



DELCHESTER NARI

BYLAWS

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**DELCHESTER
NATIONAL ASSOCIATION OF THE REMODELING
INDUSTRY BYLAWS**

Article I - NAME AND PRINCIPAL OFFICE

1. Name. The name of this association shall be "DelChester NARI, Inc." and it shall be hereinafter referred to as the Association.
2. Offices. The Principal office of the Association shall be located at such place as the Board of Directors may designate. Other offices may be established in such localities as may from time to time be determined by the Board of Directors, hereinafter referred to as the Board.
3. Seal. The Corporate Seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

Article II - DEFINITION AND PURPOSES

1. Definition. The home improvement/light commercial remodeling industry, hereinafter referred to as the industry, is defined to include those manufacturers, contractors, lenders, wholesale distributors, utilities, publishers, and other firms, associations, and individuals having a direct interest in the industry.
2. Purposes. The purpose of this association shall be:
 - a. To promote the common business interests of those engaged in the industry.
 - b. To encourage ethical conduct, good business practices and professionalism in the industry.
 - c. To foster cooperative action in advancing, by all lawful means, the common purposes of its members.

Article III - MEMBERSHIP

1. Membership. The membership in this Association shall consist of persons, firms, corporations, and organizations engaged in the industry or who have a direct interest in the industry. Special non-voting membership shall be granted by the board for select individuals for the betterment of the Association and its members.
2. Voting Membership Categories. Categories of regular membership in this Association shall be:
 - a. Contractor Members. Contractors who are currently engaged in the remodeling industry.
 - b. Associate Members. Firms, corporations, associations, or individuals who have a business or interest in the remodeling industry.
3. Special Membership Categories. Special membership categories are non-voting and non-dues paying, they are:
 - a. Student Members. Individuals who, at the time of application, are full time students, enrolled in an accredited high school, vocational training school, or college level program and who are concentrating on a curriculum relevant to the construction and/or remodeling

industry. Student Members shall have no voting privileges in Association matters.

- b. Honorary Members. Honorary membership may be extended to those whom the board of directors may select and approve. Honorary Members shall have no voting privileges in Association matters.
 - c. Retired Mentoring Professional (RMP). Individuals whom have retired and no longer hold ownership or work in a remodeling or building company. Retired Mentoring professionals shall have no voting privileges in Association matters.
4. Eligibility. To be eligible for voting membership, an applicant shall have been actively engaged in the industry for at least one year prior to the date of the application and shall have been acting in conformity with the Association Code of Ethics, and shall agree to comply with the association bylaws.
 5. Application and Approval Process. The Board shall designate the procedures and the process of the application for membership.
 6. Resignation. Membership in the Association may be terminated by voluntary withdrawal or otherwise, in accordance with these bylaws. All rights, privileges, and interests of membership in the Association shall cease upon termination of membership. Any member, by giving written notice of such intention, may withdraw from membership, but such notice shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid. Nor shall it entitle such member to any refund of previously paid dues.
 7. Reinstatement. A member who has resigned or been dropped for nonpayment of dues may be reinstated on showing proof of qualification and paying all dues and other obligations owing.
 8. Suspensions or Removal. Any member may be suspended or terminated for cause, other than nonpayment of dues, by a two-thirds affirmative vote of a quorum of the Board at any meeting. Sufficient cause shall be violation of the bylaws, code of ethics, or any lawful rule or practice duly adopted by the Board, or for any other conduct prejudicial to the interests of the Association. For any cause other than nonpayment of dues, a vote for removal of a member shall occur only after the member has been advised of a grievance filing, and has been given a reasonable opportunity for defense in accordance with the Association Grievance Procedure as set down in the NARI National Policy Manuel.
 9. Non-transferable. Membership in this corporation is not transferable or assignable.

Article IV - ORGANIZATIONAL ENTITIES

1. Organization. To achieve the objectives of the Association, The Board may, at its discretion, establish organizational units, other than those described herein, such as councils, committees, subcommittees, or task forces to serve the interests of the industry and the association.

Article V - DUES AND FEES

1. The dues for each member of the Association shall be paid in advance in accordance with procedures prescribed by the Board. The Board shall determine the amount of dues payable by each member. Dues are not refundable, in whole or in part.

