

BYLAWS  
OF

# RAW MILK CHEESEMAKERS' ASSOCIATION

AN OREGON NONPROFIT CORPORATION

ARTICLE I  
NAME AND PURPOSE

Section 1. NAME, LOCATION, AND DEFINITIONS

- (a) The name of the corporation shall be the Raw Milk Cheesemakers' Association, (hereinafter the "Corporation") and the same is hereby incorporated as an Oregon public benefit, nonprofit corporation with members.
- (b) The main office of the corporation shall be wherever the Board of Directors may decide.
- (c) Hereinafter, the term "raw milk cheeses" shall be defined as those produced from milk that, prior to setting the curd, has not been heated above the temperature of the milk at the time of milking.

Section 2. PURPOSE

The Corporation is dedicated to the support and promotion of producers of raw milk cheeses in the United States. To achieve its general purpose, the Corporation has identified the following specific objectives:

- (a) Encourage excellence in raw milk cheeses produced in the United States;
- (b) Provide educational activities that will promote and sustain cheesemaking as a craft and livelihood within the United States;
- (c) Provide a network to assist small scale cheesemakers with technical, regulatory and business information, including developing Good Manufacturing Practices and Hazard Analysis Critical Control Point plans;
- (d) Develop a working relationship with regulatory agencies to monitor regulations related to the production of raw milk cheese;
- (e) Represent the interests of members of the Corporation before government agencies and the media;

(f) Increase public and international understanding and appreciation of US made raw milk cheeses through written material, forums, and events.

### Section 3. TAX-EXEMPT STATUS

(a) Charitable Purpose. All of the purposes and powers of the Corporation shall be exercised exclusively for charitable and educational purposes in such manner that supports the Corporation's status as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as currently amended.

(b) Prohibited Activities.

(i) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene in, any political campaign on behalf of any candidate for public office.

(ii) The Corporation shall not engage in or permit any act of self-dealing, as such term is defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(iii) The Corporation shall not make any investments which would have the effect of subjecting it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(iv) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(v) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue Laws.

(vi) Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal and state taxation under Section 501(c)(3) of the Internal Revenue Code.

(c) Profits. The Corporation is formed solely for charitable and educational purposes. The Corporation is not organized for, nor shall it be operated for, the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits, or dividends to any individual, 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 its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes and no part of the profits or net income of the Corporation shall inure to the benefit of any director or officer thereof.

(d) Dissolution. Upon dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities of the Corporation, shall be used exclusively for the purposes of the Corporation in such manner, or to such organizations, which are organized exclusively for charitable and educational purposes, and which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal

Revenue Code (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the State of OREGON, County of JACKSON, exclusively for such purposes or to such organization or organizations as such Court shall determine.

## ARTICLE II MEMBERSHIP

### Section 1. QUALIFICATIONS FOR MEMBERSHIP

There shall be 2 categories of membership, as follows:

(a) Voting Membership: The Voting Membership shall be comprised of any business or individual located in the United States, legally producing raw milk cheese for sale. The Board of Directors shall be entitled to make the determination of whether a candidate is suitable for Voting

(b) Friend Membership. The Friend Membership shall be comprised of those firms, organizations, agencies, and individuals who provide information, knowledge, advice and support to the Corporation. Friend Members shall not have the same voting privileges as Voting Members. The Board of Directors shall have the sole authority to admit Friend Members.

### Section 2. MEMBERSHIP DUES

The Board of Directors shall determine the annual dues for each category of membership, which amounts will be reviewed annually by the board. The Board may, in its sole discretion, determine to waive dues for individual members.

### Section 3. APPLICATIONS FOR MEMBERSHIP

Any person, firm, or corporation meeting the criteria for membership as defined by the Board of Directors may apply for membership. Application for membership of any category shall be reviewed and voted upon by the Board of Directors within a reasonable time from the receipt of the application by the Board. The Board shall be entitled to establish specific guidelines and definitions for each category of membership.

