

AMENDED AND RESTATED
BYLAWS
OF
SOUTHEAST WISCONSIN
MASTER GARDENERS

Adopted December 19, 2021

1. OFFICES AND REGISTERED AGENT

1.1 Principal Office. The principal office of SouthEast Wisconsin Master Gardeners, Inc., a nonprofit corporation incorporated under the laws of the State of Wisconsin (hereinafter referred to as the “Corporation” or “SEWMG”), shall be in the State of Wisconsin.

1.2 Registered Office and Agent. The Corporation shall have and continuously maintain a registered office in the State of Wisconsin (which may be identical with the principal office) and a registered agent whose office is identical with such registered office, as required by the State of Wisconsin Nonprofit Corporation Statutes. The registered agent shall be an individual resident of the State of Wisconsin or a corporation, whether for profit or not for profit, authorized to transact business in the State of Wisconsin. The address of the registered office may be changed by a majority vote of the Board of Directors.

1.3 Other Offices. The Corporation may have other office or offices, at such suitable place or places within or without the State of Wisconsin as the Board of Directors may determine or as the affairs of the Corporation may require.

2. PURPOSES

2.1 The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. The purpose of this Corporation is to provide horticultural education and other experiences to support and assist the volunteer educational program of the University of Wisconsin-Madison Division of Extension and its Master Gardener Program (hereinafter referred to as “Extension”).

2.2 To further the Corporation’s objectives and purposes, the Corporation shall have and shall exercise all the powers conferred by the provisions of Wisconsin Statutes.

2.3 Notwithstanding any other provisions of these Bylaws, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in section 501(c)(3) of the Code.

3. MEMBERSHIP

3.1 Membership. Corporate membership is limited to those individuals meeting one of the Extension defined categories listed below in Section 3.2.

3.2 Membership Categories. Membership in the Association shall consist of the following categories and the members of each category shall be Voting Members.

1. Certified Master Gardener Volunteers – those persons certified by Extension who have met annual continuing education, service, and any other requirements set by Extension for maintenance of certification as a Master Gardener Volunteer (MGV).

2. Intern Master Gardener Volunteers – those persons are in the process of completing Extension requirements for certification as an MGV.

3. Honored Master Gardener Volunteers – those persons certified by Extension who have accrued one thousand (1000) volunteer hours or ten (10) years of service, have demonstrated significant contributions to the MGV program and have been approved by Extension for this permanent status.

4. Exempt Master Gardener Volunteers - those persons who have been Certified MGVs who have been unable to complete minimum service and continuing education hours and who have been granted exempt status from Extension.

3.3 Dues. The annual dues associated with each class and category of membership shall be determined by the Board of Directors. SEWMG may also collect annual dues on behalf of WIMGA and transfer those dues amounts to WIMGA.

Dues are payable to SEWMG at the time of first applying for membership and thereafter by January 15 of the membership year. Unless an exception has been approved by the Board of Directors, only Members who have paid annual dues can attend SEWMG meetings and activities.

4. MEETINGS OF MEMBERS

4.1 Annual Member Meetings. The Annual Member Meeting shall be held at a time and place agreed upon by the Board of Directors.

At the Annual Member Meeting the following officers or designees will present reports:

Secretary – Organization Status

Treasurer – Financial Status

Chairperson of the Finance Committee – Budget for the next year

Chairperson of the Leadership Committee – Nominated leadership candidates

The Annual Member Meeting reports shall be filed with the permanent minutes of the meeting of the Corporation.

At the Annual Member Meeting votes shall be taken to approve or amend the budget and for election of leadership candidates as well as any other business. The Leadership Committee shall present nominations for all Directors and officers to be voted on by Members. Nominations may also come from the floor at the Annual Member Meeting. Any candidate proposed must consent to serve prior to voting.

4.2 Regular Member Meetings. Regular Member meetings shall be called by the President provided that meetings (including annual, regular and special) shall be held no less than once each quarter of the year.

4.3 Special Member Meetings. Special Member Meetings of the Corporation may be called by a majority vote of the Board of Directors or upon written request to the President by ten voting Members of the Corporation.

4.4 Meeting Notices. Notices of all Member meetings shall be given thirty (30) days before the meeting in writing by email and/or any other means to reach Members. The notice shall include the time, place and/or virtual platform and purpose of the meeting.

4.5 Virtual or Electronic Meetings. Any Member meeting may take place in virtual electronic format as long as Members are able to participate simultaneously and vote at the meeting.

