

151 Signs Road, Staten Island NY 10314



Bylaws of Hillside Swimming Club, Inc.

Incorporated under the Laws of New York State

Amended:

December 1988

February 2007

August 2011

January 2016

January 2017

April 2019

Effective Immediately Upon Approval by the Board of Directors

ARTICLE I – NAME

The name of the club shall be the HILLSIDE SWIMMING CLUB, INC. herein after referred to as the "Club".

These bylaws shall be the governing instrument of the Club subject only to applicable provisions of law, policy, and regulation.

ARTICLE II - OBJECT & PURPOSE

The purpose for which this Club is formed is to promote the health and general welfare of its members, and in pursuance thereof, to construct, own, and operate a swimming pool and other recreational facilities, together with such incidental objects as are appropriate in the conduct of its activities, in the County of Richmond, State of New York, for the exclusive use of its members, their families and guests.

ARTICLE III - GOVERNMENT

Section 1. Number of Directors

The Club shall be managed by a Board of Directors, not less than ten (10) in number, all of whom shall be members of The Club, who are at least twenty-one (21) years of age and citizens of the United States.

The Board, by a majority of at least three-quarters (3/4) of the then members, may increase the number of directors as deemed necessary for the efficient operation of Club activities.

Section 2. Directors' Membership

Directors shall be active members of the Club and must have been Club members for at least one (1) full year. Any director who shall cease to be an active member of the Club shall automatically cease to be a member of the Board of Directors.

Section 3. Director's Term of Office

A member of the Board of Directors shall be elected for no more than two (2) successive terms of office, each term consisting of three (3) years. However, a third successive term of the same duration (3 years) may be

proposed by any Director for another Director when the third term is necessary due to special circumstances or projects in progress and are in the best interests of the Club. The Board of Directors shall vote on the third term proposal and require approval by three quarters (3/4) of the entire Board. If passed by $\frac{3}{4}$ votes, the proposal shall be presented to the General Membership and voted upon in accordance with Article VI, Section 8.

A Director may serve no more than three (3) successive terms. The Board reserves the right to establish committees for special projects that may consist of former full term Directors or other members from the General Membership. Each committee must be led by a current Director.

Section 4. President

The HSC President is a Board of Director Officer position and shall conform with the bylaws pertaining to the Board with the following exception: The President shall serve no more than three (3) successive terms in the position of President and no more than four (4) combined successive terms on the Board of Directors.

Section 5. Succession Planning

In order to allow for transitioning key board positions and projects to new directors and/or project leads, the Board of Directors shall identify outgoing directors and/or special project directors one (1) year (365 days) prior to the final term conclusion of the departing directors and/or project leads. The Board shall identify replacements who will work closely with the outgoing positions to ensure seamless transitions. The provisions outlined in Article V, Section 2 remains in effect.

ARTICLE IV - DUTIES & AUTHORITY OF BOARD MEMBERS

Section 1. Duties, Power & Authority

Consistent with the law and these by-laws, the Board of Directors shall:

- a) Elect Club members and officers of the board;
- b) Fix and establish assessments, initiation fees, dues and bond values;
- c) Transact all Club business and make and amend rules for the regulation of the use of Club property. The Board may also appoint and remove such officers, agents, servants and employees as it may deem necessary for the benefit of the Club and may fix their duties and compensation.

- d) Fix, impose and remit penalties for violations of these by-laws and regulations of the Club.
- e) Constitute and appoint committees and define their powers and duties.
- f) Fill any vacancies in the Board of Directors caused by death, resignation or otherwise, and any newly created directorships resulting from any increase in the authorized number of directors by a majority vote of directors then in office, though less than a quorum. A director so appointed to fill any such vacancy shall serve until the next Annual Meeting of the members after his appointment.
- g) Fix the number of directorships within the limits imposed by these by-laws, by a majority vote of the directors then in office.

Section 2. Authority to Affect Property Ownership

The Board of Directors, by a vote of at least two-thirds (2/3) of their whole number, may mortgage any or all of the real property of the Club in accordance with the provisions of Membership Corporation Law of New York State. The Board of Directors, by a vote of at least two-thirds (2/3) of their whole number, may buy real property, or sell or lease any or all of the real property of the Club, in accordance with the provisions of Membership Corporation Law of New York State, and with the consent of two-thirds (2/3) of the whole active membership of the Club. A Special Meeting shall be duly called for that purpose by way of three (3) mailed notices commencing not less than 60 days prior to said meeting.

Section 3. Authority to Designate a Bank

The Board of Directors shall designate a bank or banks in which the funds of the Club shall be deposited and shall determine the manner in which checks, drafts and other instruments used for the payment of funds of the Club shall be executed.

Section 4. Duty to Audit

The Board of Directors shall cause the financial records of the Club to be audited annually by qualified person(s), who shall be neither Directors of the Board, nor officers of the Club. The audit report shall be available to any member upon request, with sufficient notice.

Section 5.

