

BYLAWS  
OF  
HAVE A GAY DAY, INCORPORATED  
ARTICLE I. NAME

The name of the corporation is HAVE A GAY DAY, Inc., hereinafter referred to as the "corporation."

ARTICLE II. LOCATION

Section 1. Location. The principal office of the corporation at which the general business will be conducted and where the records of the corporation will be kept shall be located in Montgomery County, State of Ohio, or at other locations as determined by the board of directors.

Section 2. Registered Office and Registered Agent. The corporation shall have and continually maintain in the state of Ohio a registered office and a registered agent whose office is identical with such registered office. The corporation may establish satellite offices. Satellite offices will be established as business dictates necessity and will comply with all state and federal laws in which the office is established. The board of directors may change the address of the registered office from time to time.

Section 3. Governing Law. The corporation shall be governed pursuant to the laws of Ohio, the Ohio Revised Code Title [17] XVII and Internal Revenue Code Section 501(c)(3). The corporation will operate in accordance to provisions and the regulations thereunder, as they now exist or may in the future.

ARTICLE III. PURPOSES

Section 1. Primary Purpose. The corporation is organized for the charitable and educational purposes set forth in its Articles of Incorporation filed with the State of Ohio as "To create a safe environment for the purpose of equality, education, and, support for the LGBT community and their allies."

ARTICLE IV. POWERS AND RESPONSIBILITIES

Section 1. Powers. The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purpose, for which the corporation is organized, and to aide or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The power of the corporation may include, but not limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 2. Indemnification. The corporation will have the power to indemnify and hold harmless any of its directors, officers, or employees from any suit, damage, claim, judgment, or liability

arising out of, conduct such person in his or her capacity as a board member, officer, or, employee (except in cases involving willful misconduct). The corporation will have the power to purchase or procure insurance for such purposes.

Section 3. Records. The corporation will keep correct and complete books and records of accounts, and minutes for all meetings of the board of directors and committees. Every **board member** shall have the right at any time, upon not less than forty-eight (48) hours prior written notice to the **Secretary**, to inspect all books, records, and, document of every kind and to inspect the physical properties of the incorporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the corporation's Articles of Incorporation, other provisions of these Bylaws, and provisions of applicable law.

Section 4. 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 shall be attended by the chief executive officer or another officer of the corporation (in addition to the party making such inspection, if such party is an officer or agent of an officer). The right to inspection hereunder shall include the right to copy and make extracts of materials reviewed. At the inspecting director's request, the corporation shall furnish such party (or his or her agent or attorney) a copy of the records that such director is entitled to inspect (or, at the director's request, any subset there of) without charge.

Section 5. Fiscal year. The fiscal year of the corporation shall begin on the first day of August and end on the last day of July in each year.

Section 6. Bank Accounts. The President, **Founder**, and Treasurer shall have full access to the banking accounts and records, and they each shall be able to write checks on behalf of the corporation. Any board member may review the banking records upon request to the President, **Founder**, or Treasurer. **No check, draft, or order for the payment of money** may be written for an amount exceeding the amount of two hundred and fifty dollars (\$250.00) without the written approval of the President and the treasurer. **No check, draft, or order for the payment of money** may be written for an amount over one thousand dollars (\$1,000.00) without the approval of majority board vote.

Section 7. Contracts. The **Founder** and one other Officer (President, Vice-President, Secretary, or Treasurer) may enter into a contract or execute and deliver any instrument or document in the name and on behalf of the corporation, and such authority may be general or confined to specific instances **on the advice and written consent of the members of the board then in office.** The Board of Directors may authorize any Officer, or Officers, agent or agents, of the corporation, in addition to or in place of Officers so authorized by the bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 8. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued to the name of the corporation shall be signed by the **Founder**, President, or Treasurer.

Section 9. Deposits. All funds of the corporation shall be deposited from time to time, **but no more than 2 business days from receipt**, to the credit of the corporation in such banks, trust companies, or other depositories by the **Founder**, President, or treasurer, as the Board may select.

Section 10. Gifts and Contributions. The Board on behalf of the corporation may accept any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, and the state of Ohio, and any other relevant jurisdiction.

#### ARTICLE V. NONPROFIT STATUS AND EXEMPT ACTIVITIES LIMITATION.

Section 1. Nonprofit Legal Status. Corporation is an Ohio non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

Section 2. Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 set forth in the Articles of Incorporation and these Bylaws.

