

Bylaws of Travis Audubon Society, Inc.

ARTICLE I

Name, Purpose, and Offices

Section 1. Name. The name of the corporation is Travis Audubon Society, Inc. (the “Society”).

Section 2. Purpose. The purpose of the Society is to promote the enjoyment, understanding, and conservation of native birds and their habitats, particularly in Central Texas, through land conservation, habitat restoration and management, environmental education, and conservation advocacy. The Society is organized exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

Section 3. Offices. The Society shall have a registered office and may have other offices at such places as the Board of Directors may from time to time determine, or as the activities of the Society may require.

ARTICLE II

Members

Section 1. Members of the Society. There is hereby established a class of members called Chapter members who shall, for all legal purposes, be members of the Society, and who shall have voting rights in respect thereof as provided by these Bylaws. All members in this class of membership shall be members in good standing. Only Chapter members shall be entitled to vote on business of the Society. Each member in this class of membership shall be entitled to one (1) vote.

Section 2. Other Classes of Members. The Board of Directors (the “Board”) may establish such other classes of members as it from time to time deems appropriate, which shall include a class of National members. Persons or organizations in such other classes of membership shall not, for legal purposes, be members of the Society and shall not have voting rights whatsoever in respect thereof.

Section 3. Good Standing Defined. As used in these Bylaws, or in policies and procedures, “member in good standing” shall mean a person or an organization that has paid the required dues for the member’s category of membership, and who has complied with the other requirements of membership as determined by the Board of Directors.

Section 4. Benefits, Dues and Policies. The Board may establish, and from time to time amend, membership qualifications, benefits, dues, and policies for each class of members established by these Bylaws or by the Board. The Board may create, within

each class of membership, sub-classes with differing qualifications, dues, and benefits. These may include, but are not limited to, student, family, and corporate memberships.

Section 5. Resignation. Any member may resign by filing a written resignation with the Secretary of the Board, which resignation shall become effective on the date specified in the written resignation, but in no case before the date of receipt. If no date is specified, the effective date of the resignation shall be the date of receipt.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting. There shall be an annual meeting of the Members, which shall take place at such a time and place as is fixed by the Board. At the annual meeting, the voting members of the Society shall elect Directors, and transact any and all business that may come before the membership subject to all provisions for notice, or waiver of notice, as provided in these Bylaws.

Section 2. Regular Meetings. There may be other regularly scheduled meetings of the members, which shall be deemed "regular meetings" and which shall take place at such times and places and with such notice as is determined from time to time by the Board.

Section 3. Special Meetings. Special meetings of the Society shall be held upon call of the Board, or upon presentation of a written petition signed by no fewer than twenty (20) of the voting members of the Society who are in good standing. The petition shall also specify the purpose, or purposes, of the special meeting.

Section 4. Notice. Notice of the annual meeting of the Society shall be given not less than fifteen (15) days nor more than sixty (60) days prior to the date of the annual meeting. Notice of any special meeting of the Society shall be given at least fifteen (15) days prior to the date of the special meeting. Notice may be given personally, by mail to the last known address of any member, or by electronic means with or without proof of receipt required, as determined by the Board.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any member, director or other person under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting, whether or not notice was received by any member, director or other person entitled to such notice, shall also constitute waiver of notice.

Section 6. Voting and Proxy. Members shall be present in person to vote. Proxy voting shall not be allowed.

Section 7. Quorum. Twenty (20) voting members in good standing shall constitute a quorum at any annual, regular or special meeting of the Society.

Section 8. Membership Lists and Record Date. The Board shall maintain, or cause to be maintained, accurate lists of members eligible to vote at the annual meeting, or any special meeting, in accordance with applicable law. The Board shall establish a date for eligibility to vote (referred to in these Bylaws as the “record date”) in accordance with applicable law.

ARTICLE IV

Board of Directors

Section 1. General Powers. The activities, property, monies, and affairs of the Society shall be managed by the Board of Directors who may exercise all such powers of the Society as are permitted by statute, the Certificate of Formation, and these Bylaws.

Section 2. Number. The Board shall consist of no fewer than eight (8) and not more than fifteen (15) members, with the precise number to be determined from time to time by resolution of the Board. Up to twelve (12) members shall be elected by the membership at the Annual Meeting, each for a three-year term, and up to three shall be appointed by the Board for a one-year term. The minimum and maximum number of directors may be increased or decreased from time to time by amendment of these Bylaws, provided that the number of directors shall not at any time be fewer than three (3), and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Section 3. Qualifications and Election or Appointment. To be eligible for election, a potential director shall have been a voting member of the Society in good standing on or before the record date established for eligibility to vote at the annual meeting. Voting members in good standing may also nominate persons from the floor, provided that all such nominees shall be voting members in good standing.

