



INDEPENDENT SECTOR BYLAWS

ARTICLE I

NAME AND PRINCIPAL OFFICE OF CORPORATION

Section 1.01. Name of Corporation. The name of the corporation shall be Independent Sector (hereinafter referred to as the “corporation”).

Section 1.02. Principal Office of Corporation. The principal office of the corporation shall be located in or near Washington, D.C.

ARTICLE II

PURPOSES

The corporation is organized exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). It shall have as its vision a world of engaged individuals, robust institutions, and vibrant communities working together to improve lives and the natural world. To help create this future, Independent Sector leads and catalyzes the charitable community, partnering with government, business, and individuals to advance the common good. In so doing, it may educate the public about the role of the independent nonprofit sector; conduct and/or disseminate research about the independent nonprofit sector and its role in society; maintain a relationship with government in order to assure the continuance of a healthy independent nonprofit sector; and encourage effective management of philanthropic and voluntary organizations. In furtherance of these purposes the corporation may engage in or support any activities necessary or appropriate to fulfill the foregoing purposes, and the corporation may exercise all powers available to corporations organized under the District of Columbia Nonprofit Corporation Act of 2010.

ARTICLE III

MEMBERSHIP

Section 3.01. Members of the Corporation. The corporation shall have a single class of Voting Members and any other administratively-determined categories of affiliated individuals or organizations as the Board of Directors may approve. Such categories of organizations or individuals will not have the voting rights and other authorities reserved to Voting Members under Article V of these bylaws and shall be dedicated to the vision, purpose and beliefs of Independent Sector.

Section 3.02. Voting Members - Eligibility; Admission; Voting Rights.

- (a) Eligibility for Voting Membership. Eligibility for Voting Membership shall be open to organizations other than governmental entities, with the exception of tribal community funds, or other comparable entities, that operate in a manner consistent with the IS vision, purpose, beliefs and values, in philanthropy, voluntary action or other activity relating to the independent pursuit of educational, scientific, health, welfare, cultural, environmental, or religious purposes and whose activities are consistent with the vision, purpose, beliefs and values of Independent Sector, including those set forth in Section 3.04.
- (b) Admission to Voting Membership. Organizations meeting the criteria set forth in section 3.02(a) shall be eligible for admission to membership in Independent Sector as Voting Members and shall be subject to review and approval by the Board of Directors.
- (c) Voting Rights. Each Voting Member shall be entitled to one vote on each matter submitted to a vote of the Voting Members.

Section 3.03. All Members – Termination; Resignation; Transferability.

- (a) Termination of Membership. The following provisions set forth the bases for termination of membership in Independent Sector: (i) when any member shall be in default in the payment of dues, its membership shall be terminated automatically; or (ii) the Board of Directors may, by the act of a majority of the Directors present at a meeting at which a quorum is present, terminate the membership of any Voting Member who no longer meets the standards for eligibility set forth in Section 3.02(a), including the corporation's values, as set forth in Section 3.04.
- (b) Exceptional Circumstances. In limited circumstances, with respect to Section 3.03(a)(i), the President and CEO, in consultation with the Chairperson, may extend membership for an organization for a limited period if reasonable circumstances so warrant.

- (c) Resignation. Any member may resign by written notice to the President and CEO or his or her designee, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.
- (d) Non-transferability of Membership. Membership in the corporation is not transferable or assignable unless otherwise determined by the Board of Directors.

Section 3.04. All Members - Conduct. Each Member must be committed to the corporation's values of openness inclusiveness, integrity, accountability and ethical behavior.

ARTICLE IV

MEETING OF MEMBERS

Section 4.01. Annual Meeting. The annual meeting of the members shall be held on a date to be fixed by the Chairperson or his/her designee, who shall serve as the presiding officer in accordance with the District of Columbia Nonprofit Corporation Act of 2010 Section 29-405.08 (a)(1). Voting members and any other organizations or individuals affiliated with Independent Sector as set forth in Section 3.01 Members of the Organization, may attend such meetings, or any other meeting referred to in this Article.

Section 4.02. Special Meetings. Special meetings of the members may be called by the Chairperson, one-third of the Board of Directors, or one-quarter of the Voting Members.

