**BYLAWS**

**OF**

**Fiddletown Community Center**

**ARTICLE 1**

**OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Fiddletown, Amador County, State of California.

**ARTICLE 2**

**NON-PROFIT PURPOSES**

SECTION 1. IRC SECTION 501 (c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be: (1) to provide, under contract with the county of Amador, the maintenance and administration of the Fiddletown Community Park for use by the general public, (2) to maintain and administer the Fiddletown Community Hall as a low cost meeting place for charitable, educational and community endeavors, (3) to preserve, maintain and develop the historical portion of locally referred to as the 'Wells Fargo Office' for educational use, and (4) to preserve, promote and celebrate the role music played in Fiddletown's history.

**ARTICLE 3**

**OFFICERS**

SECTION 1. DESIGNATION OF OFFICERS

The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board who would take on the responsibilities of running the organization. One or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such Officers with such titles as may be determined from time to time by the Board of Directors and approved by the Membership.

SECTION 2. QUALIFICATIONS

Any Member of this corporation who has reached their majority as defined in this state may serve as officer of this corporation. The qualified Member must be a Member of this corporation for no less than one year.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Members of this corporation at the December regular meeting of this corporation, or at any time at a special meeting called for this purpose, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Officers shall be elected to one three (3) year term, except for the Treasurer. If, at the end of the three-year term, no one is willing to serve, then each Officer can serve another three-year term.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by a majority vote of the Membership, at any time, or by a 2/3 vote of the Board of Directors. Any officer may resign at any time by giving written notice to any member of the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a vote of the Membership. In the event of a vacancy in any office before the term is completed, other than that of President, such vacancy may be filled temporarily by appointment by the President with Board approval until such time as the Membership can vote to fill the vacancy at the December meeting.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Members.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments if authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

1. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how noticed thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
5. Keep at the principal office of the corporation a Membership book containing the name and address of each and any Members, and, in the case where any Membership has been terminated, he or she shall record such fact in the Membership book together with the date on which such Membership ceased.
6. Exhibit at all reasonable times to any directors of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the Membership book, and the minutes of the proceedings of the Directors of the corporation.
7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
5. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.
6. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

The Directors will be reimbursed for pre-approved expenditures by the Board.

SECTION 11. CONFLICT OF INTEREST

No member of the Executive Committee may engage in activities that are, or give the appearance of, being in conflict with activities prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

**ARTICLE 4**

**BOARD OF DIRECTORS**

SECTION 1. NUMBER

The corporation shall have three (3) Directors. The Officers and directors collectively shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state and Members of this corporation. The qualified Member must be a Member of this corporation for no less than one year.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

These activities include, but are not limited to, the ability to enter into contracts and incur costs, debts or liabilities, without approval by a quorum of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the Board of Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the corporation;
3. Supervise all Officers, agents and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
6. In the event that the Officers of President and Vice President are both vacant, the Board of Directors shall perform duties of these offices.

SECTION 5. TERM OF OFFICE

Directors shall serve for three (3) years and until his or her successor is elected. One (1) director shall be elected each year to provide for rotation.

SECTION 6. COMPENSATION

Directors shall serve without compensation.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

The use of an electronic vote by the Board of Directors is authorized when an issue should be resolved as soon as possible by the entire Board of Directors. Likewise, due to unforeseen circumstances, meetings may be held electronically.

SECTION 8. REGULAR MEETINGS

Regular meetings of the Board of Directors, shall be held once a month.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation or, if different at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of the law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

1. Regular Meetings. No notice need be given of any regular meeting of the Board of Directors.
2. Special Meetings. At least one-week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, or by telephone, or by other means of communication, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email or other means of communication for notifications, the Director to be contacted shall acknowledge personal receipt of the email or other communication notice by a return message or telephone call within twenty-four hours of the first transmission.
3. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the laws of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of four (4) of the Members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of the law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meetings is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order as modified by the Board of Directors, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions by law.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to a member of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of the law, vacancies on the Board may be appointed by the President with Board approval for the remainder of the calendar year.

SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

The corporation may only be obligated to a debt or liability through approval by a quorum of the Board of Directors.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and Officers of the corporation shall be covered, per the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the gent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

**ARTICLE 5**

**COMMITTEES**

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its Members, designate an Executive Committee consisting of three (3) Board Members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its Members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the Members of the Executive Committee, and fill vacancies on the Executive Committee from the Members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also Members of the Board and shall act in an advisory capacity to the Board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its Members for the Board of Directors and its Members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors of by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

**ARTICLE 6**

**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose of in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by two (2) Officers of the corporation.

