



BY-LAWS FOR
McKNIGHT VILLAGE CIVIC ASSOCIATION
(Amended January 2021)

McKnight Village

CIVIC ASSOCIATION

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ARTICLE I: NAME

McKnight Village Civic Association was incorporated under the name on the fifth day of April, 1950, pursuant to the Non-profit Corporation Law of the Commonwealth of Pennsylvania, being the Act of Assembly of May 5, 1933, P.L. 289, in proceedings in the Court of Common Pleas of Allegheny County at No. 3222 April Term, 1950, the Charter being recorded in Recorder's Office of Allegheny County, Pennsylvania, in Charter Book, Vol. 73, page 58.

ARTICLE II: PURPOSE

- a. To consider and act on issues that affect the livability and quality of the neighborhood by establishing and maintaining an open line of communication between the McKnight Village Civic Association Board of Directors (Board) and McKnight Village residents.
- b. To own and maintain the Recreation Area (the "Rec") for the use and enjoyment of its Members and their guests.
- c. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- d. To take positions in matters of civic interest and promote those positions in communications.
- e. To inform residents of events or plans affecting the neighborhood.
- f. To act as a liaison between McKnight Village and other neighborhoods and government agencies.
- g. For such other purposes as are approved by the Board or membership.

ARTICLE III: COMMUNITY BOUNDARIES

Whenever the phrase "property in McKnight Village" is used in these By-Laws, it shall be construed to mean that geographical area in the Township of Ross, County of Allegheny, Commonwealth of Pennsylvania, access to which is gained by Braunlich Drive from McKnight Road, and by Park Place from either Babcock Boulevard or Evergreen Road. The boundaries of McKnight Village are as shown in the map below and does not include the rental properties of Governor's Ridge. Such area shall be specifically redefined only as needed from time to time hereafter by Resolution of the Board of Directors of this Association.

~ SEE COMMUNITY BOUNDARY MAP ON FOLLOWING PAGE ~

ARTICLE IV: REGISTERED OFFICE

Section 1. Address

The registered office of the Corporation shall be P.O. Box 15372, Ross Township, County of Allegheny, Zip Code 15237.

Section 2. Records

The Corporation shall keep records of the proceedings of the members, and of the Directors. A Membership Register, giving the names of the members in alphabetical order, and an appropriate and complete record of its finances shall also be kept.

ARTICLE V: MEMBERSHIP

Section 1. Eligibility

Property owners of voting age who reside in McKnight Village shall be eligible for McKnight Village Civic Association Membership as Village Members, and such terms are hereinafter defined.

Section 2. Consent

Names of prospective Village Members shall be referred to the Membership Committee (which reports to the Board of Directors) or to the Board of Directors itself (in the absence of an established Membership Committee) which shall decide upon the admission of new members into the Association. Upon admission to the Civic Association, the name of the new member shall be furnished to the Secretary.

Section 3. Classifications

Membership in the Association shall consist of two classifications: Village Members and Non-Village Members, as hereinafter defined. All Village and Non-Village Members of the Association (as well as all members of their household) shall be entitled to the use of the Association's facilities, subject to the rules and regulations of the By-Laws, the Board of Directors, and the Officers of this Association.

a. Village Membership

Residents of McKnight Village of voting age who are property owners in McKnight Village who shall contribute the sum of fifty dollars (\$50) and hereafter shall be eligible to be elected to Village Membership. The above-mentioned sum may be changed from time to time by resolution of the Board of Directors. Village Members shall keep their dues current on an annual basis, and if they do not, they are not considered to be Members of the McKnight Village Civic Association, and therefore are not entitled to the use of the Association's facilities nor are then entitled to vote on official village matters.

i. Membership Cancellation

The Village Membership shall be voided and of no effect if a member ceases to own property in McKnight Village, or if a member fails to pay his or her annual dues.

