

**AMENDED AND RESTATED BYLAWS**  
of the  
**HISTORIC PRESERVATION ALLIANCE OF COLORADO SPRINGS**  
(A Colorado Nonprofit Corporation)  
Effective as of February 7, 2002  
Revised (repealed and re-enacted) November 2017

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**ARTICLE 1**  
**Purposes**

In addition to any purposes identified in the Articles of Incorporation of the corporation, the purposes for which the corporation is organized are as follows:

1. To provide leadership and inspiration to preserve, protect and promote Colorado Springs' heritage for today and future generations through advocacy, education, events and strategic alliances.
2. To advocate, promote and encourage effective historic preservation policies
3. Develop and sustain effective strategic alliances to promote and encourage the preservation of buildings, sites, neighborhoods, commercial centers, streetscapes, cultural landscapes, monuments, trees and the historic environment throughout the City of Colorado Springs and greater Pikes Peak region.
4. Educate and encourage citizens community-wide in the appreciation and study of the pre-historic, historic, architectural, environmental and aesthetic significance of buildings, structures, sites, vistas, and neighborhoods including practical and effective preservation methodology.
5. Disseminate information and inspire public interest in historic preservation through the preparation of educational programs and the promotion of training in preservation skills and techniques.
6. Help coordinate historic preservation activities throughout the Pikes Peak region.
7. Celebrate our irreplaceable heritage and honor those who work hard to keep our history alive.
8. Assess, survey and identify buildings, sites, neighborhoods, landscapes and areas that are of historical significance, including those which may be endangered;
9. Monitor public and private entities and activities that can affect historic or established buildings, neighborhoods or sites.

## **ARTICLE II Offices**

Business Offices. The principal office of the corporation in the State of Colorado shall be located in Colorado Springs, Colorado. The corporation may have other offices within the State of Colorado as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office. The corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act (the "Act"). The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the corporation as long as the proper filings are made with the Secretary of State of Colorado.

## **Article III Members**

Categories of Members. The corporation shall have one or more categories of members as determined by the Board of Directors. Except as otherwise noted herein, all members shall have the same rights and obligations.

Admission of Members. Membership in the corporation shall be open to any entity, as defined in the Act, or individual, *desiring to sustain the purpose of the corporation*, and upon payment of annual dues and the approval of the Board of Directors will be effective for a twelve (12) month period from the first of the month following payment.

Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XIII of these bylaws. Termination of membership shall be effective as of the determination hereunder.

Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges accrued and unpaid as of the date of the resignation. The effective date of the resignation shall be the date such notice is received by the Secretary or such earlier date as may be approved by two-thirds of the Board of Directors.

Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Transfer of Membership. Membership in this corporation is not transferable or assignable.

#### **ARTICLE IV Meetings of Members**

Annual Meetings. An annual meeting of the members shall be held each year at such date, time and place, as determined of the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

Place of Meetings. The Board of Directors may designate any place within the State of Colorado as the place of any meeting called by the Board of Directors.

Notice of Annual Meeting. Written notice stating the place, date and time of the Annual Meeting shall be delivered, either personally, by mail or electronic media, to each member entitled to vote at such meeting, not less than thirty (30) days before the date of such meeting, by or at the direction of the President, Secretary or other Officers of the Board. Notice of the annual meeting shall include a description of any matter or matters to be considered if such matter or matters must be approved by members, including a) conflict of interest and related party transactions, b) indemnification of a Director, c) amendment of articles of incorporation or bylaws by the Board of Directors or members, d) merger, sale of property other than in the regular course of business, or e) dissolution of the corporation.

Special Meetings. Special meetings may be called by the Officers of the Board of Directors. The meeting notice shall state the purpose or purposes for the meeting and shall be delivered either personally, by mail or electronic media to each member entitled to vote at such meeting, not less than ten (10) days before the date of such meeting, by or at the direction of the President, Secretary or other Officers of the Board.

Quorum. Ten (10) members present in person or by proxy shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice. In the event the corporation has less than ten (10) members at the time of any meeting of the members, a majority of the number of members at that time shall constitute a quorum at such meeting.

Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall

be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Action by Written Ballot. A vote on any action that may be taken at an annual or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet quorum requirements, state the percentage of approvals necessary to approve each matter other than election of Directors, specify the time by which the ballot must be received by the corporation in order to be counted, and be accompanied by written information regarding the matter to be voted upon. Approval by written ballot shall be valid when the number of votes cast by ballot equals or exceeds the quorum required at a meeting authorizing the action and the number of approvals equals or exceeds the number required to approve the matter at a meeting.

## **ARTICLE V Board of Directors**

General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Number, Tenure and Qualifications. The number of Directors shall be at least three (3) but no more than thirteen (13). Directors shall serve staggered three-year terms and serve no more than two consecutive terms.

Regular Board Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide the time and place for the holding of additional regular meetings of the Board without other notice.

Special Board Meetings. Special meetings of the Board of Directors may be called by the President or at the request of any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Colorado as the place for holding any special meeting of the Board or Directors.

Notice of Meetings. Notice of each meeting of Directors shall be provided to each Director a minimum of two (2) days prior to the meeting by either personal delivery, telephone, fax, electronic media or other electronic means. The notice of all meetings shall state the place, date, hour and purpose.

Quorum. A majority of the Board of Directors (one or more than half) shall constitute a quorum for the transaction of business at any meeting of the Board, and may participate in person, telephone via speakerphone; video conferencing or such electronic means. If less

than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. Minutes of the proceedings of the Board of Directors' meetings shall be prepared in both digital and hard copy and kept on file with the Secretary or office of the corporation.

Vacancies. Any vacancy occurring in the Board of Directors including any vacancy resulting from an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in some other capacity and receiving compensation therefor.

Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if each and every Director in writing either (a) votes for such action; or (b) (I) votes against such action or abstains from voting; and (II) waives the right to demand that action not be taken without a meeting. Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted.

Meetings by Telephone. Members of the Board of Directors or any committee designated thereby may hold or participate in meetings by conference telephone, video conferencing or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

## **ARTICLE VI**

### **Officers**

Officers. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. All Officers shall serve as Directors of the Board of the Corporation. The Board of Directors may elect or appoint such other officers, including one or more Vice Presidents, Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by the Board of Directors, including the

preparation and dissemination of the corporation's Annual Report. Any two or more offices may be held by the same person.

Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the next regular meeting of the Board of Directors following the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Officers shall be elected for a term of one year and shall serve until their successors have been duly elected and qualified or until they shall resign, or shall have been removed in the manner hereinafter provided. Officers shall be eligible for re-election, but shall serve no more than three consecutive terms.

Removal. The Board of Directors may remove any officer or agent elected or appointed by the Board of Directors whenever in its judgment the best interests of the corporation would be served by such removal. A vote for the removal of an officer will take place at a meeting where at least two-thirds of the full Board of Directors is present and by a majority of the Board.

Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall be a Director of the Corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President. In the absence of the President or in event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. He or she shall be a Director of the Corporation. Any 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 of Directors.

Treasurer. If required by the Board of Directors, the Treasurer shall be bonded by the organization for the faithful discharge of his or her duties in such sum and with such surety or

sureties as the Board of Directors shall determine. He or she shall be a Director of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, in both digital and hard copy format; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents as needed, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **ARTICLE VII Committees**

Committees of Directors. The Board of Directors may create one or more committees of the board, either standing or ad hoc, and appoint one or more Directors or members to serve on the committee. Every committee created by the board shall support the Purposes stated in Article 1, shall be chaired or co-chaired by a Director and shall provide a management plan to the Board for review and approval. Standing committees shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to authorizing distributions, approving or proposing to members action requiring member approval, electing, appointing or removing any Director, amending articles of incorporation, amending, altering or repealing the bylaws; approving a plan of merger not requiring member approval, or approving a sale, lease exchange or other distribution of all, or substantially all of the corporation's property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members. Ad hoc committees shall not have the authority of the Board of Directors in the management of the corporation and do not require a Director to serve as Chair or co-Chair.

