

Summit Hill Association - District 16 Planning Council Bylaws

I. Corporate Seal

Corporation ("Summit Hill Association") elects not to use a corporate seal.

II. Location

A. Registered Office

The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with state laws. The corporate records will be stored at Corporation's registered office or by electronic file storage system maintained by the Corporation.

B. Other Offices

Corporation may maintain offices or places of business other than the registered office and mailing address on file with its home state, including those within or outside of its home state, as the Board may from time to time designate or the business of the Corporation may require.

III. Purpose

Corporation will not be operated for profit. Corporation is organized exclusively for the nonprofit purposes as specifically described in in the Articles of Incorporation.

IV. Membership

Corporation has voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through amendment of these Bylaws.

A. Types of Membership

The Board will have the authority to establish and define multiple categories of membership, if desired.

B. Eligibility for Membership

Application for membership will be open to anyone who supports the mission and purpose of the organization and meets certain eligibility criteria.

C. Classes of Membership

The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Corporation will have the following classes of membership:

1. Voting Members. Those who want to be involved with Corporation and meet the eligibility requirements, and are not suspended or terminated, will each be considered a member in "good standing" who enjoys all benefits of membership; is allowed 1 vote; and is eligible to serve as a Director of the Corporation.

a. Active member. Any individual who 1) is at least 16 years old and resides in the neighborhood; or, 2) is at least 18 years old and owns real property in the neighborhood; or 3) is at least 18 years old and is the owner or designated representative of a business located within the neighborhood.

The Summit Hill neighborhood is defined as a neighborhood in the City of St. Paul, Minnesota including all area that is South of Summit Avenue and between Ayd Mill Road and Interstate 35E.

D. Rights of Members.

The Board governs voting, and voting members have limited voting rights. Each voting member in "good standing" will be eligible to cast one (1) vote at the annual meeting of the voting membership as well as one (1) vote in any periodic vote involving the voting membership and authorized by Board Action. Members must vote in person. Voting by proxy is *not* permitted.

E. Member Benefits:

Benefits of membership will include:

1. Right to vote on board elections or bylaws changes;
2. Other benefits as the Board of Directors may determine from time to time.

F. Members Not Financially Obligated

No member will be personally responsible for any financial obligation of the Corporation.

G. Membership Duration

Once registered as a Corporation Member, membership will continue in perpetuity so long as the member is in "good standing."

H. Membership Non-transferable

Membership in Corporation may not be assigned or transferred in any manner.

I. Membership Termination

All member rights, privileges, and benefits will cease in the event of:

1. Failure to meet eligibility criteria;
2. Voluntary resignation by the member with notice to the Corporation; or,
3. Death of the member.

J. Meetings of Voting Members

1. **Establishing Right to Vote.** Pursuant to Minnesota Statutes, on the date of a meeting at which member voting will occur, the eligibility of a member to vote will be determined by either prior registration as a voting member of Corporation or showing documentation that the member meets eligibility criteria (i.e. proof of residence, proof of business ownership, or other documentation establishing eligibility). All members present and in good standing on the date of the meeting are entitled to vote at the meeting.
2. **Notice to Members.** Written notice including the date, time, and place of the meeting will be provided to the members for all member meetings. Notice for the annual meeting will be provided at least 30 calendar days in advance, but not more than 60 days in advance. Notice of special meetings will be provided at least 10 days in advance but not more than 30 days in advance. Notices will be provided through online publication or through local news media, mailings or any other reasonable method.
3. **Annual Member Meetings.** An annual meeting will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board. If the Board fails to select a place for the annual meeting, it will be held at Corporation's registered office. The annual meeting will be held for the purpose of electing the Board of Directors, as well as the consideration of any other business that may be properly brought before the Board. There will be a report on the annual activities and financial condition of the Corporation at the meeting.
4. **Special Member Meetings.** Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or a petition signed by 50 members. Special meetings will be conducted in accordance with State law. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.
5. **Member Meeting Quorum.** A quorum of the members is 10 eligible voting members. If a quorum is not present, the meeting may be adjourned and recalled with five (5) days' notice provided prior to the new date.
6. **Member Voting.** All issues to be voted upon will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws. All eligible voters may cast one (1) vote. Voting by proxy is *not* permitted. The following decisions in all cases require approval of the voting membership:
 - Election of Directors; and
 - Ratification / rejection of amendments to Bylaws
7. **Member Meeting Procedures.** All questions of order with respect to any member meeting will be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in other orderly manner that is deemed appropriate by the President.

