**BYLAWS of**

**EAGLES ISLAND COMMUNITY ROWING**

**Revised January 26, 2020**

 **to be presented to the membership February 9, 2020**

# SECTION 1.

**OFFICES**

**SECTION 1.1** Principal Office

The principal office of the corporation shall be at \_\_\_\_P.O. Box, Leland, NC 28451 or such other place as may be designated by the Board of Directors (the "Board").

**SECTION 1.2** Registered Office

The registered office of the corporation shall be at \_\_\_\_P.O. Box, Leland, NC 28451 or such other place as may be designated by the Board.

**SECTION 1.3** Other Offices

The corporation may have offices at such other places as the Board may from time to time determine.

**SECTION 1.4** Mission and Purposes.

The mission and purposes of the corporation shall be as set out in the Articles of Incorporation filed to establish the corporation and as further articulated in any statement of mission and purpose adopted by the corporation.

# SECTION 2.

# Members and Membership

**SECTION 2.1** Rights and Obligations

Membership shall be open to all individuals 18 years of age or older, who share and support the purposes of the corporation as set out in the Articles of Incorporation and these Bylaws, and have paid annual membership dues as established by the Board from time to time. The corporation shall not discriminate on the basis of race, religion, ethnicity, national origin, citizenship, age, marital status, sexual orientation, gender identity or expression, or status as a veteran. The corporation will make a good faith effort to accommodate rowers with disabilities, to the extent of available resources.

Membership comes with certain responsibilities and obligations in terms of supporting the corporation, as provided in the Code of Conduct as adopted by the Board and amended from time to time, as well as to entitling a member to be eligible to serve on the Board (subject to Section 4.2), to vote for election of directors (subject to Section 3.10), to attend all meetings of the membership, to review the minutes of all meetings of members or the Board (to be made available at the corporation's principal office upon request), and to review the corporation's financial statements (to be made available at the corporation's principal office upon request).

There shall be two classes of membership: (i) single and (ii) family. The annual membership dues for each class of membership may be different, as determined by the Board in its discretion. Single membership will include all individuals 18 years of age or older. A family membership shall include all individuals within a family, defined as the parent or legal guardian(s) and any number of children between the ages of 12 and 17 all living at the same address, all of whom shall constitute one family membership. All persons in a family membership shall have access to events and activities organized by the corporation and any similar benefits of membership. Children in a family membership must be accompanied and supervised by a parent or legal guardian at corporation events. In all other respects, the designations, qualifications, rights and obligations of each class of membership shall be the same. The Board may establish additional membership classes, and reasonable requirements, criteria or membership procedures not inconsistent with the preceding statements.

**SECTION 2.2** Transfer; Resignation.

Membership is not transferable. A member may resign from membership in the corporation at any time by giving notice of such member's resignation in writing addressed to a director of the Board or by presenting such member's written resignation in person at a Board meeting. The resignation of a member does not relieve the member from any obligations incurred or commitments made to the corporation prior to resignation.

**SECTION 2.3** Suspension or Termination of Membership

After notice and hearing, a membership may be terminated or suspended by the Board in its discretion for a member's nonpayment of membership dues or for a member's conduct contravening the purposes, interests or reputation of the corporation; provided, however, that any such termination or suspension must be fair and reasonable after the member has had an opportunity to be heard by the Board, and be carried out in good faith.

# SECTION 3.

# Meetings of Members

**SECTION 3.1** Place of Meetings

All meetings of members will be held at the principal office of the corporation, or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of meeting to be provided in accordance with Section 3.5.

**SECTION 3.2** Annual Meetings

The annual meeting of the members will be held in the month of December, at such time and on such date (other than a legal holiday) fixed by the Board from time to time for the purpose of electing directors of the corporation and for the transaction of such other business as may be properly brought before the meeting. The first annual meeting of the members shall be held in 2019. At such annual meeting, the members shall elect directors to the Board for the coming year as provided herein, and the Board will make a detailed report of the business and affairs of the corporation for the preceding year, present a proposed budget for the coming year and review procedures for members to engage with the Board in the coming year.

**SECTION 3.3** Substitute Annual Meeting

If the annual meeting is not held within the month designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 3.4.