ii. Membership Transferability

Should a Village Member's membership cancelled as a result of ceasing to own property in McKnight Village, such cancelled membership may be transferred at no cost to the person purchasing such Member's property; provided, however, that in no event shall a Village Member's membership be cancelled by a reason of such Member moving from one property in McKnight Village to another property within McKnight Village. Should a McKnight Village property owner move from McKnight Village to Radcliffe, their Village Membership shall be terminated, and, for the remainder of the membership calendar year, a new Non-Village Membership shall take its place at no cost to the Member, nor at any refund cost of the McKnight Village Civic Association.

iii. Member Expulsion

The Board of Directors, by an affirmative vote of two-thirds of all the members of the board, may suspend or expel from membership any Village Member or Non-Village Member, for good cause shown after due notice and the holding of an appropriate hearing. Provided, however, that the Member so expelled or suspended may appeal such suspension or expulsion to the general membership at the next regular meeting thereof after giving ten days written notice of such intention to the Secretary. The Secretary upon receipt of such notice shall indicate as such in the meeting notice to the general membership. A simple majority vote of the membership present at said meeting or present by proxy shall be sufficient to reinstate the expelled member's membership. In the event that the expelled Member fails to exercise his/her right to appeal as hereinabove provided, or if in having appealed, fails to procure a reinstatement of his/her membership, he or she shall sell, and the Association shall buy his/her said membership.

iv. Member Entitlement

A Village Member is entitled to one (1) share in the real estate, personal property and assets of the Association and one (1) share in the proceeds of any dissolution or liquidation of the Association.

b. Non-Village Membership

Those who do not own property within the boundaries of McKnight Village who shall contribute the sum of thirty dollars (\$30.00) and hereafter shall be eligible to be elected to Non-Village Membership. The above-mentioned sum may be changed from time to time by resolution of the Board of Directors. Non-Village Members shall keep their dues current on an annual basis.

i. Membership Cancellation

The Non-Village Membership Certificate of a Member shall be cancelled upon the books of this Association and thereafter be void and of no effect if such Member fails to pay his or her annual dues.

ii. Membership Transferability

Should a Non-Village Member's Certificate be cancelled as a result of ceasing to own property in Radcliffe, such cancelled membership is non-transferrable to the new property owner. However, in no event shall a Non-Village Member's Certificate be cancelled by a reason of such Member moving from one property in Radcliffe to another property within Radcliffe. Shall a property owner in Radcliffe move to a property in McKnight Village, the Non-Village Member Certificate shall be terminated, and a Village Member Certificate shall be issued in its place at no additional cost to the Member.

iii. Member Expulsion

The Board of Directors, by an affirmative vote of two-thirds of all the members of the board, may suspend or expel from membership any Village Member or Non-Village Member, for good cause shown after due notice and the holding of an appropriate hearing. Provided, however, that the Member so expelled or suspended may appeal such suspension or expulsion to the general membership at the next regular meeting thereof after giving ten days written notice of such intention to the Secretary. The Secretary upon receipt of such notice shall indicate as such in the meeting notice to the general membership. A simple majority vote of the membership present at said meeting or present by proxy shall be sufficient to reinstate the expelled Member's membership. In the event that the expelled Member fails to exercise his/her right to appeal as hereinabove provided, or if in having appealed, fails to procure a reinstatement of his/her membership, he or she shall sell, and the Association shall buy his/her said membership.

iv. Member Entitlement

An owner of a Non-Village Membership Certificate is not entitled to any shares in the real estate, personal property nor assets of the Association nor are they entitled to any shares in the proceeds of any dissolution or liquidation of the Association.

Section 4. Dues and Contributions

a. Village Members

Annual membership dues for all Village Members, are due on March 15, and shall be fifty dollars (\$50) per year or such amount as may be assessed

as annual dues, from time to time, by a vote of a majority of the Membership present in person or by proxy.

