Michigan Guild of Artists & Artisans
Bylaws

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THE Guild
The Guild of Artists & Artisans

Article I. Name, Offices, and Purposes

1.1 Name. The name of the corporation is the Michigan Guild of Artists & Artisans.

1.2 Places of Business. The corporation shall have its principal place of business in Washtenaw County, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

1.3 Purposes. The purposes for which the corporation is organized are as follows:

1.3.1 To receive and administer funds and property and to operate exclusively for charitable, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code (the "Code"), and in particular to:

a) Promote community awareness, understanding and appreciation of the visual arts;

b) Promote, develop and cultivate arts and crafts including, without limitation sponsorship of artist and artisan fairs and events;

c) Promote and support artists and artisans including encouraging professional growth and artistic quality;

d) Maintain professional standards; and,

e) Provide educational opportunities for visual artists, students and the community at large.

1.3.2 To acquire, own, dispose of and deal with real and personal property and to apply gifts, grants and bequests and their proceeds to further such purposes.

1.3.3 To do all such things and to perform all such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Michigan.

1.4 Nonprofit Operation. No director of the corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on

propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

1.5 Nonprofit Funding. The corporation will be financed under a general plan which may include, without limitation, contributions from the general public, fund raising activities, loans and grants from third parties, and income from investments, as the Board of Directors shall deem necessary and appropriate to further the purposes of the corporation.

Article II. Membership

2.1 Corporate Structural Basis. The corporation is organized on a non-stock, membership basis.

2.2 Membership Qualifications. Membership shall be open to all individuals as defined in these bylaws upon acceptance of the membership application. Members must support the purposes of the corporation. Members must pay all dues and fees to remain in good standing. Members must comply and meet with the corporation's exhibiting standards and rules as set forth in the current membership and membership renewal application.

2.3 Application for Membership. All individuals interested in membership with the organization shall complete a membership application. All members wishing to renew their membership must complete a membership renewal application. Membership dues must accompany either the membership application or the membership renewal application. Failure to complete the applicable application by the due date shall be deemed to constitute the resignation of the member.

2.4 Membership Categories. The membership of the Guild shall consist of the following categories:

2.4.1 Exhibiting Members. Exhibiting Members shall maintain an established standard of quality, development and growth, as set forth in the Guild's standards and rules. Exhibiting Members who have passed the standards review are eligible for the Ann Arbor Summer Art Fair. Exhibiting Members are qualified to apply to exhibit at any sponsored fair or show. Exhibiting Members have voting rights. There can be no more than 425 Exhibiting Members at any time. Exhibiting Members are eligible for election to the Board of Directors.

2.4.2 Artist Member. Artist Members are artists that support the purposes of the corporation and wish to exhibit at Guild fairs. All fairs are open to Artist Members. Artist Members have voting rights as defined by bylaw 2.8. All Artist Members are eligible for election to the Board of Directors after being a member in good standing for a period of one (1) years.

2.4.3 Emeritus Member. Emeritus Members are Exhibiting Members who have accumulated at least 15 years of membership in good standing and no longer desire to exhibit in the Ann Arbor Summer Art Fair. Exhibiting Members must apply to the Board of Directors to be designated Emeritus. Emeritus Members have voting rights as defined by bylaw 2.8. All Emeritus Members are eligible for election to the Board of Directors.

2.4.4 Joint Members. Exhibiting, Artist and Emeritus memberships may be individual or joint memberships. A joint membership is granted to no more than two members who together create one body of work. Joint memberships require a primary and secondary member. The primary member holds fifty-one (51) percent of the membership; the secondary member may become the primary member at the resignation, retirement or death of the primary member if the secondary member has been the secondary member of record for a minimum of five (5) consecutive years including the year of the resignation, retirement or death of the primary member. Joint membership are entitled to one vote under the terms of their membership category, Exhibiting, Emeritus, or Artist and as defined by bylaw 2.8.

