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**Hollywood Hill Saddle Club Bylaws**

**(Revised 11/18/2018)**

**2019 Directors and Officers with Term Expiration Dates**

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| **Position** | **Name** | **Term expires** |
| President | Shari Crichton | 12/1/2020 |
| Vice President | Linda Adams | 12/1/2020 |
| Past President | TJ Waller | 12/1/2020 |
| Secretary | Jane Ward | 12/1/2020 |
| Treasurer | Kathleen Navarre | 12/1/2019  |
| Board Position-2yr | Shelly Peterson | 12/1/2020 (1st of 2 yr Term) |
| Board Position-2yr | Carrie Baker | 12/1/2019(2nd of 2 yr Term) |
| Board Position-1yr | Robin Packard | 12/1/2019 |
| Board Position-1yr | Roslynn Rux | 12/1/2019 |
| Junior Board Position | Payton Baker | 12/1/2019 |
| Barrels/Poles Head | Collyn C./Shari C./ Bob C. | When Steps Down |
| Eng/West Div. Heads | Lexee Navaree/Alexis Krapas | When Steps Down |
| Dressage Div. Head | Stephanie Portch/Shonnessy G | When Steps Down |
| Games Div. Head | Mitzi Tanis | When Steps Down |
| Hunter/Jumper Head | Kim Lance/Linda Adams | When Steps Down |
| Trail Division Head | Tom Short/Bailey W./Lindsay B. | When Steps Down |
| Facilities Div. | Tom Short | When Steps Down |
| Cook Shack Div. | Deanna Wilson/Jane W./TJ W. | When Steps Down |

**All Revisions to Hollywood Hill Saddle Club Bylaws:**

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| **Date** | **Summary of Revisions** | **Approved by** |
| June 1, 2010 | * Created cover sheet, revision sheet with Directors & Officers sheet with term expiration dates and numbered pages.
* In Article II Section 1, added “and website” after the word “newsletter”.
* Removed “Revised November 28, 2004” from the last page.
* Corrected spelling typos

o (Article 3, Section III- REGUALR)* In Article IX, Section 1, Added the full, correct reference to the 10th edition of Robert’s Rules of Order Newly Revised (RONR)\
* Added 3rd paragraph to Article III, Section1regarding Ex- Officio Board Members
 | **RAS** |
| December 7, 2010 | Updated new Directors and Officers | RAS |
| December 21, 2012 | Updated new Directors and Officers | RAS |
| November 25, 2013 | Updated new Directors and Officers | RAS |
| March 15, 2015 | Updated new Directors and Officers | RAS |
| Nov. 20, 2016 | Updated new Directors and Officers | JLC |
| Nov. 20, 2016 | Changes start and end date on following page. | JLC |

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| --- | --- | --- |
|  November, 20, 2016 |  **THROUGHOUT THE DOCUMENT**: •The word “Corporation” was changes to “Club.” •“Voting Member” was retained, but made into a definition and then used throughout the document. •The term “Committee Chair” was changed to Division Chairperon(s).**ARTICLE I** Sec. 1:  •Title “Membership” was inserted. •Replaces “membership dues are not delinquent” with “are in good standing.” •Last sentence made into Sec. 2, and amended to add title “Membership Status”, striking the word vote, and added the following language: “except as provided in Articles II and III with respect to voting and Board membership.” Sec. 2: Moved to Article III, Sec 1.**ARTICLE II** Sec. 1: The bold language was added: **“and any other matters to be decided** shall be **determined** by **secret** ballot. Names of those running for office, **and other matters to be presented**,” Sec. 2: New Provision: Last sentence from old Article II, Sec. 3, rewritten and sentence made into a definition:“Only members 16 years old and older, whose membership has been in good standing for at least 6 months prior to any vote put to the membership by the Board of Directors, can cast ballots (“Voting Members”). “ Old Sec. 2 Renumbered to Sec. 4, and amended to state that if the place of a meeting that is not designated, it is the HHSC facility, not the registered office of the corporation. Sec. 1:Old Art. I, Sec. 2.  Sec. 2: Deleted and Replaced with: ”ELIGIBILITY. Only Voting Members are eligible to become a voting Board Member.Members under 16 years of age may run for and fill 1 non-voting Junior Director position as described in Section 3.D., below. This Position may be shared by two Members.  | All Changes Approved by the Membership at Annual Banquet after required notice and chance to discuss. |
| Nov, 20, 2016, Cont. |  Sec. 3: Renumbered to Sec. 6, and amended as described below. Replaced with New Provision:” SELECTION OF DIRECTORS. The Board shall consist of the following:1. DIRECTLY ELECTED DIRECTORS. Four Directors shall be directly elected by the Voting Members at the annual meeting. The candidates who have made themselves known to the Board shall be disclosed as described in ARTICLE II, Section 2, above.

