

**Amended Bylaws
of
ALABAMA HEALTH LIBRARIES ASSOCIATION, INC.**

Article I – Name and Offices

Section 1.1. Name

The name of the Corporation shall be Alabama Health Libraries Association, Inc. (the “Corporation”).

Section 1.2. Principal Office

The principal office of the Corporation is located in Tuscaloosa County, State of Alabama.

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Section 1.3. 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 Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

Section 1.4. 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 II – Nonprofit Purposes

Section 2.1. IRC Section 501(c)(3) Purposes

This Corporation is organized exclusively for charitable, benevolent, civic, and educational purposes, 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, or corresponding section of any future federal tax code.

Section 2.2. Specific Objectives and Purposes

The specific charitable objectives and purposes of this Corporation include but are not limited to: to improve health care for the people of Alabama by the development of an organization which will increase and promote the total health science information resources and services available, to strengthen and promote existing health libraries and the professional skills of Alabama health information personnel by providing opportunities for continuing education, to encourage the formation of new libraries and provide consulting services to developing Alabama health science libraries, and through joint effort, to utilize more effectively the resources of individual libraries. [omitted everything in “in the furtherance of its principal purpose” section]

Article III – Directors

Section 3.1. Number, Term of Office, and Election

- a. The number of Directors which shall constitute the whole board shall not be fewer than eight (8) nor more than eighteen (18). Collectively, they shall be known as the Board of Directors (the “Board”). The first Board shall consist of eight, (8) Directors. Thereafter, within the limits above specified, the number of Directors shall be set from time to time by the Board of Directors, evidenced by a notation in the minutes of that meeting or by a written resolution adopted by a majority of the Directors in office.
- b. The Directors shall serve one (1) year terms.
- c. In electing Directors, each Director may vote for as many candidates as the number of candidates to be elected to the Board at that time and shall cast no more than one (1) vote per candidate. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board. There shall be no limit to the number of terms which a Director may serve.

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Section 3.2. Qualifications

Directors shall be of the age of majority in the State of Alabama. Only a member of the Corporation shall be eligible to serve as a director.

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Section 3.3. Powers and Voting

- a. Subject to the provisions of the laws of the State of Alabama 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 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.
- b. Each Director shall have one (1) vote on matters subject to Board action, regardless of the number of positions the Director holds on the Board or in the Corporation.

Section 3.4. 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; and
- e. Register their addresses with the secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 3.5. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular and special meetings of the Board. In addition, Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Directors shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article IX of these Bylaws.

Section 3.6. Place of Meetings

- a. Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board.
- b. Except as may be otherwise restricted by the Articles of Incorporation, members of the Board or any committee designated thereby may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 3.7. Regular Meetings

Regular meetings of Directors shall be held at least two times per year, plus one annual meeting, at such time as set by the Board.

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Section 3.8. Special Meetings

Special meetings of the Board may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, by any two (2) Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 3.9. 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:

- a. **Regular Meetings.** At least one week notice need be given of any regular meeting of the Board;
- b. **Special Meetings.** At least two (2) weeks 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 written, may be given personally, by first class mail, by telephone, or by electronic means, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. Upon notification, the Director to be contacted shall acknowledge personal receipt of the notice by a return message within one week of receiving the message.
- 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.

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Section 3.10. Quorum for Meetings

- a. At all meetings of the Board, a quorum shall consist of a majority of the total number of Directors holding office at the time of that meeting.
- b. 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 3.11. 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, 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 3.12. Conduct of Meetings

Meetings of the Board 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.

Section 3.13. Action by Written Consent

Any action that may be taken at a regular, special or committee meeting of the Board of Directors may be taken without a meeting if consent is given in writing which sets forth the action to be taken, signed by all directors entitled to vote with respect to the subject matter. Action taken in this manner shall have the same effect as an action taken at a regular, special or committee meeting and approved in the regular course of business.

Section 3.14. Vacancies

- a. Vacancies on the Board shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased.
- b. Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.
- c. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.
- d. 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. 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 3.15. Nonliability of Directors

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

Section 3.16. 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.