Section 3. Distribution Upon Dissolution. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Corporation, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select

the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Ohio.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Ohio to be added to the general fund.

## ARTICLE VI. BOARD OF DIRECTORS.

Section 1. Number of directors. The business of the corporation shall be managed by a Board of Directors consisting of no less than three (3) and no more than fifteen (15) members ~~with the officers~~ of this organization.

The directors need not to be residents of the state of Ohio. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization, coinciding with end of the fiscal year, in the same manner and style as the officers of this organization and they shall serve for a term of three (3) years.

Section 2. Officers. The Board of Directors may designate from amongst its members a President, Vice-President, Secretary, Treasurer, and, such officers as it may consider appropriate with such duties as they subscribe. Officers of the ensuing year shall be chosen at the annual meeting of the corporation, coinciding with the end of the fiscal year, in the same manner and style Directors of this organization and they shall serve for a term to begin on the first day of the ensuing fiscal year and ending on the last day of the ensuing fiscal year.

Section 3. General powers. The board of directors shall have the control and management of the affairs, business, and property, of the corporation and shall have full power, by majority vote to adopt rules and regulations governing the actions of the Board of Directors and the management and operation of the corporation. Such Board of Directors shall only act in the name of the corporation when it shall be regularly convened by its **President** after due notice to all the directors of such meetings.

1. The Board will conduct its affairs with a style that emphasizes outward vision rather than an internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board, officer, staff, employees, volunteers, and pro-activity rather than reactivity. In this disposition the Board will:

a. Enforce upon itself and its members whatever regulation is needed to govern with merit. Discipline shall apply to matters such as attendance, respect of roles, up holding purpose(s), speaking to Board, officer, staff, employees, volunteers, and the public, with one-voice and avoid any straying from the core of this corporation.

b. Be accountable to its participants, sponsors, and the general public for competent, conscientious and effective accomplishment of its obligations as a corporation. It will allow no officer, individual, Board member, or committee of the Board to appropriate this role or hinder this commitment.

c. Monitor, analyze, and discuss on a regular basis the Board's own progress and performance, seeking to ensure the continuity and competency of the Directors, Founder, and Officers.

d. Be a motivator of policy. The Board, will be responsible for the Board's implementation.

#### Section 4. Duties, Responsibilities, and Requirements.

1. Michael E. Knote, herein referred to as "Founder" shall be the founder of the corporation and may only be removed from the board of directors for cause with a ninety percent (90%) vote of the board then in office. The founder's role and purpose for the corporation may change and he may not hold more than one open officer position on the board except in a time when there are vacant positions on the Board and the Founder must fulfill the requirements of the vacant position until such time as the vacancy can be filled. The founder may resign or retire with proper notice as given in accordance of the bylaws. The Founder will be entitled to vote in all corporate matters, except the for the selection of officers and directors where he will be the deciding vote in the event of a tie.

##### 1.1. Duties

a. ~~Facilitates all meetings.~~

b. ~~Be the chair of all standing committees.~~

c. Perform the duties custom to leadership.

d. Represent the organization at all meetings, workshop, and related organizational activities.

e. Enforce the bylaws of the corporation.

f. Uphold the dignity of the corporation and maintain the highest ideals and mission statement.

g. Network with related organizations within the community at large.

h. Provide direction for the membership in the process of meeting the purpose of the corporation.

i. Assist in the recruitment and maintenance of the organization's membership.

j. Treat all members of the organization with respect and dignity.

k. Facilitate Annual meeting

l. A signing authority on behalf of the corporation for financial and legal purposes.

2. Board of Directors member hereinafter referred to as "member" shall act in a position of trust for the community and is responsible for the effective governance of the corporation. The members are the legal authority of the corporation. A member is required to to have skills or knowledge in one or more areas of Board governance: policy, finance, programs, and/or personnel. Members shall have the control and management, in conjunction with the Founder, of the affairs and business of the corporation.

##### 2.1. Duties

a. Make such rules and regulations covering its meetings, directors, officers, staff, volunteers, or other individuals working with or for the corporation as it may in its discretion determine necessary.

b. Recommend policy.

c. The board of directors shall have the control and management of the affairs, business, and property, of the corporation and shall have full power, by majority vote to adopt rules and

regulations governing the actions of the Board of Directors and the management and operation of the corporation.