Two (2) of the four (4) Director positions shall last for two (2) years. The election of those Board Members will be staggered so that only one (1) is elected each year.The remaining two (2) Director positions shall last for one (1) year.1. OFFICERS. Each Officer voted in at the annual meeting is a Director for the specified time period for which they were elected.
2. DIVISION CHAIRPERSON(S). The Chairperson(s) of each Club Division shall be a Director. The Board currently recognizes the following 9 Divisions: Barrels, Cook Shack, Dressage, English/Western, Facilities, Games, Hunter/Jumper, Poles and Trail.

The service of a Division Chairperson(s) lasts as long as they remain a Chairperon(s) of any Division. Each Division shall have only one vote, no matter how many people are considered Chairperson(s). It may be exercised by any Chairperson as decided upon between them.1. JUNIOR BOARD MEMBERS. One (1) non-voting Board member, under the age of 16, shall be elected by the Voting Members at the annual meeting. This is a one year position. If two (2) members want to share this position, they shall be voted on together.”

 Sec. 4: Renumbered Sec. 7 and amended as described below. New Provision: “ONE VOTE PER DIRECTOR. If a Director falls into more than one of the above categories, they shall only have one (1) vote.”  Sec. 5: New Provision: “PRESIDENT TO RESOLVE DEADLOCK. In the case of a deadlocked Board, the President shall cast the additional deciding vote.” |  |
| Nov. 20, 2016, Cont. | Sec. 6: (Old Sec. 3), amended as follows: “Regular meetings of the Board of Directors shall be held **not less than once a month**, **on a monthly schedule,** at a time and place **for the holding of such regular meetings** **to be set forth in a resolution** **as agreed to** by the **Board of** Directors.” Sec. 7: (Old Sec. 4), amended to include email as an accepted method of notice of special meetings, deleted regular mail and mailing requirements,, and provides HHSC’s Facility address as the place for an otherwise undesignated meeting. Sec. 10: (Old Sec. 7), amended as follows: ”Any vacancy occurring in the Board of Directors by reason of death, resignation, or removal of the Director shall be filled by a **Voting Member at the time of the appointment,** **upon** a majority vote of the Board **of Directors**. **With the exception of Division Chairmen**, who may continue to serve as long as they remain a Chairman, any person so appointed shall serve until the next annual meeting of the members of the Club, at which time the balance of the term shall be filled by nomination and election in the manner prescribed by **these Bylaws** Articles II, III and IV.” Sec. 11: Old Art IX, Sec. 1 was moved here.ARTICLE IV  Sec 1. Amended to strike “elect or”. Sec 2. Divided into 2 sections and rewritten as follows: “ELECTION AND QUALIFICATIONSTERM OF OFFICE**.** The officers of the corporation shall be elected annually by the voting members of the corporation by ballot at the annual meeting as discussed in Article II. **Every** Officer shall have been a member of the corporation in good standing for at least six (6) months prior to his or her election.shall be a Voting Member. All Officers of the corporation shall be members of the Board of Directors**.** Sec. 3 Second half of old Sec 2, amended as follows: ”**The President shall have a two (2) year term, consisting of one year as President and the next year as Past President.** Each All other Officersshall hold office for one (1) year. All Officers shall be limited to no **serve no** more than two (2) consecutive terms in any one position.” Sec. 4. (Old Sec. 3) amended to allow the president to have been a board member within the past three years, not just the immediately preceding year. Sec. 5. (Old Sec 4) was amended to delete the redundant reference to the power to sign checks. Sec. 8 (Old Sec. 7) was amended by changing the word “oversee” to “assist”. Sec. 9 (Old Sec. 8) was amended by deleting the words “And Directors” from the title.ARTICLE IV Sec. 1. Amended by changing the title to “**Financial Records and Review**”. Sec. 2. Amended as follows: **“Section 2. CLUB AND DIVISION REVENUE.** All revenue generated **through regular shows by the** Divisions and fund raisers will be subject to a deposit to the Club’s General Fund. **Revenue means** a percentage of the net revenue for the event**.** ~~plus a per rider arena fee.~~The percentage will be established by the Board of Directors at the beginning of each new calendar year of operation and will be dependent upon the projected earnings and expenses of the Club as a whole. All deposits to the General Fund are managed by the Board of Directors for the overall welfare of the Club and expenses for upkeep and maintenance of the grounds. **Remaining funds , minus the per rider fee, will be kept separately in each Division’s accounts.** |  |