Section 3.17. Insurance for Corporate Agents

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

Article IV – Officers

Section 4.1. Designation of Officers

The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and three (3) Members at Large. The Corporation may also have a Chairperson of the Board.

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Section 4.2. Qualifications

Any person who is a member of this Corporation may serve as an officer of this Corporation.

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Section 4.3. Election and Term of Office

Officers shall be elected by the members, at the annual meeting of the Board held each fall, or at such other time as set by the Board, and each officer shall hold office for a term of one (1) years, except for the Treasurer, who shall hold office for a term of two (2) years, or until his or her successor shall have been duly elected and shall have qualified, or until his or her death, resignation, or removal, whichever occurs first. There shall be no limit to the number of terms which an officer may serve.

Section 4.4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Board 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 4.5. 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 4.6. Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board, 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. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board 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.

Section 4.7. 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.

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Section 4.8. Duties of Secretary

The Secretary shall:

- a. 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;
- b. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book [or electronic file](#) 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;
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

- d. 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;
- e. Keep at the principal office of the Corporation a membership book or electronic document 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;
- f. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation; and
- g. 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.

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Section 4.9. Duties of Treasurer

The Treasurer shall:

- a. 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;
- b. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;
- c. 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;
- d. 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;
- e. Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore;
- f. 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;
- g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- h. 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.

Section 4.10. Duties of Members at Large

The Members at Large shall:

- a. Serve as advisors to the Board;
- b. Attend all meetings of the Board; and
- c. Perform tasks and charges assigned by the President based on the current needs of the corporation.

Section 4.11. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation. All officer salaries shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article IX of these Bylaws.

Article V – Committees

Section 5.1. Executive Committee

- a. The Board of Directors may, by resolution adopted by a majority vote of the Directors in office, designate an Executive Committee consisting of four (4) Board members. The Executive Committee, except as otherwise provided, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, except that the Executive Committee shall not have the authority of the Board in reference to amending, altering, or appealing these Bylaws; electing, appointing, or removing any member of the Executive Committee or any Director or officer of the Corporation; amending or restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking the proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering, or repealing any action or resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee.
- b. By a majority vote of its members, the Board may at any time revoke or modify any or all of the authority of the Executive Committee so delegated; increase or decrease, but not below two (2), the number of the members of the Executive Committee; and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 5.2. Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. 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 5.3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board 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 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 VI – Execution of Instruments, Deposits, and Funds

Section 6.1. Execution of Instruments

The Board, 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 6.2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, the President, Vice President, and the Treasurer shall have the authority to withdraw (by check or otherwise), from the funds on deposit in the name of the Corporation in any commercial banking account, an amount up to, but not exceeding, Two Thousand Dollars (\$2,000.00). All other withdrawals, checks, drafts, promissory notes, orders for the payment of money drawn on the name of the Corporation, and other evidence of indebtedness of the Corporation greater than Two Thousand Dollars (\$2,000.00) shall be signed by the Treasurer of the Corporation and countersigned by the President of the Corporation, or by any officer designated in writing by the President.

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Section 6.3. 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 may select.

Section 6.4. Gifts

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

Article VII – Corporate Records, Reports, and Seal

Section 7.1. Maintenance of Corporate Records

The Corporation shall keep at its principal office:

- a. Minutes of all meetings of Directors and committees of the Board, 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; and
- 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 7.2. Corporate Seal

The Board 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.

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Section 7.3. 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 7.4. 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 the right to inspection shall include the right to copy and make extracts.