**SECTION 3.4** Special Meetings

Special meetings of the members may be called at any time by the Board or by the written request signed by not less than one-third of the members entitled to vote at such meeting.

**SECTION 3.5** Notice of Annual or Special Meetings

Notice stating the time and place of all meetings must be delivered not less than seven (7) nor more than 30 days before the date of the meeting, either by mail or email, to each member of record entitled to vote at such meeting. Confirmation of receipt either written or email will be required; the board will be notified and become public record for any member(s) who does not respond. Notice will also be physically posted at the corporation's boathouse and website. In the case of a special meeting, the notice of meeting will specifically state the purpose(s) for which the meeting is called. In the case of an annual or substitute annual meeting, the notice of meeting need not specifically state the business to be transacted at such meeting unless it is a matter, other than election of directors, on which the vote of members is expressly required by the provisions of the North Carolina Nonprofit Corporation Act.

**SECTION 3.6** Specific Proposals

If, not less than three (3) days prior to the date of the annual or special meeting of members, a member notifies two Board directors by an email notice of such member's intention to bring before the meeting any specific proposal, that proposal will be considered and acted upon at the meeting. Upon request by the member, the officer of the corporation having charge of the record of members will make the record immediately available to a member seeking to act pursuant to the foregoing provision.

**SECTION 3.7** Action without Meeting

Any action which may be taken at a meeting of the members may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all of the persons

entitled to vote upon such action at a meeting and filed with the Secretary as part of the corporate records.

**SECTION 3.8** Voting List

The record of members, maintained by the secretary of the corporation or a designee appointed by the Board as provided herein, constitutes the voting list of the corporation. The members are to be listed alphabetically. The list shall identify any suspended members. Such record of members will be available at the registered office of the corporation beginning two business days after notice of meeting is given and is subject to inspection upon written demand by any member or his duly appointed agent at any time during usual business hours. It will also be produced and kept open at the time and place of any members' meeting and will be subject to the inspection of any member during the entire meeting.

**SECTION 3.9** Quorum

A majority of the members entitled to vote on a matter, represented in person or by proxy, will constitute a quorum as to that matter at any meeting of members. The members at a meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. In the absence of a quorum at the opening of any meeting, the meeting may be adjourned by the vote of a majority of the members entitled to vote on a matter on the motion to adjourn, but no other business may be transacted until and unless a quorum is present.

**SECTION 3.10** Voting

Each membership whether single or family shall be entitled to one vote on each matter submitted to a vote at a meeting of members For the avoidance of doubt, a family membership shall be entitled to only one vote as a member on each matter submitted to a vote at a meeting of members, regardless of the number of individuals comprising such family.

Notwithstanding any contrary provision contained in these Bylaws, a member whose membership has been terminated shall not be entitled to vote on any matter submitted to a vote at a meeting of members from and after the effective date of said termination and a member whose membership has been suspended shall not be entitled to vote on any matter submitted to a vote at a meeting of members during the period of such suspension.

**SECTION 3.11** Proxies

Members may vote in person or by an agent authorized by a written proxy executed by the member or by the member's duly authorized attorney-in-fact. A facsimile, electronic mail message or other form of message appearing to have been transmitted by a member, or a photo static or equivalent reproduction of a written proxy will be deemed a written proxy. No proxy will be valid after 11 months from the date of its execution unless a longer period is specified in the proxy. A proxy duly executed will continue in full force and effect subject to the prescribed time limitations until a written revocation or a duly executed proxy bearing a later date is filed with the Secretary of the corporation. No proxy may be voted if the person who executed it is present at the meeting and elects to vote in person, except in the case of a valid proxy which is

irrevocable by law or by its own terms. Unless the proxy otherwise provides, any proxy holder may appoint a substitute in writing.

**SECTION 3.12** Votes Required

Except in the election of directors (see Section 4.3), if a quorum is present, action on a matter by the members is approved if the votes cast by members entitled to vote favoring the action exceed the votes cast by members opposing the action, unless the vote of a greater number is required by law or by the articles of incorporation or these Bylaws. Voting on all matters other than the election of directors (see Section 4.3) will be by voice vote or by a show of hands unless the Vice-Chairperson rules otherwise or unless of at least 10% of the members present (in person or by proxy) that are entitled to vote on a matter (prior to the voting on such matter) demand a vote by ballot on that particular matter.