2.4.5 Affiliate Member. Affiliate Members are business and/or individuals who provide essential services and materials to Guild members but are not themselves artists. Affiliates are not permitted to exhibit in Guild fairs and/or shows except through the sponsorship program. Affiliates shall not possess voting rights. Affiliates are entitled to receive the corporation newsletter and may apply for further programs or benefits made available by the Board of Directors.

2.4.6 Friends of the Guild. Friends of the Guild Members shall be interested in supporting the corporation's purposes. Friends of the Guild Members shall not exhibit in fairs and/or shows. Friends of the Guild Members shall not possess voting rights. Friends of the Guild shall receive the corporation's newsletter. Friends of the Guild Members may apply for further programs or benefits deemed available by the Board of Directors.

2.4.7 Honorary Member. Honorary Members are not current members of the Guild who are awarded a lifetime membership in the Guild for invaluable

services and support. Candidates may be nominated by any Guild Member and are approved by a simple majority of the Board of Directors. Honorary Members shall not possess voting rights. Honorary Members are eligible for election to the Board of Directors.

2.5 Membership Year. The membership year will begin January 1 (one) and terminate December 31 (thirty-one).

2.6 Membership Dues and Fees. Membership dues shall be established on an annual basis by the Board of Directors. If membership dues are not paid, all membership rights shall be terminated. Membership dues are not refundable.

2.7 Good Standing. A member is considered in good standing if all membership dues and fees are paid and if the member otherwise meets all the conditions for membership contained in these bylaws or contain in the applicable resolutions or policies adopted by the Board of Directors.

2.8 Voting Rights. All Exhibiting, Artist, and Emeritus Members must be in good standing to be eligible for voting rights. An Artist Member shall be eligible for voting rights after being a member in good standing for a period of one (1) calendar year. Each voting member is entitled to one (1) vote in the election for directors and on each matter submitted to the membership. Joint memberships are entitled to one (1) vote under the terms of their membership category, Exhibiting, Artist or Emeritus. No other categories of members are entitled to vote. Members are not permitted to vote by proxy for the election of directors at the Annual Meetings of the Members or to approve an amendment to these bylaws. Voting by eligible members on all matters, including the election of directors, may be conducted by mail and electronic media provided, however, that a single medium shall be employed for each vote.

2.9 Disciplinary Procedures. Any members whose actions tend to injure the good name of the corporation, disturb its well-being, or hamper the corporation in its work may be censured, suspended or expelled by the Board of Directors. Before any member is censured, suspended, or expelled, written notice of the charge against him or her, and the time and place of the meeting of the Board of Directors or members at which the same are to be considered, shall be mailed to his or her last-known address, at least thirty (30) days before the meeting. The member shall be given an opportunity to appear and present information. The Board of Directors by an affirmative two-thirds (2/3rds) vote may censure, suspend, or expel a member.

2.10 Transfer of Membership. Membership shall not be transferable, except as defined by the rules of a joint membership. Membership shall be terminated by death, resignation, expulsion or failure to pay dues.

2.11 Annual Meeting. The Annual Meeting of the Members shall be held each year. The date, time and location shall be determined by the Board of Directors. At the Annual Meeting, the members shall elect directors and shall consider such other business as may properly be brought before the meeting.

2.12 Special Meetings. Special meetings of the members may be called by the Board of Directors or by the Chair. Such meetings shall also be called by the Chair or the Secretary at the written request of not less than ten (10) percent of the members entitled to vote.

2.13 Notice of Meetings. Written notice of the date, time, place, and purpose of a meeting of the membership shall be given not less than thirty (30) days prior to the meeting. Notice shall be given by mail or electronic media to each member of record entitled to vote at the meeting at his or her last physical or email address as it appears on the books of the corporation.

2.14 Conduct of Business. When an action is to be taken by vote of the members, it shall be authorized by a majority or where two-thirds (2/3rds) vote is required according to the bylaws of the votes cast when a quorum is present.

