

# **New World Celts, Inc.**

## **BYLAWS**

### **ARTICLE 1 – NAME AND PURPOSE**

*Section 1 – Name:* The name of the organization shall be New World Celts, Inc. It shall be a nonprofit organization incorporated and operated under the laws of the State of Florida.

*Section 2 – Purpose:* New World Celts, Inc. (“NWC”) is organized exclusively for charitable, educational, scientific, or literary purposes as specified in Section 501(c) (3) of the Internal Revenue Code. The specific purpose of NWC is to:

- Promote and advance knowledge of the Celtic influence in the formation of the United States of America, Canada, Australia and New Zealand and throughout their histories to the present day
- Promote and advance knowledge of the persons responsible for such influence
- Promote and coordinate activities between all Celtic heritage groups/clans/families.

### **ARTICLE 2 – OFFICES**

*Section 1 – Principal Office:* The principal office of NWC shall be located within the State of Florida, at such place as the Board may designate.

*Section 2 – Additional Offices:* NWC may have such other offices as the Board may determine.

### **ARTICLE 3 – MEMBERSHIP**

*Section 1 – Eligibility:* Application for membership shall be open to individuals and organizations who meet the appropriate class qualifications set forth in Article 3, Section 2. There shall be no restriction on membership with regard to race, color, age, sex, or religion. Membership is with the corporation, not individual chapters.

*Section 2 - Classes and Qualifications:* There shall be five classes of members, as follows:

- Individual:* Individual members shall consist of those individuals who are of legal age in this state and of Celtic heritage or influence and/or with interest in supporting Celtic culture.
- Family:* Family members shall consist of two adults who reside in the same legal residence and are of Celtic heritage or influence and/or with interest in supporting Celtic culture.
- Organization:* Organization members are Celtic clans, family organizations, Celtic organizations, or businesses which cater thereto.

- d. *Honorary*: Honorary members are individuals whose substantial contribution to the NWC mission is formally recognized by action of the Governing Board.
- e. *Life*: Life membership is restricted to the ten (10) founding members of the corporation plus those individuals on whom life membership was bestowed prior to the adoption of these Bylaws, as verified by official meeting minutes of the former International Executive Committee.

*Section 3 – Rights of Members*: Each member class, except Honorary and Family, shall be entitled to one vote. Honorary members do not have the right to vote. Family members receive two votes per membership. All members shall be entitled to participate in the activities of the corporation, and may designate a ‘home chapter’ for the purpose of participation at the chapter level. Neither an honorary member nor an organization member may hold office. No member shall be liable for the action of another member, nor shall any member be liable for action or inaction under these bylaws, excepting cases arising out of willful malfeasance.

*Section 4 – Annual Dues*: The Board shall determine and set forth in a separate document the dues of each class of member. The member year runs from Jan 1 to Dec 31. For a member to be considered “in good standing,” the current year dues must be paid in full to the corporation. If an individual joins on or after Oct 1, the associated membership shall be extended until Dec 31 of the subsequent member year.

*Section 5 – Transferability*: Memberships are non-transferable, regardless of membership category.

*Section 6 – Resignation*: Any member may resign membership at any time by giving written notice to the Secretary of the Governing Board. Resignation shall not relieve a member of unpaid dues or other charges previously accrued. Membership dues paid prior to resignation are nonrefundable.

*Section 7 – Termination*: Membership may be suspended or terminated for cause by 75% vote of the Governing Board after not less than thirty (30) days prior written notice of the proposed action and reasons therefore and an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the proposed action. Written notice shall be by first class mail to the member’s last shown address on the corporation’s membership records.

## **ARTICLE 4 – MEETINGS OF MEMBERS**

*Section 1 – Annual Meeting*: An annual meeting of members shall be held by the last day of September each year, at a location set by the Board.

*Section 2 – Chapter Meetings*: Each chapter shall establish its own meeting schedule.

*Section 3 – Notice of Meetings*: Notice of each annual meeting shall be posted on the corporate website not less than thirty (30) days prior to the meeting. Chapters shall communicate their meeting schedule to local members and may post their schedule on the corporate website.