Section 4. Term of Office. The term of office for elected directors shall be three (3) years and shall begin at the first Board meeting after the annual meeting (hereinafter election meeting.) Appointed directors shall serve for one year. The Board shall endeavor to manage the election and appointment of directors so that the terms of approximately one-third (1/3) of the directors shall expire each year on a rotating basis. Directors shall serve until the expiration of their term, resignation, disqualification, or removal from office as provided in these Bylaws.

Section 5. Limitation on Term of Service. A director may serve no more than two consecutive three-year terms. In the event that a director's tenure includes a one-year term or a partial term (because the director was elected or appointed to fill a vacancy), such periods may extend the director's total period of service, but in no event may a director serve more than eight (8) consecutive years. When a director becomes term-limited under this section, he or she must forego Board membership for a period of at least one year before again becoming eligible for Board membership. The limitations set forth in this Section 5 shall be effective for director elections and appointments occurring on or after the date of the Society's 2021 Annual Meeting.

Section 6. Filling of Vacancies. Any vacancy in the Board shall be filled by the affirmative vote of a majority of the remaining directors at any regular or special meeting of the Board, provided that the notice of the meeting shall state that the filling of vacancies is to be considered. Any director appointed to fill a vacancy shall hold office until the end of the term of the vacancy to which he or she was appointed. Any vacancy created as the result of an increase in the number of directors, whether by resolution of the Board or amendment of these Bylaws, shall be filled by a majority of voting members in good standing who are present and voting at the meeting at which the number of directors was increased. Vacancies created by an increase in the number of directors shall be filled so as to meet the requirements for rotation as provided in Section 4 above.

Section 7. Removal and Resignation. Any director may be removed at any regular or special meeting of the Board by an affirmative vote of no less than three fourths (3/4) of the number of directors in office, when in the judgment of such directors, removal is deemed to be in the best interest of the Society. The notice of the meeting at which removal may be voted upon must state that removal of directors is to be considered. Any officer or director may resign at any time by sending written notice to the President of the Board. The resignation shall take effect at the time specified, but in no case before notice is received.

Section 8. Regular Meetings. Regular meetings of the Board shall be held at regular intervals, at such places and at such times as may be determined by the Board, generally on an annual basis, and communicated to all directors and members, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws. .

Section 9. Special Meetings. Special meetings of the Board shall be held at such places and at such times as may from time to time be determined by the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws. Unless otherwise specified in these Bylaws, any and all business may be transacted at any regular or special meeting of the Board. Special meetings may be called by the President, or by the written request of fifty percent (50%) of the directors in office.

Section 10. Election Meeting. There shall be an election meeting of the Board of Directors, which shall be the first Board meeting after the annual meeting of the Society. At the meeting, the Board shall elect officers, and may transact any and all business that may come before the Board, subject to all provisions for notice, or waiver of notice, as provided in these Bylaws.

Section 11. Notice. Notice of any special meeting of the Board shall be given to all directors at least three (3) days prior to the date of the special meeting. In case of an emergency declared by the Board President, the three (3) day notice may be waived. Notice (whether for special meetings of the Board or for any other purpose under these Bylaws) may be given personally, by mail to the last known address of the person receiving notice, or by electronic means, including email, with or without proof of receipt required, as determined by the Board. Unless otherwise required by law or these

Bylaws, neither the business to be transacted nor the purpose of any meeting need be specified in the notice of meeting.

Section 12. Waiver of Notice. Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, a waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a Board meeting, whether or not notice was received by any director or other person entitled to such notice, shall also constitute waiver of notice.

Section 13. Quorum. At all meetings of the Board, the presence of a majority of the number of directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, which number shall include any members attending by electronic means. If at any time a director suggests the absence of a quorum, the roll shall be taken immediately to determine if a quorum is present. In the absence of a quorum the meeting may be adjourned to such a time and place as determined by the Board when a quorum will be present. No notice, other than announcement at the meeting, shall be required to continue the meeting of the Board.

