



Crusaders Foundation Inc.

By-Laws

Drafted October 24, 2020

Revised October 20, 2024

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ARTICLE I: Name and Purpose

Section 1.01 Name. The name of the organization shall be: Crusaders Foundation Inc. (CFI.)

Section 1.02 Purpose. The purpose of this organization, and hereinafter called the Crusaders Foundation Inc (CFI), shall be to encourage the enjoyment of motorcycle riding; including safety and education, through events, tours, rallies, shows and meetings of the membership. CFI shall serve for the benefit of the membership, and promote and encourage courteous, skillful and careful riding; attend, promote, organize and support activities and events within our communities involving charitable organizations, including, but not limited to, organizations such as Special Olympics of Lebanon County (PA), Ronald McDonald House (Hershey, PA), local law enforcement agencies and fire companies and events dedicated to worthy individuals or families in need. CFI will also promote interaction between other clubs and organizations, both with similar or diverse interests.

ARTICLE II: Registered Office and Location

Section 2.01 Registered Office and Registered Agent. Crusaders Foundation Inc. (CFI) shall be organized as a Pennsylvania entity. [Not-For-Profit Entity status to be determined] The registered office of the organization shall be located at such place as may be fixed from time to time by the Board of Directors upon filing such notices as may be required by law. The registered agent shall have a business office identical with such registered office.

Section 2.02 Other Offices and Locations. The organization may have other offices at such place or places as the Board of Directors may from time to time determine, in compliance with all applicable laws relating to such activity.

ARTICLE III: Membership

Section 3.01 Qualifications. Membership may be granted to any individual or entity that supports the mission and purposes of the organization, and who pays the specified dues set forth by the Board of Directors. Each member who is in good standing shall have the right to vote in matters presented to the membership.

Section 3.02 Dues. Membership dues shall be established by the Board of Directors. The Board may increase or decrease the dues amount as may be necessary, but may not increase dues more than once per any 24 month period. Passage of a resolution to increase or decrease the dues amount shall require a 2/3 affirmative vote of all board members. Dues shall be payable in U.S. dollars, and when paid in check form, drawn on a U.S. bank.

Section 3.03 Types of Membership.

Annual (Rider): Any individual with an interest in motorcycles and/or charitable activities is eligible for Annual Rider membership. Annual dues shall be ~~\$25.00~~, or other amount as may be determined by the Board. Annual Members shall be entitled to receive 1 membership card in their name, and all or any other benefits as the Board creates at a later date. Annual members shall be entitled to 1 vote. Members are required to participate in a minimum of three (3) club activities, in addition to attending a minimum of three (3) club meetings.

Associate (Non-Rider): Any individual with an interest in motorcycles and/or charitable activities is eligible for Annual No-Rider membership. Annual Non-Rider dues shall be ~~\$10.00~~, or other amount as may be determined by the Board. Annual Members shall be entitled to receive 1 membership card in their name, and all or any other benefits as the Board creates at a later date. Annual Non-Rider members shall not be entitled to vote in club business.

Patron: Any individual or business shall be eligible for Associate membership at **\$25.00**. Associate members are entitled to all of the benefits afforded to Annual members, with the exception of voting in club business.

Life: Any individual is eligible to become a Life member. Life membership shall be extended after receipt of a completed application and dues in the amount of \$500 or other amount as may be determined by the Board payable either in lump sum or installments within any 12-month period. If a member fails to complete an installment plan within the prescribed time period, a refund will be made in the amount of the payments received, less the amount that would have been payable for an annual membership. Life members shall be entitled to all rights and privileges of an annual member and will receive special recognition in all CFI

Section 3.03 Types of Membership. (Cont.)

publications, events and meetings. Life members shall be entitled to any and all other benefits as may be defined by the Board.

Honorary: Membership may be bestowed on an individual or entity who has demonstrated exemplary or distinguished service to CFI, its membership or the community of Motorcycle enthusiasts at-large. Membership will be considered by a nomination presented to the Board of Directors, by any two CFI members in good standing, who have each been members of CFI for more than a 12-month period. The granting of Honorary Membership shall require a 2/3 affirmative vote of the Board, and shall constitute a permanent membership, without voting privileges. An Honorary Membership may be rescinded, as specified in Section 3.04.

