

# Bylaws of the New York Agri-Women



Adopted on the 20th day of  
October, 2010

*These are the Bylaws of the New York Agri-Women, an unincorporated not-for-profit organization in the State of New York. New York Agri-Women is a state affiliate of American Agri-Women.*

**New York Agri-Women**

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**TABLE OF CONTENTS**

**ARTICLE ONE. NAME.....1**

**ARTICLE TWO. OFFICES.....1**

**ARTICLE THREE. PURPOSE.....1**

**ARTICLE FOUR. MEMBERSHIP .....1**

**ARTICLE FIVE. MEMBERSHIP FEES AND DUES .....2**

**ARTICLE SIX. MEETINGS OF MEMBERS.....2**

**ARTICLE SEVEN. DIRECTORS .....3**

**ARTICLE EIGHT. OFFICERS .....5**

**ARTICLE NINE. DISTRICT AND COUNTY LEADERS.....7**

**ARTICLE TEN. COMMITTEES .....8**

**ARTICLE ELEVEN. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS .....10**

**ARTICLE TWELVE. MISCELLANEOUS .....11**

**ARTICLE THIRTEEN. AMENDMENTS.....11**

**ARTICLE FOURTEEN. EFFECTIVE DATE .....11**

**BYLAWS OF THE NEW YORK AGRI-WOMEN**

**ARTICLE ONE. NAME**

1.1. This not-for-profit organization shall be called the New York Agri-Women (the “Organization”) and shall be located in the State of New York.

**ARTICLE TWO. OFFICES**

2.1. Principal Office. The principal office of the Organization in the State of New York shall be located at the home of Cari Rincker (“Founding Member”), 256 West 85<sup>th</sup> Street, Apt. A, New York, New York 10024, in the County of New York.

2.2. Other Offices. The Organization may have such other offices in the State of New York, as the Board of Directors (as defined in infra Article XII) may, from time to time, determine.

**ARTICLE THREE. PURPOSE**

3.1. Purpose. The purpose of the Organization will be as follows:

(a) to educate the membership and the public about the importance of agriculture to the economy and to the environment;

(b) to unite women in all segments of the New York food, fiber and agriculture industry having mutual concerns;

(c) to educate consumers in order to help facilitate the relationship between consumers and the agriculture industry;

(d) to advocate for all sizes and types agriculture production and business interests at the New York state and local level; and

(e) to support and encourage research and education that will benefit the New York food, fiber, and agriculture industry.

3.2. All activities of the Organization at the State, District, or County level shall be pursuant to the purposes described in supra Paragraph 3.1.

**ARTICLE FOUR. MEMBERSHIP**

4.1. Classes of Membership. The Organization shall have one class of members, and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

4.2. Qualifications. Any individual over the age of 18 by January 1<sup>st</sup> of that calendar year that pays the dues as provided in infra Article V and that agrees to be bound by the Bylaws of the Organization (the “Bylaws”) and by such rules and regulations as the Board of Directors may, from time to time, adopt is eligible for membership in this Organization.

4.3. Admission to Membership. The Board of Directors shall, from time to time, prescribe the form and manner in which application may be made for membership.

4.4. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this Organization, nor shall any of such property or assets be distributed to any member on its dissolution.

4.5. Liability of Members. No member of this Organization shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

4.6. Transfer, Termination, and Reinstatement. Membership in the Organization is nontransferable. Membership shall terminate on the resignation or death of a member or on a member's failure to pay the dues required in the Bylaws within thirty days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

#### **ARTICLE FIVE. MEMBERSHIP FEES AND DUES**

5.1. Annual Dues. Members of the Organization are required to pay annual dues to American Agri-Women in addition to dues for the Organization. The Board of Directors may determine the amount of annual dues payable to the Organization by members. Unless otherwise provided, dues for the Organization will be \$25 per year. A discounted dues rate for the Organization of \$10 will be given to students at colleges and universities.

5.2. Payment of Dues. Dues shall be payable in advance on the 1st day of October in each fiscal year. If a new member pays after the 1<sup>st</sup> day of July then the new Member will be paid in full through the subsequent membership year.