2. Members who fail to pay their dues within thirty days (30) from the time that such dues become due shall be given notice by the Association and, if payment is not made within the next thirty (30) days, may, without further notice and without a hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

Article VI - BOARD OF DIRECTORS

1. Governing and Policy Making Body. The governing body of the association shall be the Board of Directors. Members of the Board shall hereinafter be referred to as Directors. The Board shall have supervision, control, and direction of the affairs of the Association, its committees and publications and shall determine its position or changes therein. The Board shall be the official interpreter of these Bylaws and Association policy and may consult with legal counsel in such interpretation.
2. Composition. The Board shall consist of:
 - a. The elected officers of the Association. They shall be elected by the members at the annual meeting of members of the Association, and each director shall be elected for the term of two years and until his successor shall be elected and qualify.
 - 1) Chairman of the Board
 - 2) President
 - 3) 1st Vice President (President -Elect)
 - 4) Vice-President
 - 5) Treasurer
 - 6) Secretary
 - 7) National Board Rep.(s)
 - 8) Director
 - 9) Director
 - b. In addition to the powers and authorities by these bylaws expressly conferred upon them, the Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these bylaws directed or required to be exercised or done by the members.
 - c. The Board may, by resolution adopted by a majority of the directors in office, establish one or more committees to assist the Board.
 - d. The entire Board may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members would be entitled to cast at any annual or other regular election of the directors. In case they are so removed, new Directors may be elected at the same meeting
 - e. The Board may declare vacant the office of a Director if he is declared of unsound mind by an order of court or is convicted of felony, or if within sixty days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the board, and fulfill such other requirements of qualification as bylaws may specify.

- f. A Director of the Association shall stand in a fiduciary relation to the Association and shall perform his duties as a director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:
 - (1) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented.
 - (2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons.
 - (3) A committee of the board upon which he does not serve, duly designated in accordance with the law, as to matters within its designated authority, which the director reasonably believes to merit confidence.
- g. A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.
- h. In discharging the duties of their respective positions, the Board, committees, and individual Directors may, in considering the best interests of the Association, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the Association are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Association.
- i. A director of the Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:
 - (1) The Director has breached or failed to perform the duties of his office under this section.
 - (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- j. Pursuant to the provisions of 15 PA C.S.P. 5713 no Director or Officer shall be personally liable for monetary damages for any action taken.
- k. The provisions of this section shall not apply to:
 - (1) The responsibility or liability of a director pursuant to any criminal statute; or
 - (2) The liability of a director for the payment of taxes pursuant to local, State or Federal law.
- l. Directors as such, shall not receive any stated salary for their services.

- m. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore.
3. Date Directors Take Office. The Directors shall be certified and shall take office at the conclusion of the 2nd year. (July1)
4. Meetings of the Board and General Membership. The Board shall meet at least three times (3) a year but not more than eleven times (11) a year and this may vary from year to year. General Membership meetings may be at least once a year and not more than nine times a year (9) and this may vary from year to year.
- a. The meetings of the Board may be held at such time and place within this Commonwealth or elsewhere, as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling the meeting.
- b. One of the meetings of the general membership shall be designated as the Annual meeting. This shall be for the purpose of electing officers and receiving annual reports. This is normally held in January.
- c. Special meetings of the members may be called at any time by the President, Chairman of the Board, or the Board of directors or members entitled to cast at least ten percent (10%) of the votes, which all members are entitled to cast at a particular meeting. At any time, upon written request of any person who has called a special meeting that shall be held not more than sixty (60) days after the receipt of the request. If the secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.
- d. Notice of Meetings. Notice of all meetings of the membership and the Board shall be sent by mail, facsimile transmission, or electronic communication to each member his/her last recorded address at least five (5) days in advance of each meeting. If the secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.
- e. Quorum. A quorum at any regular or special meeting of the Board or general membership shall consist of fifty-one (51%) percent of the members entitled to vote. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time as they may determine, but in the case of any meeting called, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon such resolution or other matter.
- f. Voting. Voting may be by ballot, mail (whether electronic mail or physical mail) or any reasonable means determined by the Board of Directors. Elections for Directors need not be by ballot except upon demand made by a member at the election and before the voting begins. In advance of any meeting of members, the Board of directors may appoint judge(s) of election who need not be members, to act at such meeting or any adjournment thereof.