Section 14. Actions of the Board. The act of a majority of the directors present in person at any meeting where a quorum is present shall constitute an act of the Board of Directors, unless a different number is specifically required by these Bylaws.

Section 15. Voting and Proxy. Directors shall be present in person to vote, provided that with reasonable notice, a director may attend any meeting and vote by electronic means as provided in these Bylaws. Proxy voting shall not be allowed.

Section 16. Consent. Any action permitted or required to be taken at any meeting of the Board may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote of the Board. Consent may be obtained in writing, by facsimile, or by e-mail.

Section 17. Attendance. With reasonable notice to the President, or his or her designee, any director may attend any meeting of the Board by electronic means in which all persons participating in the meeting can hear or communicate with each other simultaneously. If any director fails to attend any three Board meetings within one (1) year, other than an emergency meeting, then the director shall be deemed to have submitted his or her resignation from the Board. The Board, for good cause shown, may decline to accept the resignation of any director under this Section.

Section 18.. Compensation. No director shall receive compensation as the result of his or her service on the Board or on any committee of the Board. Nothing contained in this section shall prohibit any director from receiving reimbursement for actual expenses incurred on behalf of the Society, provided that the expense was authorized by the Board.

ARTICLE V

Officers, Agents and Employees

Section 1. Elected Officers. The elected officers of the Society shall include a President (who shall also serve as Chair of the Board), a Vice President (who shall also serve as Vice Chair of the Board), a Secretary, and a Treasurer.

Section 2. Election. All officers listed in Section 1 shall be elected by the Board at the election meeting of the Board.

Section 3. Appointed Officers, Agents, and Employees. The Board may from time to time appoint such other officers, assistant officers, agents and employees as it deems necessary, who shall have powers and duties as set forth in these Bylaws, or as determined from time to time by the Board. Specifically, as set forth in Section 10 below, the Board by resolution may appoint an Executive Director, who unless otherwise determined by the Board shall serve as an executive officer of the Society.

Section 4. Simultaneous Offices. No person shall hold more than one of the offices designated in Section 1 above at the same time unless the Board shall first declare an emergency, and designate an officer to perform the duties created by the vacancy of another officer. In no case shall the President and the Secretary be the same person.

Section 5. Term of Office, Removal, Filling of Vacancies. Each elected officer shall hold office for a term of one (1) year or until his or her death, resignation, disqualification, or removal from office as provided in these Bylaws. A person holding the office of President, Vice President, or Secretary may be reelected for a maximum of three (3) consecutive terms in the same office. A person holding the office of Treasurer may be elected to an unlimited number of terms. Any officer may be removed at any time by a majority of the number of directors fixed by these Bylaws, when in the judgment of the Board, such removal shall be deemed in the best interest of the Society, and provided that the notice of the meeting shall state that removal of officers is to be considered. If any office becomes vacant for any reason, the vacancy shall be filled by an affirmative vote of a majority of the number of directors in office.

Section 6. President. The President (who shall also serve as Chair of the Board) shall have general oversight over the affairs of the Society; shall preside at all meetings of the Board; shall have general authority to execute documents and agreements in the name of the Society; shall appoint all Committee Chairs unless otherwise designated by these Bylaws; and in general, shall exercise all powers usually pertaining to the President or the Board Chair of a corporation. All powers and duties of the President shall be subject to the provisions of the Certificate of Formation and these Bylaws and to review and confirmation by the Board in such a manner as is from time to time determined by the Board.

Section 7. Vice President. The Vice President (who shall also serve as Vice Chair of the Board) shall, in the absence of the President, perform the duties of President and shall

have such other powers and duties as may from time to time be determined by the Board. Unless the Board otherwise determines, the Vice President shall succeed to the Office of President when the term of the President ends for any reason. If the Vice President enters the office of President prior to the end of any term of the President, the Vice President shall serve out the remainder of the President's term and be eligible for re-election as President pursuant to Section 5 of this Article V.

Section 8. Secretary. The Secretary shall keep and maintain all records of the Society unless otherwise specified in these Bylaws; shall see that proper notice is given for all meetings of the Board; shall keep, or cause to be kept, accurate and true records of all proceedings of meetings of the Board; shall ensure that minutes of the previous meeting(s) and all related documents are sent to directors prior to the next meeting; shall keep and maintain all policies and procedures; and in general, shall exercise all powers usually pertaining to the Secretary of a corporation. All powers and duties of the Secretary shall be subject to the provisions of the Certificate of Formation and these Bylaws and to review and confirmation by the Board in such a manner as is from time to time determined by the Board.

