

**Bylaws
of
Polish American Council of Texas**

**Article 1
Offices**

Section 1. Principal Office

The principal office of the corporation shall be located in the State of Texas.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The location of the corporation's principal office shall be designated and may be changed within the named county by resolution of the board of directors.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

**Article 2
Nonprofit Purposes**

Section 1. IRC Section 501(c)(3) Purposes

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

Section 2. Objective and Purpose

The objective and purpose of this corporation shall be:

1. *To facilitate networking among Polish interest groups in Texas.*
2. *To further knowledge of Polish culture, traditions, history, language, arts, current affairs, and statewide events in Texas.*
3. *To support Polish history and education in the United States.*

Article 3 Directors

Section 1. Number

The corporation shall have ~~eigh~~sixteen (17) directors and collectively they shall be known as the board of directors.

Section 2. Qualifications

Qualifications required to become a director of this corporation shall be as follows:

1. Directors shall be residents of the state of Texas.
2. Directors shall be at least eighteen (18) years of age.
3. Directors shall be members in good standing of this corporation. Officers of a member organization will automatically be in good standing if said organization is in good standing.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;

- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their mailing and e-mail addresses with the secretary of the corporation, and notices of meetings mailed, or electronically mailed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

Each year, an alternating half of the authorized number of directors shall be elected to serve on the board of directors for a term of two (2) years. Each director shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The term of elected directors shall begin on the first day of January following the election of directors.

The President of the corporation shall determine by chance which directors of the initial board should serve staggered terms and be subject to election at the first election of directors.

Section 6. Compensation

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7. Place of Meetings

Meetings shall be held at such place as may be designated from time to time by resolution of the board of directors. Meetings do not require the physical presence of any member so long as the telephonic or electronic communication requirements in Sections 8 or 9 are met.

Section 8. Regular Meetings

Regular meetings of directors shall be held quarterly or at least four times per year at such time and place as the board of directors may provide by resolution. Such regular monthly meetings may be held without notice other than such resolution fixing the time and place thereof.

Any regular meeting of the board of directors may also be held by teleconference or electronic communication so long as all directors have the means to participate in such a meeting and as long as the identity of the directors can be verified. All such directors shall be deemed to be present in person at such a meeting.

Section 9. Special Meetings

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons

specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Any Special meeting of the board of directors may also be held by teleconference or electronic communication so long as all directors have the means to participate in such a meeting and as long as the identity of the directors can be verified. All such directors shall be deemed to be present in person at such a meeting. Notice of meeting requirements for Special meetings held by teleconference or electronic communication shall still apply.

Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. Regular Meetings.** No notice need be given of any regular meeting of the board of directors as long as the date, time, and place of the regular meeting is not changed. In the event that the date, time or place of the regular meetings of the board of directors is changed, at least five (5) days prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, electronic mail, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- b. Special Meetings.** At least five (5) days prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, electronic mail, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
- c. Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of fifty (50%) percent of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum

is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Action by Consent in Writing

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board shall consent thereto in writing, and the writing or writings shall be filed with the minutes of the proceedings of the Board.

Section 14. General Order of Meetings

1. Sign In
2. Call to Order
3. Special Program Speaker(s)
4. Approval of Minutes
5. Officers Reports
6. Reports of Committees
7. Unfinished Business
8. New Business
9. Adjournment

Section 15. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated or, in his or her absence, the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings of the board of directors shall be governed by Robert's Revised Rules of Order except where the by-laws of the corporation otherwise provide.

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Section 16. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

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

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors on condition that discussion and voting takes place in private with only board members present and voting is conducted by secret ballot.

If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

Section 17. Nonliability of Directors

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

Section 18. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state, except as provided in Article 6, Section 2.

Section 19. Removal of Directors

A director may be removed by a majority vote of the remaining board of directors for any of the following reasons:

1. A director missed more than two (2) regular meetings within a year.
2. A director is no longer a resident of the state of Texas.

