

# Corporate By-Laws of the Illinois Search and Rescue Council

## ARTICLE I

### GENERAL

#### Section 1. Name, Motto, and Logo

##### A. Name

1. This organization shall be known as the “ILLINOIS SEARCH AND RESCUE COUNCIL”.
2. The name of the organization may be officially abbreviated as the “Illinois Search & Rescue Council”, “Illinois SAR Council”, or “ISARC”.

##### B. Logo

1. Any official logo adopted by the Illinois Search and Rescue Council to serve as its organizational emblem or corporate identification shall become its trademark or service mark.
2. Use of said logo shall be vested with the Illinois Search and Rescue Council Board of Directors, and may not be used for any purpose without the written consent of the Board of Directors.

#### Section 2. Purposes and Objectives

##### A. General

1. The Illinois Search and Rescue Council, herein referred to as the Council, is a charitable, professional, and educational organization which supports, coordinates, develops, promotes, and implements search and rescue resources with the underlying principles of saving lives and preserving property through its support of the National Search and Rescue Plan, the National Response Framework, and Illinois Emergency Operations Plan.

##### B. Purposes

1. The purposes for the Illinois Search and Rescue Council are:
  - a. To promote and develop coordinated search and rescue response capabilities within the State of Illinois through the development of a total, integrated, statewide search and rescue response system.
  - b. To promote professionalism among search and rescue organizations and agencies through the development and implementation of statewide standards and best practices for SAR prevention, planning, training, and operations.
  - c. To promote the advancement of search and rescue skills and improve standards of performance through training and educational programs based on nationally recognized and accepted standards.

- d.** To promote the development and implementation of comprehensive search and rescue plans.

### **C. Objectives**

- 1.** Specific objectives of the Illinois Search and Rescue Council are:
  - a.** Coordinate and establish opportunities for liaison and networking between member organizations of the Illinois Search and Rescue Council, and between the Illinois Search and Rescue Council and local, county, state, and federal public safety agencies and non-governmental organizations within Illinois with responsibility for, or vested interest in search and rescue programs and services.
  - b.** Promote the use of nationally recognized and accepted search and rescue standards, developed by such federal governmental agencies as the Federal Emergency Management Agency (FEMA), and through the standards development processes of such standards development organizations as the American Society for Testing and Materials (ASTM) and the National Fire Protection Association (NFPA).
  - c.** Establish and implement training, education, and professional development opportunities for member organizations of the Illinois Search and Rescue Council and other interested search and rescue organizations and agencies.
  - d.** Promote the identification, validation, and credentialing of Illinois SAR teams for inclusion in a statewide SAR resource database.
  - e.** Establish a statewide SAR incident reporting database, through which Illinois SAR statistics and trends may be studied.
  - f.** Conduct meetings, conferences, workshops, seminars, and symposia in order to provide a public forum for promoting search and rescue education and capabilities within the State of Illinois.
  - g.** Represent the interests of the Illinois Search and Rescue Council membership and public opinion on search and rescue issues through liaison with appointed officials of local, county, state and federal public safety agencies, and liaison with elected officials of local, county, state, and federal government.
  - h.** Promote the development of local paid and volunteer search and rescue resources by providing support in the form of guidance, reference materials, educational materials, training aids, and technical assistance.
  - i.** Promote the free exchange of information, ideas, and discussion on search and rescue issues through internal and external communications using printed or electronic means.

## ARTICLE II

### LEGAL FORM

#### Section 1. Corporate Entity

##### A. Organization

1. The Illinois Search and Rescue Council, Inc., is a non-profit public benefit corporation organized and existing pursuant to the membership corporation laws of the State of Illinois,

##### B. Legal Purpose

1. The Illinois Search and Rescue Council, Inc., is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code or corresponding section of any future federal tax code.

##### C. Prohibited Activities

1. Notwithstanding any other provision of these articles, the Illinois Search and Rescue Council, Inc., shall not carry on any other activities not permitted to be carried on:
  - a. By an organization exempt from federal income tax under Section 501 (c) (3) of the United States Internal Revenue Code or corresponding section of any future federal tax code, or
  - b. By an organization to which contributions are deductible under Section 170 (c) (2) of the United States Internal Revenue Code or corresponding section of any future federal tax code.