Section 9. Treasurer. The Treasurer is responsible for the accounting and financial accountability of the Society. The Treasurer shall:

1. Ensure that the financial systems and records of the Society are current and well maintained;
2. Ensure transparency in financial matters and dealings of the Society;
3. In conjunction with the Executive Director, ensure that current financial reports are correct, timely, and distributed at Board meetings;
4. Report to the Board on the financial and investment status of the Society, including reporting on the annual meeting held with the Society's financial advisor;
5. Serve as Chair of the Finance Committee;
6. Assist the Executive Director in the preparation of the annual budget and presenting the budget to the Board for approval;
7. Ensure Audit completion and review and report to the Board on the audit;
8. Ensure Form 990 completion and review and report to the Board on the Form 990.
9. Work with the Executive Director and the Finance Committee to develop Fiscal Policies for the Society, which ensure the financial integrity and sustainability of the organization.
10. All powers and duties of the Treasurer shall be subject to the provisions of the Certificate of Formation and these Bylaws and to review and confirmation by the Board as determined from time to time by the Board.

Section 10. Executive Director. The Board may, upon resolution, appoint an Executive Director to serve as an executive officer of the Society. Subject to the supervisory powers of the Board and the President, the Executive Director shall direct and manage the business of the Society. The Executive Director may engage in negotiations to enter into agreements and commitments of the Society and may execute such agreements and commitments on behalf of the Society, all in furtherance of the purposes of the

Society and subject to the oversight of the Board. The Executive Director shall serve ex-officio (but without vote) on all Society committees and governance bodies and shall attend all meetings of the Board and the Executive Committee. The Executive Director’s employment and management rights hereunder may be terminated at any time by the Board, subject to any contract rights of the Executive Director then in effect.

Section 11. Other Powers and Duties. In addition to the powers and duties enumerated above, the elective and appointive officers, agents, or employees of the Society shall perform such other duties and have such other powers as are provided in the Certificate of Formation, these Bylaws, and the policies and procedures adopted by the Board or as are otherwise determined from time to time by the Board.

ARTICLE VI

Committees of the Board

Section 1. Executive Committee. There is hereby created an Executive Committee of the Board whose membership shall be the President, the Vice President, the Secretary, and the Treasurer.

Section 2. Powers and Duties of the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Society in the intervals between Board meetings, shall be responsible for recruiting, hiring and evaluating the Executive Director of the Society in consultation with the Board and for recommending to the Board appropriate compensation for the Executive Director, determined in accordance with the Society’s compensation policy. The Executive Committee shall have such other powers and duties as may from time to time be determined by the Board. The Executive Committee shall keep accurate records of its proceedings and report all actions to all directors on the Board. All actions of the Executive Committee shall be subject to review and, if appropriate, confirmation by the Board in such a manner as is determined from time to time by the Board.

Section 3. Governance Committee. There is hereby created a Governance Committee which shall consist of four (4) people, which shall include the immediate past President, the Vice President, and two (2) current Board members who are chosen by the Executive Committee with Board approval. In addition, other current Board members may serve as ad hoc committee members when needed. The Vice President shall serve as Chair of the Governance Committee. In the event that there is no Vice President, then the Executive Committee shall name a member of the Board who shall serve as the Chair of the Governance Committee.

Section 4. Powers and Duties of the Governance Committee. The Governance Committee shall be charged with the following duties: 1. The Governance Committee shall be responsible for identifying, screening, and recommending qualified potential Board members to the Board and shall maintain a sufficient pool of qualified potential Board members to allow for normal replacement and unforeseen vacancies; shall be responsible for ensuring proper notification of the membership of the Board nominees

and shall manage the annual election; shall develop Governance policies and procedures subject to the approval of the Executive Committee, followed by approval of the Board. 2. The Governance Committee, with the Executive Director, shall take the steps necessary to ensure that new Board members are informed of the background, programs and culture of the organization and shall approve the Director's Handbook prepared by the Executive Director before distribution to new Board members. 3. The Governance Committee shall engage in regular efforts to build new skills and abilities among existing Board members. 4. The Governance Committee will conduct an annual assessment of skills, contributions and the needs of the Board. The Governance Committee shall determine how to incorporate the information gathered during the assessments for further training, support, and for recognition. 5. The Governance Committee shall ensure that work well done is recognized and that the Board members are thanked for their commitment and contributions they make to the organization. 6. Policies and Bylaws: The Governance Committee shall monitor and review policies, procedures and bylaws and recommend modifications to the Board.