| Nov. 20, 2016, Cont. | Sec. 3. New Section (taken from footnote in old version in ARTICLE V, Sec. 2) and amended to read: **Section 3. ARENA FEE ACCOUNTING**. **Per rider arena fees will be set by the Board at the beginning of the year based on the same considerations as revenue.** They are not considered part of the net revenue for an event and must be considered a separate line item that will be deposited in whole to the General Fund for maintenance of the grounds. Sec. 6 (Old Art. VI, Sec. 7) was moved and amended to delete the requirement that dues be paid at the start of the year, and making the Divisions responsible for keeping track of who is a paid member for year-end awards with assistance from the Membership Committee.ARTICLE VIMoved to new Article V, and amended. Replaced withARTICLE VI Divisions. Sec. 1: Definition of a Division. Sec. 2: Board Approval for a Division. Sec. 3: Moves Old Article V, Sec. 2, and amends it as follows:**“DIVISION CHAIRMEN FINANCIAL RESPONSIBILITIES**. Each Division Chairman shall be responsible for financial accountability of their respective Division. Financial accountability shall include management of revenue and expenses associated with show management including the purchase of additional properties/equipment. **Additionally, the Chairman shall turn over the proceeds of any event, as well as documentation supporting the amount to be paid to the Club, in a timely manner (unless otherwise agreed, less than 10 days) to the Treasurer, or their designee, for accounting and deposit.”**  |  |
| Nov. 20, 2016, Cont. |  Sec. 5: New provision: “**REPORTING TO THE BOARD. If a Chairperson(s) is not going to attend a Board meeting, they shall communicate important matters, such as how a recent show did, whether they are on track for their planned events, and potential expense problems, to the board. This may be by talking with a Board member who will be attending, emailing them, or other method that is certain to inform the Board of the Division’s status.”**Sec. 6: New provision: “**SUCCESSION. In the event that a Division Chairperson(s) leaves their position, they, and the Board, shall attempt to find a replacement. If no adequate successor can be found, the Division will be retired. The Board will decide the appropriate use of any funds in that Division’s account.”** Sec. 7: New Provision: **“BOARD WITHDRAWAL OF APPROVAL. If the Board determines that a Division Chairman has acted inappropriately, a Division is not fulfilling one of the objectives or purposes of the Club, or is not contributing to the Club financially, it may act at its discretion to remedy the situation, or withdraw its approval of that Division.”**ARTICLE VII Sec. 1: Amended to require the Membership Committee to maintain membership records, and making it responsible for web page, Facebook, and other social media.ARTICLE IX Sec 1.: Moved to ARTICLE III, Sec. 11 |  |

**Nov. 12, 2017 Article III, Sec. 3, Tab B Officers. Each Officer voted in a the annual meeting is a Director for the specified time period for which they were elected. (Moved to Article IV, Sect 1). Helen Lay (President) & TJ Waller (1 year Board Member)**

**Article III, Sec. 3, Tab A…Board Members will be staggered so that only one (1) is elected each year. The remaining two (2) Director positions shall last for one (1) year.**

**Changed to:….Board Members will be staggered so that only half (2 positions) is elected each year. The remaining two (2 Director positions shall last for one more year.**

**Nov. 18, 2018 Article IV, Sec. 3: Approval at the Banquet Meeting changed from: Term of Office. The President shall have a two (2) year term, consisting of one year as President and the next year as Past President.**

**Changed to: Term of Office. The President can have a three (3) year term, consisting of two years as President and the third year as Past President.**

**BYLAWS OF THE HOLLYWOOD HILL SADDLE CLUB**

**ARTICLE I**

MEMBERS

Section 1. MEMBERS**.** Members of the Club may be any individual directly or indirectly interested in horsemanship or other recreational project and whose membership is in good standing.