5.3. Default and Termination of Membership. When any member shall be in default in the payment of fees or dues for a period of one month from the beginning of the fiscal year or period in which such dues become payable, that person's membership may be terminated by the Board of Directors.

#### **ARTICLE SIX. MEETINGS OF MEMBERS**

6.1. Annual Meeting. An annual meeting of members shall be held each year January thru February, rotating among Albany, Buffalo, Rochester, Syracuse, or at such other place or places as the Board of Directors may designate, from time to time. Appropriate for consideration at such meetings shall be the election of the directors and such other corporate business as may come before the meeting. If the election of directors shall not be held on the day designated for an annual meeting or at any adjournment of such a meeting, the Board of Directors shall cause the election to be held at a special meeting of members conducted as soon as may be convenient.

6.2. Special Meetings. Special meetings of members may be called by the President, the Board of Directors, or not less than one-twentieth of such members as may be qualified to vote.

6.3. Place of Meeting. The Board of Directors may designate any place, either within or without New York State, as the place of meeting for any annual or special meeting of members. However, if all members shall meet at any time and place, either within or without New York State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any action may be taken.

6.4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, personally or by mail (including electronic mail), to each member entitled to vote at such meeting, not less than thirty nor more than sixty days before the date of such meeting, by or at the direction of the President, Secretary, or such officers or persons as are calling the meeting. In the case of special meetings or when required by the Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the Organization at the time of mailing. If sent via electronic mail ("e-mail"), a notice of meeting shall be deemed delivered when it is sent to a valid email address on record for the member.

6.5. Informal Action by Members. Any action required or permitted to be taken at any meeting of members may be taken without such meeting if a consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect thereto.

6.6. Quorum. Members holding 50% of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting, from time to time, without further notice.

6.7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after thirty days from its date of execution unless otherwise provided in the proxy.

6.8. Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail or e-mail in such manner as the Board of Directors shall determine.

6.9. Voting Rights. Each member shall be entitled to one vote. If an organization is a member, the organization shall designate one person who shall have the right to exercise the organization's voting rights. Business sponsors as described in Paragraph 12.3 shall have no voting rights.

6.10. Tallying Votes for Director. Votes shall be tallied by a member who is not running for a Director. The candidates for director receiving the highest number of votes up to the number of directors to be elected will be deemed to be elected.

## **ARTICLE SEVEN. DIRECTORS**

7.1. Number. The authorized number of directors of this Organization may be up to thirteen (13) people. The Board of Directors shall consist of the five officers as enumerated in infra Article VIII (including the President, President-Elect, Secretary, Treasurer, Public Relations, Website/Newsletter Editor), the Immediate Past-President, and the six District Leaders as described in infra Article IX.

7.2. Qualifications of Directors. Directors must be paid members of the Organization.

7.3. Term of Office. The term of office of each director shall be two years.

7.4. Powers. Except as otherwise provided the Bylaws, the powers of this Organization shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such agents as the Board of Directors may, from time to time, by resolution, designate.

7.5. Replacement of Directors.

(a) Whenever a vacancy exists on the Board of Directors, whether by death, resignation, or otherwise, the vacancy shall be filled by appointment of a new director by the President of the Organization, and if that power is not exercised within thirty (30) days after the President receives notice of the vacancy, by appointment by a majority of the remaining Board of Directors at a regular or special meeting of the Board of Directors. Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any director may be removed, with or without cause, by the vote of two-thirds of the members of the Board of Directors at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled as stated above in supra Paragraph 7.5(a).

(c) Any person appointed to fill a vacancy in the Board of Directors shall hold office for the unexpired term of her predecessor in office, subject to the power of removal stated above.

7.6. Meetings.

(a) Meetings shall be held quarterly: (i) at such place or places as the Board of Directors may, from time to time, by resolution, designate either physically or via teleconference; or (ii) in the absence of such designation, at the principal office of the Organization.

(b) Regular meetings shall be held at such time, place and frequency as the Board of Directors determines. The Organization shall have no fewer than one regular meeting per year in addition to the Annual Meeting discussed in supra Paragraph 6.1.

(c) The President may, as the President deems necessary, if so requested in writing by members of the Board of Directors, call a special meeting of the Board. In such event, thirty (30) days written notice to each director shall be deemed sufficient.