Section 5. Fundraising Committee. There is hereby created a Fundraising Committee, which shall consist of four to six Board members and other interested Society members who are chosen by the Executive Committee with Board approval.

Section 6. Powers and Duties of the Fundraising Committee. The Fundraising Committee shall be charged with the following duties: 1. To work with the Executive Director and other staff to create, review and update a Fundraising Plan that will guide the organization in seeking out and securing funding from an array of outside sources. 2. To create and maintain a positive culture of fundraising among Board members to include involvement of all Board members in fundraising activities and acknowledgement of Board members' fundraising efforts. 3. To work with the Executive Director and other staff to cultivate, solicit and steward donors. 4. To work with staff to create and implement recruitment and retention programs to increase and maintain membership. 5. To take the lead or support the staff or other Board members in certain types of outreach efforts, such as chairing fundraising events, hosting fundraising parties, etc. 5. To monitor fundraising efforts to ensure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.

Section 7. Finance Committee. There is hereby created a Finance Committee, which shall consist of a minimum of two current Board members, including the Society's Treasurer, who shall serve as Chair. The Finance Committee may include one or more additional members selected by the Executive Committee in consultation with the Treasurer and approved by the Board. Such additional members may but need not be past or current members of the Board. .

Section 8. Powers and Duties of the Finance Committee. The Finance Committee will be charged with the following duties: 1. To provide financial guidance for the Society to the Board of Directors. 2. To oversee all financial policies and activities of the Society including monthly monitoring of financial reports. 3. To oversee the Society's annual budget, financial reporting controls, and investments.

Section 9. Programming Functions and Related Committees. The Society may, but shall not be required to, create and maintain a Program Committee. Any such Committee, if created, shall be composed of persons selected by the Executive Committee and approved by the Board. A majority of the members of the Committee shall be members of the Board. The duties of the Program Committee, if created, shall be: 1. To establish and periodically review programming priorities. 2. To guide development and delivery of programs offered by the programming committees and the sanctuaries to include overseeing the development of new programs and monitoring and assessing existing programs. 3. To serve as a link between the Board, staff and committee chairs on program activities. 4. To work with staff and programming committees to develop and ensure a culture of performance (measurable impact). At the discretion of the Executive Committee and subject to Board approval, the programming duties enumerated in this section may be assigned, in whole or in part, to other committees and subcommittees created under Section 10 (such as the Adult Education Committee, the Field Trip Committee, the Youth Education Committee, and committees devoted to activities undertaken at the various sanctuaries).

Section 10. Other Committees. The President, or the Board, may establish such other committees, subcommittees and task forces as are necessary for the operation of the Society. All other committees, subcommittees and task forces shall have only those powers and duties specifically designated by the Board and shall perform such tasks and activities as may from time to time be determined by the Board.

Section 11. General Rules Governing Committees. Committees (which for purposes of this Section include subcommittees and task forces) of the Society may act only by and through the Board, except for the designated duties of the Executive Committee and except to the extent the Board has delegated specific authority to a committee. Each committee shall report its activities to the Board on at least a quarterly basis, via whatever mechanism the Board may from time to time adopt. The Executive Director shall assign a staff liaison to each committee to facilitate communication between the staff and the committees. Each committee shall include at least one member of the Board of Directors unless otherwise determined by the President.

ARTICLE VII

Indemnification of Officers and Directors

Section 1. Indemnification. The Society shall indemnify an officer or director of the Society against reasonable expenses incurred by the officer or director in connection with any proceeding in which the officer or director is named as a defendant or respondent because he or she is, or was, an officer or director of the Society, subject to the limitations in the Certificate of Formation and these Bylaws.

Section 2. Conditions. The Society shall have no obligation to indemnify an officer or director if the officer or director is found liable for:

- a. a breach of the officer's or director's duty of loyalty to the Society;

- b. an act or omission not in good faith that constitutes a breach of duty of the officer or director to the Society;
- c. an act or omission that involves intentional misconduct or an intentional violation of the law;
- d. a transaction from which the officer or director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the officer's or director's office; or,
- e. an act or omission for which the liability of an officer or director is expressly provided for by an applicable statute.