4.6 Quorum. Twenty-five voting Members shall constitute a quorum for the transaction of business at any meeting.

4.7 Voting Procedures. The Board of Directors shall determine policies and procedures for voting.

4.7.1 Voting Members. The voting Members of the Corporation will be restricted to one vote per person. Voting by proxy or absentee ballot is permitted when a completed form for that purpose is registered with the Secretary prior to a meeting.

4.7.2 Mail or Electronic Ballot. At the discretion of the Board of Directors, any matter to be voted upon may be submitted in writing to the Voting Members for responses by mail or electronic device. Such positive and negative votes shall have the same force and effect as though the vote were cast at a regular or special meeting, wherein a quorum was present. The Secretary shall record in the minutes of the next meeting the result of such votes.

5. BOARD OF DIRECTORS

5.1 Composition and Election. The Board of Directors shall formulate, communicate, supervise and direct the objectives, policies and programs of the Corporation.

The Board of Directors shall consist of 10 Directors and additional nonvoting members of the Board.

- President
- Vice President/President Elect
- Secretary
- Treasurer
- Five (5) Directors: two at-large directors, one first year director, one second year director and one third year director
- Immediate Past President

The Board of Directors shall have four ex-officio (nonvoting) members:

- Milwaukee County University of Wisconsin-Madison Extension Master Gardener Coordinator
- Waukesha County University of Wisconsin-Madison Extension Master Gardener Coordinator
- Wisconsin Master Gardeners Association (WIMGA) Representative, appointed by the Board to one year term
- Assistant Treasurer, appointed by the Board to one year term

Officers are Directors but also have additional duties and responsibilities as President, Vice President/President Elect, Secretary and Treasurer.

5.1.1 Election. Directors shall be elected at the Annual Member Meeting and shall serve for the next calendar year or until their respective successors shall have been duly elected. As further specified, new Directors may also be appointed by the Board in cases of resignation, removal, death or illness. They shall serve for the calendar year or until their respective successors shall have been duly elected.

5.1.2. Eligibility. Directors, the Assistant Treasurer and the WIMGA Representative must be Certified Master Gardener Volunteers at the time of their election and during their entire term. An MGV cannot remain a Board of Directors member if they fail to meet any requirements set by Extension during their term.

5.1.3 Terms. The Vice President/President Elect is elected for a three-year term as Vice President, President and Immediate Past President. The first-year director is elected for a three-year term to serve as first, second- and third-year director. Absent a challenger for the position, those positions automatically advance each year without a vote. All other Directors are elected for a one-year term.

5.1.4. Term Limits. No director shall serve more than three (3) consecutive years in any voting position on the Board except that an Officer or Director not on the presidential leadership track may serve four (4) consecutive years if they change to the presidential leadership track (Vice President/President Elect, President and Immediate Past President) after their first year.

5.1.5 Chairperson. The Chairperson of the Board shall be elected by the voting Directors. This may be done by unanimous consent before the first Board meeting or at the first Board meeting of the calendar year. The Chairperson shall not vote except in case of tie during votes at any Board meeting.

5.2 Duties.

5.2.1 Chairperson. The Chairperson shall be responsible for scheduling and chairing regular and special meetings of the Board of Directors with proper advance notice (section 5.8). In the Chairperson's absence, the Directors in attendance shall appoint one of their own members to preside. The Chairperson shall give notice to all Directors, voting and non-voting, of all Board meetings for which notice must be given as required by these Bylaws. The Chairperson may delegate this responsibility to the Secretary.

5.2.2 President. The President shall preside at all Member meetings of the Corporation. If the President and Vice President/President Elect are both unable to attend a Member meeting, the Directors shall appoint another Officer or Director to preside at the meeting. The President shall give notice to all Members of all Member meetings of the Corporation for which notice must be given as required by these Bylaws. The President may delegate this responsibility to the Secretary. The President shall be an ex officio member of any and all standing or special committees.

5.2.3 Vice President/President Elect. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President/President Elect 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. The Vice President/ President Elect shall be a member of the Finance and Audit Committees. The Vice President/President Elect is expected to become President the next term.

5.2.4 Secretary. The Secretary shall take minutes at all member, Board of Directors and Finance Committee meetings and post and/or keep records of these minutes. The Secretary shall be a member of the Membership Committee. If directed by the President or Board Chairperson, the Secretary shall give notice to all Members of all meetings of the Corporation for which notice must be given as required by these Bylaws.