Section 4.03. Function of Voting Members at Meetings. At any meeting of the membership, the Voting Members may exercise the authorities specified in Article V Authority of Voting Members.

Section 4.04. Place of Meeting. The Chairperson shall designate any place, either within or without the District of Columbia, as the place for any annual or regular meeting or for any special meeting called by the Chairperson. If the Chairperson so determines, such meetings may be convened by means of electronic communication, consistent with the District of Columbia Nonprofit Corporation Act of 2010 Section 29-405.01(e).

Section 4.05. Notice of Meetings. Written, printed, or electronic notice stating the place, day, and hour of any annual, special, or regular meeting of members shall be delivered, either by mail, or by means of electronic communication to each member, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the Chairperson. Notice of special meetings may also be made with a written notice or by electronic communication sent at any time preceding the meeting, subject to waiver of the written notice as provided in the District of Columbia Nonprofit Corporation Act of 2010 Section 29-405.06 Waiver of Notice. In case of a special meeting or when required by statute or by

these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice or waiver of notice. Included in the meeting notice are a proxy form as provided in the District of Columbia Nonprofit Corporation Act of 2010 Section 29-405.22 Proxies, and any information regarding candidates for the Board of Directors and/or appropriate details concerning the items to be vote on.

Section 4.06. Representation of Member Organizations. At any meeting of members, a member may be represented, and if it is a Voting Member, its vote may be cast by an employee or volunteer associated with the member organization and duly authorized to perform such actions. The President and CEO shall maintain a list of member representatives. The vote of the member's representative or his/her designee shall constitute the vote of that member.

Section 4.07. Quorum. The Voting Members, represented either in person or via proxy, holding at least ten (10) percent of the voting power of the organization on the date of any meeting shall constitute a quorum at such meeting. The Voting Membership of the organization shall act by vote of a majority of Voting Members present at a meeting at which a quorum is present, except in cases where these Bylaws provide otherwise. If a quorum is not present at any meeting of members, a majority of the voting representatives of the Voting Members present may adjourn the meeting.

Section 4.08. Methods of Voting. Voting on all matters on which Voting Members are entitled to vote, including the election of Directors, with the exception of the President and CEO, and the amendment of these Bylaws, may be conducted by ballots submitted via electronic means of communication. A member may vote in person or by proxy.

Section 4.09. Resolutions Proposed by Members. By following the procedures set forth in this Section, the Board or Voting Members representing at least ten (10) percent of the voting power (the "proposers") may propose a resolution calling for action by the Voting Members at a membership meeting on a subject within the authorities of the Voting Members specified in Article V Authority of Voting Members (except for action by the Voting Members to amend or repeal these Bylaws, to adopt new Bylaws, or to nominate one or more persons as Directors, which shall be dealt with in accordance with Article XV Amendments to Bylaws or Article VI Board of Directors of these Bylaws.

- (i) The proposers must submit the proposed resolution, including supporting reasons, in writing to the Chairperson at least sixty (60) days prior to the date of the membership meeting at which the proponents intend the resolution to be acted upon.

A resolution considered to relate to an emergency situation may be submitted between sixty (60) and ten (10) days before the meeting, but will require a three-quarters vote at the membership meeting to be placed on the agenda.

- (ii) Upon receipt of the foregoing notice, the Chairperson shall, within twenty-five (25) days, give notice of such proposed resolution, identifying the proposers, to the members.

The Chairperson shall also submit the proposed resolution to the Board of Directors, at a meeting, for determination by the Board of whether to comment on the proposed resolution.

- (iii) The Board of Directors shall submit to members the Board's comments or recommendations on the proposed resolution, if any, at least twenty-five (25) days in advance of the next scheduled membership meeting. Directors who disagree or differ with the recommendation provided by the Board may submit a statement to the members explaining their position.
- (iv) The resolution, to be effective, must be adopted by at least a majority of the Voting Members at a meeting at which a quorum of Voting Members is present, unless these bylaws otherwise provide for a higher percentage vote of approval in light of the matter under consideration.