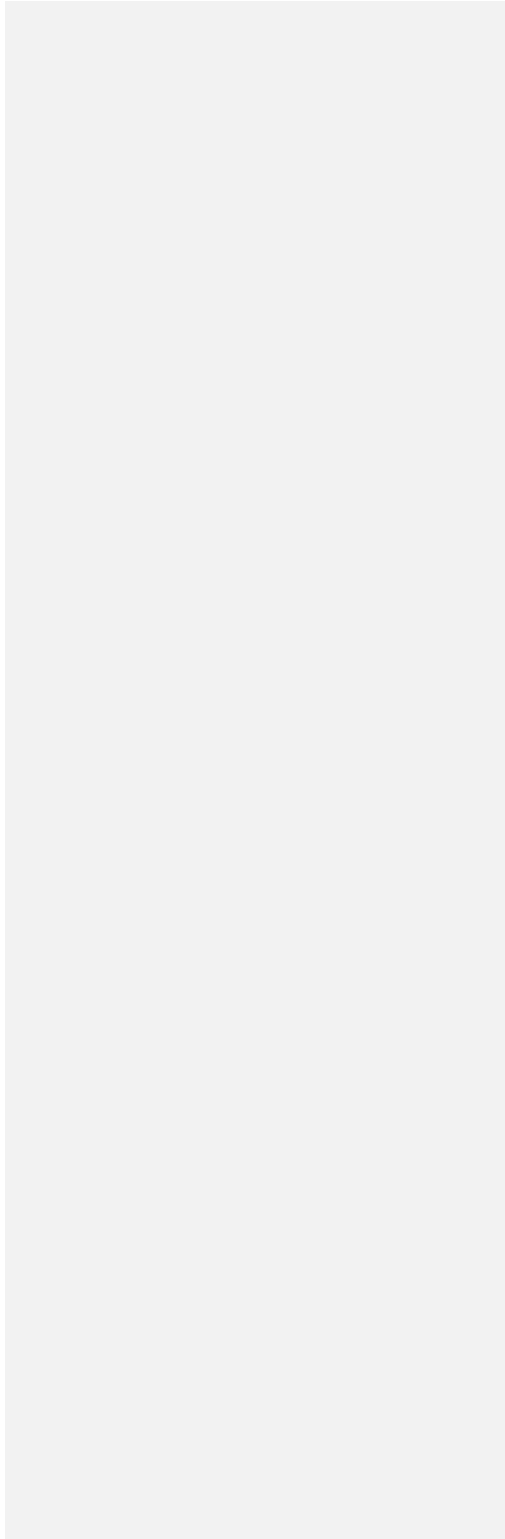
A director may also be removed when sufficient cause exists for such removal and with a two-third (2/3) approval of the remaining board of directors.

Section 20. Ex Officio Youth Directors

The President of the Polish organizations at Texas A&M University and The University of Texas while serving in office shall have full voting rights as a director so long as the representative organization is a member in good standing of PACT. The president of each organization shall be designated as Youth Vice President-Texas A&M, and Youth Vice President-University of Texas, respectively, of PACT.

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Article 4 Officers

Section 1. Designation of Officers

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

Section 2. Qualifications

Qualifications required to become an officer of this corporation shall be as follows:

1. Any director may serve as officer of this corporation.

Section 3. Election and Term of Office

Officers shall be elected each year by the board of directors by secret ballot at the first regular meeting of each year. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

The President shall have the power to cancel a meeting if more than half of the board members communicate to the President that they are unable attend said meeting in writing by fax or electronic mail.

Section 7. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation or by these bylaws, or as may be prescribed by the board of directors.

Section 8. Duties of Secretary

The secretary shall:

- Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

- Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 9. Duties of Treasurer

The treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
- Render to the president and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- Render to the board of directors, at each regular meeting of directors, any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation or by these

bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10. Compensation

All officer positions shall be voluntary and unpaid.

Article 5 Committees

Section 1. Committees

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

Section 2. Meetings and Action of Committees

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

Article 6 Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

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

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer in accordance with any financial control policy adopted by the board of directors. The indemnity provided in Article 3, Section 18 shall not extend to any expenditure of funds not authorized by the board of directors.

Section 3. Deposits

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

Section 4. Gifts

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

Article 7 Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office or in the possession of the Secretary if no such office is designated by the board of directors:

- a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

Section 2. Corporate Seal

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

Section 3. Directors' Inspection Rights

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

Section 4. Members' Inspection Rights

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

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the corporation, upon written demand on the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 5. Right To Copy And Make Extracts

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

Section 6. Periodic Report

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

Article 8 Amendment of Bylaws

Section 1. Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the entire board of directors.

Article 9 Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

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

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

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

Article 10 Members

Section 1. Determination and Rights of Members

The corporation shall have the following five (5) classes of voting members:

1. **Individual** – A membership consisting of an individual person having the right to cast a single vote.
2. **Family** – A family consisting of one or more individuals having the right to collectively vote once as a family. If only one family member is present at a meeting, that person shall have the vote of the family. In the event multiple family members are present, the family members shall collectively, by majority vote, if necessary, designate one member to serve as the voting delegate of the family.