### Section 4. TERM OF MEMBERSHIP; RESIGNATION

Members shall serve until their dues expire, until the member resigns, or until removed from membership in accordance with the terms of these Bylaws. A member's resignation is effective upon notifying any director of the member's desire to resign. Membership dues shall not be refundable unless approved by the Board.

### Section 5. REMOVAL FROM MEMBERSHIP

A member whose actions conflict with the purposes of the Corporation as set forth above, may be removed by a vote of two-thirds (2/3) of the entire slate of the then serving Board of Directors.

ARTICLE III  
MEMBERSHIP MEETING AND VOTING

Section 1. PLACE OF MEETINGS

Annual and special meetings of the members shall be held at such place as may be designated by the Board of Directors.

Section 2. ANNUAL MEETINGS

Annual General Meetings of the membership will be held each year in conjunction with events that would likely attract members and maximize Member participation in the Annual General Meeting. They shall be held on such date and at such time as may be prescribed by the Board of Directors and specified in the notice of the meeting. At the annual meeting, the members present at the meeting shall elect by vote the Board of Directors, consider reports of the affairs of the Corporation, and transact such other business as may properly be brought before the meeting. Prospective board members may be proposed by both the full association membership and the Board itself. The list of candidates must be available to the membership two weeks in advance of the Annual General Meeting. Proxy voting will be accepted on the written authorization of the member giving the proxy.

Section 3. QUARTERLY MEETINGS

In addition to the annual meeting of members, the Corporation may also hold quarterly or other periodic meetings of members throughout the year.

Section 4. SPECIAL MEETINGS

Except as otherwise provided by law, special meetings of the members may be called by the president of the Board of Directors, or shall be called by the president upon the written request of 25% of the membership or written request from a simple majority of the entire slate of the Board of Directors by delivering notice to the members at least seven (7) calendar days prior to the meeting.

Section 5. NOTICE OF MEETINGS

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be faxed, e-mailed, mailed, or otherwise delivered by the president, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered within five (5) days of deposit in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. When a meeting is adjourned without all

business being consummated, notice of the follow-up meeting shall be given as for an original meeting. Notice shall be given at least thirty (30) days before the date of the annual and quarterly meetings. All other "special" meetings of the membership shall meet the guidelines of ARTICLE III Section 4.

#### Section 6. VOTING RIGHTS; QUORUM OF THE MEMBERSHIP

The persons entitled to receive notice of and to vote at any members' meeting shall be determined from the records of the Corporation on the date of mailing of the notice. The presence, in person or by proxy, of a simple majority of Voting Members of the Corporation, shall constitute a quorum for the purposes of conducting business at any annual, quarterly, or special meeting of members.

If a quorum is present, the majority vote of those Voting Members present at the meeting shall constitute the act of the membership. Each Voting Member shall have one equal vote.

#### Section 7. PROXIES

Every member entitled to vote or to execute any waiver or consent may do so either in person, or by written proxy duly executed and filed with the Secretary of the Corporation. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

### ARTICLE IV DIRECTORS: MANAGEMENT

#### Section 1. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board may delegate any responsibilities except its obligation as a body to

- a) Create and maintain a linkage with the membership.
- b) Create and maintain written governing policies.
- c) Continually assure organizational performance.

#### Section 2. POWERS OF THE BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors who shall exercise or direct the exercise of all corporate powers except to the extent member authorization is required by law, the Articles of Incorporation of the Corporation or these Bylaws.

#### Section 3. NUMBER OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of not less than five (5) nor more than nine (9) directors, with at least five (5) directors being Voting Members. Voting Members shall be elected by the Voting Membership at the annual membership meeting described herein. Once elected, the Voting Members serving as directors may appoint up to two (2) additional directors from the Friend Membership. Until the first slate of directors is elected and appointed as provided herein, a seven (7) member interim "provisional" Board of Directors shall serve.