ARTICLE V

AUTHORITY OF VOTING MEMBERS

In addition to such other authority as is vested in the Voting Members of the corporation by other provisions of these bylaws, by the articles of incorporation, or by the District of Columbia Nonprofit Corporation Act of 2010, the Voting Members of the corporation, acting pursuant to Article IV hereof, shall have the following final authority:

1. To approve changes in the certificate of incorporation or the bylaws of the corporation.
2. To approve from time to time changes to the level of dues and/or the methodology for assessing membership dues payments by members of the corporation.
3. To approve changes to the membership eligibility criteria set forth in the bylaws.
4. To elect the Board of Directors of the corporation, other than the President and CEO.
5. To affirm major program policies and legislative actions approved by the Board of Directors of the corporation, as appropriate.
6. To adopt resolutions on national issues of concern to the corporation's membership, as appropriate.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01. General Powers. The affairs of the organization shall be governed by its Board of Directors and in accordance with Article IV Meeting of Members and Article V Authority of Voting Members of these Bylaws.

The powers of the Board shall include:

1. Hiring the President and CEO;
2. Ensuring that the programs and activities of the organization are evaluated periodically and that appropriate policies are adopted to ensure that the organization operates in the most ethical, transparent, and accountable manner possible;
3. Approving new members;
4. Allocating the resources of the organization;
5. Raising funds for the organization;
6. Forming and overseeing the activities of Committees of the Board;
7. Establishing the general program and priorities of the organization;
8. Making recommendations to the membership on matters of concern to them, such as official resolutions of the organization, and the level of the organization's dues.

Section 6.02. Number of Board Members and Qualifications. The number of Directors will be no more than twenty-four (24), but no fewer than sixteen (16), including the five (5) Officers of the Board (Chairperson, Vice Chairperson, Secretary, Treasurer, and President and CEO).

The Board of Directors will reflect primarily charitable sector leadership represented by Independent Sector's membership, giving due consideration to balanced representation among types of sector organizations, geography, and diversity, among other characteristics.

Section 6.03. Classes and Tenure.

- a) The Directors shall be elected for a term of three (3) years and shall serve a maximum of two (2) three-year terms. Other than the President and CEO, who is appointed by, and serves at the pleasure of, the Board of Directors, the Officers of the Board (Chairperson, Vice Chairperson, Treasurer and Secretary) may serve as Directors for more than two (2) consecutive terms (or six (6) years) as long as they are serving as Officers of the Board. The Chairperson, Vice Chairperson, Treasurer, and Secretary may

serve a maximum of three (3) additional years (or one three-year term) as Directors after their terms as Officers end.

A director elected as an At-Large member of the Executive Committee may also serve a maximum of three additional years (or one three-year term) as a Director after his/her term as an At-Large member of the Executive Committee ends.

b) A person who has served as a Director for the maximum consecutive time period permitted by these Bylaws may, after a one-year period following the expiration of his/her last term, may be re-elected as a Director. A Director who is elected pursuant to Section 6.04 of these Bylaws shall commence his/her term of office effective immediately upon election. The officers of the board shall commence their term of office effective at the conclusion of the annual meeting of members following their election by the Board of Directors.

Section 6.04. Election of Directors.

a) Nominations. Nominations for persons to serve as Directors shall be made by the Governance and Nominating Committee. The Governance and Nominating Committee shall submit its nominations in writing to the Voting Members at least thirty (30) days in advance of the annual meeting of the members.

(b) Voting for Directors. The Directors shall be elected at the annual meeting of the membership from the slate of candidates put forward by the Governance and Nominating Committee. Each Voting Member shall be entitled to vote for as many persons as there are vacancies to be filled at any such election, but each Voting Member shall not be entitled to cumulate its votes.

Section 6.05. Filling of Unscheduled Vacancies. In the event a vacancy on the Board of Directors has been created by the resignation, death or incapacity of a Director, the Governance and Nominating Committee will determine a person to serve as a replacement and shall recommend that the Board appoint such person to serve as a replacement for the unexpired term of such Director. The Board shall appoint such a replacement Director by a majority vote of a quorum of the Directors at a duly convened meeting. If the unexpired term of the Director being replaced would run beyond the next annual meeting, the Board's choice of the person to serve as a replacement Director shall be submitted to the Voting Members for election at the next annual meeting according to the standards for election applicable to all candidates for Director under this Article.

Section 6.06. Directors Meetings. The Chairperson may determine the time and place of regular meetings of the Board with seven (7) days advance notice to the Board of same.