## ARTICLE III

### MEMBERSHIP

#### Section 1. General

##### A. Eligibility

1. Membership in the Illinois Search and Rescue Council shall be open to all organizations, and public safety agencies responsible for, and directly involved with, search, rescue, and/or disaster response operations, provided that such individuals, organizations, and public safety agencies meet the criteria for membership established by the Board of Directors.
2. The Illinois Search and Rescue Council shall not discriminate in any manner on the basis of race, color, religious affiliation, age, gender, sexual orientation, national origin, or ethnic origin in the administration of its policies, procedures, or programs.

##### B. Conditions of Membership

1. Membership in the Illinois Search and Rescue Council is a privilege, and not a right.

2. The Illinois Search and Rescue Council has the right to extend membership to any eligible individual, organization, or public safety agency.
3. The Illinois Search and Rescue Council has the right to deny membership to any applicant that does not meet the eligibility criteria established by the Board of Directors. Furthermore, the Illinois Search and Rescue Council may deny membership to any individual, organization, or public safety agency that would otherwise be eligible, but in the opinion of the Board of Directors extending said membership would otherwise be detrimental to the credibility, reputation, or general operating welfare of the Council.
4. As a condition of membership and without exception, all members of the Illinois Search and Rescue Council will subscribe to, observe, and uphold the Code of Ethics established by the National Association for Search and Rescue (NASAR) and the By-Laws of the Illinois Search and Rescue Council.
5. The Illinois Search and Rescue Council has the right to terminate the membership of any member for cause through action of the Board of Directors.

### **C. Transferability**

1. Membership in the Illinois Search and Rescue Council is non-transferable under any circumstances, or for any reason.

## **Section 2. Membership Categories**

### **A. Organizational Membership**

1. Public safety agencies providing search, rescue, and/or recovery services to the public may become Organizational Members of the Council.
2. Non-governmental organizations providing search, rescue, and/or recovery services to the public may become Organization Members of the Council, if sponsored by a local, county, or state public safety agency.
3. Organizational Membership is restricted to non-governmental organizations and public safety agencies indigenous to the State of Illinois. The exception shall be a local office, bureau, chapter, or other official subdivision of a federal agency, national organization, or multi-state regional organization providing search, rescue, recovery, and/or recovery services within the State of Illinois. The determination of whether services are provided within the State of Illinois are to an extent to which membership is appropriate shall rest with the Board of Directors.

### **B. Supporting Membership**

1. A business, organization, agency, or other legal entity not directly involved in search, rescue, recovery, and/or disaster response operations that is interested in supporting the activities and objectives of the Illinois Search and Rescue Council may become a Supporting Member upon meeting the criteria established by the Board of Directors.

### **C. Honorary Membership**

1. Honorary Membership may be awarded in recognition of outstanding service or support to the Illinois Search and Rescue Council or for distinguished emergency response service within the scope of search, rescue, and recovery services to the community. Recognition of service may be local, state, national, or international in scope.

### **Section 3. Membership Status**

#### **A. Voting Membership**

1. Voting membership in the Illinois Search and Rescue Council will be vested solely with the Board of Directors and Organizational Member Representatives in good standing.
2. Voting members shall have certain expressed privileges extended to them in accordance with the provisions specified in these By-Laws. These include, but are not necessarily limited to, the privilege of representation on the Board of Directors, attending all meetings of the Council, voting, nomination of Council officer candidates, and serving as Council officers.

#### **B. Non-Voting Membership**

1. Non-voting membership in the Illinois Search and Rescue Council will consist of all Supporting and Honorary Members.
2. Non-voting members shall have the privilege of attending regularly scheduled meetings of the Board of Directors and other such privileges of membership as extended to them by the Board of Directors.

### **Section 4. Membership Forfeiture**

#### **A. Resignation**

1. Any member may resign membership in the Council at any time and for any reason.
2. Resignation from the Council will not release the member from any financial or legal obligations incurred or other commitments made to the Council prior to the effective date of resignation.