- d. Establish overall long and short term goals, objectives, and priorities for the corporation in meeting the needs of the community.
  - e. Being accountable to the stakeholders of the corporation.
  - f. Govern the services provided and funds expended.
  - g. Monitor and evaluate the effectiveness of the corporation through a regular review of programs and services.
  - h. Being accountable and seeking nominations for election to the Board when appropriate.
  - i. Be prepared and participate in the discussions and the deliberations of the Board.
  - j. Contact, maintain, and ensure the proper training of all volunteers, staff, and other individuals working for or with the corporation and foster a positive working relationship.
  - k. Enforce the bylaws of the corporation.
  - l. Uphold the dignity of the corporation and maintain the highest ideals and mission statement.
  - m. Network with related organizations within the community at large.
  - n. Provide direction for the membership in the process of meeting the purpose of the corporation.
  - o. Assist in the recruitment and maintenance of the organization's membership.
  - p. Treat all members of the organization with respect and dignity.
3. President shall act in a position of trust for the community and is responsible for the effective governance of the corporation. The president is also responsible and accountable to the membership.

### 3.1. Duties

- a. Establish overall long and short term goals, objectives, and priorities for the corporation in meeting the needs of the community.
- b. Being accountable to the members of the corporation.
- c. Be the primary spokesperson for the corporation.
- d. ~~Facilitate annual general meeting.~~
- e. Chair the executive committee.
- f. Report to the Board of major projects and programs.
- g. A signing authority on behalf of the corporation for financial and legal purposes.
- h. Represent the organization to government and municipal officials.
- i. Provide leadership and direction to the Board.
- j. Arrange for the Vice-president to chair the executive committee in the absence of the president.
- k. Represent the corporation at all community functions.
- l. In conjunction with the executive committee set monthly board meeting agenda.
- m. Enhance relationships with other community groups and agencies.
- n. Provide guidance and leadership.
- o. Enforce the bylaws of the corporation.

- p. Uphold the dignity of the corporation and maintain the highest ideals and mission statement.
  - q. Network with related organizations within the community at large.
  - r. Provide direction for the membership in the process of meeting the purpose of the corporation.
  - s. Assist in the recruitment and maintenance of the organization's membership.
  - t. Treat all members of the organization with respect and dignity.
4. Vice president shall act in a position of trust for the community and is responsible for the effective governance of the corporation. The president is also responsible and accountable to the membership in the absence of the president.

#### 4.1. Duties

- a. Establish overall long and short term goals, objectives, and priorities for the corporation in meeting the needs of the community.
  - b. Being accountable to the **members** of the corporation.
  - c. Facilitate executive committee in the absence of the president.
  - d. Be the chair of all special meetings, **in the absence of the president**
  - e. Conduct proper training of all volunteers.
  - f. Organize and facilitate all programs of the corporation.
  - g. In the absence of, or along with the president, be the spokesperson for the corporation.
  - h. Report to the Board of major projects and programs.
  - i. A signing authority on behalf of the corporation for financial and legal purposes.
  - j. In the absence of, or along with the president, represent the organization to government and municipal officials.
  - k. Provide leadership and direction to the Board.
  - l. Represent the corporation at all community functions.
  - m. In conjunction with the executive committee set monthly board meeting agenda.
  - n. Enhance relationships with other community groups and agencies.
  - o. Provide guidance and leadership.
  - p. Enforce the bylaws of the corporation.
  - q. Uphold the dignity of the corporation and maintain the highest ideals and mission statement.
  - r. Network with related organizations within the community at large.
  - s. Provide direction for the membership in the process of meeting the purpose of the corporation.
  - t. Assist in the recruitment and maintenance of the organization's membership.
  - u. Treat all members of the organization with respect and dignity.
5. Treasurer shall act in a position of trust for the community and is responsible for the effective governance of the corporation.
- #### 5.1. Duties
- a. Responsible for all funds and securities for the corporation
  - b. Receive and provide receipts for all monies due and payable to the corporation