**SECTION 3.13** Fixing Record Date

The record dates for the determination of members entitled to notice of or to vote at any meeting of members or any adjournment of a meeting of members, or in order to make a determination of members for any other proper purpose, are fixed as follows: (i) in the case of a meeting of members, 10 days immediately preceding the date on which the meeting is to be held, unless the Board fixes another record date not less than 10 nor more than 60 days preceding the meeting; (ii) with respect to all other actions requiring such determination, three days immediately preceding the date on which the particular action is to be taken.

# SECTION 4.

**BOARD OF DIRECTORS**

**SECTION 4.1** General Powers

The business and affairs of the corporation shall be managed by its Board. The duties of the Board shall be those prescribed herein and in the Consent of the Initial Directors and any additional duties as from time to time may be prescribed by the Board.

No director shall receive compensation for services other than reimbursement for any expenses incurred by the director in the performance of his duties as authorized by the Board.

**SECTION 4.2** Number, Term, and Qualifications

The Board shall be made up of five to seven directors. Beginning with the election of the Board at the first annual meeting of the members, the directors shall be divided into two classes, each class having as nearly an equal number of members as possible, to serve in the first instance for terms of one and two years, respectively, and until their successors shall be elected and shall qualify, and thereafter the successors in each class shall be elected to serve for up to two consecutive terms of two years each and until their successors shall be elected and shall qualify.

Any member who is at least 18 years old and who has been a member in good standing is eligible to serve as a director. Beginning in January 2022, all nominees for director of the Board will need to have been members of the organization for a minimum of one calendar year. Spouses or domestic partners cannot serve as directors simultaneously. Employees of the corporation are not eligible to serve as directors. Directors need not be residents of the State of North Carolina. A director shall be eligible for re-election for a second, consecutive 2-year term after which he/she cannot serve on the board for a minimum of one year before becoming eligible for election to another two-year term and, if desired, a second consecutive 2-year term. There is no limitation on the total number of non-consecutive terms which an individual may serve as a director.

**SECTION 4.3** Election of Directors

The Nominating Committee will present to the membership not less than ten days before the scheduled annual meeting a ballot of potential directors to fill upcoming vacancies. Except as provided in Section 4.5, the directors shall be elected by the members at the annual meeting of the members, beginning with the first annual meeting to be held in the year 2019. The election of directors shall take place through a membership vote by written ballot or an absentee ballot proxy and the person(s) who receives the highest number of votes cast for the position(s) of director of the Board shall be duly elected. At the first meeting of the newly elected Board, the directors will assign Chair positions in accordance with their skills as decided by consensus of the new Board.

**SECTION 4.4** Removal for Cause

Any director may be removed from office, for cause, at any meeting of the Board by a consensus vote of the remaining directors then holding office.

**SECTION 4.5** Vacancies

Any vacancy occurring in the Board may be filled by a consensus vote of the remaining directors. In the event of the death, resignation, retirement, removal, or disqualification of a director during his/her elected term of office, his/her successor shall be appointed by the Board to serve only until the expiration of the term of his/her predecessor.

# SECTION 5.

**MEETINGS OF DIRECTORS**

**SECTION 5.1** Regular Meetings

A regular meeting of the Board shall be held monthly, at such place, date and hour as shall be determined by the Board by resolution. The annual meeting of the Board shall be held as soon as possible following the annual meeting of members. If the annual meeting shall not be held during the month designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 5.2. A meeting so called shall be designated and treated for all purposes as the annual meeting. All meetings of the Board are open to all members and attendance encouraged; comments from the general membership will be open for not less than fifteen (15) minutes of each Board meeting.

**SECTION 5.2** Special Meetings

Special meetings of the Board to address a specific issue may be called by or at the request of one or more directors. Such a meeting may be held either within or without the State of North Carolina, as fixed by the Board. The minutes of such special meetings will be part of the corporation records.