(d) Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(e) Except as may otherwise be provided in the Bylaws, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(f) All meetings of the Board of Directors shall be governed by Robert's Rules of Order, including such revisions of those rules as may, from time to time, be published and, except as those rules are inconsistent with the Bylaws.

7.7. Action Without Meeting. No meeting need be held by the Board of Directors to take any action required or permitted to be taken by law, provided all members of the Board shall, individually or collectively, consent in writing to such action and such written consent or consents is filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors.

7.8. Liability of Directors. The directors of this Organization shall not be personally liable for its debts, liabilities, or other obligations.

## **ARTICLE EIGHT. OFFICERS**

8.1. Designation of Officers. The officers of the Organization shall be a President, President-Elect, Secretary, Treasurer, Public Relations, Website/Newsletter Editor, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

8.2. Election and Term of Office. The officers of this Organization shall be elected bi-annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as may be convenient. The President-Elect and Secretary shall be elected at the regular annual meeting in even-numbered years. The Treasurer, Public Relations and Website/Newsletter Editor shall be elected on odd-numbered years. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified.

8.3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the interests of the Organization would be best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

8.4. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

8.5. President. The President shall be the chief executive officer of the Organization and shall exercise general supervision and control over all activities of the Organization. The President:

(a) Shall preside at all meetings of members and of directors; and

(b) Shall perform all other duties generally incident to the office of President and such other duties as may be prescribed by the Board of Directors.

8.6. President- Elect. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The President-Elect will automatically replace the President when her two-year term is completed.

8.7. Secretary. The Secretary shall:

(a) Keep the minutes of meetings of members and of the Board of Directors in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with the Bylaws or as required by law;

(c) Be custodian of the Organization's records;

(d) Keep a membership book containing the names and addresses of all members and directors of the Organization and, with respect to any membership that has been terminated, record that fact together with the date of termination; and

(e) Exhibit to any director of the Organization, to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, the Bylaws, the membership book, the minutes of any meeting, and the other records of the Organization.

8.8. Treasurer. If so required by the Board of Directors, the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the Organization;

(b) Receive and give receipts for moneys due and payable to the Organization from any source and deposit all such moneys in the name of the Organization in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and

(c) Perform all duties generally incidental to the office of Treasurer and such other duties as may, from time to time, be assigned to the Treasurer by the President or by the Board of Directors.

8.9. Public Relations. The Public Relations officer shall:

(a) Write press releases for the Organization;

(b) Manage the Social Media Committee as described in infra Paragraph 10.4 and ensure that updates on the Organization's events are posted on the Organization's social media platforms including but not limited to blogs, Facebook, and Twitter;

(c) Facilitate interviews with state and local media;

(d) Ensure that photographs are taken at the events and meetings of the Organization; and



(e) Complete any other public relations task that the Board of Directors deems to be reasonable.

8.10. Website/Newsletter Editor. The Website/Newsletter Editor shall:

(a) Manage all updates to the Organization's website located at [www.newyorkagriwomen.com](http://www.newyorkagriwomen.com) by communicating with the website developer;

(b) Manage all business sponsorship ads as described in infra Paragraph 12.3;

(c) Help edit the content on the website including the social media platforms including but not limited to the blog, Facebook, and Twitter ;

(d) Encourage members to be regular contributors to the blog;

(e) Develop a newsletter to be mailed (either electronically or by regular U.S. mail) to the members of the Organization at least one time per year; and

(f) Complete any other task pertaining to the Organization's website and or newsletter that the Board of Directors deems to be reasonable.

## **ARTICLE NINE. DISTRICT AND COUNTY LEADERS**

9.1. District Leaders.

(a) The Organization shall have six District Leaders which shall be members of the Board of Directors.

(b) The six districts shall be as follows: (i) Western New York District (Chatauqua, Cattaraugus, Allegany, Erie, Niagra, Orleans, Genesee, and Wyoming counties), (ii) Finger Lakes District (Monroe, Wayne, Cayuga, Onondaga, Cortland, Livingston, Ontario, Seneca, Yates, Tompkins, Tioga, Chemung, and Steuben counties), (iii) Northern New York District (Oswego, Jefferson, St. Lawrence, Clinton, Franklin, Essex, Warren, Hamilton, Fulton, and Herkimer counties), (iv) Central New York District (Oneida, Madison, Chenango, Broome, Otsego, Montgomery, Scharie, Saratoga, Washington, Rennselaer, and Albany counties), (v) Catskills & Hudson Valley District (Delaware, Greene, Ulster, Sullivan, Columbia, Dutchess, Putnam, Orange, Rockland, and Westchester counties), and (vi) Long Island and NYC District (Bronx, New York, Richmond, Kings, Queens, Nassau, and Suffolk counties).