Special meetings can be called, with 72 hours advance notice of time and place, by the Chairperson, or the President and CEO, or on request of one third of the Directors currently serving.

Any regular or special meeting of the Board maybe held by video, telephone, or by any means that enables Directors to communicate with each other.

Section 6.07.

RESERVED.

Section 6.08.

RESERVED.

Section 6.09. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting until a future date and time can be determined.

Section 6.10. Action by the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 6.11. Compensation. With the exception of the President and CEO, Directors shall not receive any compensation for their services as Directors. The organization may reimburse Directors for reasonable and necessary expenses incurred in carrying out their duties as Directors.

Section 6.12. Resignation and Removal. Any Director may resign by submitting a written or electronic notice of resignation to the Chairperson or the President and CEO. Any Director may be removed from office at any time with or without cause by resolution of a majority of the Board of Directors at a meeting at which a quorum is present. The Director whose removal is sought is entitled to the opportunity to address the Board, either in writing or in person, at the meeting.

ARTICLE VII

COMMITTEES

Section 7.01. General Provisions – Board and Advisory Committees.

1. The Board of Directors shall maintain those Board Committees as are set forth in this Article.
2. The Board of Directors may from time to time create such additional Board committees, and Advisory committees, as determined by them at a Board of Directors' meeting at which a quorum is present.

3. Any such additional Committees may exist for a fixed term or an indefinite (standing) term, and may be disbanded at any time by a vote of the majority of the Directors.
4. In addition to the scope and purpose set forth in these Bylaws, the scope and purpose of all Board Committees and Advisory Committees will be set forth in a charter that is approved by the Board of Directors.
5. The chairs and members of Board Committees shall be elected annually by the Board of Directors from a slate forwarded by the Governance and Nominating Committee.
6. All Board Committees shall be chaired and composed of Directors in accordance with these Bylaws and as established by its Board-approved-charter.
7. Except as may otherwise be provided in these Bylaws, the Chairperson shall appoint the chairs of all Advisory Committee.
8. The President and CEO shall be an ex officio, non-voting member of all Board Committees except the Audit Committee.

Section 7.02. Governance and Nominating Committee. The Governance and Nominating Committee shall be responsible for facilitating the effective execution of the governance responsibilities of the Board of Directors, including:

1. The identification and recruitment of new Directors as described in Section 6.04 Election of Directors;
2. The orientation of new Directors;
3. Meeting the ongoing development needs of the Board of Directors;
4. Evaluating the performance of individual Directors and the Board as a whole;
5. Reviewing and recommending amendments to policies, committee charters and these Bylaws; and
6. In consultation with the Chairperson, as appropriate, recommending a slate of Officers of the Board, and Board Committee chairs and members.

The Governance and Nominating Committee shall be composed of not fewer than three (3) members.

All other aspects of the function and procedures of the Governance and Nominating Committee shall be set forth in a charter that is approved by the Board of Directors.

Section 7.03. Executive Committee. The Executive Committee shall have the authority to make decisions on behalf of the Board of Directors on administrative matters and time-critical matters that arise between Board meetings; provided, however, that items such as the approval of the annual budget, the hiring and release of the President and CEO, and the receipt of the annual audit, shall be reserved to the full Board; and provided that the procedures set forth in Article XV Amendments to Bylaws must be followed with respect to any amendments to these Bylaws. The Executive Committee shall report its decisions to the full Board.

There shall be six (6) members of the Executive Committee, which shall include the five (5) principal Officers of the Board (the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, along with the President and CEO as a non-voting member). One (1) At-Large member shall be elected by a majority of the Board of Directors in office.

The Chairperson shall serve as the chairperson of the Executive Committee.

All other aspects of the function and procedures of the Executive Committee shall be set forth in a charter that is approved by the Board of Directors.

Section 7.04. Audit Committee. The purpose of the Audit Committee shall be to oversee the internal auditing aspects of the organization.

The Audit Committee shall be composed of not fewer than three (3) members.

The Audit Committee shall be chaired by a Director who is not the Treasurer or Chairperson.

All other aspects of the function and procedures of the Audit Committee shall be set forth in a charter that is approved by the Board of Directors.