ARTICLE VIII

Miscellaneous Provisions

Section 1. Benefits Prohibited. No part of the net income of the Society shall inure to the benefit of any private person; no dividends shall be paid; and no part of the income of the Society shall be distributed to its officers, directors or members except as specified in Article IV, Section 17.

Section 2. Loans to Officers and Directors. No loans shall be made by the Society to any officer or director for any reason at any time.

Section 3. Fiscal Year. The fiscal year of the Society shall be fixed, and may be changed from time to time, by resolution of the Board.

Section 4. Relationship with National Audubon Society. For as long as the Society remains a chapter of the National Audubon Society, the relationship between the Society and the National Audubon Society shall be governed by the National Audubon Society's chapter policies.

Section 5. Policies and Procedures. The Board shall have the authority to adopt such policies and procedures as the Board may from time to time determine, or as the activities of the Society may require. Documents embodying these policies and procedures shall be presented upon request from any Chapter member or as required by law.

ARTICLE IX

Dissolution

Section 1. Process. The Society may be dissolved by resolution approved by a majority of the directors in office, even though less than a quorum, or a sole remaining director. The resolution shall then be submitted to the voting members of the Society in good standing, which shall require the affirmative vote of two-thirds (2/3) of the members present and voting thereon. After providing for the payment of all debts, the satisfaction of all liabilities, and the expenses of dissolving the Society, any assets remaining upon dissolution of the Society shall be disposed of by the remaining directors in accordance

with the provisions of the Certificate of Formation and applicable law.

Section 2. Benefits Prohibited. No part of the cash or assets of the Society shall inure to the benefit of any current or former director or officer, or any current or former employee, or any current or former member.

ARTICLE X

Amendments to Bylaws

Section 1. Amendments. These Bylaws may be altered, amended, or repealed, or new Bylaws adopted at any time pursuant to the provisions of these Bylaws.

Section 2. Amendments by the Membership. Any member of the Society in good standing may propose an amendment to these Bylaws by submitting the amendment in writing along with a petition signed by no fewer than twenty (20) members in good standing to the President pursuant to policies and procedures adopted by the Board.

Section 3. Amendments by the Board. The Board may propose amendments to any provisions of these Bylaws. Changes are subject to the requirements for notice and approval contained in these Bylaws.

Section 4. Areas of Amendment Reserved to the Membership. The following areas of these Bylaws may be altered, amended, or repealed only by an affirmative vote of the membership, subject to the requirements for notice and approval contained in these Bylaws. a. Article II, Section 1. Voting rights of the class of members who are members of the Society; b. Article IV, Section 2. Number of directors; c. Article IV, Section 3. Election of directors; d. Article IV, Section 4. Term of office of directors; e. Article IV, Section 5. Limitation on Term of Service; f. Article IV, Section 6. Filling vacancies due to an increase in the size of the Board; and, g. Article X, Section 4. Areas of amendment reserved to the membership.

Section 5. Notice and Approval of Amendments: Amendments Reserved to the Membership. Amendments to areas of these Bylaws reserved to the membership may be approved by mail, or at any meeting of the Society. In the case of approval by mail, the mailing shall include a copy of all proposed amendments and instructions on voting procedures. In the case of approval at a meeting of the Society, the notice of the meeting shall be given at least fifteen (15) days in advance, shall state that amendments to the Bylaws are to be considered, and shall include a copy of the proposed amendments. Announcement of the proposed amendment or amendments shall also be published in the last newsletter preceding the mailing or meeting. Approval by either method shall require an affirmative vote of a majority of the voting members who voted thereon.

Section 6. Notice and Approval of Amendments: Amendments Not Reserved to the Membership. Amendments proposed by the Board or membership petition may be

approved at any meeting of the Board of Directors, provided that the notice of the meeting shall be given seven (7) days in advance, shall state that amendments to the Bylaws are to be considered, and shall specify which articles are being changed. Approval of the amendment or amendments shall require an affirmative vote by a three-fourths (3/4) majority of the number of directors in office. Members shall be notified of any amendments in a timely manner. Amendments proposed by membership petition that are not approved or resolved by the Board may be presented to the membership in accordance with Section 5 of this article and pursuant to policies and procedures adopted by the Board.

Section 7. Effective Date. All amendments to these Bylaws shall go into force and effect upon the date of approval, unless a later effective date is specified in the amendment. These Bylaws were adopted by a majority of the Board of Directors at a meeting held on the _____, and were subsequently adopted by a majority of the Chapter members who were in attendance at a meeting held on _____.