Article III. Quorum

3.1 Quorum, Annual Meeting At least fifteen (15) members eligible to vote and present at an Annual Meeting shall constitute a quorum for the transaction of business. If less than a quorum is present, matters which would have been presented may be taken up at any Regular or Special Meeting of the membership for which notice has been given. The vote of the majority of the members shall be the act of the members except as where otherwise specified in the laws of the State of Michigan, Articles of Incorporation, or the Bylaws.

3.2 Quorum. When a quorum is established at the beginning at any meeting, it is considered a quorum through the entire meeting.

3.3 Quorum, Board of Directors. A majority of the directors in office constitutes a quorum for the transaction of business at any meeting of the Board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the Board. (See exceptions to this: Removal, 4.8 and Amendments, Article IX.)

Article IV. Board of Directors

4.1 **Board of Directors.** The business, property, and affairs of the corporation shall be managed by the Board of Directors, which is the governing body of the corporation. The Board of Directors shall meet as often as necessary to conduct the business of the corporation, but at least annually. No director of the corporation shall have any title to or interest in the corporate property or earnings in the director's individual or private capacity, and no part of the net earnings of the corporation shall inure to the benefit of any trustee, director, officer or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation , and the corporation shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

4.2 **Nomination of Board Candidates.** The Nominating Committee shall call for nominations for the Board of Directors at least ninety (90) days prior to the Annual Meeting of the Members. In addition to the nominations made by the Nominating Committee, nominations may be submitted by any member, but must be submitted to the Nominating Committee at least sixty (60) days prior to the Annual Meeting of the Members. The Nominating Committee shall confirm the willingness and requirements needed for each candidate to run and shall publish candidate statements at least thirty (30) days prior to the Annual Meeting of the Members. No nominations may be made from the floor at the Annual Meeting.

4.3 **Number.** There shall be not less than nine (9) nor more than twelve (12) directors on the Board. The Board of Directors shall consist of at least six (6) Exhibiting or Emeritus Members who shall be members in good standing with the corporation at the time of nomination and election, and not more than three (3) Associate or Artist Members who shall be members in good standing with the corporation at the time of nomination and election.

4.4 **Election and Term.** At each Annual Meeting the results of the election of directors will be announced. Directors shall be elected from among the candidates listed by the Nominating Committee by a plurality of the votes cast by the members (either in person or by ballot). All directors shall be elected for a term of three (3) years (or until their successors have been elected) by the members. The terms of the directors shall be staggered so that, as near as possible, one-third (1/3) of the directors will be elected in each election. Directors shall be limited to serving two consecutive three (3) year terms. A director that has reached the term limit shall be eligible for re-election as a director after a one (1) year absence from the Board

of Directors. All newly elected directors' terms shall begin at the first meeting of the Board of Directors following the election.

4.5 **Advisory Member.** The Board of Directors may appoint one or more individuals to serve as advisory members of the Board of Directors. The advisory board members shall be entitled to attend and speak at meeting of the Board of Directors, but shall not be entitled to vote. Advisory board members may be excluded from the meetings of the Board of Directors if the Board of Directors votes to go into an executive session. An advisory member may be appointed by the Board of Directors for one (1) year term. Advisory members have a term limit of three (3) consecutive one (1) year terms; after being absent from the advisory board for at least one year, individuals shall again be eligible for appointment as an advisory member. Advisory members can be, but are not limited to, Affiliate, Honorary or Friend of the Guild Members.

4.6 **Voting Procedure.** The Guild Executive Director, at least thirty (30) days prior to each Annual Meeting of the Members, shall prepare a list of members eligible to vote. The list shall be arranged alphabetically with the address of each voting member. The use of ballots shall be used for the election of the Board of Directors. At least thirty (30) day prior to the Annual Meeting of the Members, all members entitled to vote at the meeting shall receive candidate statements and paper or electronic ballots. In order for a vote to be valid, the paper ballot must be signed or the electronic ballot must be validated as directed. The validated ballot must be received at the designated address or the electronic ballot must be completed at least five (5) days prior to the Annual Meeting. Ballots that are tabulated electronically shall be verified by both the Executive Director or their Designee and the Board Chair or their designee.

4.7 **Resignation.** A director may resign by giving written notice to the Secretary of the corporation, which notice shall be immediately forwarded to the members and to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

4.8 **Removal.** Any director may be removed with cause (i) at any meeting of the Board of Directors by a two-thirds (2/3rds) vote of the directors in office or (ii) at a special meeting of the members, called for the purpose of removing the director, by a majority of the number of members voting in that director's election. Before a director may be removed, written notice of the charge against the individual and of the time and place of the meeting of the Board of Directors or the membership at which the removal is to be considered shall be mailed to the individual's last-known address at least thirty (30) days before the meeting. The director shall be given an opportunity to appear and present information.

4.9 **Vacancies.** In the event of death, resignation, or removal of any board member of the organization, the Nominating Committee shall present to the board the candidate to fulfill the balance of the term and then to be elected by a majority vote of the Board of Directors. Any appointment less than two (2) years does not prevent this individual from running for two (2) elected consecutive three (3) year terms.

4.10 **Annual Meeting of the Board of Directors.** The annual meeting of the Board of Directors shall be held at the next scheduled meeting of the Board of Directors following the Annual Meeting of the Members. At the Board of Directors' annual meeting, the Board of Directors shall elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting.

4.11 **Regular Meetings.** Regular meetings of the Board of Directors may be held at such times and places as the directors may from time to time determine or as shall be directed or approved by the vote or written consent of all the directors. The proposed agenda of any regular meeting of the Board of Directors shall be provided with the notice of the meeting. Written notice shall be given to the directors at least ten (10) days but not more than sixty (60) days prior to a meeting delivered personally or sent by telephone, telegraph, mail or electronic means (including by email, voice mail or facsimile) to each director. Notwithstanding the foregoing, no notice need to be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting.

4.12 **Special Meetings.** Special meetings of the Board shall be called by the Secretary upon the written request of the Chair or a majority of the directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director at least twenty-four (24) hours before the meeting.

4.13 **Annual Report.** The Executive Director at the direction of the Board of Directors shall provide an annual report of the members at the Annual Meeting of the Members. The annual report shall include the corporation's financial position for the previous year. The written annual report will be included in corporation's next scheduled member newsletter or special publication following the presentation at the Annual Meeting of the Members.

4.14 Powers of the Board of Directors. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation, or the laws of the State of Michigan.

4.15 Compensation. Directors may receive reasonable compensation for their services on the Board of Directors. If the Board of Directors decides not to provide compensation to directors, the corporation may still purchase insurance as provided in Article VII, provide reasonable compensation to a director for services which are beyond the scope of the director's duties as a director, or reimburse any director for expenses actually and necessarily incurred in the performance of the director's duties as a director.

4.16 Execution of Document. The Board of Directors may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the corporation, and such authority may be general or confined to specific transactions. The Board of Directors may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, any of the Chair, the Secretary, or the Treasurer may execute such instrument on behalf of the corporation.

4.17 Participation in Meeting by Remote Communications Equipment. A member of the Board of Directors or of a committee may participate in a meeting by conference telephone or by other means of remote communication (including an Internet chat room or web conference) through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the means of remote communication and the names of the participants in the meeting shall be divulged to all participants. Participation in a meeting in this manner constitutes presence in person at the meeting.

Article V. Committees

5.1 Executive Committee. There shall be a standing Executive Committee of the Board of Directors. The Executive Committee has broad authority to direct day-to-day actions of the corporation.

5.1.1 Powers of the Executive Committee. Between meetings of the Board of Directors, the Executive Committee may exercise all of the power and

authority of the Board of Directors in the management of the business and affairs of the corporation. At each regular or special meeting of the Board of Directors, a member of the Executive Committee shall report on action, if any, taken by the Executive Committee between meetings of the Board of Directors.

5.1.2 Directors' Limitations on the Executive Committee. Notwithstanding the provisions of section 5.1.1, the Executive Committee shall not:

a) Amend the Articles of Incorporation;

b) Agree to merge with another organization;

c) Authorize the sale, lease, exchange, or donation of all or substantially all of the corporation's property and assets;

d) Authorize a dissolution of the corporation or a revocation of a dissolution;

e) Amend the bylaws of the corporation;

f) Fill vacancies on the Board of Directors;

g) Remove any person from the Board of Directors;

h) Adopt, delete, change or make exceptions to policies;

i) Establish or abolish any standing Board committee;

j) Reverse actions previously taken by the Board of Directors; or,

k) Approve the payment of compensation for any director serving on the Board of Directors or any committee.

5.1.3 Composition. The Executive Committee shall be composed of the officers of the corporation.

5.2 Rules Committee. There shall be a standing Rules Committee of the Board of Directors. The Rules Committee shall be charged with the enforcement of the corporation's Art Fair Rules. The Board of Directors shall appoint the chair of the Rules Committee. The committee chair shall appoint the Rule Committee members, with the advice and consent of the Board of Directors.

5.3 Standards Committee. There shall be a standing Standards Committee of the Board of Directors. The Standards Committee shall be charged with enhancing and maintaining the exhibition standards of the corporation's membership. The Board of Directors shall appoint the chair of the Standards Committee. The committee chair shall appoint the Standards Committee members, with the advice and consent of the Board of Directors.

5.4 **Finance Committee.** There shall be a standing Finance Committee of the Board of Directors. The Finance Committee shall work closely with the Executive Director and shall be charged with reviewing the corporation's financial statements, reviewing the annual budget, and making financial policy recommendations. The Finance Committee shall arrange for independent outside audits as appropriate. The Board of Directors shall appoint the Finance Committee chair from among the directors of the corporation. The committee chair shall appoint the Finance Committee members, with the advice and consent of the Board of Directors.

5.5 **Personnel Committee.** There shall be a standing Personnel Committee of the Board of Directors. The Personnel Committee shall recommend personnel policies to the Board of Directors. The committee works closely with the Executive Director. The Board of Directors shall appoint the Personnel Committee chair from among the officers and directors of the corporation. At a minimum, the officers of the Board of Directors must serve on the Personnel Committee. The committee chair shall appoint additional committee members, with the advice and consent of the Board of Directors.

5.6 **Art Fair Committee.** There shall be a standing Art Fair Committee of the Board of Directors. The Art Fair Committee works closely with staff. The Art Fair Committee acts in an advisory capacity to the art fair staff and recommends policies for the Board of Directors in order to develop and improve all Guild shows. The Board of Directors shall appoint the chair of the Art Fair Committee. The committee chair shall appoint the Art Fair Committee members, with the advice and consent of the Board of Directors.

5.7 **Nominating Committee.** There shall be a standing Nominating Committee of the Board of Directors. The Nominating Committee shall create a slate of candidates for election to the Board of Directors at the Annual Meeting of the Members and shall propose candidates to fill vacancies on the Board of Directors. The Board of Directors shall appoint the Nominating Committee chair from among the directors of the corporation. The committee chair shall appoint the Nominating Committee members, with the advice and consent of the Board of Directors.

5.8 **Other Committees.** The Board of Directors may establish such other standing or special committees from time to time as it shall deem appropriate and shall define the powers and responsibilities of such committees.

Article VI. Officers

6.1 **Officers.** The officers shall be a Chair, a Secretary, and a Treasurer, and if desired, one or more Vice Chairs. There may also be such other officers as the Board of Directors deems appropriate.

6.2 **Election and Term of Office.** All officers shall be elected for a term of one (1) year (or until their successors have been elected by the Board of Directors at its annual meeting which is the next scheduled board meeting following the Annual Meeting of the Members). No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two or more officers. In case of the absence or disability of any officer of the corporation and of any person hereby authorized to act in his place during periods of absence or disability, the Board may, from time to time, delegate the powers and duties of such officer to any other officer, or any directors, or any other person whom it may elect or appoint.