**SECTION 5.3** Notice of Meetings

At least seven (7) days before each regular and special board meeting, notice of the meeting shall be conveyed through personal delivery, mail, or email to all members at their mailing address or electronic mail address as shown in the records of the corporation. If personally delivered, such notice will be deemed to be given when delivered to the recipient. If mailed, such notice will be deemed to be delivered two business days following the date when deposited in the United States mail in a sealed envelope so addressed, with first class postage prepaid. If sent by electronic mail, such notice will be deemed to be given when confirmation of delivery is received. Such notice shall specify the time, place and proposed agenda of the meeting. Notice will also be physically posted at the corporation's boathouse and website.

**SECTION 5.4** Waiver of Notice

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

**SECTION 5.5** Manner of Acting by Consensus

Consensus decision-making is a group decision-making process in which group members develop, and agree to support a decision in the best interest of the whole. Consensus may be defined professionally as an acceptable resolution, one that can be supported, even if not the "favorite" of each individual.

Unanimity (or unanimous consent) is more specific. It refers to the outcome of a vote showing all members are agreed. Consensus is the process. Unanimity is one possible result of a consensus process.

Consensus decision making is a creative and dynamic way of reaching agreement between all members of a group. Instead of simply voting for an item and having the majority of the group getting their way, a group using consensus is committed to finding solutions that everyone actively supports, or at least can live with.

**SECTION 5.6** Informal Action by Directors

Action taken by the consensus of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

**SECTION 5.7** Meeting by Telephone

Any one or more directors may participate in a meeting of the Board by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other and such participation in the meeting shall be deemed presence in person at such meeting.

**SECTION 5.8** Attendance at Meetings

All directors are expected to be in attendance at Board meetings, either in person or by electronic means in order to participate in the consensus process for the transaction of business.

Following two consecutive unexcused absences by a director, a Board spokesperson shall contact that director to determine his/her intention of attending future meetings or resigning. After three consecutive unexcused absences, the director shall be sent a letter advising him that he may be removed from the Board in the event of a fourth consecutive unexcused absence. A director may be removed from the Board by a consensus vote of the other directors in the event of a fourth consecutive unexcused absence.

**SECTION 5.9** Procedure at Meeting

The Vice-Chairperson of the Board shall set agenda, keep time, and preside at all meetings of the Board, or may designate others to perform any or all these tasks. The Board may adopt other reasonable procedures to govern the conduct of business at any regular or special meeting. The Board may, by majority vote of the directors, elect to go into executive session to discuss any confidential topics.

# SECTION 6.

**COMMITTEES**

**SECTION 6.1** Standing Committees

The Board may create, from time to time, committees of the Board with such responsibilities, duties and functions, as may be prescribed by the Board. The Chair of each committee must be a director elected by membership at the annual meeting. The remaining members of any committee may be filled by directors or members of the corporation. The annual Nominating Committee will be chaired by Vice-Chairperson and at least one corporation member who does not sit on the Board.

**SECTION 6.2** Committee Meetings

All members are expected to participate in one or more standing or ad-hoc committees during calendar year. Committee Chairs will be nominated by the members of the committee and must be approved by consensus of the Board. Meetings of committees will be called by the Chairperson of the committee, by email or other electronic means or oral notice of the meeting at least three (3) days before the meeting specifying the time, place and agenda of the meeting. Any one or more members may participate in a meeting of the committee by means of a conference telephone or similar communications device, which allows all persons participating in the meeting to hear each other and such participation in a meeting shall be deemed presence in person at such meeting. The Chairperson of the committee shall appoint a member to take minutes of the proceedings of the committee. Action items discussed and agreed upon by a consensus of committee members will be put forth for Board approval at their next meeting. Each committee will have a designated director as a liaison to the Board to facilitate this communication.

# SECTION 7.

**OFFICERS**

**SECTION 7.1** Officers of the Corporation

The officers of the corporation shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer, and such Chair positions as the Board may from time to time appoint. The duties of the officers shall be those prescribed by these bylaws and any additional duties as from time to time prescribed by the Board and as provided in the Consent of Initial Directors. Each Officer shall be a director elected to the Board of Directors by the members.

**SECTION 7.2** Election and Term

The Board duly elected by the general membership, shall appoint the officers of the corporation at the annual meeting of the Board and each officer shall hold office for one year or until his death, resignation, retirement, removal, or disqualification or until his successor shall have been elected and qualified. Any member who is at least 18 years old and who has been a member in good standing for at least two consecutive years is eligible to serve as an officer.