#### **B. Termination and Suspension**

1. Any member who shall be guilty of an act or acts reflecting discredit upon the Illinois Search and Rescue Council, or who is in violation of the Code of Ethics or the ByLaws, may be expelled or suspended for just cause, provided that no member shall be so expelled or suspended without a hearing, if so requested, at the next regularly scheduled meeting of the Board of Directors.
2. Termination or suspension from the Council will not release the member from obligations incurred or commitments made to the Council prior to the effective date of membership termination or suspension. Terminated or suspended members will remain liable to the Council for any dues assessments, fees, debts, other financial obligations, or legal commitments made prior to termination or suspension action.

## **ARTICLE IV**

### **MEETINGS**

#### **Section 1. Types of Meetings**

##### **A. Annual Meetings**

1. The Council shall have an annual meeting of the Board of Directors to be held between September 1 and December 31 of the calendar year. This meeting shall be held to elect members of the Council Board of Directors. The annual meeting shall also be used to establish dues rates and conduct any other annual business of the Council as determined by the Board of Directors.
2. Notification for annual meetings shall be published at least sixty (60) days in advance to Organizational Members of the Council. This may be accomplished through fax, mail, electronic means, or any combination thereof at the discretion of the Board of Directors.
3. Conduct of annual meetings shall be in accordance with policies and procedures established for regular meetings of the Board.

#### **B. Regular Meetings**

1. In addition to the annual meeting of the Board of Directors, the Board shall meet at least one other time during the calendar year.
2. Board members shall be notified no less than thirty (30) days prior to the date of the meeting as established by the Board. Notification shall be sent to each Board member by the most expedient means available. Notification shall include the date, time, and location of the meeting.
3. A Board member may attend a regular meeting of the Board by conference call or video teleconference. A Board member participating in this manner shall be considered present at the meeting and may be used to determine a quorum. All equipment and other arrangements for the conference call or video teleconference shall be provided by the Board member and at the expense of the Board member.

#### **C. Special Meetings**

1. A special meeting of the Board of Directors may be requested by two or more Board members upon filing a written demand with the Chair. The written demand shall include the specific purpose for convening a special meeting. The Chair shall immediately notify the total of the Board members on record as of the date of the request and convene a meeting within thirty (30) days.
2. Special meetings may only be called for urgent matters of Council business that cannot be delayed until the established date of the next regular or annual meeting of the Board.

#### **D. Emergency Meetings**

1. An emergency meeting of the Board of Directors may be called by the Chair, or elected officer serving as Chair, for the explicit and specific purpose of conducting Council business matters of a critical and immediate nature. An emergency meeting shall be convened within twenty-four (24) hours of notification by the Chair or his designee.
2. Emergency meetings may be convened, in whole or in part, by conference call.
3. Proxies may not be used for emergency meetings of the Board.

### **Section 2. Quorum**

#### **A. Determination of a Quorum**

1. At regular and annual meetings of the Board, a quorum shall be determined by the Secretary-Treasurer or other such officer designated by the Chair to fulfill the duties of meeting recorder. The quorum may be determined by roll call or by verification of signatures on the meeting attendance roster.
2. At special or emergency meetings of the Board, the Chair shall determine a quorum.

#### **B. Presiding Officer**

1. The presiding officer at all Board meetings shall be the Council Chair. In the absence of the Chair, the order of succession shall be used to determine the presiding officer. With the exception of an emergency meeting of the Board, the presiding officer must be physically present to convene, conduct, and adjourn the meeting.

#### **C. Proxy Policy and Procedure**

1. If the primary Organizational Member Representative of an Organizational Member Agency is unable to attend the annual meeting, the member may provide a proxy to attend the meeting. A proxy may represent the Affiliate Member in all matters conducted at the meeting, i.e., :
  - a. Voting on all matters before the Corporation.
  - b. Submitting proposals as provided to the proxy by the primary Organizational Member Representative.
  - c. Nominating the absent Organizational Member Representative for election to the Board.
  - d. Introducing motions or amendments to motions in matters before the Board.
2. A proxy must be a member in good standing of the Organizational Member being represented. The proxy shall submit a letter of proxy, signed by the Organizational Member Agency, on their letterhead, designating such a proxy. The letter of proxy will be presented to the Chair at the meeting and prior to the meeting being convened.

#### **D. Parliamentary Procedure**

1. All meetings of the Council shall be conducted using Robert's Rules of Order, latest edition, which shall govern all parliamentary matters of the Council.