- 8. Member Meeting Decorum.** Corporation will follow best and lawful practices for conducting business at member meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting. Another Officer may serve in the President's capacity if required.

V. Board of Directors (Governing Body)

A. Number and Qualification

Corporation's Board of Directors must be composed of not less than 7 and not more than 21 individuals who are broadly representative of the community interests; possess applicable professional experience; or who have an expressed concern for the expressed purposes of Corporation. Directors will be natural persons, over the age of 18. All Directors must be voting members of the Corporation. The number of Directors from a household unit or business entity in the neighborhood will not exceed one (1). The number of Directors who are not residents of the neighborhood must not exceed two (2).

B. Governing Powers

In compliance with state statutes governing nonprofit corporations, the Board of Directors will have all the duties and powers necessary and appropriate for the overall direction of Corporation, including but not limited to the following:

1. Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the Corporation.
2. Appointment and removal of Directors and Officers and setting of their compensation (if any) subject to the limitations of these Bylaws.
3. Employ and discharge, fix compensation for (if any), and prescribe duties and powers for all Officers, agents, employees, independent contractors of Corporation.
4. Manage and oversee the affairs and activities of Corporation and set policies and procedures.
5. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to obtaining the purposes of promoting the interests of Corporation.
6. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
7. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.

8. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status, or obtain insurance for these purposes.
9. Uphold the Bylaws, Policies and Procedures of the Corporation.
10. Report and update each individual's mailing address(es) with the Secretary of the Corporation or the Executive Director and receive Corporate notices at that address.
11. The Board of Directors may engage in acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and Federal laws. No Director will have any right, title, or interest in or to any property of Corporation. There will be no cumulative voting among Directors.

C. Terms

All Directors will serve a 3-year term. Corporation will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a Director may serve, except that Directors must take at least one year off after completing seven (7) and one-half consecutive years of service. Directors who have completed the one-year break may run for election again.

D. Election Procedures

Election of Directors will occur as a regular order of business at the annual member meeting. Directors will be elected by a simple majority vote of the members. New Directors will assume office at the next regularly scheduled board meeting.

Corporation will publish a call for applications to the Board at least 30 days before the annual meeting. Applications from eligible applicants are accepted until 10 days before the annual meeting. Nominations will not be taken from the floor at the annual meeting. Nominees should be present at the election or, if absent, their application form may be read at the meeting.

E. Resignation

A Director may resign at any time by giving written notice to the Secretary of Corporation. Notice may be electronic. Resignations may be deemed effective immediately without formal acceptance. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date and the new Director will be seated on the effective date. If fewer than three (3) Directors will remain after the resignation or leave of absence, the resignation or request for leave of absence will not be effective until a successor is elected to maintain the legal minimum.

F. Leaves and Absences

A Director on leave is considered an inactive member of the Board of Directors and does not have a vote. Directors may request a leave of absence for up to two (2) months by submitting a request to the Executive Committee.

G. Termination and Removal

Any Director may be removed at any time with or without cause, by an affirmative vote of at least a simple majority of the remaining Directors. The matter of removal may be acted upon at any meeting of

the Board of Directors. The Director subject to removal may not vote on the matter. Upon removal, a successive interim Director may then be elected to fill the vacancy created.

H. Vacancies

Vacancies on the Board of Directors may be filled by an interim director who will be elected by the Board of Directors at any board meeting. The interim director will serve out the remainder of the vacant term. At the discretion of the Board, any vacant seat with less than 12 months left on the term may be left vacant until the next annual meeting.

I. Compensation

No compensation will be paid to Directors of Corporation for their services, time, and efforts as Directors. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

J. Regular Meetings

The Board will meet at least quarterly, at an agreed-upon time and place.

K. Special or Emergency Meetings

Special meetings of the Board may be called upon the request of the President, or by one-third of the Board.

L. Meeting Notices

All written meeting notices, including the date, time, and place of the meeting, will be provided to each Director at least five (5) calendar days in advance of a meeting. Notice will not be provided more than 60 calendar days in advance of a meeting. This notice may be given personally, by mail, e-mail, telephone, or facsimile.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

M. Meeting Quorum

At all meetings of the Board of Directors, a simple majority of 51% or greater of active Directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of active Directors is not present, no voting may occur. The acts of the majority of the Directors present at a meeting with a quorum are the acts of the Board of Directors of Corporation.