Section 3.04 Termination of Membership. The Board of Directors, by an affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, after conducting a special meeting, and a review of the facts, and serving written notice to said member. By a majority vote of those present at any regularly constituted meeting, the Board may terminate the membership of any member who becomes ineligible for membership. Membership, and all associated benefits shall be suspended for any member whose annual dues fall into arrears by more than 30 days.

ARTICLE IV: Board of Directors

Section 4.01 Numbers and Powers. The management of all the affairs, property, and interests of the organization shall be vested in a Board of Directors consisting of the elected corporate officers who shall comprise the Executive Board and no fewer than (5), but no more than (25), persons appointed as Standing Board Members. The elected Executive Board of Directors shall appoint the (5) standing Board Members at the first Executive Board meeting immediately following their election. At each annual meeting, directors shall be elected to a term of ~~(2) years~~ to succeed the directors whose terms expire at such meeting. In addition to the powers and authorities expressly conferred upon it by these Bylaws and Articles of Incorporation, the Board of Directors may exercise all such powers of the organization and of all such lawful acts and things as are not by statute or by the Article of Incorporation or by these Bylaws otherwise prohibited. The terms of appointed board members will be determined by the elected executive board at the time of appointment.

Section 4.02 Elections. ~~Annual elections shall occur during the business meeting held each year.~~ Nominations from any active member may be made in writing to the Nominations Committee no less than sixty (60) days prior to the annual election to allow for the proxy ballot to be presented by mail to

the active membership no less than thirty (30) days prior to the annual election. The ballot will be published in paper and/or electronic forms. Elections will take place by secret ballot at a regularly scheduled meeting of the active membership. Active members who cannot be in attendance may leave a written proxy vote with the President. Any proxy shall be executed in writing by the member or his/her duly authorized attorney in fact. No proxy shall be valid after thirty (30) days from the date of its execution. Ballots will be tallied by at least three members of the Nominations Committee and certified accurate by the President. The candidate receiving the largest number of votes shall be declared the winner.

Section 4.03 Change of Number. The number of directors may at any time be increased or decreased, by a 2/3 vote of the executive committee but no decrease shall have the effect of shortening the term of any incumbent director. No vote shall change the total number by fewer or greater number of directors than stated in these Bylaws, unless by amendment.

Section 4.04 Vacancies. The term of a director may be declared vacant by virtue of that director's unexcused absence at three consecutive board meetings. The determination of an unexcused absence shall be by the determination of (3/4) majority vote by the attending Board Members. All vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by an affirmative vote of a majority of the remaining directors irrespective of a quorum being present.

ARTICLE IV: Board of Directors (cont.)

A director elected to fill any vacancy shall hold office for the un-expired term of his or her office predecessor and until a successor is elected and qualified.

Section 4.05 Regular Meetings. Regular meetings of the Board of Directors may be held in addition to the annual meeting, and there shall be regular meetings of the Board of Directors, held, with proper notice, not less frequently than once each calendar quarter. The Annual meeting shall be held at such other time and place as the Board shall designate by written notice. Nothing in this section shall prohibit action taken via telephonic or electronic means by directors, should the necessity of circumstances warrant. All such actions shall be recorded in the minutes of the proceedings and reported to the membership at large at the next regular meeting.

Section 4.06 Special Meetings. Special meetings of the Board of Directors may be called at any time, by the President or upon written request by any two directors at their discretion and by any means possible.

Section 4.07 Action Without a Meeting. Any action required or permitted to be taken, at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if ALL the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 4.08 Notice. Notice of all special meetings of the Board of Directors (and of all regular meetings to be held at the place and time designated in Section 3.4) shall be given to each director by three (3) days prior service of the same by electronic and/or written means or personally. Such notice need not specify the business to be transacted at, or the purpose of the meeting.