**SECTION 7.3** Chairperson

The Chairperson shall be the chief executive officer of the corporation. Subject to the control of the Board, the Chairperson shall in general supervise and control all of the business and affairs of the corporation. He/she shall be an ex officio member of all committees, subject to the provisions of these Bylaws. The Chairperson shall sign, with the Treasurer or any other proper officer of the corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution of such instruments shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed and executed; and in general he shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

**SECTION 7.4** Vice-Chairperson

The Vice-Chairperson shall set Board meeting agendas and oversee procedure and conduct during those meetings. In the absence of the Chairperson of the Board or in the event of their death, inability or refusal to act, the Vice-Chairperson shall perform 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 7.5** Secretary

The Secretary shall: (a) keep the minutes of the meetings of the Board and of any other committee of the Board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records of the corporation and see that legal signatures shall be signed on all documents the execution of which on behalf of the corporation as authorized; and (d) in general perform all duties incident to this office and such other duties as from time to time may be assigned by the Chairperson or Vice-Chairperson of the Board

**SECTION 7.6** Treasurer

The Treasurer shall: (a) have oversight responsibility for all funds and securities of the corporation, the receipt and recording of contributions and monies due and payable to the corporation from any sources whatsoever, and the depositing of all such monies in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 8.4 of these bylaws; (b) prepare, or cause to be prepared, a true statement of the corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the corporation's registered office or principal place of business in the State of North Carolina; (c) prepare, or cause to be prepared, a proposed budget for the corporation's activities for the following fiscal year, all in reasonable detail, which statement shall be presented to the Board at its respective annual meetings; (d) in general, perform all of the duties as from time to time may be assigned to him by the Chairperson or by the Board.

**Section 7.7** The Membership Representative

This director will be elected directly by the general membership to represent their views and concerns on the Board beginning in 2022.

**SECTION 8.**

**CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 8.1** Contracts

The Board may authorize any director or directors, agent or agents, 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.

**SECTION8.2** Loans

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

**SECTION 8.3** Checks and Drafts

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

**SECTION8.4** Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board may select.

**SECTION 9.**

**INDEMNIFICATION**

**SECTION9.1** Expenses and Liabilities

To the fullest extent and upon the terms and conditions from time to time provided by law, the corporation shall indemnify any and all of its directors, employees and agents, or any person who has served or is serving in such capacity at the request of the corporation in any other corporation, partnership, joint venture, trust or other enterprise, against liability and reasonable litigation expenses, including attorneys' fees incurred by him in connection with any action, suit or proceeding in which he is made or threatened to be made a party by reason of being or having been such director, employee or agent (excluding, however, liability or litigation expenses which any of the foregoing may incur in relation to matters as to which he shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of his duty). Such directors, employees and agents shall be entitled to recover from the corporation, and the corporation shall pay, all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights of indemnification granted herein. Any person who at any time after the adoption of this bylaw serves or has served

in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon and as consideration for the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any right to which such person may be entitled apart from the provisions of this bylaw.

**SECTION 9.2** Advance Payment of Expenses

Expenses incurred by a director, employee or agent in defending a civil or criminal action, suit or proceeding as described in Section 8.1 shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the corporation against such expenses.

**SECTION9.3** Insurance

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

# SECTION 10.

**GENERAL PROVISIONS**

**SECTION 10.1** Waiver of Notice

Whenever any notice is required to be given to any director by law, by the Articles of Incorporation or by these bylaws, a waiver of the notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be equivalent to the giving of the notice.

**SECTION 10.2** Fiscal Year

The fiscal year of the corporation shall be the period set by the Board from time to time.

**SECTION 10.3** Amendments

Except as otherwise provided in these bylaws, these bylaws may be amended or repealed and new bylaws may be adopted by unanimous, affirmative vote of the directors then holding office at any regular or special meeting of the Board. Beginning in 2020 any bylaw changes must be approved by the simple majority of the general membership.

## Adopted, this the

**ADOPTION**

## day of 20

, by action of the initial Board

of EAGLES ISLAND COMMUNITY ROWING.

--------"Secretary

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