

PROPOSED LANGUAGE:

Article IX Amendment of Bylaws **or Articles of Incorporation**

Section 1. Amendment

~~Subject to the power of this corporation to adopt, amend or repeal the Bylaws or Articles of Incorporation 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except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of the two-thirds (2/3) majority vote by the Board of Directors in office.~~

Section 1. Authority to Amend Bylaws or Articles of Incorporation

Except as otherwise specified under provisions of law, the right and responsibility to adopt, amend, or repeal the Bylaws or Articles of Incorporation of this corporation shall be solely vested in the members of this corporation who are eligible to vote.

Section 2. Quorum Required for Amendment of Bylaws or Articles of Incorporation

Participation of 1/3 of the members eligible to vote is required to form a quorum. For the purposes of this Article, "participation" is defined as contributing to the discussion on the proposed changes or casting a ballot, whether marked approve, disapprove, abstain, or any other statement. A member who participates, but fails to cast a ballot, shall be counted when determining if the required quorum has been achieved. For the purposes of this Article, "contributing to the discussion" is defined as commenting on the proposed changes, suggesting changes, or in any manner acknowledging the proposed changes are formally under consideration, whether via email, written correspondence, verbally, or via any other means of communication.

Section 3. Amendment of Bylaws or Articles of Incorporation

Subject to the power of this corporation to adopt, amend or repeal the Bylaws or Articles of Incorporation of this corporation and except as may otherwise be specified under provisions of law, these Bylaws or the Articles of Incorporation, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of a simple majority of the members casting a ballot.

Section 4. Method of Voting

Voting shall be performed by written ballot with the member's name and vote clearly marked. Ballots shall clearly state the issue(s) being voted on, the method by which the ballot is to be returned, and the date by which the ballot is to be returned.

Ballots may be distributed via email, public or private postal system, or in person. Ballots must be returned to the stated person or address, whether email or physical, by the stated date and time in order to be counted. Ballots shall be retained for a period of 60 days after announcing the results of the vote to allow for any challenges to the tally of votes.

In order to allow the amendment to be definitive, it is advisable to eliminate any contradictory

wording attached to other paragraphs or sections.

Article VII Section 7. Voting Rights

Each member is entitled to one vote on each matter submitted to and approved by the Board of Directors at such meeting. Voting at duly held meetings should be by voice vote. Election of Directors, however, shall be by written ballot. Members lose voting right for current year if membership dues are not paid in full post-marked date of January 31st. Only the Board of Directors has the right to amend the Articles of Incorporation, these bylaws or Rules and Regulations.

Article III Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the directors currently in office 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

Except where the right and responsibility to adopt, amend, or repeal the operating documents of this corporation has been specifically reserved for the membership, a two-thirds (2/3)-majority vote of the directors in office or 100% full quorum shall amend the operating documents of this corporation. A two-thirds (2/3)-majority vote of the directors in office or 100% full quorum shall amend the operating documents of this corporation. Conference calls between members of the board and prior approval in writing of a motion shall have the same force and effect as if a meeting in person of the board were held.