5.2.5 Treasurer. The Treasurer shall have, subject to such policies and procedures as may be promulgated by the Corporation or by the Board of Directors, the care and custody of the general funds but shall not purchase financial instruments or invest funds, securities and assets without consent of the Board. The Treasurer shall see that all funds and securities are deposited in such banks or other depositories as the Board of Directors of the Corporation designates. The Treasurer shall keep books and records of all activities in compliance with recommendations from, and subject to review by, the Audit Committee. The Board, Audit Committee or any Director may request to inspect these books and records with written or email notice to the Chairperson of the Finance Committee. The Treasurer shall be an ex-officio member of the Finance Committee to provide them with any financial information needed.

5.2.6 Immediate Past President. The Immediate Past President shall be a member of the Leadership Committee.

5.2.7 WIMGA Representative. The WIMGA Representative shall be responsible for reporting on WIMGA activities to the Board of Directors of the Corporation and presenting the decisions and opinions of the Corporation on WIMGA matters to WIMGA and its Board. The WIMGA Representative shall coordinate with the Board Chairperson and President before and after any WIMGA or other statewide activities or actions and request Board Special Meetings if needed.

5.2.8 Assistant Treasurer. The Assistant Treasurer shall be responsible for any duties unable to be fulfilled by the Treasurer; be a signatory of record with any bank where Corporation funds are held and review Corporation bank balances, instruments, and other assets. The Assistant Treasurer shall be an ex-officio member of the Finance Committee to assist with providing any financial information needed.

5.3 Resignation. Any Director may resign at any time by giving written notice to the Chairperson of the Board or, absent a current Chairperson, the President of the Corporation.

5.4 Removal. Any Director may be removed from such office for cause by a three-fourths vote of the Directors at any regular or special meeting of the Board of Directors.

5.5 Vacancies. Vacancies on the Board of Directors shall be filled by the Board of Directors at any meeting of the Board of Directors provided that any such appointment shall be only to fill the unexpired term of the predecessor until the next annual election.

5.6 Regular Board Meetings. Regular meetings of the Board of Directors shall be held at such time and places or virtual platforms as the Board of Directors shall decide. Meetings shall be held no less than once each quarter of the year. The Board shall consider a budget recommended by the Finance Committee and shall vote upon a budget proposal at a meeting held prior to the Annual Member Meeting.

5.7 Special Board Meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Corporation or by a majority of the voting Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

5.8 Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given not less than ten nor more than sixty days previous thereto by notice sent by mail, email, fax or telephone to each Director at his or her address as shown by the records of the Corporation. The purpose or purposes for which a special meeting is called shall be stated in the notice hereof. Any Director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

5.9 Quorum. A majority of the voting Directors shall constitute a quorum.

5.10 Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation or these Bylaws, the affirmative vote of a majority of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

5.11 Method of Meeting. The Board may meet in person, by telephone or by virtual methods of computer interaction. Notice shall be given to all Directors, voting and non-voting, of the meeting and how to join the meeting in accordance with the Notice provisions of these Bylaws. Directors shall attend the meeting simultaneously with all those participating in the meeting and be able to see or to hear each other. Such participation in a meeting shall be deemed presence in person at such meeting.

5.12 Action by Unanimous Consent. Directors may request the Board to approve a resolution or action by unanimous consent through email or other electronic means sent to all Directors. Each voting Director must answer without discussion. The item will go to the next Board meeting if any voting Director refuses consent or wishes to discuss the matter.

5.13 Compensation. No Director shall receive any compensation for services rendered in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of the duties of the Director to the extent provided by such resolution.

5.14 Authority and Responsibility. The Board of Directors shall have and shall exercise all of the powers of the Corporation, except the power to amend these Bylaws. The Board of Directors shall pursue such objectives, policies and programs as shall be in accordance with the expressed instructions of the Corporation and within the provisions of these Bylaws.

5.15 Assets Care. The Board of Directors shall have the care and custody of any and all permanently invested funds, securities and assets of the Corporation and shall be responsible for the prudent investment and reinvestment of such Corporation holdings. It shall complete all financial negotiations and transactions in accordance with plans authorized and approved by the Corporation.

5.16 Reporting to Corporation. Minutes of the Board of Directors' meetings shall be prepared and sent electronically to the Board Members before the next Directors meeting. Board meeting minutes are available to any Member upon request.

6. BOARD COMMITTEES

6.1 Finance Committee. The Board of Directors is responsible for specifying financial policy for the Corporation. The Finance Committee, under specific authority delegated by the Board of Directors, has responsibility for managing financial matters of the Corporation. The Committee shall include the Chairperson of the Board of Directors, the Vice President/President Elect, two other Directors and one non-Director member-at-large appointed by the Board. The Treasurer and Assistant Treasurer shall be ex officio nonvoting members to assist in providing information to the Finance Committee. Other committee members, either directors or SEWMG members, may be added as deemed appropriate by either the Committee or the Board of Directors.