A penalty fee of five dollars (\$5.00) will be added to the Village Membership cost for those members who pay annual dues to the Treasurer after March 15.

b. Non-Village Members

Annual membership dues for all Non-Village Members are due on March 15 and shall be 30 dollars (\$30) per year or such amount as may be assessed as annual dues, from time to time, by a vote of a majority of the Membership present in person or by proxy.

A penalty fee of five dollars (\$5.00) will be added to the Non-Village Membership cost for those members who pay annual dues to the Treasurer after March 15.

ARTICLE VI: MEETINGS

Section 1. Board of Directors' Meetings

a. Regular Board Meeting Regulations

The Board of Directors shall meet at least six (6) times a year at such times and at such places as the President and the Board agree upon. Proper notice of the time and place of such meeting shall be given to each Board Member, and notice of regular meetings of the Board to the Membership shall be provided at least (seven) 7 days in advance.

Roberts Rules of Order, Revised, shall govern in all cases except those which conflict with these By-Laws.

b. Special Board Meetings

The president may call a special meeting of the Board of Directors when the occurrence of the regular meeting is insufficient to take action on particular issues. Notice of special meetings of the Board to the community must be made at least seven (7) days in advance and must identify the topics on the agenda. Decisions made at special meetings must be on agenda topics only.

c. Quorum

Five (5) members of the Board of Directors shall constitute a quorum.

Section 2. Membership Meetings

a. Annual Meetings

The annual meeting of the Membership, both Village and Non-Village, shall be held within the first three months of the new year, at a time and a location agreeable to the Board of Directors. At this meeting, elections of new Board members shall take place as necessary. An annual report of the MVCA shall be provided and opened to discussion, along with any other business that either Board Members, Village Members, or Non-Village Members feel so compelled to bring forth.

Notice of this meeting date and time shall be provided to the community at least one (1) month in advance. Every effort shall be made to inform residents of the meeting, and to encourage attendance.

c. Regular Meetings

Regular meetings of the Membership, both Village and Non-Village, shall be held at such time and such place as is designated by resolution of the Board of Directors of this Association.

d. Special Meetings

Special meetings of the Membership, both Village and Non-Village, may be called at any time by the President of the Board of Directors upon presentation to him of a petition signed by ten (10) Members requesting a special meeting, however that no more than one such special meeting shall be held in any one calendar month. Written notice of such meetings shall be given at least seven (7) days prior to such meetings.

e. Quorum

In the case of a regular meeting or one that has been properly called, a quorum shall consist of a majority of those members entitled to vote who are present in person or by proxy. At the discretion of the Board of Directors, some topics may be presented for vote by an electronic means to the entire community, not just to those in attendance of the meeting. All procedures for deliberation and decision making shall be established by the Board of Directors.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. General Composition

The Board of Directors shall consist of President, Vice President, Secretary, Treasurer, Rec Committee Director, Event Committee Director, Communications Director, Membership Director, Website Manager, and McKnight Women's Club Liaison. The affairs of the Association shall be managed by its Board of Directors who shall be Members of the Association.

Section 2. Duties of Officers

a. President

The President shall be the chief officer of the Association and shall act as the chair of the Board. The President shall:

1. Preside at all Board and Membership meetings.

2. Prepare agenda for all Board and Membership meetings.
3. Represent the position of the Board and the interests of the Association.
4. Act as a spokesperson for the Association.
5. Facilitate the functions of other board members and committees.
6. Act as official liaison to other associations or any other outside groups.
7. With the assistance of the Vice President, exercise general supervision over the affairs of the Association.
8. With the assistance of the Vice President, see to the enforcement of the By-Laws.

b. Vice President

The Vice President shall, in the absence of the President, perform all duties of the office of the President. In addition, the Vice President shall:

1. Assist the President in exercising general supervision over the affairs of the Association.
2. Assist the President in seeing to the enforcement of the By-Laws.
3. Be predominantly responsible for filling vacancies on both the Board as well as on Committees as deemed necessary by the Board of Directors.