Section 7.05 Finance Committee. The purpose of the Finance Committee is to assist the Board of Directors in its oversight of the organization's financial operations, including:

1. Overseeing staff in the development of budgets;
2. Ensuring that appropriate internal controls are in place;
3. Ensuring that appropriate safeguards are in place to protect the organization's assets;
4. Formulating and implementing investment guidelines.

The Finance Committee shall be composed of not fewer than three (3) members. The Finance Committee shall be chaired by the Treasurer of the Board.

All other aspects of the function and procedures of the Finance Committee shall be set forth in a charter that is approved by the Board of Directors.

ARTICLE VIII

OFFICERS

Section 8.01. Officers. The Officers of the Board shall be a Chairperson, a Vice Chairperson, a President and CEO, a Secretary, and a Treasurer. Each of the foregoing officers shall serve as ex officio Directors of the organization for as long as they are officers.

Section 8.02. Election and Term of Office. The Officers of the Board other than the President and CEO, shall be elected annually by the members of the Board of Directors, upon recommendation of the Governance and Nominating Committee. Voting members shall be informed of the results of the Officer selection process. The term of each Officer shall commence effective at the close of the annual meeting of members and continue until the following year.

Section 8.03. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever, in their judgment, the best interests of the organization would be served thereby.

Section 8.04. Vacancies. A vacancy in any office shall be filled by a person chosen by the Board of Directors, upon recommendation of the Governance and Nominating Committee. The Governance and Nominating Committee shall determine when an Officer vacancy is deemed to exist, and the replacement may be either temporary or for the duration of the term, as determined by the Committee in consultation, as appropriate, with the Executive Committee.

Section 8.05. Chairperson.

1. The Chairperson, who shall be selected from among the ranks of the Board of Directors, shall preside at all meetings of the members and of the Board of Directors. In the absence of the Chairperson or Vice Chairperson, the Chairperson's designee shall preside.
2. The Chairperson or the President and CEO or their designees, shall sign any deeds, mortgages, bonds, contracts, or other instruments necessary or appropriate to the conduct of the affairs of the organization. Any such documents requiring an additional signature shall in addition be signed by another Officer of the Board or their designees.
3. At the annual meeting of members, the Chairperson shall give a report on the activities of the organization to the members and call to the members' attention those matters which require consideration by the members.
4. The Chairperson is the chair of the Executive Committee as prescribed in Section 7.03 Executive Committee.

5. The Chairperson in general shall perform all duties incident to the office of Chairperson in accordance with these Bylaws.

Section 8.06. The Vice Chairperson.

(1) The Vice Chairperson shall have such powers and perform such duties as may be prescribed by the Board of Directors or the Chairperson.

(2) In the absence of the Chairperson, the Vice Chairperson shall perform the duties and exercise the powers of the Chairperson unless otherwise recommended by the Governance and Nominating Committee and approved by the Board of Directors.

(3) The Vice Chairperson in general shall perform all duties incident to the office of Vice Chairperson in accordance with these Bylaws.

Section 8.07. The President and CEO.

1. The President and CEO shall be the chief executive officer of the organization and shall share with the Chairperson the power of signature on behalf of the organization set forth in Section 8.05 Chairperson of these Bylaws.

2. The President and CEO shall have day-to-day charge of the affairs of the organization and shall have the power to hire and fire such professional and nonprofessional employees as the organization may from time to time require.

3. In the event the President and CEO is disabled from carrying out the duties of his/her office for a substantial period, those duties shall be performed by the person or persons and in the manner, designated by the Board of Directors, until such time as the President and CEO is again able to carry out his/her duties or until a successor is selected in accordance with the Bylaws.

4. The President and CEO shall be appointed by the Board of Directors, and his/her continuance in office shall be subject to annual review by the Board of Directors.

5. The President and CEO in general shall perform all duties incident to the office of President and CEO in accordance with these Bylaws.

Section 8.08. Secretary.

1. The Secretary shall have overall responsibility for all record keeping of the Board of Directors.

2. The Secretary shall keep the minutes of the Annual Meeting of Members and make them available to members in advance of the next meeting.

3. The Secretary shall also keep the minutes of the Board of Directors' meetings and ensure that minutes of meetings are made available to members of the Board in advance of the next meeting.

4. The Secretary in general shall perform all duties incident to the office of the Secretary in accordance with these Bylaws.