If judge(s) of election are so appointed, the presiding officer of any such meeting may, and on the request of any member, make such appointment at the meeting. The number of judges shall be one or three. No person who is a candidate for office shall act as judge. Any written board votes must be unanimous to be effective, as required by Pennsylvania law. This pertains to board only votes and not to general membership votes.

- g. Vacancies. In the event of a vacancy on the Board, created by the resignation, death, removal, disqualification, or otherwise of any director, such vacancy may be filled by appointment by the Board. Such appointed director shall serve to the end of the term of the director he is replacing.

Article VII - OFFICERS

1. The executive officers of the Association shall be chosen by the members, and shall be a President, 1st Vice President, (President Elect) Vice President, Secretary, Treasurer and such other officers and assistant officers as the needs of the Association may require. They shall hold their offices for a term of two years and shall have such authority and shall perform such duties as are provided by the bylaws and as shall from time to time be prescribed by the Board. It shall not be necessary for the Officers to be Directors and the same person may hold any number of offices. The Board may secure the fidelity of any or all such officers by bond or otherwise.
2. If an officer fails to attend meetings or otherwise serve, he shall be disqualified and removed from office. An Officer may be suspended or terminated for cause, other than non-payment of dues, by a 2/3rds affirmative vote of a quorum of the Board at any meeting. Sufficient cause shall be violation of the bylaws, code of ethics, or any lawful rule or practice duly adopted by the Board, or for any other conduct prejudicial to the interests of the Association. For any cause other than non-payment of dues, a vote for removal of an officer shall occur only after the officer has been advised of a grievance filing, and has been given a reasonable opportunity for defense in accordance with the Association Grievance Procedure as set down in the NARI National Policy Manual.
3. The President shall be the chief executive officer of the Association; he/she shall preside at all meetings of the members and directors; he/she shall have general management of the affairs of the Association; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Association. He/she shall be an EX-OFFICIO member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the President.
4. The 1st Vice President (President Elect) shall act in all cases for and, as the President in the latter's absence or incapacity, and shall perform such other duties as he/she may be required to do from time to time.
5. The Vice President shall perform duties as delegated to him by the President.
6. The Treasurer shall have custody of the Association funds and securities and keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall keep the moneys of the Association in a separate account to the credit of the Association. He shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board,

or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association.

7. The Secretary shall attend all sessions of the Board and all meetings of the members, and record or cause to be recorded all the votes of the Association and the minutes of all its transactions in a book to be kept for that purpose: and shall perform like duties for all committees of the board of directors when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.
8. The position of Chairman of the Board shall be reserved for the immediate Past President. He shall convene all meetings of the Board and shall have such duties as may be delegated to him by the President and the Board.
9. The National Board Reps are to be designated (in number) by the total number of members in good standing that the chapter currently stands at. (See chart below)

<u>MEMBERS in GOOD STANDING</u>	<u>BOARD</u>
<u>REPRESENTATION</u> 1-14	0
15-49	1 Director
50-99	2 Directors
100-149	3 Directors
150-199	4 Directors
200 and over	5 Directors

A National Board Rep could be another officer of the chapter or it could be the executive director of the chapter. (EX: The President could also be a National Board Rep). The board at its sole discretion may appoint by majority vote a Retired Mentoring Professional to act as its National Board Rep and cast vote(s) on behalf of the association and as directed by the board.

10. A Directors' position on the board would be a position for someone who would like to be on the Board but not necessarily advance thru the positions of Secretary, Treasurer, 2nd Vice President, 1st Vice President, President, and Chairman of the Board.
11. Succession: The Board shall elect these officers from the membership, provided that they are members in good standing. To be elected President, a candidate must either be a current Board member or chair a committee.
 - a. The position of President shall be reserved for the 1st Vice President (President Elect) and the individual serving in that position shall become President at the end of the following fiscal year.
 - b. In event the person elected 1st Vice President (President Elect) is no longer an officer, or has no interest in the position, there shall be an election for President at the next annual meeting.
12. Elections: At the meeting of the Board at which officers are elected, the slate of qualified candidates shall be presented by report of the nominating committee. Nominations from the floor may be made by any director present only for:

- a. Provided that any member so nominated is present in person to accept the nomination or has sent written acceptance, and
- b. Provided that the nominee is a member in good standing in the Association

13. Compensation and Reimbursement: No elective officer or director shall receive any salary or other compensation for service as an officer or director, but the Board may authorize full or partial reimbursement of expenses incurred in the performance of their duties, subject to budget allocations and limitations in accordance with procedures for approval and payment of such expenses as prescribed by the Board.