- c. Deposit and requisition all such funds in name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of the bylaws
- d. Shall render a complete financial report to the membership at annual meeting and upon request as well as provide updates to the members at all regular meetings.
- e. Assist in the planning and implementing of all fund raising activity
- f. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of their duties in such a sum and with surety or sureties as the Board of Directors shall determine.
- g. Enhance relationships with other community groups and agencies.
- h. Provide guidance and leadership.
- i. Enforce the bylaws of the corporation.
- j. Uphold the dignity of the corporation and maintain the highest ideals and mission statement.
- k. Network with related organizations within the community at large.
- l. Provide direction for the membership in the process of meeting the purpose of the corporation.
- m. Assist in the recruitment and maintenance of the organization's membership.
- n. Treat all members of the organization with respect and dignity.
- 6. Officers must be elected from the members who have been duly nominated and qualified by the nominating committee or by the majority of present board members at the annual meeting where the elections are held.
- 7. No officer or director shall for any reason of the office be entitled to receive any salary or compensation, but nothing herein shall prevent an officer or director for receiving any compensation from the corporation for duties other than those performed as a director or officer.

## ARTICLE VII. MEETINGS

Section 1. Meetings. The Board of Directors shall by resolution prescribe a time and place.

1. Annual Meeting. The annual meeting of this corporation shall be held during the regular board meeting prior to the end of the fiscal year or at any other time during the last month of the fiscal year as determined by a resolution from the board of directors. The secretary will cause notice to be mailed to every member in good standing at his or her address as it appears in the membership roll book of this corporation a notice telling the time and place of such annual meeting.
2. Regular meeting. Regular meetings of this corporation shall be held once a month at a date and time to be determined by the board of directors. The presence of not less than fifty percent (50%) members will constitute a quorum and will be necessary to conduct the business of this corporation; but a lesser number may adjourn the meeting for a period of not more than 1 week from the date scheduled by these bylaws and the secretary will cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth will be required at any time to adjourned meeting.



3. Special Meeting. Special meetings of this corporation may be called by the president or Founder when they deem it for the best interest of the corporation. Notices of such meeting will be mailed to all the members at their addresses as they appear in the membership roll book at least but not more than five (5) days before the scheduled date set for such special meeting. Such notice will state the reason that such meeting has been called, the business to be transacted at such meeting and by whom it was called. **At the request of fifty (50) percent of members of the Board of Directors or seventy-five (75) percent of the members of the corporation the President shall cause a special meeting to be called but such** request must be made in writing at least fourteen (14) days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. Order of Business. All meetings of the corporation shall be conducted in accordance of the following provisions.

- a. – Roll call
- b. – Reading the minutes of the proceeding meeting
- c. - Report of committees
- d. – reports of officers
- e. – Old and unfinished business
- f. – New business
- g. – Good and welfare
- h. – Adjournments

5. Voting. At all meetings, except for the election of officers and directors, all votes shall be viva voce, except that for election of officers ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot. At any regular or special meeting if a majority of those present so requests, any question may be voted upon in the manner and style provided for the election of officer and directors. At all votes the by ballot the Founder shall immediately prior to the commencement of balloting appoint a committee of two (2) who shall act as “Inspectors of election” and who shall at the conclusion of such balloting certify in writing to the CEO the results and certified copy shall be physically affixed in the meeting book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon. If a conflict does arise the inspector of election in conflict will be required to recuse themselves and another qualified inspector will be appointed. At the conclusion of such voting the CEO will announce the results of the balloting.

- a. In the event of a “Tie” during officer and director selection: The Founder will cast his ballot at the same time as all other voting members but will withhold it. If there is a tie the Founder will then announce his ballot and break the tie.
- b. In the event of a “Tie” during all corporate business the motion, question, resolution, or issue of the vote will be defeated. The President, or fifty percent (50%) of the directors present may re-open the floor to short debate and another vote.

6. Quorum and proxies. A majority of the total number of directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a

majority of the Board of Directors are present at said meeting, a majority of the directors' present may adjourn the meeting for one (1) week from the date of meeting. Proxies shall not be permitted.

7. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of term shall be filled by such person as shall be elected by the remaining members if the remaining members deem it necessary. A Director so elected to fill a vacancy shall hold office for the unexpired term of their predecessor in office. The election process to fill a vacancy shall be the same as the process to elect directors and officers at the annual meeting.

8. Resignation; removal. A director may resign from the Board of Directors at any time by giving notice of their resignation in writing addressed to the Founder, President, and Secretary of the corporation or by presenting their resignation in writing at an annual, regular or special meeting. Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any director may be removed, with or without cause, by vote of a majority of the Directors then in office. The CEO (Michael E. Knote) of the corporation may only be removed from the Board for cause by ninety (90) percent vote of the board then in office. The CEO and Founder of the corporation may resign or retire with proper notice as given rules within the bylaws.