*Section 4 – Quorum*: Twenty (20) members in good standing shall constitute a quorum for the Annual meeting. Six (6) members in good standing shall constitute a quorum for chapter meetings. Except as otherwise provided under the Articles of Incorporation, these

Bylaws, or provisions of law, no business shall be considered at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

*Section 5 – Conduct of Meetings:* Meetings of the membership shall be conducted by the President, or in his or her absence, the Vice President, or in the absence of each of these persons, by a chairperson chosen by a majority of the Board present at the meeting. Roberts Rules of Order or similar parliamentary procedure shall govern meetings, at the discretion of the Board.

*Section 6 – Voting:* Except as provided by other provisions of these Bylaws, all issues shall be decided by a simple majority of the members present at the meeting in which the vote takes place and a quorum is present.

*Section 7 – Proxy:* Voting by proxy shall not be allowed in any situation.

*Section 8 – Action by Written Ballot:* Any action may be taken without a member meeting if the corporation provides a written ballot to every member entitled to vote on the matter. This written ballot shall include all proposed actions and provide an opportunity to vote for or against each action. A written ballot may be conducted by mail, electronic or other means. All such written ballots shall indicate the number of responses needed to meet the quorum requirements, the percentage of approvals necessary to approve each matter, and a specific date by which the completed ballot must be returned. Chapter business may not be conducted by written ballot. Election of the Governing Board is subject to the provisions of Article 5, Section 4 and Article 6, Section 7.

## **ARTICLE 5 – CHAPTERS**

*Section 1 – Qualification and Operations:* A minimum of ten (10) voting members in good standing is required to establish and maintain a chapter. All chapters shall be established, maintained and operated in accordance with these Bylaws and any policies or agreements set forth by the Governing Board.

*Section 2 – Chapter Officers:* Chapter officers shall consist of a President, Vice President, Secretary, Treasurer, and Immediate Past President. The duties of Secretary and Treasurer may be handled by one person. Chapter officers are responsible for NWC activities at the chapter level, and provisions of these Bylaws relating to the parallel positions on the Governing Board are applicable at the chapter level. The Chapter President shall concurrently serve as a Director of the Governing Board. The Immediate Past President shall serve in this position for one year.

*Section 3 – Term of Office:* Chapter officers shall serve one-year terms. Each officer is eligible for re-election up to four (4) consecutive terms. Any officer having served four consecutive terms shall be required to step down for a period of one full calendar year, prior to consideration for a new initial term.

*Section 4 – Chapter Elections:* Chapter elections shall be held annually by the last day of November. Only those members in good standing who have designated a chapter as their 'home chapter' may vote in that chapter's elections. Neither an honorary member nor an organization member may hold office at the chapter level. Votes must be cast in person, by mail or electronic means, and members may cast no more than one vote per candidate.

The candidate(s) receiving the greatest number of votes shall be duly elected. Officers so elected shall take office on the first day of the next fiscal year. Voting by proxy shall not be allowed.

*Section 5 – Resignation of Chapter Officers:* Any chapter officer may resign at any time by giving written notice to the President of the Chapter. Resignation of the Chapter President requires written notice to the Secretary of the Governing Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

*Section 6 – Chapter Officer Vacancies:* A vacancy in a chapter officer position shall be filled by vote of the members in good standing who have designated the chapter as their ‘home chapter’.

*Section 7 – Removal of Chapter Officers:* A chapter officer may be removed from office by vote of members in good standing who have designated the chapter as their “home chapter,” if the number of votes cast to remove the officer would be sufficient to elect the officer at a meeting to elect officers.

*Section 8 – Quorum:* A quorum shall consist of 51% of the Chapter Officers.

## **ARTICLE 6 - GOVERNING BOARD**

*Section 1 – Number:* The Corporation shall have no fewer than 3 Officers and Directors that are collectively known as the Governing Board (“Board”). The maximum size of the Governing Board shall be equal to the number of authorized chapters plus four Officers.

*Section 2 – Officers:* The Officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer.

*Section 3 – Directors:* By virtue of office, each Chapter President shall concurrently serve as a Director on the Governing Board.

*Section 4 - Powers:* Subject to the provisions of the laws of this state, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Governing Board.