## **ARTICLE V**

### **BOARD OF DIRECTORS & COUNCIL OFFICERS**

#### **Section 1. Directors**

##### **A. General**

1. The primary governing power of the Council shall be vested in a body called the Board of Directors. The Board of Directors shall be composed of duly elected Organizational Member Representatives in good standing.
2. There shall be seven members of the Board of Directors. The composition of the Board of Directors shall be as follows:

- a. At least one board member shall be from an entity with jurisdiction within Illinois Emergency Management Agency regions 2, 3 or 4
- b. At least one board member shall be from an entity with jurisdiction within Illinois Emergency Management Agency regions 6 or 7
- c. At least one board member shall be from an entity with jurisdiction within Illinois Emergency Management Agency regions 8, 9, or 11
- d. At least one board member shall be from a non-governmental organization (NGO), However, the number of board members representing non-governmental organizations may not exceed two (2).

## **B. Election & Term of Office**

1. Members of the Board of Directors shall serve two (2) year terms. Upon formation of the Council and the initial election of the Board of Directors, four members shall be designated to serve initial three (3) year terms in order to provide for staggered terms thereafter. Subsequently, all board members shall serve two year terms.
2. Elections for members of the Board shall be in conjunction with the annual meeting of the Council, by ballot, in a manner to be prescribed by the Board of Directors. Once elected, said Board members shall assume their duties upon adjournment of the annual meeting at which they were elected and serve through adjournment of the annual meeting in the year their term expires.
3. Elections for members of the Board of Directors shall be staggered so that no more than four of the seven seats are up for election at any one time, unless additional seats must be filled due to vacancy as a result of a removal or resignation.

## **C. Authority**

1. The Board of Directors shall be vested with the exclusive authority to manage the overall affairs of the Council, i.e.,:
  - a. Establish, recommend changes to, and enforce the instruments of control of the Council, to include the By-Laws, policies, and procedures.
  - b. Enforce the Code of Ethics.
  - c. Conduct the business and administrative matters of the Council.
  - d. Establish, approve, implement, and enforce policies, procedures, and protocols for contact, liaison, cooperation, and agreements with external organizations, agencies, individuals, and other legal entities.
  - e. Establish policies and procedures for board member appointments, as well as the control and conduct of the Board.
  - f. Establish procedures and dates for all Council officer elections.
  - g. Establish the functions, responsibilities, and authority of Council officers.
  - h. Approve appointments made by the Council Chair.
  - i. Establish procedures, dates, times, and locations for all meetings.

#### **D. Removal of Board Members**

1. A member of the Board of Directors may only be removed upon two-thirds (2/3) majority vote of the remaining Board of Directors at a special meeting of the Board. The Board member being subject to the removal vote does not have a vote in this instance. This vote shall be conducted by ballot, and counted publicly by the Secretary.
2. A member of the Board of Directors may only be removed for just cause, which shall be defined as a breach or failure to perform duties, willful misconduct, unprofessional conduct, unethical conduct, improper actions, or immoral activities while engaged in their capacity as a member of the Board.

### **Section 2. Officers**

#### **A. General**

1. The Board of Directors shall elect the officers of the Council from among those seated on the Board.
2. The elected officers of the Council shall consist of, in order of succession:
  - a. Council Chair, who also serves as Chief Executive Officer.
  - b. Vice Chair
  - c. Secretary-Treasurer, who shall also serve as Chief Financial Officer.
3. In the event of the expansion of the Board, and upon the approval of the Board of Directors, the position of Secretary-Treasurer may be divided into two (2) separate officer positions. For matters of succession, the position of Secretary shall be considered a higher office than the position of Treasurer. Once divided into two separate officer positions, the offices of Secretary and Treasurer may only be recombined by approval of the Board of Directors.

#### **B. Elections**

1. Council officer elections shall be held within 30 days after the Board of Directors election.

#### **C. Terms of Office**

1. Elected officers shall assume their duties upon adjournment of the annual meeting at which they were elected and serve through adjournment of the next annual meeting.
2. Appointed officers shall serve until removed by the Council Chair.

#### **D. Duties of Officers**

1. The duties and responsibilities of Council officers shall be designated by the Board of Directors and described in the ByLaws of the Council.

#### **E. Removal of Officers**

1. By seeking and accepting election, individuals serving as officers of the Council acknowledge a responsibility to the membership of the Council and the Board of Directors to attend meetings and conduct the business of the Council.