Section 2. MEMBERSHIP STATUS. The interest of each member shall be equal to that of any other and no member may acquire any interest, which will entitle the member to any greater voice, authority, or interest in the Club than any other member, except as provided in Articles II and III with respect to voting and Board membership.

Section 3. NOT TRANSFERABLE. Membership in this organization is not transferable or assignable.

**ARTICLE II**

MEMBER MEETINGS

Section 1. ANNUAL MEETING. An annual meeting of the members shall be held at the annual awards banquet in November of each year for the purpose of installing Directors and Officers, for the transaction of such other business as may come before the meeting, and for receiving of the annual reports of the retiring Officers. Election of Directors and Officers and any other matters to be decided shall be determined by secret ballot. Names of those running for office, and other matters to be presented, will be announced in the HHSC newsletter and website at least four (4) weeks prior to the annual meeting and absentee ballots may be obtained from the secretary until three (3) weeks prior to the annual meeting. To be counted, absentee ballots must be returned no less than one (1) week before the annual meeting.

Section 2. VOTING. Only members 16 years old and older, whose membership has been in good standing for at least 6 months prior to any vote put to the membership by the Board of Directors, can cast ballots (“Voting Members”).

Section 3. QUORUM. At any meeting of the members of the Club, the Voting Members present in person constitute a quorum. Each Voting Member so present shall be entitled to one (1) vote.

Section 4. PLACE OF MEETINGS. The Board of Directors may designate any place for the annual meeting or for any special meeting called by the Board of Directors. If no place is designated the meeting shall be at the Hollywood Hill Saddle Club facility, at 15205 N.E. 172nd St, Woodinville, WA 98072.

**ARTICLE III**

BOARD OF DIRECTORS

Section 1. ROLE OF THE BOARD. The Board of Directors in accordance with the objectives and purposes for which the Club was formed shall determine the duties and responsibilities of the members.

Section 2. ELIGIBILITY. Only Voting Members are eligible to become a voting Board Member. Members under 16 years of age may run for and fill 1 non-voting Junior Director position as described in Section 3.D., below. This Position may be shared by two Members.

Section 3. SELECTION OF DIRECTORS. The Board shall consist of the following:

1. DIRECTLY ELECTED DIRECTORS. Four Directors shall be directly elected by the Voting Members at the annual meeting. The candidates who have made themselves known to the Board shall be disclosed as described in ARTICLE II, Section 2, above.

Two (2) of the four (4) Director positions shall last for two (2) years. The election of those Board Members will be staggered so that only half (2 positions) are elected each year.

 The remaining two (2) Director positions shall last for one more year.

1. DIVISION CHAIRPERSON(S). The Chairperson(s) of each Club Division shall be a Director. The Board currently recognizes the following 9 Divisions: Barrels, Cook Shack, Dressage, English/Western, Facilities, Games, Hunter/Jumper, Poles and Trail.

The service of a Division Chairperson(s) lasts as long as they remain a Chairperon(s) of any Division.

Each Division shall have only one vote, no matter how many people are considered Chairperson(s). It may be exercised by any Chairperson as decided upon between them.

1. JUNIOR BOARD MEMBERS. One (1) non-voting Board member, under the age of 16, shall be elected by the Voting Members at the annual meeting. This is a oneyearposition. If two (2) members want to share this position, they shall be voted on together.

Section 4. ONE VOTE PER DIRECTOR. If a Director falls into more than one of the above categories, they shall only have one (1) vote.

Section 5. PRESIDENT TO RESOLVE DEADLOCK. In the case of a deadlocked Board, the President shall cast the additional deciding vote.

Section 6. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held, on a monthly schedule, at a time and place agreed to by the Directors.

Section 7. SPECIAL MEETINGS: NOTICE AND LOCATION. Special meetings of the Board of Directors may be called by or at the request of the President or any two other Directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto, by telephone, email, or in person, unless notice of such meeting is waived by the entire membership of the Board. If no place is designated, the meeting shall be at the Hollywood Hill Saddle Club facility, at 15205 N.E. 172nd St, Woodinville, WA 98072.