The Finance Committee is responsible for directing the operations of the Treasurer, specifying financial reporting, managing investment of funds, managing assets, insuring the Corporation and its Directors, preparing tax returns, developing budgets, managing non-budget expense requests, auditing (other than that specifically delegated to the Audit Committee), and performing other functions as delegated by the Board of Directors. As determined by the Board of Directors, any of these activities may be delegated to the Treasurer, Assistant Treasurer, other committee Members, directors or SEWMG members. Those assuming these duties and responsibilities must report to the Board when requested (but no less than once a year) or under terms set by the Board.

6.2 Leadership Committee. The Leadership Committee is responsible for developing and nominating leaders of the Corporation. The Committee shall include the Past President and two other Directors appointed by the Board. Other committee members, either directors or SEWMG members, may be added as deemed appropriate by either the Committee or the Board of Directors.

The Leadership Committee will be responsible for identifying and developing qualified candidates for all positions of the Corporation (Directors, Board and Member Committee Chairpersons and any others), documenting and updating the responsibilities and duties of all SEWMG leadership positions and committees, and managing the nomination process for elections at the Annual Member Meeting.

6.3 Audit Committee. The Audit Committee is responsible for conducting an annual review or informal audit of the Corporation's books. The Committee shall include the Vice President/President Elect and two other Directors, excluding the Treasurer and Assistant Treasurer, appointed by the Board. Other members may be added as deemed appropriate by either the Committee or the Board of Directors. At least one committee member shall have served on a prior Audit Committee.

The Audit Committee shall conduct an informal audit of the records and financial transactions of the corporation for the prior year (including all available corporate and tax filings) and report their findings to the Board of Directors at the Board meeting held during the second quarter of the year. The audit findings shall be reported to the Members of the Corporation at the first Member meeting following the second quarter Board meeting. Corporate and tax filings not available during the Audit shall be reviewed and reported on following their completion.

6.4 Membership Committee. The Membership Committee is responsible for keeping a membership list and/or directory, collecting dues from Members, recruiting Members, and retaining Members. The Membership Committee shall include the Secretary and at least two other Directors appointed by the Board. Other members may be added as deemed appropriate by either the Committee or the Board of Directors.

6.5 Strategic Planning Committee. The Board is responsible for strategic planning and shall appoint a Strategic Planning Committee to review the Strategic Plan annually. The plan shall be kept on file by the Secretary. An updated Strategic Plan shall be completed every five (5) years at a minimum. The Committee shall include three Directors and at least one non-Director member appointed by the Board. Other committee members, either directors or SEWMG members, may be added as deemed appropriate by either the Committee or the Board of Directors. Subcommittees may be created to assist in this process.

6.6 Election of Chairpersons. For all Board Committees, the Chairperson shall be a voting Director elected by members of the committee.

7 OTHER COMMITTEES AND PROJECTS

7.1 Establishing Committees. The Board or a majority of voting members at a member meeting may establish other committees, projects and event planning groups as needed. All committees, projects and event planning groups not specified in Section 6 and existing at the time of the adoption of these Bylaws are considered to be established under this provision. Approved gardens and other Extension projects are not established under this provision but remain subject to Board requests and requirements for funding.

7.2 Committee Reporting. Committees, projects and event planning groups established under Section 7.1 shall report to the Board of Directors as requested by the Board and to Members as determined by the President.

7.3 Committee Meetings. Committees, projects and event planning groups established under Section 7.1 shall each have at least one meeting a year which is open for any Member to attend. If an event or project is cancelled, no public meeting is required for that group during that year.

Notice must be given at least thirty (30) days before the meeting date by email. The notice shall include the date, time and method of meeting,

7.4 Ending Committees. The Board or a majority of voting Members at a member meeting may end committees, projects and event planning groups established under Section 7.1.

7.5 Extension Projects and Committees Excluded. Nothing in this provision excludes Extension from establishing educational projects or committees that include SEWMG Members for Extension purposes and activities.

8. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.1 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 it on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board may require that the contracts be approved by the Board before signing.

The Secretary shall keep a record of all such authorizations and originals or copies of all signed contracts shall be sent to the Secretary promptly after signature. Directors may request a copy of any contract from the Secretary or the person authorized to sign the contract.

8.2 Checks, Drafts, etc. The Board of Directors, with recommendations from the Finance Committee, shall determine procedures for all checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation.

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

8.4 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.