*Section 5 – Duties:* The Governing Board provides governance to the corporation, represents it in the community, and accepts ultimate legal authority for it. The Governing Board serves as primary stewards of the corporation by establishing goals, developing a strategic direction, monitoring progress towards approved goals, setting and updating policy, serving as a check and balance, and ensuring responsible governance. Each Director and Officer shall act in the best interest of the corporation to achieve its mission through prudent and ethical action. Board members shall perform all duties incident to their position and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed by the Board.

*Section 6 – Term of Office:* Directors shall serve one-year terms; each director is eligible for re-election up to four (4) consecutive terms. Any Director having served four consecutive terms (four years) shall be required to step down for a period of one full calendar year, prior to consideration for a new initial term.

Officers shall hold office for a period of three (3) years, and each officer is eligible for re-election for up to two (2) consecutive terms. Any Officer having served two consecutive terms shall be required to step down for a period of one full calendar year, prior to consideration for a new initial term.

*Section 7 – Election:* Directors are elected according to the provisions of Article 5, Section 4. Officers shall be elected by voting members in good standing at an election that is held by the end of October in every third year. Votes may be cast in person, by mail, and/or by electronic means. Members may cast no more than one vote per candidate. The candidate(s) receiving the greatest number of votes shall be duly elected. Officers so elected shall take office on the first day of the next fiscal year. Voting by proxy shall not be allowed.

*Section 8 – Vacancies, Resignation and Removal:* Vacancies on the Board shall exist (1) on the death, resignation, or removal of any Director or Officer, and (2) whenever the number of authorized Directors is increased. Vacancies shall be filled by the members qualified to elect the Director or Officer.

Any Officer or Director may resign at any time by giving written notice to the Secretary of the Governing Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Director's resignation from the Governing Board shall automatically apply to the individual's concurrent position as Chapter President.

Directors may be removed according to the provisions of Article 5, Section 7. Officers may be removed by a vote of members in good standing if the number of votes cast to remove the officer would be sufficient to elect the officer at a meeting to elect officers.

*Section 9 – Compensation:* Directors and Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Directors and Officers shall be approved in advance in accordance with this corporation's conflict of interest policy.

*Section 10 – Meetings:* The Governing Board may permit any or all Officers and Directors to participate in a meeting by, or conduct the meeting through the use of, any means of communication by which all Officers and Directors participating may simultaneously hear each other during the meeting. A Board member participating in a meeting by this means is deemed to be present in person at the meeting.

Regular meetings of the Governing Board shall be held at least twice annually at such place as may be designated by the Board. Special meetings of the Governing Board may be called upon the request of the President or one-third of the Directors and held at such place as may be designated by the Board.

*Section 11 – Notice of Meetings:* Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Governing Board:

- a. Regular Meetings. Provided that a schedule of regular meetings has been set and communicated in advance, no notice need be given of any regular meeting of the Governing Board.

- b. Special Meetings. The Secretary shall provide at least two-week notice of each special meeting of the Governing Board. Such notice may be oral or written, and may be given personally, by first class mail, by telephone, or by electronic means, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- c. Waiver of Notice. Whenever any notice of a meeting is required to be given to Directors and/or Officers under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director or Officer, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

*Section 12 – Quorum:* A quorum shall consist of 51% of the Governing Board. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Governing Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. Provisions may be made for Directors or Officers to join the meeting via synchronous electronic means, and Directors or Officers attending by such means shall be counted when determining if a quorum has been reached.

*Section 13 – Majority Action as Board Action:* Every act or decision done or made by a majority of the Directors and Officers present at a meeting duly held at which a quorum is present is the act of the Governing Board, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

*Section 14 – Conduct of Meetings:* Meetings shall be conducted by the President, or in his or her absence, the Vice President, or in the absence of these persons, by a chairperson chosen by a majority of the Board present at the meeting. Roberts Rules of Order or similar parliamentary procedure shall govern meetings, at the discretion of the Board. Voting by proxy shall not be allowed.

*Section 15 – Non-liability:* Except as may be otherwise prohibited under provisions of law, the Directors and Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

*Section 16 – Indemnification by Corporation of Directors and Officers:* To the fullest extent possible and under the laws of this state, the corporation shall indemnify the Directors and Officers.