Section 7.5. 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 VIII – IRC 501(c)(3) Tax Exemption Provisions

Section 8.1. Limitations on Activities

- a. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- b. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 8.2. Prohibition Against Private Inurement

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

Section 8.3. Distribution of Assets

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

Article IX – Conflict of Interest and Compensation Approval Policies

Section 9.1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or which might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.2. Definitions

- a. **Interested Person.** Any Director, principal officer, or member of a committee with governing Board-delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.
- b. **Financial Interest.** A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- d. A Financial Interest is not necessarily a conflict of interest. Under Section 9.3(b), a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 9.3. Conflict of Interest Avoidance Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board-delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

- 1. An Interested Person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- 2. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- 3. After exercising due diligence, the governing Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing Board and all committees with Board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.5. Compensation Approval Policies

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

d. When approving compensation for Directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- i. the terms of compensation shall be approved by the Board or compensation committee prior to the first payment of compensation;
- ii. all members of the Board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement, which generally requires that each board member or committee member approving a compensation arrangement covered by this section:
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member;
- iii. the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions, "similarly situated" being organizations which are of a similar size and purpose and which have similar resources;
 2. the availability of similar services in the geographic area of this organization;
 3. current compensation surveys compiled by independent firms; and
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three (3) prior tax years of less than One Millions Dollars (\$1,000,000), the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three (3) comparable organizations in the same or similar communities for similar services.

iv. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved;
2. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member;
3. the comparability data obtained and relied upon and how the data was obtained;
4. if the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination;
5. if the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting;
6. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement); and
7. the minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or sixty (60) days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

Section 9.6. Statements

Each Director, principal officer, and member of a committee with governing Board-delegated powers shall sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;

Commented [WN9]: We'll need to create a statement to be signed.

- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9.7. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining; and
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 9.8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 9.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

Article X – Members

Section 10.1. Determination and Rights of Members

The Corporation shall have two classes of members, regular members and student members who pay reduced annual dues. No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation, these Bylaws, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

Section 10.2. Qualifications of Members

The qualifications for membership in this Corporation are as follows: interest in the goals of the Corporation.

Section 10.3. Admission of Members

Applicants shall be admitted to membership if they have submitted to the Corporation fully completed Membership Applications and have timely paid in full the annual membership dues as set by the Board and have been accepted by the Board.

Section 10.4. Fees and Dues

- a. The annual dues payable to the Corporation by members shall be Fifteen Dollars (\$15.00) for regular members and Five Dollars (\$5.00) for student members.

Section 10.5. Number Of Members

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

Section 10.6. Membership Book

The Corporation shall keep a membership book [or electronic document](#) 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.

Section 10.7. Nonliability of Members

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

Section 10.8. 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 10.9. Termination of Membership

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

- a. 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.
- b. If this Corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the Corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

- c. 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 XI – Meetings of Members

Section 11.1. Place of Meetings

Meetings of members shall be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board and notice of such meeting to the members by the Secretary of the Corporation.

Section 11.2. Regular Meetings

A regular meeting of members shall be held each fall, for the purpose of electing Directors and transacting other business as may come before the meeting. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing Directors shall be deemed a regular meeting.

If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

Section 11.3. Special Meetings of Members

Special meetings of the members shall be called by the Board, the chairperson of the Board, the president of the Corporation, or 50% of the members 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 11.4. Notice of Meetings

- a. 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.

Commented [WN10]: Should we remove this to allow for other times of year?

Personal notification includes notification by telephone, or electronic mail, provided however, in the case of electronic mail, the member to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty-four hours. 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.

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- b. 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.
- c. In the case of a special meeting, no business shall be transacted at the meeting except as stated in the notice of the special meeting sent to members.

Section 11.5. Quorum for Meetings

- a. A quorum shall consist of 25% of the voting members of the Corporation.
- b. 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 11.6. Majority Action as Membership Action

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

Section 11.7. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot, including electronic ballots.

Section 11.8. Action by Ballot

- a. 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, or electronic 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

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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.

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

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c. Approval of action by 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.

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

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Section 11.9. Conduct of Meetings

Meetings of members shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of all 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.

Article XII – Amendment of Bylaws

Section 12.1. Amendment

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

Article XIII – 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.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of twenty-two (22) total pages, as the Bylaws of this Corporation.

Dated: _____