c. Secretary

The Secretary shall:

1. Record and maintain minutes of all Board and Membership Meetings.
2. Maintain the non-financial files of the Association.
3. Assist the Chief of Newsletter in issuing the newsletter.

d. Treasurer

The Treasurer shall have overall responsibility for all funds of the Association. All funds shall be deposited in a bank account as approved by the Board of Directors. All disbursements shall be made check upon authorization of the Board of Directors. The Treasurer shall:

1. Maintain financial records of the Association, which are subject to audit at any time.
2. Deposit all funds received by the Association.
3. Issue funds in the form of checks to cover operating expenses of the Association.
4. Prepare and present a current financial report for review at each Board Meeting, and special reports as requested by the President or the Board of Directors.
5. Prepare and present annual financial statements to the Board of Directors at the close of each fiscal year, which shall be reviewed and attested, and then be made available to the Membership at the Annual Membership Meeting.

e. Rec Committee Director

The Rec Committee Director shall be responsible for leading a committee of volunteers to help maintain the McKnight Village Recreation Area (The Rec). These Committee Members need not be members of the Board of Directors. The Rec Committee Director shall:

1. Act as the liaison between the Board of Directors and the Committee Members.
2. Be responsible for keeping the Board of Directors updated regularly (at a minimum, at each Board Meeting) of the state of the Rec.
3. Be responsible for keeping a schedule of regular maintenance items, as well as a list of special maintenance items.
4. Be responsible for ensuring that Rec rentals are being handled.
5. Be responsible for monthly inspections of the Rec for, first and foremost, safety concerns, and secondly, aesthetic maintenance issues.
6. Be responsible for facilitating all tasks that need to be completed at the Rec.
7. Be responsible for scheduling and coordinating any Rec maintenance community events.
8. Act as a liaison between the Board of Directors and any outside contractors or vendors that are needed to assist in maintaining the Rec.

f. Rec Rental Director

The Rec Rental Director shall be responsible for all necessary actions involved in rentals of the Rec area. The Rec Rental Director shall:

1. Be the point of contact for the public to contact regarding reserving the Rec for events.
2. Ensure that appropriate funds are collected prior to the reserved event.
3. Deliver funds to the Treasurer within one week of receipt.
4. Be responsible for indicating booked reservations on the website.
5. Be responsible for opening the gate prior to all booked events, and then closing after.

g. Event Committee Director

The Event Committee Director shall be responsible for leading the committee of volunteers whose objectives are to establish, schedule, and carry out community events. These Committee Members need not be members of the Board of Directors. The Event Committee Director shall:

1. Act as the liaison between the Board of Directors and the Committee Members.
2. Be responsible for keeping the Board of Directors updated regularly (at a minimum, at each Board Meeting) of the state of upcoming and future events.
3. Be responsible for scheduling, planning, and coordinating all community events.
4. Be responsible for coming up with new event ideas as decided upon by the Board of Directors.
5. Be responsible for facilitating all tasks that need to be completed for community events.
6. Act as a liaison between the Board of Directors and any outside vendors needed for any community events.

h. Communications Director

The Communications Director shall be responsible for the neighborhood newsletter as well as managing the social media of the association. The Communications Director shall:

1. Create a monthly newsletter to be distributed to the neighborhood based on information decided upon by the Board of Directors.
2. Be responsible for getting the newsletter printed and distributed to the neighborhood.
3. Maintain all social media outlets by regularly posting pertinent information for the community.

i. Membership Director

The Membership Director shall be responsible for engaging the community in the McKnight Village Civic Association and encouraging as many neighbors as possible to join the Association. The Membership Director shall:

1. Keep up-to-date records of all current members.
2. Keep records of previous years' membership for comparison purposes.
3. Be responsible for all membership drives in the neighborhood.
4. Be responsible for establishing new and creative ways to increase membership.
5. Be responsible for welcoming newcomers to the neighborhood, and inform them of the MVCA.

