

BYLAWS

OF

THE HUMANE SOCIETY OF ELKHART COUNTY, INCORPORATED

ARTICLE I

NAME

Section 1.1. Name. The name of the Corporation shall be The Humane Society of Elkhart County, Incorporated, hereinafter referred to as "Corporation".

ARTICLE II

PURPOSES

Section 2.1. Purposes. The purposes of the Corporation are:

- (a) the Corporation is dedicated to promoting respect and responsibility for all animals and to the prevention of suffering and neglect through education, public service, and adoption.
- (b) the Corporation is organized exclusively for educational, religious, literary, scientific and charitable purposes including, for such purposes, the making of the distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code.
- (c) receiving, holding and disbursing gifts, bequests and funds arising from all sources.
- (d) acquiring, owning and maintaining real estate, buildings, and other property, real or personal, incidental, necessary, or proper to carry out said purposes.
- (e) doing all the things necessary or incidental to the accomplishment of such purposes.
- (f) to perform any purposes for which not-for-profit corporations are authorized under the Indiana Not-For-Profit Act of 1991 (the "Act") as may be amended from time to time.

## ARTICLE III

### MEMBERSHIP AND DUES

Section 3.1. Eligibility. Membership in the Corporation shall be open to all persons who have an interest in the purposes of the Corporation. Membership shall consist of two classifications: regular and honorary. Regular members shall be those persons or entities who contribute the annual dues as determined by the Board of Directors. Honorary members shall be those persons or entities who are invited, on an individual basis, to enjoy honorary membership as determined by the Board of Directors.

Section 3.2. Ex Officio Members. An employee of the Corporation who shall contribute the annual dues required for regular membership shall serve as an ex officio member of the Corporation without voting rights or privileges.

Section 3.3. Voting. All regular members who are current on their payment of dues are entitled to vote on all matters brought before the general members for consideration, as herein provided. Honorary members are ineligible to vote. Each member of the Corporation shall be entitled to one (1) vote; provided, however, that no member shall vote in more than one capacity. Unless otherwise designated by statute, the Articles of Incorporation of the Corporation, or these bylaws, all matters shall be determined by a majority vote.

Section 3.4. Dues. The Board of Directors shall determine and publish a current schedule of dues each and every year prior to the end of the current fiscal year for the subsequent year. Said schedule of dues shall specify the time at which any dues paying member shall be entitled to full voting privileges. Honorary members shall not be required to pay dues.

Section 3.5. Member Participation. Any member request for consideration shall be included on the agenda provided such request is in writing, and submitted to the President no less than one (1) week prior to a scheduled board meeting.

Section 3.6. Resignation and Termination. Any member may resign by filing a written resignation with the Secretary of the Corporation. Resignation shall not relieve a member of unpaid dues, or any other charges previously accrued and which remain unpaid. A member may have said member's membership revoked with or without cause by a three-fourths (3/4) vote of the total number of members.

## ARTICLE IV

## MEETINGS OF MEMBERS

Section 4.1. Annual Meeting. The annual meeting of the members shall be held on the fourth Tuesday in the month of May at the hour of 6:00p.m., for the purpose of electing certain Directors, as herein provided, members of the Board Development Committee, considering any proposed amendments to the Articles of Incorporation and/or bylaws and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Indiana, such meeting shall be held on the next succeeding business day.

Section 4.2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors or not less than one-third of the members having voting rights.

Section 4.3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Indiana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Indiana but if all of the members shall meet at any time and place, either within or without the State of Indiana and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4.4. Notice of Meetings. A written or printed notice stating the place, day and hour of the meeting accompanied by a tentative agenda, the slate of nominees for all positions as determined by the Board Development Committee as provided herein, and any proposed amendments to these bylaws shall be given personally, mailed or electronically transmitted to each member, or shall be published in any newspaper of general circulation within Elkhart County, by the Secretary, or by the officer or person calling the meeting to each member of record entitled to vote at that meeting, at the address which appears on the records of the Corporation, not more than sixty (60) days nor less than ten (10) days before the date of meeting. Notice of any meeting of members may be waived in writing filed with the Secretary or by attendance in person. In the case of a special meeting, the purpose for which the meeting is called shall be given as provided hereinabove.

Section 4.5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 4.6. Quorum. A majority of persons qualified to vote as members at any meeting, represented in person, linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings, shall constitute a quorum.

Section 4.7. Proxies. Proxy and/or absentee voting shall not be allowed.