*Section 17 – Insurance For Corporate Agents:* Except as may be otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the Board may authorize the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

## **ARTICLE 7 – OFFICER DUTIES**

*Section 1 – Duties of the President:* The President shall preside at all meetings of the corporation, the Governing Board, and Executive Committee and shall be an ex-officio

member of all Board committees. The President ensures that the Board members fulfill their governance responsibilities, comply with applicable laws and Bylaws, conduct Board business effectively and efficiently, and are accountable for their performance. The President presides over meetings, proposes policies and practices, sits on various committees, monitors the performance of Directors and Officers, and performs other duties as needed or as defined in the bylaws. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be prescribed by the Governing Board. Except as otherwise expressly provided by law, the Articles of Incorporation, these Bylaws, or by Board action, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may be authorized by the Governing Board.

*Section 2 – Duties of Vice President:* The Vice President assists with leadership of the corporation and serves as a voting member of the Governing Board and Executive Committee. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Governing Board. The Vice President shall serve as chair of the Special Events Committee.

*Section 3 – Duties of Secretary:* The Secretary assists with leadership of the corporation and serves as a voting member of the Governing Board and Executive Committee. The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how and by whom the Board's business was conducted. The Secretary maintains records for several purposes, including the accurate recollection of decisions, the continuity of policies and practices, and the accountability of Directors and Officers. The Secretary shall serve as chair of the Records Committee.

*Section 4 – Duties of the Treasurer:* The Treasurer assists with leadership of the corporation and serves as a voting member of the Governing Board and Executive Committee. The Treasurer maintains the financial records of the corporation, receives and deposits corporate funds, and executes checks as authorized by the Governing Board. The Treasurer bears special responsibility for ensuring that the corporation is financially sound and that its assets are being used effectively to meet its tax-exempt purpose. The Treasurer also must ensure that the Board as a whole fulfills its fiduciary responsibilities. The Treasurer shall serve as chair of the Finance Committee.

## **ARTICLE 8 - COMMITTEES**

*Section 1 – Executive Committee:* The Governing Board may designate an Executive Committee consisting of its Officers and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated.

*Section 2 – Special Events Committee:* The Special Events Committee is responsible for the coordination and oversight of corporate fundraising events and NWC representation at Highland Games and Celtic Festivals, as designated by the Governing Board. The Special Events Committee shall be a resource for chapters needing guidance in fundraising at the local level. The Special Events Committee shall be chaired by the Vice President of the Governing Board and comprised of Chapter Vice Presidents.

*Section 3 – Finance Committee:* The Finance Committee ensures that accurate, timely and meaningful financial statements, including chapter finances, are prepared and presented to the Governing Board on a regular basis. The Finance Committee recommends fiscal policies and procedures to safeguard corporate assets and monitors expenditures to ensure they are within budget. The Finance Committee shall be chaired by the Treasurer of the Governing Board and comprised of Chapter Treasurers.

*Section 4 – Records Committee:* The Records Committee ensures that all meetings are properly recorded and that meeting minutes, including those from chapters and committees, are kept in order and up-to-date. The Records Committee ensures that a current membership list containing the name, address and home chapter of each member is properly maintained and communicated to home chapters. The Records Committee shall be chaired by the Secretary of the Governing Board and comprised of Chapter Secretaries.

*Section 5 – Ad Hoc Committees:* The Corporation shall have such other ad hoc committees as may be designated by the Governing Board. Committee Chairs shall be appointed by the President, subject to approval by the Governing Board. Ad hoc committees may consist of persons who are not members of the Governing Board and who act in an advisory capacity to the Board.

*Section 6 – Meetings and Action of Committees:* Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Governing Board, with such changes in the context of these bylaw provisions as are necessary to substitute the committee and its members for the Governing Board and its members, except that the time for regular and special meetings of committees may be fixed by the Governing Board or by the committee. All committees shall keep regular minutes of its proceedings, cause such minutes to be filed with the corporate records, and report the same to the Governing Board as it may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **ARTICLE 9 - CONFLICT OF INTEREST**

*Section 1 – General:* The Governing Board, Chapter Boards and associated committees shall administer their affairs honestly and economically and exercise their best care, skill, and judgment for the benefit of the corporation. They shall exercise the utmost good faith in all transactions relating to their duties for the corporation. In any dealings with and on



behalf of the corporation, they are held to a strict rule of honest and fair dealings. Officers, Directors and committee members shall not use their position, or knowledge gained therefrom, so that a conflict might arise between corporate/Chapter interests and that of the individual.