SECTION 3. DEPOSITS

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

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

**ARTICLE 7**

**CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal offices:

1. Minutes of all meetings of directors, committees of the Board and of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its Members, if any, indicating their names and addresses and the termination date of any Membership;
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will, alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every Member shall have the following inspection rights, for a purpose reasonable related to such person's interest as a member;

1. To inspect and copy the record of all Members' name, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
2. To obtain from the Secretary of the corporation, upon written demand on, a payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The Membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be complied.
3. To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Secretary of the Corporation by the member, for a purpose reasonable related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporate on as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6. PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

**ARTICLE 8**

**IRC 501 (c)(3) TAX EXEMPTION PROVISIONS**

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this 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.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by a corporation; contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Members, directors or trustees, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE 9**

**AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to the power of the Members of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors and the Membership of this corporation.

All proposed amendments shall be presented to the Members two (2) weeks prior to voting by the Members.

**ARTICLE 10**

**CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any further federal tax code.

**ARTICLE 11**

**MEMBERS**

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

This corporation has five levels of membership:

Single: Individual.

Household: family.

Bronze: Two years of membership dues paid per person.

Silver: Three years of membership dues paid per person.

Life: A life time membership of dues paid per individual.

If circumstances so dictate, the Board may suspend one or more of these categories. The Board also reserves the right give honorarium memberships upon Board approval.

No Member shall hold more than one Membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all Memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS

The qualifications for Membership in this corporation are as follows:

1. A Member must have reached their majority as defined in this state, AND
2. A Member shall reside in and around Fiddletown, as defined by a residence serviced by the Fiddletown Post Office, OR
3. A Member shall own property serviced by the Fiddletown Post Office, OR
4. A Member shall have expressed an interest in helping to promote the purposes of this corporation.

SECTION 3. ADMISSION OF MEMBERS

Applicants shall be admitted to Membership after paying their dues. Voting rights shall be given to those in good standing and have been a Member for no less than one year.

SECTION 4. FEES AND DUES

1. Member dues shall be payable on January 1 of each year.
2. Members joining after September 30 of each year shall only prepay the next year's dues.

SECTION 5. NUMBER OF MEMBERS

There is no limit on the number of Members the corporation may admit.

SECTION 6. MEMBERSHIP BOOK

The corporation shall keep a Membership book containing the name and contact information of each member. Termination of the Membership of any Member shall be recorded I the book, together with the date of termination of such Membership. Such book shall be kept at the corporation's principal office.

SECTION 7. NONLIABILITY OF MEMBERS

A Member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 8. NON-TRANSFERABILITY OF MEMBERSHIPS

No Member may transfer a Membership or any right arising therefrom. All rights of Membership cease upon the member's death.

SECTION 9. TERMINATION OF MEMBERSHIP

The Membership of a Member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally by mail or email, such Membership to terminate upon the date of delivery of the notice.
2. If this corporation has provided for the payment of dues by Members, upon a failure to renew his or her Membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Secretary of the corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency.
3. After providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of the Member in the corporation shall cease on termination of Membership as herein provided.

**ARTICLE 12**

**MEETINGS OF MEMBERS**

SECTION 1. PLACE OF MEETINGS

Meetings of Members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. REGULAR MEETINGS

A regular meeting of Members shall be held one day a year for the purpose of electing Officers and directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes shall be elected. Each voting Member shall have one vote. The annual meeting of Members for the purpose of electing Officers and directors shall be deemed a General Membership meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members shall be called by the Board of Directors or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Members.

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than fifty (50) days before the date of the meeting, either personally by mail or email, or other means of approved communications, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by email or other means of approved communications, , provided however, in the case of email notification, the Member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours of the first transmission.

The notice of any meeting of Members at which Officers or Directors are to be elected shall also state the names of all those who are nominees or candidate for election to the Board at the time notice is given.

Whenever any notice of a meeting is required to be given to any Member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Member whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of seven (7) of the voting Members of the corporation.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Members at any meeting at which the required quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting Members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the Members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7. VOTING RIGHTS

Each Member meeting the requirements are entitled to one vote on each matter submitted to a vote by the Members. Voting at duly held meetings shall be by voice vote or by secret ballot if requested by the Board.

SECTION 8. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the corporation distributes a written ballot to each Member entitled to vote on the matter. The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal;
3. Indicate the number of responses needed to meet the quorum requirement and state the percentage of approvals necessary to pass the measure submitted; and
4. Shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford Members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed, emailed, or delivered in an approved method of communication in the manner required for giving notice of the General Membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Officers and Directors may be elected by written ballot. Such ballots for the election of Officers and Directors shall list the person nominated at the time the ballots are mailed or delivered.

SECTION 9. CONDUCT OF MEETINGS

Meetings of the General Membership shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all these persons, by a Chairperson chosen by a majority of the voting Members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be covered by Roberts Rules of Order as modified by the Board of Directors, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Amended: