

By-Laws of the Ocean Park Association

Article I: NAME

1.1 NAME: The name of this corporation shall be the Ocean Park Association and may be referred to in this document as OPA.

Article II: PURPOSE

2.1 MISSION STATEMENT: OPA is a 501(c)(3) nonprofit, volunteer group of neighbors dedicated to working for the interests of all residents of Ocean Park in Santa Monica, CA and is not organized for the private gain of any person.

2.2 SPECIFIC PURPOSE: The purpose of OPA is to advocate for the residents of the Ocean Park neighborhood of Santa Monica. Ocean Park is defined to be the area within the following geographic boundaries:

North: South side of Pico Blvd.

South: Limits of the City of Santa Monica

East: West Side of Lincoln Blvd.

West: Ocean Front Walk

In support of its purpose, OPA will gather and disseminate information useful to these residents, engage in such charitable and educational activities as will promote the quality of life in this neighborhood, and such other purposes as are set forth in the Articles of Incorporation.

Article III: OFFICES

3.1 PRINCIPAL OFFICE: The principal office of OPA shall be fixed and located at such place as the Board of Directors shall determine. The Board is granted full power and authority to change the principal office from one location to another.

Article IV: MEMBERSHIP AND MEETINGS

4.1 TYPES OF MEMBERSHIP: OPA will consist of two classes of members known as Voting Members and Non-Voting Members. All members shall support the purposes and policies of the OPA.

4.2 QUALIFICATIONS OF MEMBERSHIP:

A. Voting Members shall be persons over the age of eighteen (18) who are residents of the Ocean Park neighborhood as defined in Section 2.2, and who pay annual dues of an amount to be determined by the Membership Committee, and are not voting members of any other city recognized neighborhood organization in Santa Monica.

Voting Members may select Individual Voting Membership or Household Voting Membership, at respective dues rates to be determined by the Membership Committee. Individual Voting Membership

By-Laws of the Ocean Park Association

entitles the member to one vote to be exercised in person by that member only. Household Voting Membership entitles up to three persons over eighteen years of age sharing a physical household one vote to be exercised in person by each member.

Voting members are Members in Good Standing eligible to vote at the Annual General Meeting or a Special Membership Meeting if they have been a dues-paying member for a minimum of 60 days prior to the respective meeting. Membership shall be for one calendar year.

B. Non-voting Members shall be persons who do not live in the Ocean Park neighborhood but who pay annual dues. They may attend meetings, work on committees or OPA activities, but may not vote at the Annual Membership Meeting or Special Membership Meetings, nor serve on the Board of Directors.

C. Termination of Membership will occur by written resignation or death, upon a 30-day failure to pay annual dues or expulsion or suspension for cause by the Board of Directors as defined in section 4.3.

4.3 EXPULSION OR SUSPENSION FOR CAUSE: Members threatened with expulsion, suspension or sanction must be given 45 days notice of the hearing at which their matter will be considered and the reasons therefore. An opportunity for the Member to be heard, orally or in writing, will be afforded at a "closed door" hearing by the Board of Directors. Notice of such hearing will be given by registered mail sent to the last address of the Member shown on OPA's records. The Board of Directors shall decide on the suspension, expulsion or sanction and such a decision will require a two thirds (2/3) vote of the Board. Any action challenging the Board's decision, including a claim alleging defective notice, must be commenced within 30 days after the date of the said action.

[4.4 Deleted]

[4.5 Deleted previously]

4.6 NON-TRANSFERABILITY: Membership shall be personal and no Member may transfer his or her membership or any right arising there from.

4.7 NON-ASSESSIBILITY: Members shall not be assessed with respect to their membership.

4.8 RIGHTS IN PROPERTY: No Member shall have any property right by virtue of membership.

4.9 LIABILITY: No Member shall be personally liable for the debts, liabilities, or obligations of OPA. Any and all creditors of OPA shall look only to the assets of OPA for payments.

4.10 PLACE OF MEETINGS: All meetings of Members shall be held at any place within Ocean Park, Santa Monica, County of Los Angeles, State of California, which may be designated by the Board of Directors, and subsequently communicated to members.

By-Laws of the Ocean Park Association

4.11 ANNUAL MEETINGS: The Board shall hold an Annual Meeting each year for the purpose of organization, selection of directors, and the transaction of other business. The Board shall set the date of the Annual Meeting and distribute its Agenda with a minimum of 30 days notice to the membership. Notice of the meeting shall be posted on the OPA website and sent to each member by US Mail or email or other similar means of communication.

4.12 MEMBER ACTION AND QUORUMS: Voting members may take action at the Annual Meeting where a vote of the membership shall be decided by written ballot. A quorum for the Annual Meeting of the Members shall be ten (10) percent of the Voting Membership when the Meeting notice is issued. The membership can continue to transact business even if a quorum is lost, provided that any action is approved by at least a majority of the number required to constitute a quorum.

4.13 SPECIAL MEETINGS: The President or Board of Directors may at any time call a Special Meeting of the Members, for any purpose or purposes whatsoever. In addition, five (5) percent or more of the Voting Members may request a Special Meeting in writing to the President, Vice President or Secretary, specifying the general nature of the business to be transacted. The President, Vice President or Secretary shall notify the membership of the Special Meeting of the Members promptly, and no later than twenty (20) days after the receipt of the request. The requested Special Meeting shall be held not less than twenty (20) days or more than sixty (60) days after receipt of the request. Except in special cases where other express provision is made by statute and as set forth in these By-Laws, notice of such special meetings shall be given in the same manner as for annual meetings of Members. Only business that was included in the notice for a Special Meeting shall be conducted at that meeting.

4.14 ADJOURNED MEETINGS AND NOTICE THEREOF: Any Annual or Special Membership meeting, whether or not a quorum is present, may be adjourned by a majority of the voting members present or by the Board of Directors present. In the absence of a quorum, no other business may be transacted at any such meeting except as provided in these By-Laws.

When any Members' meeting, either annual or special, is adjourned for forty-five (45) days or less, the time and place of the adjourned meeting shall be announced at the meeting at which the adjournment is taken. If such meeting is adjourned for more that forty five (45) days, notice of the adjourned meeting shall be given to each Member of record entitled to vote at the adjourned meeting as in the case of an original meeting. At the adjourned meeting, OPA may transact any business that might have been transacted at the original meeting.

4.15 ENTRY OF NOTICE OF DELIVERY: An affidavit executed by the Secretary or any other Officer of OPA to the effect that any notice or report required to be given to a Member by law or the By-Laws of OPA was mailed or otherwise sent by electronic or other delivery shall be sufficient evidence that such notice or report was duly given to such Members. If any notice or report sent to a Member at the address appearing on the books of OPA is returned by the USPS or the electronic equivalent thereof

By-Laws of the Ocean Park Association

marked to indicate that the service is unable to deliver the notice or report to the Member at such address, then no further notice or report will be sent unless that Member indicates a change in address to allow for delivery. A copy of the notice or report will be available to the Member upon request, by the Secretary for a period of one (1) year.

4.16 CONSENT OF ABSENTEES. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if such objection is expressly made at the meeting.

4.17 ACTION WITHOUT MEETING. Any action which may be taken at any annual or special meeting of the Members may be taken without meeting and without prior notice if authorized by a written consent setting forth the actions taken, signed by the minimum number of Voting Members that would be necessary to authorize or take such action at a meeting at which all Voting Members entitled to vote thereon were present and voted, and filed with the Secretary of the Corporation. Any Voting Member giving a written consent may revoke any such consent by a writing received by the Corporation prior to the time that written consents of the number of Voting Members required to authorize the proposed action have been filed with the Secretary of the Corporation, but may not do so thereafter. Such revocation shall be effective upon its receipt by the Secretary of the Corporation.

4.18 PROXIES: Proxy voting will not be permitted under any circumstance as required by State Law.

4.19 NO ENDORSEMENT: No Member, officer or Board member may speak on behalf of the association on a public issue, or advocate on behalf of the organization or its members, without prior authorization of the Board of Directors.

Article V: BOARD OF DIRECTORS

5.1 POWERS – Subject to limitations of the Articles of Incorporation, these By-Laws and applicable laws, all corporate power shall be exercised by or under the authority of, and business and affairs of OPA shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

A. To select and remove all officers, agents and employees of OPA; prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or these By-Laws; fix their compensation and require from them security for faithful service;

B. To conduct, manage, and control the affairs and business of OPA, and to make such rules and regulations therefore consistent with applicable laws, the Articles of Incorporation, or the By-Laws, as they may deem best;

By-Laws of the Ocean Park Association

C. To establish such standing and ad hoc committees whenever the Board may determine they are necessary to conduct, manage, and control the affairs and business of OPA and to make such rules and regulations for the operation of such committees that are consistent with applicable laws, the Articles of Incorporation, or the By-Laws, as they may deem best;

D. To adopt, make and use a corporate seal, and to alter the form of such seal from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

E. To borrow money and incur indebtedness for the purpose of activities sanctioned by OPA through a majority vote of the Board of Directors.

F. To set and collect annual contributions or dues from the Membership, to manage in the manner they may deem best all funds and property, real and personal, received, acquired or earned by OPA, and to distribute, disburse or expend them;

G. To fill a vacancy of the Board of Directors, including any vacancy resulting for the resignation, removal or death of a Director, until the next Annual Membership meeting at which election for the Board of Directors are held.

5.2 NUMBER OF DIRECTORS: The authorized number of Directors for OPA shall be not less than seven (7) nor more than fifteen (15) until changed by amendment of the Articles of Incorporation or by a duly adopted Bylaw amending this section. The exact number of Directors shall be set by the Board from time to time. Upon the creation of one or more new Board positions, the Board shall make interim Board appointments until the next Annual Membership meeting at which election for the Board of Directors are held.

5.3 ELECTION, TERM OF OFFICE AND QUALIFICATIONS

A. The directors shall be elected by written ballot at each Annual Meeting of the members, as decided by the Board of Directors. If a Director is appointed to the Board due to a vacancy, then that Director must run for election by the membership at the next Annual meeting to continue service on the Board.

B. No director may serve on the Board of Directors for more than four (4) consecutive two-year terms. Each Director shall hold office until the first board meeting following the election of his or her respective successor. Each Director will be at all times Voting Member in good standing as defined in section 4.2. No person currently being paid by OPA shall at the same time be a Director. In order to provide for an orderly rotation of Board members approximately one half of the Board will be elected or reelected annually.

C. If a Board member who has completed a term of eight years or who has resigned in good standing wishes to run for election, he or she must wait for one (1) year to be eligible for nomination.

5.4 NOMINATING COMMITTEE: The Board shall provide for the appointment of up to five (5) members of OPA, at least two of whom are not Directors, to constitute a nominating committee. This committee shall nominate at least as many persons as the number of Directors to be elected for the ensuing term.

By-Laws of the Ocean Park Association

5.5 OTHER NOMINATIONS: Voting members of OPA comprising 10% of the voting membership or 30 members, whichever is more, may also nominate one or more candidates for Director by a petition signed within eleven (11) months preceding the next election and delivered to the principal office of OPA by the date set for the close of nominations.

5.6 NOMINATION PROCEDURES: Eligibility for Board of Directors shall be limited to voting members in good standing, who actively participate in a minimum of one (1) OPA committee, and attend a minimum of four (4) regular meetings during the previous calendar year and, if an incumbent, have missed no more three meetings during that year. No voting member shall be eligible to be a director if (s)he is elected to the City Council or Rent Control Board or the Santa Monica School Board or the Santa Monica College Board of Trustees, or appointed to the Planning Commission or Architecture Review Board of the City of Santa Monica, or is elected or is a member of the Board of Directors of any other Santa Monica City recognized neighborhood Association.

Nominees must agree to accept the nomination. Nominations shall be closed no later than four (4) weeks preceding the Annual Meeting at which the election is scheduled. The Nominating Committee shall request the nominees individually submit a statement on behalf of their candidacy after the close of nominations. The Committee shall then file the nominations and statements with the Secretary, with the nominations arranged randomly to be distributed to all members no later than ten (10) days preceding the date set for the election. The form of the statement shall be established by the Nominating Committee, provided it is in compliance with the standards stated above.

5.7 SOLICITATION OF VOTES IN CORPORATE PUBLICATIONS: Whenever OPA publishes any material soliciting a vote for any nominee for Director in any publication owned or controlled by OPA, it shall make available to all other nominees, in the same issue of the publication, an equal amount of space, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

5.8 INSPECTORS OF ELECTION: The Board of Directors shall utilize the Nominating Committee as Inspectors of Election who shall supervise the election, oversee the counting of ballots, tabulate the results, report to the President and Secretary in writing the number of votes for each candidate and the names of those elected to serve as directors. The Secretary shall preserve the ballots for a four (4) month period to facilitate any recount. No nominee may serve as an Inspector of Election.

5.9 RECOUNT: The Inspectors of Election shall have sole discretion to determine whether a recount shall occur. If the Inspectors of Election decide a recount shall take place, they shall supervise the recounting of ballots, tabulation of results, and preparation of a report to the President and Secretary in writing concerning the results of the recount.

5.10 ORGANIZATIONAL MEETING: At the first regular meeting following each Annual Meeting of Members, the Board of Directors shall determine the date, time and location of regular meetings, and

By-Laws of the Ocean Park Association

shall elect officers. The results shall be communicated to the membership within one month following the Organization Meeting by posting the information on the OPA website.

5.11 OTHER REGULAR MEETINGS: The Board of Directors shall meet regularly at the time and place designated by the Board of Directors. Regular meetings of the Board shall be held with a minimum of five (5) days notice to members by first class mail or email or other similar means of communication.

5.12 SPECIAL BOARD MEETINGS: Special meetings of the Board of Directors may be called at any time by the President or any three (3) Directors. Notice of a Special Meeting of the Board of Directors shall be given at least 48 hours in advance. Any Special Meeting shall be open to the membership and announced as to time, location and agenda on the OPA website.

5.13 OPEN MEETINGS: All meetings of the Board of Directors or any Committee thereof shall be open to attendance by any member, but nothing shall prevent the Board of Directors or any Committee thereof from convening in private session for the consideration of any matter pertaining to the actual or potential litigation or personnel matters, or when the Board of Directors otherwise believes it is in OPA's best interests to do so, provided however, the vote or final action shall be taken in open session with the exception of matters pertaining to an actual or potential litigation or personnel matter.

5.14 NOTICE OF ADJOURNMENT: Notice of the time and place of holding an adjourned meeting shall be given to Directors absent from the meeting adjourned.

5.15 ENTRY OF NOTICE: Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be sufficient evidence that due notice required by Law and the By-Laws was given.

[5.16 Deleted]

5.17 QUORUM: A majority of the number of Director positions currently filled, or of any Committee thereof, shall be necessary to constitute a Quorum for the transaction of business by the Board of Directors or any such Committee. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors or Committee Members if any action taken is approved by at least a majority of the required quorum for such meeting. Subject to the foregoing sentence of this Section, every action or decision done or made by a majority of the Directors or Committee Members present at a meeting duly held at which a quorum was present shall be regarded as the act of the Board of Directors or Committee thereof, unless a greater number be required by Law, the Articles of Incorporation or these By-Laws. Directors shall be deemed present at any meeting of the Board of Directors or any committee thereof and may participate therein if present through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

By-Laws of the Ocean Park Association

5.18 ADJOURNMENT: A quorum of the Directors may adjourn any Board of Directors meeting to meet again at a stated time, place and hour, provided however, that in the absence of a quorum, the Directors present at such meeting, either regular or special, may adjourn until the time fixed for the next regular meeting of the Board of Directors.

5.19 ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if at least two-thirds of the members of the Board of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

5.20 REMOVAL: The executive committee of the Board of Directors may remove from office any Director who (a) abuses his/her authority or discretion as a director or (b) engages in any fraudulent or dishonest act with reference to fiduciary duty or (c) fails to attend three consecutive or less than half of the regular Board of Director Meetings. If the Director has been ill or has good cause for absence then the Board may set aside this action. However, the Director would not qualify for re-election as defined in Section 5.3.

5.21 EXECUTIVE COMMITTEE: - The Executive Committee shall consist of the Officers designated by the Board, together with any other members of the Board of Directors whom the President may appoint, subject to confirmation by the Board of Directors. The Board of Directors may establish rules, regulations, procedures and duties for the operation of the Executive Committee. The Executive Committee may meet to discuss and plan actions for upcoming meetings as designated in the minutes of that committee meeting. The Executive Committee may exercise the powers defined in 5.20 of the Board of Directors in between Board meetings, subject to ratification by the Board of Directors at the next regularly scheduled meeting.

Article VI: DEFINITION OF BOARD MEMBERS

6.1 OFFICERS: The following officers make up the core of the Executive Committee:

- a. President
- b. Up to Two (2) Vice Presidents
- c. Secretary
- d. Treasurer

6.2 ELECTIONS. The Officers of the Corporation, except such Officers as may be appointed in accordance with the provisions of Sections 6.3 or 6.5 of this Article, shall be chosen annually by the Board of Directors, and each shall hold his/her office until his/her successor is appointed, until s/he resigns or until s/he is removed from office.

6.3 COMMITTEE CHAIRS: The Board of Directors may appoint Committee Chairs as required to conduct the business of OPA in accordance with the by-laws and when deemed necessary. These

By-Laws of the Ocean Park Association

committees may consist of and are not limited to: Membership, Special Events, General Plan, Communication, and Outreach. Each committee can consist of Voting and Active Members as well as other Directors. Committees must define their activities on an annual basis and report to the Board as a whole, their plans for the upcoming year. The Board of Directors is granted full power and authority to change the titles of the offices. Any committee expenditures shall be overseen by a member of the Board of Directors who is a member of that committee.

6.4 REMOVAL AND RESIGNATION: Any Officer or Chair may be removed with cause by a majority of the Directors at a regular or special meeting of the Board, or by the Executive Committee upon whom such power of removal may be conferred by the Board of Directors. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

6.5 VACANCIES: A vacancy in any office due to resignation, removal or any other cause may be filled by the Board of Directors at a regular or special meeting.

6.6 DUTIES OF PRESIDENT: The President shall be the Chief Executive Officer of OPA and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of OPA. The President shall be the spokesperson for OPA. He or she shall preside at all meetings of the Members and at all meetings of the Board of Directors and Executive Committee having established the agenda. He or she shall be an ex-officio member of all the Standing Committees, if any; shall have the general powers and duties of management usually vested in the office of president of a Corporation; and shall have the other powers and duties as may be prescribed by the Board of Directors or these By-Laws.

6.7 DUTIES OF THE VICE PRESIDENT (S): In the absence or disability of the President, the Vice President(s) shall perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President(s) shall have such other powers and perform other duties as from time to time may be prescribed by the Board of Directors or these By-Laws. The Vice President(s) will have the equal authority in all matters and will, if more than one is elected, shall divide their prescribed duties equitably.

6.8 DUTIES OF THE SECRETARY: The Secretary shall keep, or cause to be kept, a book of minutes of all meetings of Directors and of Members at the principal office of OPA or at such other place as the Board of Directors may order. The minutes shall record the time and place of the meeting, whether regular or special, and if special how authorized, the notice thereof given, the names of those Directors and Members present, and the proceedings thereof.

The secretary shall give or cause to be given notice of all meetings of Members and the Board of Directors as required by these By-Laws or by law to be given, shall keep the seal of OPA in safe custody,

By-Laws of the Ocean Park Association

and shall have other powers and perform such duties as may be prescribed by the Board of Directors or these By-Laws. The Secretary will conduct all voting protocols and keep written records of those actions. In the absence of the Secretary, duties will be assumed by one of the Vice Presidents.

6.9 DUTIES OF THE TREASURER: The Treasurer shall keep and maintain, or cause to be kept and maintained, an adequate and correct account of the properties and business transactions of OPA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall also be responsible for filing any such documents necessary as dictated by OPA's non-profit status. The books of account shall be open for inspection by appointment by any Member.

The Treasurer shall deposit all monies and other valuables in the name of and to the credit of OPA with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of OPA as may be ordered by the Board of Directors and shall render to the President and Directors, when they request it, an account of all of the Treasurer's transactions and of the financial condition of OPA, and shall have such other powers and perform duties as prescribed by the Board of Directors or these By-Laws.

The treasurer will also be responsible for grant writing and transactions concerning city funding. In the absence of the Treasurer, duties will be assumed by one of the Vice Presidents.

Article VII: MISCELLANEOUS

7.1 INSPECTION OF CORPORATION RECORDS: The Treasurer's reports, agendas of all meetings, and minutes of all meetings shall be posted on OPA's official web site as well as kept in writing at a central location. The books of account and minutes of proceedings of the Members and Board of Directors shall be open to inspection upon the written demand of any Director or Voting Member, at any reasonable time, and for a purpose reasonable related to such person's membership interest. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts.

7.2 CHECKS, DRAFTS, ETC.: All checks, drafts or other orders for payment of money, notices or other evidence of indebtedness issued in the name of or payable to OPA shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

7.3 CONTRACTS, ETC., HOW EXECUTED: The Board of Directors, except as the By-Laws or Articles of Incorporation otherwise provide, may authorize any officer(s) or agents(s) to enter into any contract or execute any instrument in the name of and on behalf of OPA, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind OPA by any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount.

By-Laws of the Ocean Park Association

7.4 INSPECTION OF BYLAWS: OPA shall keep in its principal office and posted on its official web site, the original or a copy of these By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during business hours.

7.5 INDEMNIFICATION OF DIRECTORS AND OFFICERS: Subject to the provisions of the Corporation Code of the State of California, each Director and Officer, whether or not then in office, shall be indemnified by OPA against all liabilities, costs, and expenses reasonably incurred by or imposed upon such Director or Officer in connection with or arising out of any action, suit or proceeding in or to which such Director or Officer may be involved or made a party by reason of being or having been a Director or Officer of OPA, such expenses to include the cost of reasonable settlements (other than amounts paid to OPA itself) made with a view to curtailment of costs of litigation. OPA shall not, however, indemnify such Director or Officer with respect to matters as to which such Director or Officer shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of duty in which any settlement or compromises are affected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion; and in no event shall anything herein contained be construed as to authorize OPA to indemnify any such Director or Officer against any liability or expense by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her office. The foregoing right of indemnification shall not be exclusive of their rights to which any Director or Officer may be entitled by law.

Article VIII: AMENDMENTS

After the 2007 Annual meeting, the Board of Directors is prohibited from unilaterally amending or repealing the existing By-laws. Future amendments can only be made at an Annual Meeting or Special Meeting, attended by at least ten (10) percent of the Voting Membership, subject to the notice requirement for such meetings. Such amendments shall require a two-thirds (2/3) majority vote of those members in attendance.

Adopted: 29 August 2004

Amended: 13 July 2008

Amended: 8 November 2010

Amended: 5 December 2015