Section 8.09. Treasurer.

1. The Treasurer shall be charged with overseeing the management and reporting of the organizations' finances.

2. The Treasurer shall ensure accurate accounts of all the financial records of the organization, including bank statements, balance sheets and other financial reports.

3. The Treasurer shall report the financial status of the organization to the Board of Directors at its regular meeting.

4. The Treasurer serves as chair of the Finance Committee as provided in Section 7.05 of these Bylaws.

5. Except as prohibited by the laws of the District of Columbia, the Treasurer may delegate day-to-day performance of these duties to the executive employees of the organization.

6. The Treasurer in general shall perform all duties incident to the office of the Treasurer in accordance with these Bylaws.

ARTICLE IX

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

To the fullest extent permitted by law, the corporation shall indemnify any Director or officer or employee, or former Director, officer or employee, of the corporation against liability, as defined by Section 29-406.50(5) of the District of Columbia Nonprofit Corporation Act of 2010, incurred by him/her in connection with any action, suit, or proceeding in which he/she is made a party by reason of being or having been such Director or officer or employee. Such indemnification shall

not be deemed exclusive of any other rights to which such Director or officer or employee may be entitled under any agreement, vote of Members, or otherwise. Any amount payable by way of indemnity and the manner in which it shall be paid shall be determined by the Board of Directors. In furtherance of the indemnification policy, there is and will continue to be maintained, liability insurance covering those indemnified.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 10.01. Contracts. The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to 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.

Section 10.02. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of any such determination, such instruments shall be signed by the Treasurer and countersigned by the Chairperson, the President and CEO or the Vice Chairperson of the corporation.

Section 10.03. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 10.04. Gifts. The Treasurer or his or her designee may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes stated in the corporation's articles of incorporation.

ARTICLE XI

CORPORATE RECORDS

The corporation shall maintain corporate records as set forth in Section 29-413.01 of the District of Columbia Nonprofit Corporation Act of 2010, and any Member, or its agent or attorney, may inspect the corporation's records in accordance with the provisions of Sections 29-413.02 and 29-413.03 of the Act.

ARTICLE XII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIII

DUES

Power to Prescribe Dues. The Voting Members may determine from time to time the amount of annual dues payable to the corporation by Voting Members.

ARTICLE XIV

SEAL

The corporate seal shall have inscribed upon it the name of the corporation, the date of its incorporation and the words "District of Columbia."

ARTICLE XV

AMENDMENTS TO BYLAWS

New bylaws may be adopted or these bylaws may be repealed or amended (herein any such action shall be referred to as a "change") only if the conditions set forth below are observed. Any Voting Member, any member of the Board of Directors, or any group of Voting Members or Directors may propose a change in the bylaws.

- (i) The proponent of the change shall submit to the Chairperson a written notice of the proposed change, including an explanation of the reasons for it, at least sixty (60) days in advance of the meeting of the Members at which the proponent would have the change voted upon.
- (ii) Upon receipt of the notice from the proponent, the Chairperson shall within thirty (30) days give notice of the proposed change, identifying the proponent, to the Members. The Chairperson shall also submit the proposed change to a meeting of the Board of Directors, to be held in advance of the next scheduled Members' meeting, for a decision by the Board to recommend that the proposed change be either approved or disapproved by the Voting Members at their next scheduled meeting.

- (iii) The recommendation of the Board of Directors concerning whether the change should be approved shall be submitted to the Members at the Members' meeting. Directors, if any, who dissent from the recommendation may, if they choose, submit to the Members a statement of their reasons for dissent.
- (iv) To be effective, the change shall be approved at a Members' meeting by a vote of two-thirds of the Voting Members present at a meeting at which a quorum, either in person or by proxy, is present.

Adopted:	March 5, 1980
Amended:	October 24, 1980
Revised by Board Action:	January 7, 1981
Amended:	April 29, 1981
Amended:	October 26, 1982
Amended:	October 16, 1984
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Amended:	October 26, 1988
Amended:	October 24, 1995
Amended:	October 22, 1996
Amended:	November 4, 1997
Amended:	September 15, 1999
Amended:	November 3, 2003
Amended:	November 8, 2004
Amended:	October 23, 2006
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Amended:	October 21, 2010
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Amended:	November 17, 2014
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