2. Individuals may be removed from office for failure to perform the duties and responsibilities of office, for abandonment of the office, for demonstrated incompetence and negligence, and for improper, immoral, or unethical conduct while engaged as an officer of the Council.
3. Failure to perform the duties of a Council officer shall be defined as multiple unexcused absences from regularly scheduled Board meetings within the period of one (1) calendar year. Abandonment of office shall be defined as failure to attend meetings as previously described as well as failing to communicate with the Board of Directors.
4. An individual may be removed from office by a vote of the remaining Board members at a special meeting of the Board. A two-thirds (2/3) majority vote of the remaining Board Members shall be required in order to remove the Board member from office. This vote shall be conducted by ballot, and counted publicly by a Board member designated by the Chair.
5. Any officer position which is vacated due to removal by the Board of Directors shall be filled through appointment by the Chair. However, if the Chair is removed, the Vice-Chair shall become Chair. The appointee shall be a currently sitting board member, who shall serve the remainder of the term.

#### **F. Line of Succession**

1. In the absence or inability of the Chair to perform their duties, those duties shall be performed by the Vice-Chair, followed by the Secretary-Treasurer. In the event that the position of Secretary-Treasurer is split, the order of succession shall be Secretary then Treasurer.

## **ARTICLE VI**

### **COMMITTEES & ADVISORS**

#### **Section 1. General**

##### **A. Delegation**

1. The Board of Directors may designate the management of any properties of the Council and/or the performance of its several activities to such committees of the Board or of the Council as it may deem fit.
2. Special or temporary (ad hoc) committees may be established by the Chair or the Board of Directors as necessary.

##### **B. Committee Membership**

1. The membership of Council committees shall be by appointment of the Chair unless otherwise established by action of the Board of Directors.
2. Anyone from an Organizational Member of the Council, with membership in good standing, may be appointed to serve on Committees of the Council.
3. Council committees shall be composed of no less than three (3) members.

**C. Appointment of Committee Chairmen**

1. All committee chairs shall be appointed by the Chair, subject to approval by the Board of Directors.

**D. Removal of Committee Chairmen and Members**

1. The chair of any Council committee may be removed from a committee by the Chair of the Council, subject to approval by the Board of Directors.
2. The members of any Council committee may be removed at the sole discretion of the Council Chair.

**E. Committee Reports**

1. Committee chairmen shall submit a report on their committee activities during each regularly scheduled meeting of the Board of Directors.

**F. Standing Committees**

1. The following standing committees shall be maintained by the Council:
  - a. Executive Committee (Committee of the Board)
  - b. Standards Committee (Committee of the Council)
  - c. Conference Committee (Committee of the Council)
2. Standing committees have the responsibility of supporting the officers of the Council and the Board of Directors in the conduct of Council affairs within their designated areas.

**Section 2. Executive Committee****A. Members**

1. The membership of the Executive Committee shall be composed of the Chair, Vice Chair, and Secretary-Treasurer. In the event that the Secretary-Treasurer position is divided into two positions, both shall be members of the Executive Committee.
2. The Chair shall serve as Chair of the Executive Committee.

**B. Duties**

1. The duties and responsibilities of the Executive Committee shall be to supervise and conduct the business operations of the Council, such as:
  - a. Establish credit.
  - b. Establish banking facilities and prepare checks for the expenditure of funds to cover the indebtedness of the Council, subject to the policies of the Council.
  - c. Obligate the Council by signing contractual instruments, provided the obligations incurred by such instruments are with the approved budget or such signature has been authorized by the Board of Directors.

- d. Engage legal counsel, accountants, or other professionals as deemed appropriate and necessary and within the approved budget.
- e. Conduct investigations into the conduct of Board members and members of the Council pending suspension or termination action.
- f. Any other duties as may be delegated by the Board of Directors.

### **Section 3. Advisors**

#### **A. Council Advisors**

- 1. The Chair may appoint Ad Hoc advisors to the Board of Directors. These advisors shall be non-voting members of the board who provide advice and counsel for the good of the Chair and the board.
- 2. Advisors shall serve at the pleasure of the Chair.