Section 4.09 Quorum. A majority of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

Section 4.10 Waiver of Notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

ARTICLE IV: Board of Directors (cont.)

Section 4.11 Executive and Other Committees. The Board of Directors may appoint, from time to time, from its own number, standing or temporary committees consisting each of no fewer than one director. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have the authority of the Board of Directors to reference to:

- (a) Amending, altering, or repealing these Bylaws;
- (b) Electing, appointing, or removing any director or officer of the corporation;
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or consolidation with another corporation.
- (e) Authorizing the sale, lease, exchange or mortgage, of all or substantially all of the property and assets of the corporation;

(f) Authorizing the voluntary dissolution of the corporation or revoking proceeds thereof; or,

(g) Amending, altering, or repealing any resolution of the Board of Directors which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the organization. The designation of any such committee and the delegation of authority thereto, shall not relieve the board of Directors of any responsibility imposed by law.

Section 4.12 Remuneration. No stated salary shall be paid directors, as such, for their service, 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 such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the organization in any other capacity and receiving compensation thereof.

Section 4.13 Loans. No loans shall be made by the organization to any director.

ARTICLE IV: Board of Directors (cont.)

Section 4.14 Removal. Any director may be removed at any time, with or without cause, by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors. A director being considered for removal must be given written notice of such consideration at least (7) days prior to the consideration of said removal.

ARTICLE V: Officers

Section 5.01 Designations. The officers of the Crusaders Foundation Inc. (CFI), shall be a President, one or more Vice Presidents (one or more of whom may be Executive Vice Presidents), a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. These officers shall comprise the Executive Committee. ~~All officers shall be elected for terms of one (2) years, by the membership at the annual convention.~~ The first Secretary and the first

Treasurer elected shall each serve (3) year terms. Upon the expiration of those initial terms, the Secretary and Treasurer shall serve (2) year terms. All such officers shall hold office until their successors are elected and qualified.

Section 5.02 The President. The President shall be the Chief Executive Officer of the organization and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the business and affairs of the organization, as are incidental to the office, or are properly required of the President by the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall sign all contracts and other instruments in writing. Positions to which members may be appointed, by the President include, but are not limited to, Parliamentarian, Sergeants-at-Arms, Road Captain(s), Historian, Event Chairperson, Membership Chairperson, Publisher, Webmaster, and Public Relations Officer.

Section 5.03 Vice President. During the absence or disability of the President, the Executive Vice Presidents, if any, or any of the Vice Presidents in the order designated by the Board of Directors, shall exercise all the functions of the President. Each Vice President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

ARTICLE V: Officers (cont.)

Section 5.04 Secretary and Assistant Secretaries. The Secretary shall issue notices for all meetings, except for notices of special meetings the Board of Directors which are called by the requisite number of directors, shall keep minutes of all meetings, and compile copies of the minutes of all previous meetings filed in such a way as to be available for reference during meetings and at other times, shall have charge of the seal and the club books, and shall make such reports and perform such other duties as are incidental to the office, or are properly required of the Secretary by the Board of Directors. The Assistant Secretary, or Assistant Secretaries, in the order designated by the Board of Directors, shall perform all of the duties of the Secretary, and at other times may perform such duties as are directed by the President or the Board of Directors.

Section 5.05 The Treasurer. The Treasurer shall have the custody of all monies and securities of the organization and shall keep regular books of account. The Treasurer shall disburse the funds of the organization in payment of the just demands against the organization or as may be ordered by the Board of Directors (taking proper vouchers for such disbursements) and shall render to the Board of Directors from time to time as may be required, an account of all transactions undertaken as

Treasurer and of the financial condition of the organization. The Treasurer shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The Assistant Treasurer, or Assistant Treasurers, in the order designated by the Board of Directors, shall perform all of the duties of the Treasurer in the absence or disability of the Treasurer, and at other times may perform such other duties as are directed by the President or the Board of Directors.