j. Website Manager

The Website Manager shall be responsible for all things pertaining to the McKnight Village Civic Association Website. The Website Manager shall:

1. Be responsible for updating the MVCA website with all up-to-date information needed by the community.
2. Be responsible for maintaining the MVCA website, making it visually appealing and user friendly.
3. Be responsible for ensuring the payment options on the MVCA website are functioning properly.

k. McKnight Women's Club Liaison

The McKnight Women's Club Liaison shall be responsible for facilitating communications between the Board of Directors and the McKnight Women's Club (MWC). The McKnight Women's Club Liaison shall:

1. Be responsible for attending both Board of Directors Meetings and MWC Meetings to relay information between the two groups.
2. Be responsible for assisting the MVCA in support of the MWC Events.
3. Be responsible for assisting the MWC in support of MVCA Events.

Section 3. Number and Term of Office

The business and property of the Association shall be managed and controlled by a Board of, at the very least, a President, a Vice President, a Secretary, a Treasurer, a Rec Committee Director, and an at-large member who can assist with miscellaneous duties such as communications or membership until those positions can be filled. These primary positions are essential to the functioning of the Association and must be filled prior to filling all other positions.

Committee Members need not be members of the Board of Directors, and do not need to attend the Board of Directors Meetings. There is no limit to the number of members on any given committee.

Officers shall serve two (2) year terms and may be re-elected for additional one (1) year terms thereafter, up to a maximum of two (2). In the event that a replacement cannot be found at the end of any term, an officer, if willing, may serve for additional time until a suitable replacement can be made.

All members of both the Board of Directors and any associated committee must be current Village Members and must maintain their status as a Village Member throughout the duration of their terms.

Section 4. Nomination and Election of Board Members

Official nominations shall be made by the Board of Directors, but unofficial nominations may be made by community members as well. A person is also welcomed to nominate themselves. All nominees must be willing to perform the duties of the position for which he/she was nominated before they are permitted to be elected.

The Officers of this Association shall be elected annually by the Board of Directors at the first meeting of the Board of Directors.

Section 5. Removal of Board Members

Any Officer elected, or appointed, by the Board of Directors may be removed by the Board of Directors whenever, in its judgement, the best interests of the Association would be served thereby. Approval for removal shall be through two-thirds ($\frac{2}{3}$) of the Board of Directors' votes.

Section 6. Board Vacancies

A vacancy in any position shall be filled by a majority vote of the Board not later than the first regular meeting of the Board following the vacancy, or as soon as possible. Such elected successors may hold office until the next Annual Meeting, at which time the Board of Directors shall either re-elect the sitting officer who filled the vacancy or elect a new officer who will carry out the remainder of the term.

Section 7. Compensation of Board Members

Members of the Board of Directors shall not receive any compensation for their services as Directors and shall not otherwise be gainfully employed by the Association, except by resolution of the Board of Directors, may be reimbursed for any necessary expenses.

Section 8. Indemnification of Board Members

The Corporation shall indemnify every Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding in which such person is made a party by reason

of being or having been a Director or Officer, except in relation to matters as to which any such Director or Officer or former Director or Officer shall be adjudged, in such action, suit, or proceeding, to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders, or otherwise.

ARTICLE VIII: COMMITTEES

Section 1. Standing Committees

Standing Committees shall, at a minimum, include:

1. Rec Committee
2. Event Committee

The directors of all committees shall be appointed by the Board of Directors shall be a member of the Board of Directors. The director of each committee shall appoint the members of his/her specific committee.