Section 8. QUORUM. One half (1/2) of the members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than one half (1/2) are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 9. PROXIES. Voting by proxy shall not be allowed; voting is to be confined to those directors personally present at the meeting of the Board of Directors in all matters requiring the action of the Board, Each director shall have one vote.

 Section 10. VACANCIES. Any vacancy occurring in the Board of Directors by reason of death, resignation, or removal of the Director, shall be filled by a Voting Member at the time of the appointment, upon a majority vote of the Board. With the exception of Division Chairmen, who may continue to serve as long as they remain a Chairman, any person so appointed shall serve until the next annual meeting of the members of the Club, at which time the balance of the term shall be filled by nomination and election in the manner prescribed by Articles II, III and IV.

Section 11. PROCEDURAL RULES. All meetings of the Board of Directors, Officers, or Committees shall be held in accordance with and subject to the rules of procedure set forth in current edition of Roberts Rules of Order Newly Revised (RONR). As of the revision date of these bylaws, the current edition of RONR is the10th edition.

**ARTICLE IV**

OFFICERS

Section 1. OFFICERS. The Officers of the club shall be President, Vice President, Secretary, Treasurer and Past-President. The Board of Directors may appoint such other officers as it so deems desirable and such officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors. Each Officer voted in at the annual meeting is a Director for the specified time period for which they were elected. No officer shall hold more than one position.

Section 2. OFFICER TO BE VOTING MEMBERS. Every Officer shall be a Voting Member.

Section 3. TERM OF OFFICE. The President can have a three (3) year term, consisting of two years as President and the third year as Past President.All other Officersshall hold

office for one (1) year. All Officers shall serve nomore than two (2) consecutive terms in any one position.

Section 4. PRESIDENT. The President must have been a Board Member within the three (3) years prior to occupying the President’s position. The President shall be the principal executive officer of the Club and shall, in general, supervise all of its business and affairs. The President shall preside at all general meetings of the members. The President may co-sign, with the Secretary or Treasurer, any legal documents that the Board of Directors has authorized to be executed. The President shall be authorized to co- sign all checks. Other duties may be prescribed by the Board of Directors.

Section 5. VICE PRESIDENT. In the absence of the President, or in the event of the President’s inability or refusal to act, the Vice- President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all of the restrictions of, the President. He or she shall perform such other duties as from time to time may be assigned to him or to her by the President or by the Board of Directors.

Section 6. SECRETARY. The Secretary shall keep the minutes of the meetings of the Board of Directors. Such minutes shall be kept in one or more permanent books and shall follow the office. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be the custodian of the Club records and the Club seal, if one is obtained. The Secretary shall be responsible for receipt, distribution, and the answering of all correspondence directed to the Club. The Secretary shall perform all such other duties as may be assigned to him or her by the President or the Board of Directors. He or she shall be empowered to co-sign checks.

Section 7. TREASURER. It shall be the duty of the Treasurer to keep accurate books of accounts pertaining to the funds of the Club. All funds of the Club shall be deposited in such regular state or national banks as the Board of Directors may select.

Section 8. PAST-PRESIDENT. The duties of the Past-President shall be to assist the Board of Directors and to obtain a financial reporting for the previous fiscal year, November 1st to October 31st. The Past-President shall also carry out such duties as are assigned by the Board of Directors.

Section 9. REMOVAL OF OFFICERS. Any Officer who neglects or fails to perform his or her duties or fails to attend meetings may be removed by a two-thirds (2/3) majority vote of the entire Board of Directors. In such event, the Board of Directors shall appoint a new officer to fill the vacancy until the end of the current term of office.

**ARTICLE V**

FINANCES

Section 1. FINANCIAL RECORDS AND REVIEW. The treasurer shall give a full financial report and all the records shall be opened for any member’s inspection at the annual meeting. The Past-President shall be responsible for obtaining an examination of the books, culminating in a fiscal yearend report to the President, and it is to be presented to the membership no later than the annual meeting.