(c) The District Leaders shall serve two-year terms to be elected at the Organization's regular annual meeting.

(d) The Western, Northern, and Catskills & Hudson Valley Districts shall be elected on even numbered years. The Finger Lakes, Central, and Long Island & NYC District shall be elected on odd numbered years.

9.2. County Leaders.

(a) The Organization shall have a County Leader in each of the sixty-two (62) New York counties. The County Leaders are not included on the Board of Directors.

(b) It is permissible for County Leaders to also be a District Leader or an Officer of the Organization.

(c) County Leaders shall serve a one-year term and be elected by the membership at the Organization's regular annual meeting.

(d) County Leaders shall be a contact person for all prospective members in that County. County Leaders shall work with the Membership Committee to coordinate member recruitment in her county.

(e) A member can only be a County Leader in one county.

9.3. Activities. District and or County Leaders may coordinate events/meetings in those areas by working with the proper Committee(s). District and or County Leaders shall work with the Public Relations officer in the advertisement of such events/meetings. District and or County Leaders shall work with the Committee Chairs described in infra Article X to help coordinate events in the respected districts and counties. All district/county events must be approved by the Board of Directors and be pursuant to the Organization's purposes as described in supra Article III.

## **ARTICLE TEN. COMMITTEES**

10.1. Executive Committees. By majority vote of the directors in office, the Board of Directors may, by resolution duly adopted, establish one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the Organization, provided, however, that the designation of and delegation of authority to such committees shall not relieve the Board of Directors, or any director individually, of any responsibility imposed on the Board of Directors or any individual director by the Bylaws.

10.2. Finance Committee. The matter of controlling, managing, investing, and disposing of the property of this Organization for the purpose of earning an income, as distinguished from applying property and funds to charitable purposes, shall be exclusively vested in a finance committee, which shall consist of the Treasurer and any other member appointed by the Board of Directors. The Organization's Treasurer shall be the sole chair this Committee.

10.3. Legislative Committee. The Legislative Committee shall monitor state and local legislation and regulations in the State of New York. The Committee shall educate the membership of these laws and policies via reports at meetings, newsletter reports, and through the Organization's social media outlets including but not limited to the blog, Facebook page, and Twitter page. The Committee shall propose policy stances that must be approved by the membership at the annual meeting. The Committee shall coordinate all lobbying activities pursuant to those voted upon policy stances. The Committee shall not make any political stance on behalf of the Organization without the approval of the membership. The Committee will use its best efforts to also reflect the minority views of the organization.

10.4. Social Media Committee. The Social Media Committee shall work with the Public Relations and Website Editor. The Committee shall manage the Organization's social media efforts including but not limited to the blog, Facebook, Twitter, LinkedIn, YouTube, and Flickr (or another photography website). The Committee shall work with the Legislative Committee on all policy alerts and cannot take a policy stance on behalf of the Organization without approval from the membership. The Committee shall foster a discussion among women involved in New York agriculture through social media platforms.

10.5. Consumer Outreach Committee. The Consumer Outreach Committee shall coordinate educational events for New York consumers in both urban and rural areas. The Committee shall coordinate events with the District and County Leader in that area in addition to the Public Relations officer. The Committee shall work with the Social Media Committee to help better educate New York consumers about New York food, fiber and agriculture industries.

10.6 Producer Education Committee. The Producer Education Committee shall coordinate educational activities for agriculture producers throughout New York State. The Committee shall work with the District and County Leader in that area in addition to the Public Relations officer. The Committee shall work with the Social Media Committee and Website/Newsletter Editor to help better educate New York agriculture producers.