#### Section 4. ELECTION AND TENURE OF OFFICE OF THE BOARD OF DIRECTORS

- (a) A minimum of five (5) to a maximum of (7) directors shall be elected from the Voting Membership and nominated by a Nominating Committee, appointed initially by the interim "provisional" Board of Directors, and thereafter by the then serving Board of Directors
- (b) The Nominating Committee shall consist of at least three (3) members, two (2) of whom shall be Voting Members, and one from the provisional or then-serving Board of Directors.
- (c) Two (2) additional members may be appointed from the Advisory Membership by the interim "provisional" Board of Directors, and thereafter by the then serving Board of Directors
- (d) The provisional Board of Directors will serve as a provisional board for a minimum of one year, a maximum of eighteen (18) months, and until membership consists of thirty (30) or more members who are eligible to vote.
- (e) The directors shall then be elected by ballot at the annual meeting of the members. The director receiving the most votes shall serve a three-year term, the director receiving the second highest number of votes shall serve a two-year term, and all other directors shall serve one-year terms. The term of office shall begin immediately after they are elected. Directors may serve for no more than six (6) consecutive years.
- (f) New directors shall be immediately installed. Outgoing board members shall participate as non-voting ex-officio directors for ninety (90) days.
- (g) Ex-officio directors are not counted as part of the Entire Slate of the Board of Directors when determining quorum.

#### Section 5. VACANCIES OF THE BOARD OF DIRECTORS

- (a) A vacancy in the Board of Directors shall exist upon the death, resignation, or removal of any directors. A director shall be considered to have resigned if absent from three consecutive meetings without prior notice to the secretary.
- (b) Vacancies in the Board of Directors may be filled by a vote of the majority of the remaining directors though less than a quorum, or by a sole remaining director. Each director so elected shall hold office for the balance of the unexpired term of the director's predecessor and until a qualified successor is elected and accepts office.
- (c) The members may at any time elect a director to fill any vacancy not filled within thirty (30) days by the directors.

(d) If the Board of Directors accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

#### Section 6. REMOVAL OF DIRECTORS

Any director of the Corporation may be removed at any meeting of the board by a two thirds (2/3) majority vote of the entire slate of the Board of Directors, provided, however, that such proposed action is stated in the notice of the meeting.

#### Section 7. MEETINGS OF THE BOARD OF DIRECTORS

(a) Meetings of the Board of Directors shall be held not less than 3 times a year

(b) Meetings of the Board of Directors shall be held at such place as may be designated from time to time by the Board of Directors.

(c) Annual meetings of the Board of Directors shall be held without notice immediately following adjournment of the annual meetings of the members.

(d) Special meetings of the Board of Directors for any purpose or purposes may be called at any time by any director.

(e) Meetings of the Board of Directors shall have a minimum of thirty (30) days notice unless a majority of members of the Board of Directors agree to waive notice. Meetings will be attended in person unless the board decides to permit virtual or telephonic attendance.

(f) New Board Members shall be installed immediately upon election. Outgoing board members shall participate as non-voting ex-officio members for ninety (90) days.

#### Section 8. NOTICE OF SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

(a) Notice of the time of special meetings shall be given orally or personally delivered in writing, or by mail, email, or fax at least seventy-two (72) hours before the meeting. Notice mailed, emailed, or faxed shall be directed to the address, email address, or fax number shown in the corporate records, or to the director's actual address ascertained by the person giving the notice.

(b) Attendance of the directors shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### Section 9. QUORUM AND VOTE OF THE BOARD OF DIRECTORS

A two thirds (2/3) majority of the entire slate of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, directors may adjourn but may not transact any other business. The action of a simple majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors and of the Corporation, except for those decisions noted in these bylaws requiring a higher level of participation.

## ARTICLE V OFFICERS

### Section 1. DESIGNATION: ELECTION: QUALIFICATION

(a) The officers shall be a president, secretary, treasurer, and such vice presidents and other subordinate officers as the Board of Directors shall from time to time appoint, and all must have served as a director for the Corporation for at least one (1) year prior to taking office. The officers shall be elected by, and hold office at the pleasure of, the Board of Directors. No two or more offices may be held concurrently by the same person.

(b) A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by election of the Board of Directors.

(c) The Provisional Board of Directors may elect officers of any tenure at any time.

### Section 2. TERM OF OFFICE

(a) Term of office of all the officers of the Corporation shall be fixed by the Board of Directors.