9. Notice. Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, facsimile, email, or by other means of electronic transmission to each director at their address as shown in the corporation roll book. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid.

a. Notice of special meeting for the removal of a director. Removal of a director shall cause a notice not less than fifteen (15) days prior to the meeting to be sent by CEO, President, or any two (2) directors. The director up for potential removal shall be notified in writing in a certified letter no less than seven (7) days prior to the meeting.

10. Attendance. Board of Directors and officers need not to be residents of the state of Ohio. Directors and Officers to ensure the corporation's best interest is being met need to stay abreast to operations of the corporation by attending meetings.

a. Directors and officers are required to attend regular, annual, and special meeting. Utilization of electronic conferencing devices is not prohibited by the bylaws of this corporation. All Directors and Officers must be able to adhere to the organization of meetings and be able to cast vote viva voce.

b. Directors nor officers shall miss more than three (3) total or two (2) consecutive meetings in a six (6) month period.

c. Missing a meeting is defined as attendance being less than three fourths (3/4) of the total meeting time in any official corporation meeting.

d. If a Director or Officer must miss a meeting, they are required to notify the CEO, President, or Secretary prior to the start of the meeting.

e. If a Director or Officer misses more than three (3) total or two (2) consecutive meetings in a six (6) month period will cause a written notice via mail.

- i. Presence is mandatory at next scheduled regular meeting.
  - ii. Board of Directors including the CEO will cast vote viva voce to keep the director or officer or ask them to resign. Majority vote determines result. **In the case of a tie the director in question will remain a director until a majority of the board votes for their removal.**
  - iii. If the Director or Officer is asked to resign, the position will be filled at the next meeting by nomination and vote according to the bylaws.
  - iv. If the Director or Officer fails to appear at the voting session, they will forfeit their position. Their position will be filled at the next meeting by nomination and vote according to the bylaws.
- f. Exceptions to this attendance policy can be made in the result of medical emergency (family or self), conflicting work schedule (on one-time basis), transportation issues (on a one-time basis), or other reason as deemed acceptable by the **executive committee**. These exceptions will not count against the total number of meetings missed.

#### ARTICLE VIII. COMMITTEES

Section 1. Purposes. The Board of Directors may establish such a committee to assist it in the performance of its duties as it considers appropriate.

Section 2. Numbers, Election, and Term of Office. The number of members shall be determined by the Board of Directors as dictated by the function of the committee. Members of the committee shall be elected by the affirmative vote of the Board of Directors and shall serve until the resignation, removal of the individual or committee as a whole, by the affirmative vote of the Board of Directors.

Section 3. Officers. The Chair of the committee will be the officer or Board of Director who requested the committee, and may designate among its members of each committee a Vice Chairman to assist in the organization of the committee.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by affirmative vote of the Board of Directors **on the advice of the Chair and Vice-Chair of the committee.**

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Standing Committees. **The following committees are to be designated standing committees and cannot be abolished except by amending these bylaws. Also designated herein are the Chair and Vice-chair of those committees. If by virtue of their position the designated Chair and Vice-chair are the same individual the board of directors on the advice of the Chair will elect a Vice-chair. The duties and obligations of these committees will be determined by resolution of the board of directors and may change from time to time as they see fit.**

- a. Executive Committee: The executive committee will be composed of the Founder, President, Vice President, Treasurer, and Secretary. The President will chair this committee and the Founder will be the Vice-Chair
- b. Finance Committee: The Treasurer will be the Chair of this committee and the immediate past Treasurer will be the Vice-Chair
- c. Policy Committee: The Vice President will be the Chair of this committee and the immediate past Vice President will be the Vice-Chair
- d. Steering Committee: The Founder will be the Chair of this committee and the President will be the Vice-Chair
- e. Nominating Committee: The Secretary will be the Chair of this committee and the immediate past Secretary will be the Vice-Chair.
- f. The Membership Committee and the Events/Pride committee must be chaired by a member of the board of directors but the member does not need to be an officer of the board. Any volunteer, staff, member, director, officer, or individual working for or with the corporation may be the Vice-Chair.

#### ~~ARTICLE IX. MEMBERSHIP FEES AND DUES~~

#### ARTICLE X. AMENDMENTS

The Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular, or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend, or repeal the Bylaws or to adopt new Bylaws at such meeting.