Term of Commitment. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules. The same rules described herein regarding meetings, action without meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors similarly apply to the committees of the board and their members.

## **ARTICLE VIII**

### **Standards of Conduct for Officers and Directors**

Each Director shall discharge the duties as a Director, including as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Director or officer reasonably believes to be in the best interests of the corporation. A Director or officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, a public accountant, or other person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (c) in the case of a Director, a committee of the board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Director or officer is not liable as such to the corporation or its members for any action taken or omitted as a Director or officer, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Article.

## **ARTICLE IX**

### **Conflicting Interest Transactions**

Conflicting Interest Transactions. As used in this Article, "conflicting interest transaction" means: A contract, transaction, or other financial relationship between the corporation and a Director of the corporation, or between the corporation and a party related to a Director, or

between the corporation and an entity in which a Director of the corporation is a Director or officer or has a financial interest.

Prohibition Against Loans to Directors or Officers. No loans shall be made by the corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

Voidability of Conflicting Interest Transactions. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the corporation, solely because the conflicting interest transaction involves a Director of the corporation or a party related to a Director or an entity in which a Director of the corporation is a Director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the corporation's Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if:

a) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or

b) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote thereon, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

c) The conflicting interest transaction is fair as to the corporation.

Approval of Conflicting Interest Transactions. All Directors, including those which may have conflicting interest, may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

Party Related to Director. For purposes of this Article, a "party related to a Director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, officer, or has a financial interest.

## **ARTICLE X Indemnification**

**1.** The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

**2.** The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**3.** To the extent that a director, officer, employee or agent of a corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in subsections (1) and (2) above, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**4.** Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (a) or (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a

quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members entitled to vote, if any.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this Article.

8. For purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise or entity, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

9. For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to any employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participant and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

**ARTICLE XI**  
**Contracts, Checks, Deposits, Gifts and Proxies**

Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Checks, Drafts, Etc. All checks, drafts or 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, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Proxies. Unless otherwise provided by resolution adopted by the Board of Directors, the President or any Vice President may from time to time appoint one or more agents or attorneys in fact of the corporation, in the name and on behalf of the corporation, to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper in the premises.

**ARTICLE XII**  
**Record of Membership**

The Board of Directors may provide for the issuance of certificates or member cards evidencing membership in the corporation, which shall be in such form as may be determined by the Board.

**ARTICLE XIII**  
**Books and Records**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time provided a minimum of 14 business day confirmed notice is provided in writing or electronic media to the President or Secretary.

**ARTICLE XIV**  
**Dues**

Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the corporation by members of each category.

Payment of Dues. New members may join at any time during a calendar year. Renewal dues shall be payable in advance the month before the annual renewal date. The organization may set monthly or quarterly renewal dates and prorate as needed.

Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of sixty (60) days from the beginning of the fiscal year or period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article II of these bylaws.

**ARTICLE XV**  
**Corporate Seal**

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an Assistant Secretary for the authentication of contracts or other papers requiring the seal.

**ARTICLE XVI**  
**Waiver of Notice**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof may be granted in the following manner by members and Directors, respectively:

Members**Error! Bookmark not defined.** A member may waive any notice required to be given to such member by the Act or these bylaws: (i) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a

written waiver to the corporation which is signed by the member entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (ii) by a member's attendance at the meeting whereby such member waives objection to lack of notice or defective notice, unless the member at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice, and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Directors. Waiver of notice by a Director may be made as in paragraph 1 except under subsection (ii) the Director must not only object to holding the meeting but must also not vote for or assent to action taken at the meeting. Further, even if a Director attends or participates in a meeting, the Director does not waive any required notice if special notice was required of a particular purpose and the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

## **ARTICLE XVII**

### **Amendments to Bylaws**

The power to make, later amend, or repeal these bylaws is vested in the Board of Directors. The affirmative vote of two-thirds of the Directors shall have the power to add to, alter, amend or repeal the bylaws at any regular or special meeting provided that notice of the meeting plus the substance of the proposed addition, alteration, amendment, or repeal has been communicated, in writing, not less than one month prior to said meeting to each person entitled to vote.