Section 2. Special Committees

The Board of Directors may establish a special committee as it deems necessary and desirable. The Board must appoint a person to chair the committee in order for the committee to be official. Upon establishment of any committee, the Board shall identify the scope of the committee's duties and authority and shall assist the newly appointed committee leader in finding members to fill the committee. Such

ARTICLE IX: GENERAL POWERS

Neither the Board of Directors or the general membership shall do or authorize the doing of any of the following things unless decided upon by majority vote of the Membership:

1. Amend the By-Laws of this Association that provide for Active Membership and define the rights, duties and obligations of said class of membership.
2. Borrow money.
3. Purchase or otherwise acquire, except by gift, or improve personal property, except such improvements to real or personal property or such items of personal property as shall be necessary in carrying on the business of the Association in ordinary course, and in no event if the cost of such item shall exceed five hundred dollars (\$500.00).
4. Commence any suit or action in law or equity, except those necessary to prevent immediate and irreparable injury to the property of the Association.
5. Enter into any obligations except such as shall be in the ordinary course of business of the Association, and in no event if the amount of such obligation shall exceed five hundred dollars (\$500.00).

In all matters listed above which require a majority vote of the membership, sufficient notification of the subject matter and deadline of said vote shall be given to the community, and reasonable effort shall be made to disseminate information regarding the details of the vote to every household.

A resolution of the Members authorizing any of the above need not specify the particular sum to be borrowed, rates of interest or times of maturity of loads, items of property to be acquired or disposed of or at what price, or the amount of or consideration for the obligation to be entered into but such matters may be agreed upon and authorized by the Board of Directors.

For the purpose of this By-Law, the ordinary course of business of the Association shall consist in holding meetings of members, considering and taking action on matters of interest to the community, improving, supervising and operating the Recreation Area, and conducting social functions for the members.

ARTICLE X: GRIEVANCE

Section 1. Conflict Resolution

All parties are encouraged to resolve disagreements and disputes through one-on-one dialogue, discussions with the Board of Directors and members, and through neighborly mediation whenever possible.

Section 2. Eligibility to File a Grievance

A person or group harmed as a result of a decision of this Association may file a formal grievance if they believe the action taken by the Association violated a provision of these by-laws.

Section 3. Filing a Grievance

Grievances must be submitted, in writing, to the President of the McKnight Village Civic Association and/or Secretary, within 45 business days of the alleged violation. A grievance must identify the date of the action being grieved and the provision of the Association's by-laws which allegedly were violated, describe how the provision was violated and how the grievant was harmed by this action, and identify the remedy the grievant is seeking.

Section 4. Initial Review and Response

The Board of Directors shall review the proposed grievance and determine whether it meets criteria for a grievance as defined in this article. If the proposed grievance is found to not meet the criteria, the Board will inform the grievant in writing of this determination and the reasons for the determination. If the proposed grievance is found to meet the criteria, the review process continues.

If the process continues, the Board shall offer the grievant an opportunity to present information relevant to the grievance and shall gather other relevant information.

Section 5. Board Action

The Board shall consider the findings of the review process and render a decision on the grievance. The Board shall notify the grievant of its decision, in writing, within 60 calendar days from the receipt of the grievance.

ARTICLE XI: CONFLICT OF INTEREST

To protect the integrity of the Association's decision-making processes, members of the Board of Directors must disclose to the Board any interest they have in a transaction or decision of the Board that may result in a financial benefit or gain to them and/or their business, family members and/or significant other, employer, and/or close associates, and other nonprofit organizations with which they are affiliated. The director will not be present for or participate in any Board discussion of or vote on the transaction or decision.

ARTICLE XII: NON-DISCRIMINATION

This Association will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

ARTICLE XIII: AMENDMENTS OF BY-LAWS

Amendments to these By-Laws may be proposed either by a majority vote of the members present at any meeting of the members or by the Board of Directors. A copy of the proposed Amendments, together with a copy of the By-Law proposed to be amended, shall be made available to the Members of record by the President. Notice of such action shall be made public to the Members of record at least ten (10) days in advance of the next meeting of the Members. Adoption and amendment of these By-Laws shall require a two-thirds ($\frac{2}{3}$) vote by members present at the general meeting, or by electronic vote should the Board of Directors choose that means.