6.3 **Removal.** The Board of Directors may, at its discretion, remove any officer by a two-thirds (2/3rds) vote of the directors then in office when, according to the Board's best judgment, the removal serves the best interest of the corporation. Before an officer may be removed, written notice of the charge against the individual and of the time and place of the meeting of the Board of Directors at which the removal is to be considered shall be mailed to the individual's last-known address at least thirty (30) days before the meeting. The officer shall be given an opportunity to appear and present information. The removal of an officer shall be without prejudice to the contract rights of the officer, if any. The election or appointment of an officer does not of itself create contract rights.

6.4 **Vacancies.** In the event of the Chair's death, resignation, removal, or other inability to serve, the Vice Chair shall become the Chair and shall serve until the normal expiration of the Chair's term or until his or her successor shall be elected. In the event of the death, resignation, removal, or other inability to serve of any other officer, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

6.5 **Chair.** The Chair, under the direction of the Board of Directors shall have power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents and take all steps that the Chair may deem necessary or desirable in order to effectuate the actions and policies of the Board.

6.6 **Vice Chair.** In the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board of Directors shall prescribe.

6.7 **Secretary.** The Secretary (or, in the Secretary's absence or incapacity, an Assistant Secretary) shall send or cause to be sent all required notices of meetings of the Board of Directors, shall receive and attend to all correspondence of the Board of Directors, shall have custody of all documents belonging to the corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any), and shall perform such other duties as usually pertain to the office or as shall be determined from time to time by the Board of Directors.

6.8 **Treasurer.** The Treasurer (or, in the Treasurer's absence or incapacity, an Assistant Treasurer) shall have charge of the funds of the corporation, except for such funds as the Board of Directors may designate; shall see that an accounting system is maintained which will give a true and accurate accounting of the financial transactions of the corporation; and shall render reports from time to time as requested by the Board of Directors of his or her activities and the financial condition of the corporation. All funds received by the Treasurer shall immediately be deposited in a depository designated by the Board of Directors.

Article VII. Indemnification

7.1 **Indemnification.** Each person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a director, officer, or member of a committee of the corporation or that such person serves or has served at the request of the corporation as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The corporation may, to the extent authorized from time to time by the Board, grant such rights to indemnification to any employee, non–director volunteer, or agent of the corporation to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentences.

Article VIII. Dissolution Statement

8.1 **Dissolution Statement.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article IX. Amendments

9.1 **Amendments.** The Board of Directors at any regular or special meeting may amend the bylaws by a vote of two-thirds (2/3rds) of the directors present and voting if notice setting forth the terms of the proposed amendment has been given in accordance with any notice requirements for a meeting of the Board of Directors. If the proposed amendment adopted by the Board of Directors would deny, limit, or otherwise prescribe the voting rights of the Members entitled to vote, then the amendment shall be approved by the voting members before taking effect. Unless a greater number is required by law, a minimum of ten (10) percent of the voting members must cast votes in order to approve an amendment of these bylaws. A proposed amendment shall be approved by the members if the amendment is supported by at least two-thirds (2/3rds) of the votes cast (either in person or by ballot).

Article X. Fiscal Year

10.1 **Fiscal Year.** The corporation's fiscal year shall begin January 1 (one) and end December 31 (thirty-one) of each year.

Article XI. Parliamentary Authority

11.1 Rules. The rules contained in the current Robert's Rules of Order, Newly Revised, shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board of Directors may adopt.

Article XII. Corporate Seal

12.1 Corporate Seal. The corporate seal shall be circular in form and shall contain the name of the corporation, the state of incorporation, and the words "Corporate Seal" on its face. The Board shall determine and provide for the corporate seal.

Amended by the membership, Annual Meeting 7/21/02
Amended by Board of Directors 4/14/04
Amended by Board of Directors 5/12/04
Amended by Board of Directors 6/09/04
Amended by Board of Directors 3/08/06
Amended by Board of Directors 5/14/08
Amended by Board of Directors 9/10/08
Amended by the membership, 6/13/17
Amended by the membership, 9/24/18
Amended by Board of Directors, 5/7/24