Section 5.06 Delegation. If any officer of the organization is absent or unable to act and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board of Directors may from time-to-time delegate the powers or duties of such officer to any other officer or any director of any other person it may select.

Section 5.07 Voting. All Officers shall have the right to vote with the assembly and to debate questions, as may any other member. Appointment or election to office shall not preclude the officer's right to vote on any matter for which they would be eligible to vote.

Section 5.08 Executive Committee. An Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer. The Executive Committee shall have the authority to conduct emergency business, and set the agenda for meetings. This may be accomplished through

ARTICLE V: Officers (cont.)

the use of e-mail, texts, conference calls, video chats or any other acceptable method that may be available presently or in the future.

Section 5.09 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board of Directors in the manner prescribed in the Bylaws for regular election or appointment to such office, at any regular or special meeting.

Section 5.10 Removal and Resignation: Any officer may be removed for cause by a three- fourths (3/4) majority vote of the members at the time in office at a regular or special meeting of the members. Any officer may resign at any time by giving written notice to the President or Secretary of the Club. Any such resignation shall take effect on the date of receipt of such notice or at a later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 5.11 Other Officers. The Board of Directors may appoint such other officers or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Their powers shall not conflict with those powers of enumerated officers as already stated in these bylaws.

Section 5.12 Loans. No loan shall be made by the organization to any officer.

Section 5.13 Term - Removal. The officers of the corporation shall hold office until their successors are chosen and qualified. Any officer or agent elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.14 Bonds. The Board of Directors may, by resolution, require any and all of the officers to provide bonds to the corporation, with surety or sureties acceptable to the Board, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI: Parliamentary Authority

Section 6.01 Rules: The rules contained in the current edition of Roberts Rules of Order shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order, the CFI may adopt.

ARTICLE VII: Notices

Except as may otherwise be required by law, any notice to any director may be delivered personally or by mail or by electronic mail. If mailed, the notice shall be deemed to have been delivered when

deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the corporation, postage prepaid.

ARTICLE VIII: Assets

Section 8.01 Depositories: The monies of the organization shall be deposited in the name of the Crusaders Foundation Inc. (CFI) in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

Section 8.02 Investments: The funds of the CFI may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors at its sole discretion may deem suitable, and which are permitted to organizations possibly exempt from Federal income taxation under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE IX: Indemnification

Section 9.01 Indemnification of Officers and Directors: The organization shall indemnify its officers, directors, employees and agents to the greatest extent permitted by law. The corporation shall have power to 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 an officer, employee, or agent of another corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, against any liability asserted against such person and incurred by such person in any such capacity or arising out of any 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.

ARTICLE X: Conflicting Interest Transactions

Section 10.01 Definitions: For purposes of this Article:

"Conflicting interest" means the interest a director has respecting a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest if:

The director knows at the time the corporation takes action that the director or a related person is a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction; or

The transaction is brought before the Board for action, and the director knows at the time the Board reviews the transaction that any of the following persons is either a party to the transaction or has a significant beneficial financial interest in or so closely linked to the transaction that a reasonable person would expect the interest to influence the director's judgment if the director were called upon to vote on the transaction:

(1) An entity of which the director is a director, general partner, agent or employee;

Section 10.01 Definitions: For purposes of this Article: (cont.)

(2) An entity that controls, is controlled by, or is under common control with one or more of the entities specified in (a); or

(3) An individual who is a general partner, principal, or employer of the director.

(4) "Director's conflicting interest transaction" means a transaction effected or proposed to be effected by the corporation or any other entity in which the corporation has a controlling interest respecting which a director of the corporation has a conflicting interest.

(5) "Qualified director" means any director who does not have either:

(a) A conflicting interest respecting the transaction; or

(b) A familial, financial, professional, or employment relationship with a second director who does have a conflicting interest respecting the transaction, which relationship

would, in the circumstances, reasonably be expected to exert an influence on the first director's judgment when voting on the transaction.