*Section 2 - Disclosure of Conflict of Interest:* Each member of Governing and Chapter Boards and their committees shall make written annual disclosure of any interest that might result in a conflict of interest. Such a written disclosure shall be made on such form as may be adopted by the Governing Board for that purpose.

## **ARTICLE 10 – EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

*Section 1 – Execution of Instruments:* The Governing Board, except as otherwise provided in these bylaws, may authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

*Section 2 – Checks and Notes:* Except as otherwise specifically determined by the Governing Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer. A counter-signature may be required on larger disbursements, at the discretion of the Governing Board. Chapter disbursements shall be executed by the Chapter Treasurer.

*Section 3 – Deposits:* All funds of the corporation shall be deposited in a timely manner to the credit of the corporation in such banks, trust companies, or other depositories as the Governing Board may select.

*Section 4 – Gifts:* The Governing Board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

## **ARTICLE 11 – CORPORATE RECORDS, SEAL AND REPORTS**

*Section 1 – Maintenance of Corporate Records:* The Corporation shall keep at its principal office:

- a. Minutes of all meetings of the Governing Board, committees of the Board, and Chapters, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. A membership book containing, in alphabetical order, the name, address and home chapter of each member. Any member resignation, expulsion, suspension, or termination shall be recorded in the membership book.

- c. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- d. A copy of the corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Governing Board at all reasonable times during office hours.

*Section 2 - Corporate Seal:* The Governing Board may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument. The corporation shall have the exclusive right to use the name of the corporation on any emblem, seal, badge, or other items incorporating the words “New World Celts” or any of the corporation’s corporate marks. No member, chapter or group shall use any of these materials, emblems, seals, badges or marks without express written permission. Unauthorized use shall be cause for penalties, suspension or removal of the offending member, chapter, or other group at the discretion of the Governing Board.

*Section 3 – Periodic Reports:* The Governing Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

## **ARTICLE 12 – IRC 501(c) (3) OPERATIONAL PROVISIONS**

*Section 1 – Limitations on Activities:* No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

No part of the activities of the NWC shall be the carrying on of political or religious propaganda, or otherwise attempting to influence legislation regarding same, and the NWC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office, nor any political party, nor any specific religious institution.

*Section 2 – Prohibition Against Private Inurement:* No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

*Section 3 – Distribution of Assets:* Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this

corporation, shall be distributed to one or more organization(s) organized and operated exclusively for Celtic cultural purposes that shall at the time qualify as exempt under Section 501(c) (3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

*Section 4 – Private Foundation Requirements and Restrictions:* In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## **ARTICLE 13 – AMENDMENT OF BYLAWS**

*Section 1 – Amendment:* Except as may otherwise be specified under provisions of law, these bylaws may be altered, amended, or repealed and new bylaws adopted by 2/3 approval of the Governing Board followed by an affirmative majority vote of the members present at the meeting in which the amendment vote takes place with a quorum in place. Bylaws so amended shall immediately go into effect.

## **ARTICLE 14 – CONSTRUCTION AND TERMS**

*Section 1 – Construction:* Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

*Section 2 – Terms:* If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall prevail. If there is any conflict between the provisions of these Bylaws and the mandatory provisions of the Florida Not for Profit Corporation Act, the Florida Not for Profit Corporation Act shall prevail. All references in these bylaws to the Articles of Incorporation shall be to the founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

### **AFFIRMATION OF ACTION TO AMEND BYLAWS**

Pursuant to the current Constitution and Bylaws, this Bylaws amendment was adopted by resolution of the International Executive Committee on (date) and affirmed by members on (date).

Secretary: \_\_\_\_\_ Date: \_\_\_\_\_

President: \_\_\_\_\_ Date: \_\_\_\_\_