Section 4.8. Voting list. The Secretary, or assistant Secretary of the Corporation, shall keep at all times at the principal office of the Corporation, a complete and accurate list of all members entitled to vote at any meeting of the members which may be inspected by any member, for any purpose, at any reasonable time.

Section 4.9. Telephonic Conferences. A member may participate in any meeting of the members in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

## ARTICLE V

### BOARD OF DIRECTORS

Section 5.1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors. Directors shall be members of the Corporation.

Section 5.2. Number and Tenure. The number of Directors shall be not less than four (4) nor more than fifteen (15). The Directors shall consist of the elected officers of the Corporation and the Directors at Large. The Directors at Large shall be elected annually at the regular annual meeting of the members. If the election of Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Terms of office shall begin immediately following the Annual Meeting at which any Directors shall be elected. Each Director shall hold office for a term of three (3) years, or until their successor is elected and assumes office. Each Director shall be eligible for re-election; provided, however, no Director shall serve more than two (2) consecutive terms as a Director. The term of office of one third (1/3) of the Board shall expire at each annual meeting of the members. Directors shall be residents of the State of Indiana or the State of Michigan; provided, however, a simple majority of the Board of Directors shall have the authority to authorize a Director candidate who is a resident from a state not designated hereinabove to serve as a Director, on an ad hoc basis, if said candidate shall be qualified and submitted for consideration by the Board Development Committee. The Board of Directors shall have the right to increase or decrease within the limits prescribed by the Articles of Incorporation the number of Directors by a vote of the majority of the Directors present at a properly called meeting of the Board of Directors.

Section 5.3. Annual Meeting. The annual meeting of the Board of Directors shall be held without other notice than these bylaws, immediately after, and at the same place as, the annual meeting of members in person or linked by any communications equipment that provides a transmission by, including, but not limited to, telephone, telecopy, or any electronic means, such as the Internet, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the voting Director. Participation through telephonic or other electronic means that allow all persons participating in the meeting to contemporaneously communicate with each other shall be treated as physical attendance at any meeting. The Board of Directors may

provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.4. Regular Meetings. The Board of Directors shall hold no less than six (6) regular meetings each year at such time and place as the Board of Directors may determine, excluding the Annual Meeting.

Section 5.5. Voting. Each Director shall be entitled to one (1) vote. No Director shall vote in more than one capacity. Unless otherwise designated by statute, the Articles of Incorporation, or these bylaws, all matters shall be determined by a majority vote. Proxy and/or absentee voting shall be allowed.

Section 5.6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting called by them.

Section 5.7. Notice of Regular and Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. Any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 5.8. Quorum. A majority of the entire Board of Directors shall constitute a quorum. However when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

Section 5.9. Manner of Acting. 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.

Section 5.10. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 5.11. Power to Appoint Executive Committee. The Board of Directors shall have power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation

between meetings of the Board; provided, however, that said executive committee shall not possess the power or authority to change, modify, alter or amend Corporation policy nor change, modify, alter or amend the Corporation's budget. Any and all changes to both the Corporation's policy and budgetary considerations shall require an affirmative vote of two thirds (2/3) of all Directors then in office.

Section 5.12. Vacancies. A vacancy occurring as a result of the resignation or termination of a Director shall be filled by the Board Development Committee soliciting, recruiting, and nominating a qualified individual for approval by a majority of the existing Board of Directors for the remainder of the unexpired term.

Section 5.13. Power to Elect and Appoint Officers. The Board of Directors shall select a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation. Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the interests of the Corporation will be served thereby. The Board shall also have power to fill any vacancy in any office occurring for any reason whatsoever.

Section 5.14. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 5.15. Removal. A Director, including any officer, who is absent from three (3) consecutive Board meetings in their entirety without good cause acceptable to a majority of the Board shall be removed from the Board by a majority vote of the Directors present and voting at any regular meeting of the Board; provided, however, no proxy or absentee voting shall be allowed to remove a Director for said removal vote. A Director may be removed for cause by a vote of two-thirds (2/3) of all Directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in a notice of any such regular or special meeting, sent at least ten (10) days prior thereto.

Section 5.16. Compensation. The Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum commensurate with services actually rendered and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

## ARTICLE VI

### OFFICERS

Section 6.1. Officers. The Board of Directors shall elect or appoint the officers of the Corporation. The officers of the Corporation shall be a President, one or more vice-Presidents, a Secretary, a Treasurer and such other officers as may be deemed desirable by the Board of Directors. No individual may hold more than one (1) office at a time. Officers shall be members of the Corporation.