14. Conflict of interest: A conflict of interest transaction is a transaction within the Association or considered by the Board in which a Director or Officer has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability if the transaction:

- a. was unfair to the Association at the time it was entered into; and
- b. approved by a majority vote of the Board after material facts were disclosed to or known by the Board ; and
- c. the Director or Officer has not taken part in the discussion leading to the vote or in the vote itself.

ARTICLE VIII - COMMITTEES

1. Executive Committee

- a. There shall be an executive committee that shall consist of the Chairman of the Board, President, 1st Vice President (President Elect), Vice President, Treasurer, and Secretary, Directors, and any such officers, assistant officers as the needs of the association may require.
- b. The Executive Committee may exercise all powers and the authority of the Board of Directors and shall act as the Board between Board Meetings, reporting to the Board at its next meeting, except that the Executive Committee may not exercise the following powers of the Board;
 - i. Suspend or terminate a membership
 - ii. Change or amend the structure of the Association
 - iii. Repeal or amend the bylaws
 - iv. Suspend, or remove, an Executive Director
- c. Responsibility for the selection of the Executive Director shall be delegated to the Executive Committee, subject to approval by the Board. The Executive Committee shall specify terms and conditions of the employment of the Executive Director.
- d. The Executive Committee shall have the responsibility and authority to review and approve the annual budget of the Association, subject to ratification by the Board.
- e. The Executive Committee shall have the responsibility and authority to review and approve

partnership arrangements and contracts, subject to ratification by the Board.

- f. Regular meetings of the Executive committee shall be at the discretion of the executive committee as needed. At these meetings, the committee may review proposal or recommendations submitted by the committees. Any written board votes must be unanimous to be effective, as required by the Pennsylvania law. This pertains to board only votes and not to general membership votes.
- g. Voting on the matter before the Executive Committee may be conducted by phone, mail, facsimile transmission, or electronic communication, provided that such vote is conducted with Association bylaws.
- h. A majority of the Executive Committee shall constitute a quorum for the transaction of business.

2. **NOMINATING COMMITTEE**

- a. Each year, the President shall appoint a Nominating Committee of two (2) members of the Board, with approval by the Board. At least one member of the committee shall have served on the committee the past year.
- b. The Nominating committee shall meet at a time and place of its choosing and shall elect its chairman.
- c. The committee shall review questionnaires submitted by members requesting nomination to ensure that they are members in good standing.
- d. Not less than Thirty-five (35) days prior to the annual meeting, the committee shall submit the names of all candidates meeting the requirements to the President, who shall forward the report of the committee and the names of approved candidates to all members, not less than thirty (30) days prior to the annual meeting.
- e. No member of the nominating committee may be a candidate for any upcoming position while serving on the board.

3. **STANDING COMMITTEES**

- a. Standing Committees of the Association are: Awards; Bylaws/Ethics; Education; Finance; Government Affairs; Marketing and Communications, Membership, Strategic Planning and Research.
- b. The incoming President shall annually appoint all Chairs of standing committees for the ensuing year as soon as it is practical prior to his/her election. Forms to be handed out each September to membership for choices on which position they would like to serve on. Only voting members of the Association are eligible to be appointed as a Chairman, or Vice Chairman.
- c. The term of each committee Chairman and member shall commence the first of July following

the conclusion of the annual meeting and shall conclude on June 30th of the following year.

- d. For the purpose of conducting business at any regular or special meeting, a quorum of a standing committee shall be fifty percent.
- e. Voting by committee members may be conducted by phone, mail, facsimile transmission, or electronic communication, provided that such vote is conducted with Association bylaws.

4. **OTHER COMMITTEES**

- a. Special committees and task forces may be appointed by the President to report on specific issues. All specific committees and task forces shall act in accordance with these bylaws and NARI Policy.
- b. Any member of the Association may be appointed to a special committee or a task force.
- c. Any special committee or task force shall be disbanded when their task is completed and delivered to the President.