(b) Any officer may be removed, either with or without cause, by a two thirds (2/3) majority vote of the entire slate of the then serving Board of Directors. Any officer may resign at any time by giving written notice to the Board of Directors, the president, or the secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, provided that the Board of Directors may reject any post-dated resignation by notice in writing to the resigning officer.

### Section 3. PRESIDENT

The president shall preside at all meetings of the Board of Directors, and shall perform such other duties as the Board of Directors may, from time to time, authorize.

### Section 4. VICE PRESIDENT

In the absence of the president, the vice president shall preside at all meetings of the Board of Directors and perform the duties of president. The vice president shall also perform such other duties as the Board of Directors may, from time to time, authorize.

## Section 5. SECRETARY

The secretary shall keep at the principal office or such other place as the Board of Directors may order, a book of minutes of all meetings showing the time and place of the meeting, whether it was regular or special, the notice given and the names of those present at the meetings. The secretary shall also give such notice of the meetings of the Board of Directors as is required by these Bylaws.

## Section 6. TREASURER

The treasurer shall be responsible for the funds of the Corporation, and pay them out only on the check of the Corporation signed in the manner authorized by the Board of Directors. The treasurer shall be responsible for maintaining accurate receipts and disbursements, disburse funds for the purpose of and in the amounts authorized by the Board of Directors, and ensure that the Corporation maintains compliance with Oregon and federal statutes concerning raising and spending funds and reporting income and expenditures. The treasurer shall provide an accurate quarterly report, and present it at the next occurring meeting of the board, stating expenditures and income for the preceding quarter, as well as a profit/loss report for any special events held during that quarter.

## ARTICLE VI COMMITTEES

### Section 1. ESTABLISHMENT OF COMMITTEES

Standing and ad hoc committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by the President or by a resolution adopted by a majority of the directors. To achieve the objectives of the Association, the Board of Directors may at its discretion establish organization units to serve the special interests of its membership. The Board may also appoint a Task Force and/or other honorary groups. The terms of appointment and expectations of service of any advisory or honorary group shall be determined by the Board of Directors.

### Section 2. MEMBERSHIP

Unless otherwise provided by these bylaws, the President of the Board of Directors shall, with the approval of the Board of Directors, appoint the chair of each committee. Each chair will serve for a period of one year, between annual meetings, with the option of reappointment by the succeeding President. Normally, the Chair of each committee shall appoint the other committee members in consultation with the President and other appropriate Directors and/or staff. Each committee shall consist of at least three (3) members. Unless otherwise provided for in these bylaws, any committee designated by the Board of Directors may include as full voting members of such committees, Directors or Officers of the Association. Each committee shall have power to the extent delegated to it by the Board of Directors. Each committee shall keep minutes of proceedings and report to the Board of Directors.

### Section 3. PRESIDIUM ADVISORY COMMITTEE

The Presidium Advisory Committee will advise and help administer the American Raw Milk Cheese Presidium, (ARMCP).

### Section 4. FINANCE COMMITTEE

The Finance Committee shall consist of the president, vice-president, secretary, treasurer and at least one other Board member appointed by the president. The treasurer shall serve as Chair unless a different person is designated Chair by resolution of the Board. They shall assist in the annual preparation of a budget detailing the projected revenues and expenditures for the Association for the coming fiscal year and present it at the annual Board of Directors meeting for approval or revision for final approval no later than the first Board of Directors meeting of the new fiscal year.

### Section 5. NOMINATING COMMITTEE

The Nominating Committee shall consist of three voting members appointed by the president and ratified by the Board of Directors at its first meeting following the Annual Membership Meeting. Not less than four (4) months prior to each annual membership meeting, the Nominating Committee shall select two (2) candidates for each vacant or potentially vacant elected position.

### Section 6. COMMITTEE MEETINGS

Unless otherwise provided for in these bylaws, a simple majority of the members then serving on a Committee constitutes a quorum for the meeting of the Committee and the vote of a simple majority of those present at a meeting at which quorum is present constitutes an action of the Committee. Each Committee shall determine and schedule the number of regular meetings it will hold each year. Each committee shall notify the Board of this schedule and shall keep minutes of all proceedings and report to the Board of Directors.