Section 6.2. Election and Term of Office. The officers of the Corporation shall be elected every three (3) years by the Board of Directors at the regular annual meeting of the Board of Directors from said slate of officer candidates presented to the Board by the Board Development Committee. Terms of office shall begin immediately following the Annual Meeting at which any Directors shall be elected. Each officer shall hold office for three (3) years or until his successor shall have been duly elected and shall have qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for reelection; provided, however, that no individual shall serve more than two (2) consecutive terms in any one office.

Section 6.3. Ex Officio Officers. The Executive Director shall be appointed by the Board of Directors to serve at its pleasure and shall serve as an ex officio officer of the Corporation without vote. The Board Development Committee Chair may serve as an ex officio officer in accordance with Article VII of these bylaws.

Section 6.4. President. The President shall preside at all meetings of the Board of Directors. Under the Board's direction he shall have general supervision over the affairs of the Corporation and over the other officers. He shall sign all written contracts of the Corporation. He shall perform all such other duties as are incident to this office.

Section 6.5. Vice Presidents. The Vice Presidents, in the order designated by the Board or Directors shall perform the duties specified in Section 6.4 of this Article in the absence or disability of the President. In addition, they shall perform duties and assignments which may from time to time be delegated by the President or the Board.

Section 6.6. Secretary. The Secretary shall have the responsibility for ensuring that notices required by these bylaws are issued, and shall ensure that minutes of all meetings of the Board of Directors and membership be adequately kept. He shall have responsibility for all corporate books, records and papers, any and all written contracts of the Corporation and shall be custodian of the corporate seal. He shall perform all such other duties as are incident to his office.

Section 6.7. Treasurer. The Treasurer shall have oversight of all moneys and securities of the Corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of his office. He shall perform all such other duties as are incident to this office as Treasurer.

Section 6.8. Vacancies. Vacancies among elected and appointed officers occurring during the annual terms thereof shall be filled by the Board of Directors.

Section 6.9. Compensation. The officers of the Corporation shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum commensurate with services actually rendered and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board provided that nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

Section 6.10. Standing and Special Committees. The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and effect the purposes of the Corporation. Such committees shall perform as the President or the Board of Directors may direct.

Section 6.11. Rules. Each Committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE VII

### BOARD DEVELOPMENT COMMITTEE

Section 7.1. General Powers. The Board Development Committee shall be vested with the responsibility of soliciting, recruiting and nominating qualified individuals for presentment to the membership, for matters relating to the election of both Directors and Board Development Committee members, and to the Board of Directors, for matters relating to the election of officers. Any and all Committee members shall be residents of the State of Indiana or the State of Michigan; provided, however, a simple majority of the Board of Directors shall have the authority to authorize a Board Development Committee candidate who is a resident from another state to serve as a committee member on an ad hoc basis, if said committee member candidate is qualified and submitted for consideration by the Board Development Committee. Committee members shall be members of the Corporation.

Section 7.2. Number and Tenure. The Board Development Committee shall be comprised of no less than five (5) members, two (2) of whom shall be members of the Board of Directors and the majority of whom shall not be members of the Board of Directors. The committee members shall be elected annually at the regular annual meeting of the members. If the election of committee members shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Terms of office shall begin immediately following the Annual Meeting at which any Directors shall be elected. Each committee member shall hold office for a term of three (3) years, or until their successor is elected and assumes office. The term of office of three (3) members of the committee shall expire at every third annual meeting of the members; the term of office of two members of the committee shall expire at every third annual meeting of the members; and such

expiration of terms shall be staggered to provide that in one year, three (3) committee members terms shall expire, the immediately preceding year, two (2) committee members terms shall expire, and the following year, zero (0) committee members terms shall expire. Each committee member shall be eligible for re-election; provided, however, no committee member shall serve more than two (2) consecutive terms as a committee member. The term of office of the Committee shall expire, as provided hereinabove, at staggered intervals. Committee members shall be residents of the State of Indiana and/or Michigan. The Board of Directors shall have the right to increase or decrease within the limits prescribed by the Articles of Incorporation the number of committee members by a vote of the majority of the Directors present at a properly called meeting of the Board of Directors.