N. Voting

During Board meetings, all matters are decided by a simple majority vote.

O. Proxies

Voting by proxy is *not* permitted. This is in conformance with nonprofit sector best practices.

P. Private Entity

Corporation is a private nonprofit corporation not subject to open meetings law and government data practices. The Corporation may hold its meetings open to the public, if desired or if required by grant funding or similar requirements.

Q. Meeting Procedures

All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder are resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in any another orderly manner that is deemed appropriate by the President.

R. Meeting Decorum

Corporation follows best and lawful practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting. The Vice President may act in the President's place if required.

S. Remote Participation

As permitted by state law, Board meetings may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all Board members present to participate in the meeting. Board members may appear by phone, virtually, or in person.

T. Written Action Without a Meeting

As permitted by state statute, any action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed or consented to by authenticated electronic communication (i.e., votes by e-mail, online, fax, etc.), by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present.

VI. Officers

A. Principal Officers

Principal Officers of Corporation are: President, Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers such as Vice President or Registrar, etc., may be elected with duties that the Board will prescribe.

B. Election of Officers

Officers must first also be Directors of Corporation. Directors elected to hold the Offices of President and Vice President must have completed at least one full year of Board service. Officers are elected by and from among the Board of Directors at the first Board meeting held after the annual meeting. New Officers will assume their roles at the conclusion of the meeting. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors will also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of serving Officers.

C. Terms

All Officers will serve a 1-year term that coincides with a portion of their term as Director. Officers may serve no more than two (2) consecutive years. However, in the case of the Treasurer, after serving for

two (2) consecutive years, the Treasurer must take at least one (1) year off from the Treasurer position before being considered for another term as Treasurer.

D. Resignation

An Officer may resign by giving written notice to Corporation. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice. Written notice may be electronic.

E. Removal

Any Officer may be removed at any time with or without cause, by an affirmative vote of at least a simple majority of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Director subject to removal may not vote on the matter. Upon removal, a successive interim Officer may then be elected to fill the vacancy created.

F. Compensation

Corporation may hire individuals as Officers from outside the pool of Directors (i.e., CEO, CFO, COO, etc.). These Officers will receive reasonable compensation for their services, time, and efforts. The amount and frequency of payments will be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws. In addition, Officers may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

G. Duties

The officers of the board will consist of a President, Secretary and Treasurer, and a Vice-President if desired. Their duties are as follows:

- 1. President.** The President will convene regularly scheduled Board meetings, will preside at meetings, or arrange for other Directors to preside at each meeting in the following order: Vice-President (if any), Secretary, and Treasurer. The President does not have any extraordinary authority or veto power due to their Office.
- 2. Secretary.** The Secretary will be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained, including the Board roster.
- 3. Treasurer.** The Treasurer will make a report at each Board meeting. The Treasurer will assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.
- 4. Vice President.** The Vice-President, if one is appointed, may chair committees or task forces on special subjects as designated by the Board and may serve in the President's absence when needed.

Officers of Corporation (including those not named here) also have additional duties and powers as prescribed from time to time by the Board of Directors, in addition to the duties and powers described by these Bylaws.

VII. Committees & Task Forces

A. Authority

The Board of Directors may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a simple majority of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are at all times subject to the control and direction of the Board. At least one member the committee or task force must be a Board Member. All others may be volunteers of Corporation.

B. Committees

Examples of committees that may be formed by resolution adopted by a majority of the Board are:

1. **Internal Affairs Committee.** This committee focuses on all internal and operational issues coming before the Board. These include issues related to finance, investments, capital acquisitions, human resources, and facilities.
2. **External Affairs Committee.** This committee focuses on all external issues, including fundraising, public relations, publications (such as the annual report) and marketing.
3. **Governance Committee.** This committee is responsible for the health and functioning of the Board. It recruits and nominates new members, evaluates the performance of the board itself, orients, trains and educates board members, and produces board materials, such as Board books and intranets.

C. Task Forces

Task forces are temporary work groups often made up of experts in specified areas of knowledge or practice. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. Corporation's task forces are formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need for the Corporation to acquire knowledge and respond.