Article IX - CODE OF ETHICS. All members of the Association shall agree to comply with the NARI code of Ethics, the text of which shall be:

EACH MEMBER OF THE ASSOCIATION IS PLEDGED TO OBSERVE HIGH STANDARDS OF HONESTY, INTEGRITY, AND RESPONSIBILITY IN THE CONDUCT OF BUSINESS:

By promoting only those products and services, which are functionally and economically sound, and which, are consistent with objective standards of health and safety;

By making all advertising and sales promotion factually accurate with respect to product description, performance specification, and cost/benefit analysis. And by avoiding those practices, which tend to mislead or deceive the customer with respect to competitive pricing, savings claims, or the nature and significance of contracts, warranties, finance agreements, completion certificates, lien waivers, or liability and workers compensation insurance;

By writing all contracts and warranties such that they are fair and mutually beneficial to all parties concerned, such that they are free of ambiguities or omissions which tend to obscure contractual obligations, and such that warranty terms and provisions are free of the capacity to mislead or deceive the customer as to the quality or longevity of the product or service;

By honoring all contractual obligations until and unless they are altered or dissolved by mutual consent of all parties concerned, and fulfilling those obligations in a reasonably prompt manner that is fair to all parties concerned;

By promptly acting on all customer complaints, and in situations where complaints appear unreasonable and persistent, by encouraging the customer to initiate an approved third party dispute mechanism; and

By refraining from any act intended to restrain trade or suppress competition, and to thereby promote the private enterprise system and its guaranty of equal rights for all.

Article X - FISCAL YEAR, FINANCIAL

1. Fiscal Year. The Fiscal year of the Association shall begin on the first day of January and end on the last day of December.
2. Contracts and checks. The President and Vice President and a third officer must sign contracts. "Contracts" are defined as agreements of any type or form, including purchase orders and invoices which have a value of \$ 3,500.00 or more; or have an effective period of more than one year; or which would establish an exclusive or other partnership arrangement with any vendor or provider to the industry. Routine purchases and contracts for printing Board related meeting purposes, and the hiring of staff are exempt from this provision. All checks shall bear two signatures, one of which shall be that of the Treasurer.
3. Budget. With recommendations from the finance committee, the Executive Committee shall approve a budget each fiscal year.

ARTICLE XI - BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate record of the proceedings of the members and the directors, the original or a copy of its ByLaws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.
2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, a power of attorney or such other writing, which authorizes the attorney or other agent to so act on behalf of the member, shall accompany the demand under oath. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business where situated.

ARTICLE XII - TRANSACTION OF BUSINESS

1. The corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds of the members in office of the Board of Directors, except that whenever there are twenty-one or more directors, the vote of a majority of the members in office shall be sufficient. Unless otherwise restricted in these ByLaws, no vote or consent of the members shall be required to make effective such action by the

Board. If the real property is subject to a trust the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. Whenever the lawful activities of the corporation involve among other things the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case be divided in any manner whatsoever among the members, directors or officers of the Association.
3. Such officers shall sign all checks or demands for money and notes of the Association as the Board may time to time designate.

ARTICLE XV - ANNUAL REPORT

1. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:
 - a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.
 - b. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
 - c. The revenue of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report.
 - d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.
 - e. The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found. This report shall be filed with the minutes of the meeting of the members.

ARTICLE XVI - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, or by, to his address appearing on the books of the corporation, or, in the case of directors, supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by facsimile transmission, or electronic communications it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or transmitted electronically to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute or these ByLaws. When a special meeting is adjourned, postponed, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

2. Whenever any written notice is required to be given under the provisions of the statute or the Articles or ByLaws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE XVII - MISCELLANEOUS PROVISIONS

1. One or more persons may participate in a meeting of the Board or of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
2. The Board may hire an individual, part time or full time as position warrants, to fulfill all duties of an Executive Director.

Article XVIII- AMENDMENTS

1. Bylaws may be adopted, amended or repealed by the vote of members entitled to vote.
2. For the bylaws to be, adopted, amended or repealed an amendment must be made in writing (showing existing bylaw and new bylaw) and mailed to the members or published in the newsletter at least 30 days prior to a vote.
3. Changes to these bylaws must be approved:
 - a. by a two-thirds (2/3) affirmative vote of a voting quorum present at the meeting, or
 - b. by a two-thirds (2/3) affirmative vote of the entire membership, or
 - c. through a mail vote in accordance with the provisions of these bylaws.