as President in his/her fourth year, he/she may serve a fifth year as the Board's Immediate Past President. Both a majority of the existing Board and the outgoing President must agree to this one (1) year extension.

(e) Directors shall serve without compensation.

#### **Section 5. VACANCIES.**

(a) A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director, or, if the authorized number of Directors be increased.

(b) The Directors may elect a Director or Directors at any time to fill any vacancy or vacancies existing. If the Board of Directors accepts the resignation of the Director tendered to take effect at a future time, the Board of Directors shall have power to elect a successor to take office when the resignation is to become effective.

**Section 6. REDUCTION OF DIRECTORS.** No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

**Section 7. REGULAR MEETING.** Regular meetings of the Board of Directors shall be held at least quarterly; and at the place as arranged by them. Notice of such regular meetings of the Board of Directors shall be given in a timely manner.

**Section 8. SPECIAL MEETINGS.** Special meetings of the Board of Directors for any lawful purpose shall be called at any time by the Chairperson or, if absent or unable or refuses to act, by any Vice Chairperson or by 20% or more of the Directors. Notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by mail, Fax, voice mail, e-mail or other form of written or electronic communication, addressed as it is shown upon the records of the Corporation, or if it is not so shown on such records, or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. In case such notice is mailed it shall be deposited in the United States mail, or delivered to the post office in the place in which the principal office of the corporation is located, at least forty eight (48) hours prior to the time of the holding of the meeting. In case such notice is delivered as above provided, it shall be so delivered at least twenty-four (24) hours prior to the time of the holding of the meeting. Such mailing, faxing, voice mail, e-mailing or delivery, as provided above, shall be a due, legal, and personal notice to such Director.

**Section 9. QUORUM.** A quorum shall consist of a simple majority of seated Directors. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone, electronic video screen communication or other

communications equipment pursuant to this subdivision constitutes presence in person at that meeting as long as all members participating in the meeting are able to communicate with all of the other members concurrently and take part in discussion and actions.

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 shall be regarded as the act of the Board of Directors, unless a greater number required by the Articles of Incorporation by law.

**Section 10. ADJOURNMENT.** A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

**Section 11. RESIGNATION.** Any Director may resign at any time by giving either written notice to the Board of Directors or to the President, or to the Secretary/Treasurer of the Corporation or verbal notice confirmed in writing by either the Director or the President of the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified; and, unless specified otherwise therein, the acceptance of such resignation shall not be necessary to make it effective

**Section 12. CONFLICT OF INTEREST.** Each Director who may perceive a possible conflict of interest with respect to any matter which shall come before the Board or any of its committees shall identify such conflict and shall neither deliberate nor vote thereon.

## **ARTICLE IX - OFFICERS**

**Section 1. OFFICER TITLES.** The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, such other offices as may be appointed in accordance with the provisions as set forth in Section 3 of this Article VIII.

**Section 2. OFFICER ELECTION.** The officers of the Corporation, except such officers as may be appointed in accordance with provisions as set forth in Section 3 of this Article VIII, shall be elected by the Board of Directors at the annual meeting and each shall hold office until he/she shall resign or shall be removed or otherwise disqualified to serve, or until a successor shall be elected and qualified.

**Section 3. APPOINTMENTS.** The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

**Section 4. REMOVAL.** Any officer may be removed either with or without cause by a majority of the Directors at the time in office, at any regular or special meeting of the Board.

**Section 5. RESIGNATION.** Any officer may resign at any time by giving either written notice to the Board of Directors or to the Chairperson, Vice-Chairperson, Secretary, and/or Treasurer of the Corporation or verbal notice confirmed in writing by either the officer or the Chairperson of the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified; and, unless specified otherwise therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 6. VACANCIES.** A vacancy in any office, because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors.

**Section 7. CHAIRPERSON DUTIES.**

(a) The Chairperson shall be the Chief Executive Officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. The Chairperson shall preside at all meetings of the Board of Directors. The Chairperson shall be, ex-officio, a member of all the standing committees, except the Executive Committee, and shall have the general powers and duties of management usually vested in the office of Chairperson of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

(b) In the absence or disability of the Chairperson and the Vice-Chairperson, the Secretary, or in that absence the Treasurer, shall perform all the duties of the Chairperson, and when so acting, shall have all powers of and be subject to, all the restrictions upon the President.

**Section 8. VICE-CHAIRPERSON DUTIES.** In the absence or disability of the Chairperson, the Vice-Chairperson shall perform all the duties of the Chairperson and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson.

**Section 9. SECRETARY DUTIES.** The Secretary shall keep, or cause to be kept, a book of minutes at the principal office, or such other place as the Board of Directors may order, of all meetings of directors and members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present at Director's meetings and the proceedings thereof. The Secretary shall keep or cause to be kept, at the principal office, a register showing the names of the Directors and their addresses. The Secretary shall give, or cause to be given, notice of all the meetings of the Directors and of the members, required by the Bylaws or by the law to be given; shall keep the seal of the Corporation in safe custody; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws. The Secretary shall mail notices as instructed by the Board of Directors and shall be custodian of all records of the corporation, except such records and papers as shall be kept by any other officer as are required by the office or as instructed by the Board of Directors, and shall perform other duties incident to that office.

**Section 10. TREASURER DUTIES.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains,

losses, capital, and surplus. The books of account shall at all times be open to inspection by any Director. The Treasurer shall deposit or cause to deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse or cause to disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

## **ARTICLE X – COMMITTEES**

**Section 1. EXECUTIVE COMMITTEE OF THE BOARD.** The board of directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee that has the authority of the board.
- (c) The amendment or repeal of bylaws or the adoption of new bylaws.
- (d) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the board or the members thereof.
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

In no event shall the Executive Committee have authority over the board of directors. At any meeting of the Executive Committee, a majority of the total number of members then in office shall constitute a quorum for the transaction of business, and the act of a majority present at any meeting in which there is a quorum shall be the act of the Committee. Significant decisions of the Executive Committee shall be reported to the Board at the next regular meeting and submit minutes of the Executive Committee to the other Board Directors within fourteen (14) calendar days.

## **Section 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by the of the board of directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

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

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws. Special meetings of committees may also be fixed by the board of directors. 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 not inconsistent with the provisions of these bylaws.

## **ARTICLE XI - AMENDMENTS**

The Bylaws may be amended or repealed upon a two-thirds vote of the members present and voting at any meeting of the Corporation, provided a copy of the proposed amendment shall have been mailed to each member of the Corporation at least thirty (30) days before the date of the meeting at which the proposed amendment is to be acted upon or the proposed repeal is to be acted upon.

## **ARTICLE XII - EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no Member, Director, Officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization's contributions which are deductible under Section 178 (c) 920 of such Code and Regulations, as they may now exist or as they may hereinafter be amended.

## **ARTICLE XIII - EFFECTIVE DATE**

These Bylaws shall become effective upon adoption by a two thirds vote of the members of the Board of Directors of this Corporation present and voting.