D. Executive Committee

The Board of Directors, by resolution adopted by a majority of the Board, will establish an Executive Committee to consist of the Officers of the Corporation. The President is the Chair of any Executive Committee. The creation of an Executive Committee does not relieve the Board of Directors of any of its responsibility. It is subject to the direction and control of the full Board. The role of the Executive Committee, if established, is solely to organize the agenda for each board meeting and act as the human resources review committee. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full Board for any reason.

E. Meetings

Meetings of the individual committees and task forces may be held at a time and place as may be determined by a majority of the committee or task force members, by the Board President, or by the Board of Directors. Notice of meetings will be handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting.

VIII. Executive Director(s), Employees, & Independent Contractors

A. Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not also serve as a Director and / or Officer of Corporation.

B. Compensation

Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments will be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

C. Checks, Drafts, Petty Cash Fund

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

IX. Volunteers.

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. Corporation may maintain insurance policies to cover those serving as volunteers.

X. Management Provisions

A. Financial Year

The accounting year of Corporation will begin on January 1 and end on December 31.

B. Annual Budget & Financial Information

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval. Any major change in the budget must be approved by the Board. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the Corporation's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

C. Accounts

1. Corporation will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of Corporation.
2. Any officer of the Corporation and the Executive Director are authorized to act as signatories on all Corporation financial accounts. Corporation will at all times have at least two signatories on every bank account or financial account.
3. All money raised in Corporation's name will be deposited in Corporation's account as charitable assets and used for Corporation's charitable purposes according to State and Federal fundraising laws and rules.

D. Records

Corporation will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws, accounting records, voting agreements, and minutes of meetings of members, Board of Directors, committees, or task forces for the last six years.

E. Inspection

A voting member or Director may inspect all records described in Section D above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or Director of the corporation.

Upon request Corporation will give a member or Director who requests it a financial statement (i.e. consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last monthly accounting period.

F. Ownership of Intangible Assets

Directors and Officers may from time to time establish accounts on behalf of the Corporation for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the Corporation and should be opened in the name of the Corporation whenever possible. If ownership cannot be established in the name of the Corporation, the individual Director or Officer must grant administrator authority whenever possible or share account information and log in credentials to another Director or Officer to preserve right of access to these assets and accounts.

G. Legal Instruments

All contracts, agreements, and other legal instruments executed by Corporation must be issued in the name of Corporation, not the individual name of a Director or Officer. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments. Although Directors and Officers may have authority to sign official documents on behalf of Corporation, they may do so only after proper consideration and approval by the full Board of Directors, subject to the Corporations policies and procedures. In the event the Board has not approved of the legal instrument, then the individual Director or Officer is personally liable.

H. Loans

Loans and other debts are not permitted without authorization of the Board of Directors specifically authorizing the loan or debt. All loans and debts for Corporation must comply with state laws governing nonprofits.

I. Periodic Reviews

To ensure Corporation operates in a manner consistent with its charitable purposes, that it files all required paperwork, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's-length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies; are properly recorded; reflect reasonable investment or payments for goods and services; further charitable purposes; and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;
3. Whether Corporation is properly filing annual paperwork with the state agencies for charitable solicitation registration, corporate entity registration, unemployment insurance, sales tax revenue reporting, income tax reporting, social security administration, etc. Corporation will file the Form 990 with the IRS annually.
4. Whether Corporation is in compliance with state and federal fundraising regulations.

J. Affiliations

Corporation may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

K. Policies and Procedures

The Board of Directors may establish policies and procedures including but not limited to:

- Maintaining records of decisions made by the Board in one central location;
- Regarding internal financial controls;
- Regarding conflict of interest;
- Regarding gifts and grants to other individuals/organizations;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

XI. Amending the Articles of Incorporation and Bylaws

Corporation has the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a simple majority of all Directors at a properly called meeting of the Board of Directors. Amendments to Bylaws will not be construed to terminate a Board Member’s term of service prematurely.

In addition, the voting members will approve amendments to the Bylaws at a member meeting. In accordance with state law, the voting members hereby authorize the Board of Directors to amend the Articles of Incorporation without approval of the members.

Certification

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Corporation by a majority vote.

Secretary

Date

The voting membership approved these Bylaws on the _____ day of _____, 20____.

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