### Section 7. RESIGNATION AND REMOVAL

Any committee chair may resign by giving written notice to the President of the Association. Such resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. Any committee chair may be removed by a two-thirds (2/3) vote of the entire slate of the Board of Directors.

### Section 8. VACANCIES

Vacancies in the chairmanship of any committee may be filled by appointment made in the same manner as provided in the case of original appointment.

ARTICLE VII  
CONFLICT OF INTEREST

Section 1. PURPOSE

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director, or which might result in a possible excess benefit transaction. This policy is intended to supplement, and not to replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment or otherwise:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

The term, "compensation" as used herein, includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. In accordance with Section 3 of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. PROCEDURES

- (a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and the members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- (b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- (c) Procedures for Addressing the Conflict of Interest.

- (i) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- (d) Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a director or officer has failed to disclose actual or possible conflicts of interest, it shall inform the director or officer of the basis for such belief and afford him or her the opportunity to explain the alleged failure to disclose. If, after hearing the director or officer's response, and after making further investigation as may be warranted by the particular circumstances, the governing board or committee determines that the officer or director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who have disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding.

#### Section 5. COMPENSATION

- (a) A voting director who receives compensation, directly or indirectly, from the Corporation, for services in any regard, is precluded from voting on matters pertaining to that director's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, for services in any regard, is precluded from voting on matters pertaining to that member's compensation.

(c) A voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, shall not be prohibited from providing information to any committee regarding compensation.

#### Section 6. ANNUAL STATEMENTS

Each director, officer, and committee member shall annually sign a statement which affirms that such person has received a copy of the conflicts of interest policy; has read and understands the policy; has agreed to comply with the policy; and understands that the Corporation is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 7. PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### ARTICLE VIII CORPORATE RECORDS AND REPORTS; INSPECTION

#### Section 1. FISCAL YEAR

The fiscal year of the Association shall be the first of each calendar year.

#### Section 2. RECORDS

The Corporation shall maintain adequate and correct books, records, and accounts of its business and properties. All of such books, records, and accounts shall be kept at its place of business as fixed by the Board of Directors from time to time, except as otherwise provided by law.

#### Section 3. INSPECTION OF BOOKS AND RECORDS

All books, records, and accounts of the Corporation shall be open to the inspection by the directors and members at reasonable times in the manner and to the extent required by law.

#### Section 4. CERTIFICATION AND INSPECTION OF BYLAWS

The original or a copy of these Bylaws and any amendments thereto certified by the secretary and shall be open to inspection by the directors and members in the manner and to the extent required by law.

#### Section 5. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

#### Section 6. EXECUTION OF DOCUMENTS

The Board of Directors may authorize any officer or agent to enter into any contract or execute any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, 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 for any purpose or for any amount.

### ARTICLE IX PARLIMENTARY AUTHORITY

#### PARLIMENTARY AUTHORITY FOR THE CORPORATION

The Rules contained in "Robert's Rules of Order" shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the bylaws or special rules of this association.

### ARTICLE X GENERAL PROVISIONS

#### Section 1. AMENDMENT OF BYLAWS AND ARTICLES OF INCORPORATION

(a) These Bylaws and the Articles of Incorporation may be amended upon the affirmative vote of a majority of the membership.

(b) Whenever an amendment or new bylaw is adopted, it shall be copied in the minute book with these original Bylaws in the appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in such book and place.

Section 2. WAIVER OF NOTICE

Whenever any notice to any director is required by law, the Articles of Incorporation, or these Bylaws, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice. Appearance at any such meeting shall also serve as a waiver respecting the person appearing.

Section 3. INDEMNIFICATION

The Corporation shall indemnify and hold all directors harmless from any claims or liability which may arise in connection with any of the activities of the Board or the Corporation. The Corporation may procure insurance to this end.

The undersigned corporate secretary, herewith certifies the above Bylaws as the true and identical ones accepted and approved by the Board of Directors of this Corporation on the day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Corporate Secretary