#### **B. Permanent Advisors**

- 1. The board shall solicit advisors from the following organizations to act in an advisory capacity to the board:
  - a. Illinois Emergency Management Agency
  - b. Illinois Wing Civil Air Patrol

## **ARTICLE VII**

### **DUES AND FUNDS**

#### **Section 1. Dues**

##### **A. Dues Rate**

- 1. The Board of Directors shall establish annual membership dues for members. Dues rates will be established at the annual meeting of the Council and announced to the membership.
- 2. The dues rate may only be changed by a majority vote of the Board present at a regularly scheduled board meeting.
- 3. Dues shall be assessed for each calendar year (January 1-December 31). Dues for organizations that join the organization after July 1 may pay half the normal dues rate for membership extending through the end of the current calendar year, after which they will pay the standard dues rate for all subsequent years.

##### **B. Late Charges and Other Fees**

- 1. A charge of twenty-five percent (25%) of the total amount dues shall be assessed for all late dues payments not postmarked or otherwise received after the due date.
- 2. A fee shall be charged at the maximum rate allowed by state law for returned checks that were tendered for dues payment or any other payment to the Corporation.

## **Section 2. Funds**

### **A. Compensation**

1. No part of the net earning of the Council shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes.

### **C. Operating Funds**

1. As a non-profit corporation, the Council is authorized upon approval of the Board of Directors to raise funds by:
  - a. Assessing membership dues as set by the Board of Directors.
  - b. Obtaining grants from foundations, private organizations, individuals, businesses, or governmental agencies.
  - c. Conduct of conferences, workshops, or symposia.
  - d. Conduct of education programs and training courses for various individuals, organizations, and agencies.
  - e. Subscriptions to Council publications.
  - f. Sales of patches, pins, bumper stickers, banners, and other items.
  - g. Sale of equipment, programs, plans, educational materials, and training aids.

### **C. Grants or Donations**

1. The Chair or his designee may make application to philanthropic organizations, foundations, corporations, agencies, or individuals for grants, contributions of funds, contributions of goods and services, or contributions of property for carrying out the general or specific purposes of the Council.
2. Any member who may be offered a grant or contribution of any nature or benefit to the Council shall immediately notify the Chair, but no grant or contribution shall be fully accepted by the Council except upon approval by the Executive Committee. The terms of any such grant or contribution shall be set forth in writing and signed on behalf of the Council and the contributor.

### **D. Administration of Funds**

1. Any grant or contribution to the Council shall be credited to the general fund unless under the terms thereof a special fund is prescribed or other fund is so designated. The budgeting, receipt, custody, and disbursement of any such grant or contribution shall follow the procedure defined for general funds of the Council unless provided otherwise in the terms of the grant or contribution, and agreed to by the Board of Directors.

### **E. Dissolution**

1. Upon dissolution of the Council, assets shall be distributed to the federal, state, or a local government for a public purpose.

## **ARTICLE VIII**

### **PUBLICATIONS**

#### **Section 1. Publications**

##### **A. Approval**

1. All publications of the Council shall be approved by the Executive Committee prior to publication.
2. Executive Committee approval is not required for correction of publications to address typographical errors, formatting, or other non-substantive content issues related to a publication which has already been approved.

##### **B. Proprietary Matter**

1. All publications of the Council are the sole, exclusive proprietary property of the Council with all rights reserved and held by the Council from unauthorized use and infringement.

## **ARTICLE IX**

### **AMENDMENTS**

#### **Section 1. Proposal for Amendments**

##### **A. Sponsorship**

1. Amendments to the governing documents of the Council must have a sponsor or sponsors. Sponsors must be a member of the Board of Directors.
2. Sponsors must provide no less than thirty (30) days written notice of a proposed amendment to the Secretary-Treasurer of the Council. Written notice must identify which governing document is to be amended, and provide an outline of the proposed amendment.

##### **B. Recordkeeping**

1. The voting record of individual Board members during a vote on amendments shall be recorded and maintained in the minutes of the Board meeting. Proxy votes on amendments shall also be accounted for in the minutes. The minutes of the Board meeting shall serve as a permanent record of voting on amendments to governing documents.

##### **C. Approval of Amendments**

1. These By-Laws may only be amended by a two-thirds (2/3) majority vote of the membership present at the Annual meeting of the Corporation.

**ADOPTED THIS 2<sup>nd</sup> DAY OF DECEMBER, 2008.**