3. **Organization** – A membership, consisting of a non-profit organization such as a corporation, association, or parish. Each organization shall be represented by two delegates with each delegate having the right to cast a single vote. An organization must provide the names of its delegates to the President or Secretary of this corporation in writing before any Member meeting in order for said delegates to be seated at said meeting. However, in the event no such list of delegates has been provided, and only two or fewer members of the organization are in attendance at said meeting, the board of directors, in its sole discretion, may vote to seat such members as voting delegates for the organization.
4. **Corporate** – A membership, consisting of a for-profit entity such as a company, corporation, partnership, or LLC, with the same dues as the Organization level membership. Each corporate membership shall be entitled to one vote, designated by the entity in accordance with its organizational or operational documents.
5. **Honorary** – By two-thirds (2/3) vote of the Board of Directors, in recognition of significant contributions to Texas Polonia, any Individual, Family, Organization or Corporation may be designated as an Honorary member of the Polish American Council of Texas. Honorary members have the same rights and privileges as other members of their class, except they are not required to pay dues as provided by this Article. The Diplomatic Counsel of Poland residing in Texas is an automatic Honorary member.

No member shall hold more than one membership in the corporation, though an individual present at a meeting representing multiple memberships, either as an individual, family organizational delegate, or corporate representative, shall be allowed to vote the authorized number of memberships that individual is representing at the meeting. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

Section 2. Qualifications of Members

The qualifications for membership in this corporation are as follows:

1. Individuals must be at least eighteen (18) years of age.
2. Organizations must have a purpose that would qualify it as a Polish-interest group.
3. Corporate memberships shall be authorized to do business in the State of Texas.

Section 3. Admission of Members

Applicants shall be admitted to membership upon providing a completed membership application to a director of the corporation, and upon approval of the application by the board of directors or membership committee of this corporation, and upon payment of the appropriate first annual membership dues, as provided below in these bylaws.

Section 4. Membership Dues

The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors. The Record Date for

determining membership in a calendar year shall be September 30th, whereas new members that join after the Record Date of September 30th will be paid through December 31st of the following year but shall not be entitled to vote until January 1st.

Section 5. Number of Members

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

Section 6. Membership Book

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office or by the Secretary in the absence of such office.

Section 7. Nonliability of Members

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

Section 8. Nontransferability of Memberships

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

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. Upon failure to renew his or her membership by paying dues on or before their due date.
3. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article 11 Meetings of Members

Section 1. Place of Meetings

Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the board of directors.

Section 2. Regular Meetings

An annual meeting of members shall be held in the month of November for the purpose of holding board of director elections and conducting other business. The date and location of the meeting will be determined by the board of directors. Notice of meeting will be mailed or delivered electronically to members no less than ten (10) days in advance of the meeting. The first regular meeting of member shall be held in November 2013.

Section 3. Board of Director Elections

Directors shall be elected by the current members of the organization. The election will be held at the annual member meeting. Each member or delegate eligible to vote shall receive one ballot and shall have the number of votes equal to the number of openings to be filled. The candidates receiving the largest number of votes shall be elected to those full term vacancies which exist.

Members shall have the right to vote by written proxy at Board of Director elections.

Section 4. Special Meetings of Members

Special meetings of the members shall be called by the board of directors, the chairperson of the board, or the president of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 5. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when

deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone, electronic mail, or by facsimile machine.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

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

Section 6. Quorum for Meetings

A quorum shall consist of ten (10%) percent of the voting members of the corporation. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 7. Majority Action As Membership Action

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

Section 8. Voting Rights

Each voting member or delegate is entitled to cast one (1) vote on each matter submitted to a vote by the members. Provided, however, an individual present at a meeting representing multiple memberships, either as an individual, family organizational delegate, or corporate representative, shall be allowed to vote the authorized number of memberships that individual is representing at the meeting.

Voting at duly held meetings shall be by written ballot. There shall not appear any place on the ballots that might tend to indicate the person who cast such ballot.

Section 9. Action by Written Ballot

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;

2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

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

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

Section 10. Conduct of Meetings

Meetings of members shall be presided over by the chairperson of the board, or, if there is no chairperson or, in his or her absence, by the president of the corporation or, in his or her absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Robert's Revised Rules of Order except where the bylaws of the corporation otherwise provide.