10.7. Social/Networking Committee. The Social/Networking Committee shall coordinate events for the Organization's members or perspective members throughout the State of New York including but not limited to "meet-ups." The Committee shall work with the District and County Leader in that area in addition to the Public Relations officer.

10.8. Membership Committee. The Membership Committee shall communicate with prospective members and coordinate membership drives. For any events, the Committee shall work with the District and County Leader in that area in addition to the Public Relations officer. The Committee shall work with the Secretary on keeping a membership list. The Committee shall communicate with the Website Editor on any changes that should be made to the online membership directory.

10.9. Governance Committee. The Governance Committee shall make an annual review of the Bylaws and determine if any changes need to be made. The Committee will propose changes to the Board of Directors.

10.10. Resources Committee. The Resources Committee shall collect and disseminate important reference materials for the membership. The Committee may develop its own reference guides for the membership. Upon discretion of the Committee, the Committee may coordinate with the Website Editor to make the information available for the general public.

10.11. Other Committees. Other committees not having and exercising the managerial authority of the Board of Directors may be established by resolution duly adopted by majority vote of the Board of Directors. Except as may be provided by resolution, members of committees shall be members of the Organization and shall be appointed by the President. Any member may be removed by the President whenever, in the judgment of the President, the interests of the Organization would be best served by such removal.

10.12. Terms of Office. Each member of a committee shall continue as such until the next annual meeting of members of the Organization and until his or her successor is appointed, unless such committee shall be sooner abolished or unless such member be removed or cease to qualify as a member of the committee.

10.13. Chairperson. Except for the Finance and Executive Committee, up to two members may co-chair a committee. The Finance and Executive Committees shall have only one chairperson. If there is no volunteer to Chair a committee, the Board of Directors shall appoint a member of the committee to be the Chairperson.

10.14. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his predecessor.

10.15. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

10.16. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate, provided, however, that such rules and regulations shall be consistent with the Bylaws and provided further that regular minutes of all proceedings shall be kept.

#### **ARTICLE ELEVEN. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

11.1. Contracts. The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent, or agents of the Organization, in addition to the officers so authorized by the Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to specific instances.

11.2. Gifts and Contributions. The Board of Directors or an executive committee may:

(a) Accept on behalf of the Organization any contribution, gift, bequest, or devise of any type of property (“donations”) for the general and special charitable purposes of the Organization, on such terms as the Board or committee shall approve;

(b) Hold such funds or property in the name of the Organization or of such nominee or nominees as the Board or committee may appoint;

(c) Collect and receive the income from such funds or property;

(d) Devote the principal or income from such donations to such benevolent and charitable purposes as the Board or committee may determine;

(e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after approval of such agreement by the Board or committee devote the principal or income from that donation according to the agreement.

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

11.4. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers or agent or agents of the Organization and in such manner as the Board of Directors shall, from time to time, by resolution, determine. In the absence of such determination, the instruments shall be signed by the Treasurer and countersigned by the President or President-Elect of the Organization.

#### **ARTICLE TWELVE. MISCELLANEOUS**

12.1. Books and Records. The Organization shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Directors, and committees and shall keep at the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Organization may be inspected by any director, member, or the agent or attorney of either, or any proper person, at any reasonable time.

12.2. Fiscal Year. The fiscal year of the Organization shall begin on the first day of January and end on the last day of December in each year.

12.3. Business Sponsorship. Any business or organization can become a business sponsor by donating \$150 to the Organization, or whatever amount the Board of Directors determines. Business sponsors will receive advertising space on the Organization's website, newsletter, or any other materials that the Organization distributes to members or the general public. Business sponsors are not given individual memberships nor do they have voting rights. There is no New York residency requirement for business sponsorship. The Board of Directors reserves the right to reject a business sponsor or its advertisement for any reason.

#### **ARTICLE THIRTEEN. AMENDMENTS**

13.1. Power of Members to Amend Bylaws. The Bylaws of this Organization may be amended, repealed, or added to or new Bylaws may be adopted by a majority vote of all members entitled to vote at a meeting duly called for the purpose the Bylaws. Proxy votes will be allowed.

#### **ARTICLE FOURTEEN. EFFECTIVE DATE**

14.1. The Bylaws shall become effective immediately upon the adoption by a two-thirds vote of the Board of Directors and the majority of the membership.