(6) "Related person" of a director means:

(a) A child, grandchild, sibling, parent, or spouse of, or an individual occupying the same household as, the director, or a trust or estate of which any of the above individuals is a substantial beneficiary; or

(b) A trust, estate, incompetent, conservatee, or minor of which the director is a fiduciary.

(7) "Required disclosure" means disclosure by the director who has a conflicting interest of:

(a) The existence and nature of the director's conflicting interest; and

(b) All facts known to the director respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the transaction.

ARTICLE X: Conflicting Interest Transactions: (cont.)

Section 10.02 Directors' Action:

(1) Majority Vote. Directors' action respecting a director's conflicting interest transaction is effective if the transaction received the affirmative vote of a majority of (but no fewer than two) qualified directors who voted on the transaction after either required disclosure to them or compliance with Paragraph (b) below.

(2) Director's Disclosure. If a director has a conflicting interest respecting a transaction, but neither the director nor a related person of the director is a party to the transaction, and if the director has a duty under law or professional canon, or a duty of confidentiality to another person, which would prevent that director from making the disclosure described in Paragraph 10.1(e), then disclosure is sufficient if the director:

(a) Discloses to the directors voting on the transaction the existence and nature of the director's conflicting interest and informs them of the character and limitations imposed by that duty before their vote on the transaction; and

(b) Plays no part, directly or indirectly in their deliberations or vote.

(3) Quorum. A majority (but no fewer than two) of the qualified directors constitutes a quorum for purposes of action that comply with this Article. Directors' action that otherwise complies with this Article is not affected by the presence or vote of a director who is not a qualified director.

ARTICLE XI: Books and Records

Section 11.01 Location: The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors; and shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its directors, giving the names and addresses of all directors.

Section 11.02 Inspection and Availability The organization shall keep in its principal office the original (or a copy) of the Bylaws as amended or otherwise altered, to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times. Copies will be made available electronically upon request, to any member in good standing, or hardcopy form for a reasonable postage and copying charge. All other books and records will be made available for review at any scheduled meeting, and at all other times at the registered office address.

ARTICLE XII: Seal

The corporate seal of the organization, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the corporation.

ARTICLE XIII: Fiscal Year

The corporation's fiscal year shall be from January 1st through December 31st.

ARTICLE XIV: Dissolvement

Upon the Dissolution of this foundation, assets, shall be distributed:

- (1) for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or
- (2) corresponding section of any future federal tax code, or
- (3) shall be distributed to the federal government, or
- (4) to a state or local government, for public purpose.

ARTICLE XV: Amendments

Section 3.03 Types of Membership.

Annual (Rider): Any individual with an interest in motorcycles and/or charitable activities is eligible for Annual Rider membership. Annual dues shall be **\$30.00**, or other amount as may be determined by the Board. (*Amended October 20, 2024*)

Section 3.03 Types of Membership.

Associate (Non-Rider): Any individual with an interest in motorcycles and/or charitable activities is eligible for Annual No-Rider membership. Annual Non-Rider dues shall be **\$15.00**, or other amount as may be determined by the Board. (*Amended October 20, 2024*)

Section 4.01 Numbers and Powers.

At each annual meeting, directors shall be elected to a term of (4) years to succeed the directors whose terms expire at such meeting.

Section 4.02 Elections. Annual elections shall occur during the business meeting held each year for 25% of the Board of Directors. Each Board seat will be up for election once every four years on a rotational basis. (*Amended October 20, 2024*)

Section 5.01 Designations. All officers shall be elected for terms of one (4) years, by the membership, at the annual convention. (Amendment October 20, 2024)

Section 15.01 By Members: New Bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds (2/3) majority vote of the active voting members, present at a meeting where a quorum is present.

Section 15.02 By the Board of Directors: The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of this organization; provided, that the Board will not approve any such alteration, amendment, or repeal that would adversely impact the rights of any class of directors unless such alteration, amendment, or repeal shall first have received the approval of two-thirds (2/3) of the directors of such class.

Section 15.03 Restrictions: Not less than six (6) months must elapse between a meeting defeating a proposed amendment or repeal, and a new presentation of the same or substantially the same,