Section 2. CLUB AND DIVISION REVENUE. All revenue generated by Divisions and fund raisers will be subject to a deposit to the Club’s General Fund. Revenue meansa percentage of the net revenue for the event. The percentage will be established by the Board of Directors at the beginning of each new calendar year of operation and will be dependent upon the projected earnings and expenses of the Club as a whole. All deposits to the General Fund are managed by the Board of Directors for the overall welfare of the Club and expenses for upkeep and maintenance of the grounds**.**

Section 3. ARENA FEE ACCOUNTING. Per rider arena fees will be set by the Board at the beginning of the year based on the same considerations as revenue. They are not considered part of the net revenue for an event and must be considered a separate line item that will be deposited in whole to the General Fund for maintenance of the grounds.

Section 4. TIMLINESS OF EXPENSE DOCUMENTATION. All receipts for expenditures must be submitted to the Treasurer within 45 days of transaction expense.

Section 5. PROHIBITIONS. If two or more members of the same family are officers, only one member shall be empowered to sign checks.

Section 6. DUES. Membership dues shall be determined at the beginning of each annual year by the Board of Directors. Each Division is responsible for determining membership status of participants and award recipients, with assistance from the Membership Committee.

**ARTICLE VI**

DIVISIONS

Section 1. DEFINITION. A Division of the Club is one which is created for the purpose of generating revenue for the Club, and is expected to be an ongoing program of the Club. Additionally, Facilities is a recognized Division due to its critical importance in maintaining the Club’s ability to function.

Section 2. BOARD APPROVAL. The Board must vote on the creation of any new division, including approving the proposed Chairperson(s). The Board shall use criteria, at its discretion, demonstrating among other things, the likelihood that the division will be successful, the proposed plan, consequences to current divisions and maintenance of the arena and grounds, whether it is consistent with the Club’s objectives and purpose, and any other matter that it deems relevant.

Section 3. DIVISION CHAIRMEN FINANCIAL RESPONSIBILITIES. Each Division Chairman shall be responsible for financial accountability of their respective Division. Financial accountability shall include management of revenue and expenses associated with show management including the purchase of additional properties/equipment. Additionally, the Chairman shall turn over the proceeds of any event, as well as documentation supporting the amount to be paid to the Club, in a timely manner (unless otherwise agreed, less than 10 days) to the Treasurer, or their designee, for accounting and deposit.

Section 4. DIVISION BUDGETS. Each Division Chairperson(s) must submit to the Board of Directors for approval an annual budget to reflect estimated expenditures and revenues for their respective division. Any additional expenses beyond the approved budget must be re-submitted for Board approval. Emergency expenditures may be approved by a majority vote of the quorum and will be reported at the next Board meeting.

Section 5. REPORTING TO THE BOARD. If a Chairperson(s) is not going to attend a Board meeting, they shall communicate important matters, such as how a recent show did, whether they are on track for their planned events, and potential expense problems, to the board. This may be by talking with a Board member who will be attending, emailing them, or other method that is certain to inform the Board of the Division’s status.

Section 6. SUCCESSION. In the event that a Division Chairperson(s) leaves their position, they, and the Board, shall attempt to find a replacement. If no adequate successor can be found, the Division will be retired. The Board will decide the appropriate use of any funds in that Division’s account.

Section 7. BOARD WITHDRAWAL OF APPROVAL. If the Board determines that a Division Chairman has acted inappropriately, a Division is not fulfilling one of the objectives or purposes of the Club, or is not contributing to the Club financially, it may act at its discretion to remedy the situation, or withdraw its approval of that Division.

**ARTICLE VII**

COMMITTEES

Section 1. MEMBERSHIP COMMITTEE. There shall be a Membership Chairperson(s) appointed from the membership by the President, whose duty it shall be to prepare membership applications, to distribute them to those requesting such applications,and keep the membership records. The membership committee is also responsible for maintaining the Club’s Website and Facebook page and promoting the Club through social and other media.

Section 2. OTHER COMMITTEES. The Board of Directors shall be authorized to establish such other committees, as they deem necessary for the carrying on of the business of the Club.

**ARTICLE VIII**

AMENDMENTS TO THE BYLAWS

Section 1. AMENDMENTS. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the VotingMembers at any regular or special meeting, provided the notice requirements of these Bylaws are complied with.