8.5 Property Administration. The Corporation may receive real or personal property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, or educational purposes, and engage in any lawful act or activity for which charitable corporations may be organized under the laws of the State of Wisconsin.

8.6 Endowment Fund. An endowment fund may be established by the Board of Directors to include bequests received by the Corporation, unless otherwise restricted by the donor.

8.7 Assets Distribution. No part of the principal of the funds gifted to the Corporation shall be distributed except pursuant to a resolution adopted by the affirmative vote of a majority of the Voting Members present at a regular or special meeting of the Corporation, provided however, that such proposed distribution is not in contravention of the terms under which the property proposed to be distributed was received by the Corporation.

8.8 Annual Budget. The Membership shall approve or amend the proposed annual budget at each Annual Member Meeting.

8.9 Audit. At any time that the Board of Directors may deem advisable, it shall cause the Corporation's accounts to be reviewed or audited by a certified public accountant or firm of accountants. Such accountant or firm of accountants shall submit to the Corporation members an audit opinion of the finances of the Corporation.

8.10 Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation, shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.

9. CORPORATION SERVICES

9.1 Authority. The Board of Directors for the Corporation may conduct, sponsor, or contract for such services as it deems necessary and advisable in carrying out its objectives, policies, and programs, and for these reasons may employ the assistance of individuals or firms as deemed necessary and practical.

9.2 Special Services. Special services of the Corporation shall be offered, issued, or sold to the general public or others, if by so doing it furthers the objectives, policies or programs of the Corporation and is approved by the Board of Directors.

10. MISCELLANEOUS PROVISIONS

10.1 Fiscal Year. The fiscal year of the Corporation shall commence on January 1 and terminate on December 31.

10.2 Notice. Whenever under the provisions of these Bylaws, the Articles of Incorporation of the Corporation or Wisconsin statutes, notice is required to be given to a director, committee member, or officer, such notice may be given in writing, by first-class mail, to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail. Notice may also be given by email or other communication methods approved by the Board and will be deemed given when received.

10.3 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 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 of its Board of Directors.

10.4 Meeting conduct. The conduct of all meetings shall be governed by the provisions of Roberts Rules of Order, Newly Revised, except when the same are in conflict with these Bylaws.

11. INDEMNIFICATION AND INSURANCE

11.1 Indemnification. The Corporation shall indemnify each member of the Board of Directors for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these bylaws, in a manner and to the extent permitted by applicable law.

11.1.1 The Corporation shall indemnify each of its Directors, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director and acting within the scope of his or her official duties; provided that such determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose that he or she reasonably believed to be in the best interests of the Corporation and, in the case of a criminal action or proceeding, that he or she had no reasonable cause to believe that his or her conduct was unlawful.

11.1.2 Every reference herein to a member of the Board of Directors of the Corporation shall include every Director thereof and former Director thereof. This indemnification shall apply to all the judgments, fines, accounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Director of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

11.2 Insurance. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors and other agents, against any liability asserted against or incurred by any officer, director or agent in such capacity arising out of the officer's, director's or agent's status as such.

12. LIMITATION ON ACTIVITIES

12.1 The Corporation is organized and operated exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

12.2 The Corporation shall use its funds to accomplish only the objectives and purposes specified in these Bylaws and the Articles of Incorporation, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, officers or other private individuals, or other organizations organized and operating for profit, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered.

13. INTERNAL REVENUE CODE

13.1 References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States Internal Revenue Law.

14. AMENDMENTS TO BYLAWS

14.1 These Bylaws may be amended or repealed or new bylaws adopted upon the affirmative vote of two-thirds of the Members present in person or by proxy or absentee ballot at any regular or special meeting of the corporation provided notice of the final proposed alteration or amendment is contained in the notice of the meeting.

14.2 These Bylaws may also be amended, repealed or new bylaws adopted by the affirmative vote of two-thirds of the Members casting ballots, including proxy and absentee ballot forms, by mail, email or other electronic voting platform provided the final alteration or amendment proposed is submitted by mail or email to each member of the Corporation. Proof of such mailing under oath, shall be filed with the permanent records of the Corporation. Such vote shall be closed and recorded not later than thirty (30) days from the date of mailing.

15. DISSOLUTION

15.1 On dissolution or final liquidation, the Board of Directors shall, after paying or making provisions for the payment of all lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more regularly organized and qualified Sec. 501(c) 3 or 501(c)4 charitable, educational, or scientific organizations to be selected by the Board of Directors. In no event shall any of such assets or property be distributed to any director or officer; any organization where a Director is an owner, Director or staff member; or any private individual.