Section 7.3. Election of Committee Chair. At its first meeting following the adoption of these bylaws, the Board Development Committee shall elect from amongst its eligible members an individual to serve as chair of the committee. The term of office for the position of chair shall be three (3) years and no person shall serve consecutive terms in the office of chair. If not already a Director, the committee chair may serve as an ex officio member of the Board of Directors, with all the rights and responsibilities of other Directors.

Section 7.4. Board Development Committee Responsibilities. The responsibilities of the Board Development Committee shall be to solicit, recruit and nominate qualified individuals for presentment to the membership for matters relating to the election of Directors at Large and Board Development Committee members, and to further nominate qualified individuals for presentment to the Board of Directors for matters relating to the election of officers of the Corporation. In addition, said committee members shall perform all other duties as the Board of Directors may direct.

Section 7.5. Regular Meetings. The Board Development Committee shall hold no less than two (2) regular meetings each year at such time and place as the committee may determine.

Section 7.6. Quorum. A majority of the entire Board Development Committee shall constitute a quorum. Committee members may be present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings.

Section 7.7. Manner of Acting. The act of a majority of the committee present at a meeting at which a quorum is present shall be the act of the Board Development Committee.

Section 7.8. Vacancies. In the event of a vacancy in any position other than committee chair, the vacancy shall be filled by the Board of Directors for the remainder of the term. In the event of a vacancy in the office of the chair of the committee, the committee shall elect a new chair from its eligible members to serve the remainder of the term.

## ARTICLE VIII

### CONTRACTS CHECKS DEPOSITS AND FUNDS

Section 8.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to the Corporation in addition to the officers so authorized by these bylaws, to enter into any contract or 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 8.2. 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, 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.

Section 8.3. 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 8.4. Contributions and Gifts. The Board of Directors may accept on behalf of the Corporation any contributions, bequests, devises and gifts for the general purpose or for any special purpose of the Corporation as authorized by the Board of Directors.

## ARTICLE IX

### BOOKS AND RECORDS

Section 9.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 9.2. Internal Controls. The Board of Directors shall establish policies and procedures to ensure that proper and adequate controls of the Corporation's financial affairs exist.

Section 9.3. Audits and Financial Reports. An independent certified public accountant shall be retained by the Board of Directors to perform an annual audit of the financial statements of the Corporation. A report of said audit shall be submitted to the Board of Directors for consideration. A summary report of the financial condition of the Corporation shall be presented to the membership at the annual meeting.

## ARTICLE X

### FISCAL YEAR

Section 10.1. 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 XI

### CORPORATE INDEMNIFICATION

Section 11.1. Indemnification. To the extent not inconsistent with the law of the State of Indiana every person (and the heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (a) if such director or officer is wholly successful with respect thereto or (b) if not wholly successful, then if such director or officer is determined to have acted in good faith, in what he reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that this conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), conviction, plea of guilty or plea of nolo contendere (or its equivalent) shall not create a presumption that a director or officer did not meet the standards of conduct set forth in this Section.

As used in this Section, the terms "claim, action, suit or proceeding" shall include any claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a director or officer of the Corporation (or his heirs and personal representatives) may become involved, as a party or otherwise:

- (a) by reason of his being or having been a director or officer of the Corporation or of any corporation which he served as such at the request of the Corporation, or
- (b) by reason of his acting or having acted in any capacity in a partnership, association, trust or other organization or entity where he served as such at the request of the Corporation, or
- (c) by reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability or expense shall have been incurred.

As used in this Section, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a director or officer.

As used in this Section, the term "wholly successful" shall mean (a) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him, (b) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any

action, suit or proceeding, or (c) the expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be the regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the "referee"), shall deliver to the Corporation written findings that such director or officer has met the standards of conduct set forth herein, and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

The rights of indemnification provided in this Section shall be in addition to any rights to which any such director or officer may otherwise be entitled. Irrespective of the provisions of this Section, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees or other persons to the full extent permitted by the law of the State of Indiana, whether on account of past or future transactions.

Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount unless he is entitled to indemnification.

The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Section and insurance protecting the Corporation's directors, officers, members and employees.

## ARTICLE XII

### AMENDMENT TO BYLAWS

Section 12.1. Amendments. These bylaws may be amended by the affirmative two-thirds (2/3) vote of those present in person or linked by telecommunication or by means such that all members participating in the meeting are able to hear one another and participate in the proceedings and vote at a meeting, provided that the proposed amendments shall have been sent to all members with the call for the meeting at least ten (10) days in advance of such meeting.

Approved: 8/26/2009