The Board of Directors shall establish an "Audit Committee" of the Board as follows:

The committee will consist of the President, Treasurer, and two members of the Board of Directors, as the President shall appoint. All members of the Audit Committee shall be Independent Directors as defined below. It is the duty of this committee to undertake the following actions:

1. Prepare, as needed, requests for proposals and meet with prospective certified public accountants and their company to select the Auditor for the corporation.
2. Annually meet with the Auditor for the corporation, prior to the commencement of the audit, to review the scope and planning of the audit.
3. Upon completion of the audit meet and discuss with the Auditor:
 - a. Any material risks and weakness in the internal controls identified by the Auditor.
 - b. Any restrictions on the scope of the Auditor's activities or access to information.
 - c. Any significant disagreements between the Auditor and management.
 - d. The adequacy of the corporations accounting and financial reporting process.
4. Annually consider the performance and independence of the Auditor.
5. Report the activities of the Audit Committee to the Board of Directors.

An Independent Director shall be a member of the Board of Directors who meets the following criteria:

1. Is not now and has not within the past three years immediately prior to his or her appointment been an employee of the corporation or of any affiliate of the corporation.
2. Has not received within the last three fiscal years immediately prior to her or his appointment, more than \$10,000 in direct compensation from the corporation or any affiliate of the corporation.
3. Is not currently an employee of any entity and does not have a substantial financial interest in any entity that has made payment to or received payment from the corporation, or any affiliate, of more than \$25,000 in the last three fiscal years.
4. Does not have a relative, defined as: spouse, domestic partner, ancestors, brothers, sisters, children, grandchildren, great-grandchildren, great-great-grandchildren who meet any of the criteria described herein.

In the event that any of the members designated or appointed to the Audit Committee do not meet the requirements for an Independent Director, that member of the committee shall not take part in the business of the Audit Committee, and an alternate Independent Director shall be appointed a member to the committee to take the disqualified member's place.

Section 6. Duty to Report to Membership

The Board of Directors shall present at each Annual Meeting, a financial report showing the assets and liabilities of the Club and nature and extent of all real or personal property owned by the Club.

Section 7. Disciplinary Action

At an Annual Meeting, Special Meeting of the board or General Membership Meeting, any director may be removed from her/his position for misconduct, malfeasance, neglect of duty or other such cause as may be determined by two-thirds (2/3) vote of the whole number of the Board; or by vote of two-thirds (2/3) of the whole active membership of the Club.

Section 8. Additional Powers

In addition to the powers expressly conferred by these bylaws upon the Board of Directors, it may exercise such powers and lawful acts as are not by statute, Certificate of Incorporation or these bylaws specifically required to be exercised, provided such actions are not opposed to or in derogation of the purpose and aims of the Club as indicated in Article II.

Section 9. Restrictions on Contractual Powers

Nothing in these bylaws shall be construed to permit the Board of Directors to contract for any obligation in excess of the Club's assets without the specific approval of two-thirds (2/3) of the whole active membership of the Club voting at the duly held Annual Meeting or Special Meeting of the members.

Section 10. Annual Disclosure

Each member of the Board of Directors shall annually file with the Secretary of the Corporation an Annual Disclosure Statement indicating any Conflicts of interest that the Board Member may have with The Club or any

transactions that the Club may undertake. In addition, any new Member elected to a position on the Board, upon taking the position as a Member, shall also file the Disclosure Statement with the Secretary. The Annual disclosure Statement shall include, at a minimum, the following information:

a. The names of all entities in which the Member is a Director, Officer, Trustee, Member, Owner or employee and which has a relationship with or does business with The Club.

b. Any transactions in which The Club is a participant and in which (a) the Member, (b) a family member of the Member, or (c) a business entity in which a family member of the Member or the Member has an ownership interest, might have a conflicting interest.

Section 11. Related Party Transactions

In the event a transaction of The Club corporation shall arise in which a Director, Officer, or key employee of the corporation shall be a Related Party, as defined, below, that Director, Officer or key employee shall disclose in good faith to the Board and to Audit Committee of said Board the material facts regarding their interest in the transaction. No related party may take part in the deliberations or voting related to such a transaction.

In the event of such circumstance, the Board will take such action, in compliance with applicable law, so as to: (1) consider, prior to entering into the transaction, alternatives to the transaction; (2) approve the transaction by no less than a majority of the directors (excluding the director with the related party conflict) present at the meeting; (3) document in writing the basis for the approval and document in writing the consideration of any alternative transactions.

ARTICLE V - OFFICERS & ELECTIONS

Section 1. Officers

The Officers of the Board shall be President, Vice-President, Secretary and Treasurer. The Board of Directors may, from time to time, establish such other officers as are deemed necessary for the efficient operation of the Club.

Section 2. Elections & Vacancies

The Officers shall be elected annually by the Board of Directors at its Organizational Meeting and shall hold office until the corresponding meeting the following year or until a successor is elected. A vacancy in any office shall be filled for the unexpired term by a majority vote of the whole number of the Board of Directors at any regular or special meeting. All officers shall be chosen from the Board of Directors and must have served one full year as a member of such Board. No person may hold more than one office.

Section 3. Duties of Officers

The President shall preside at General Membership Meetings of the Club and the Board of Directors. The President shall be the chief executive and administrative officer of the Club, as well as an ex-officio member of all committees.

The Vice President shall exercise the powers and perform the duties of the President in her/his absence. The Vice President shall also discharge such functions as may be assigned to her/him by the President or by the Board of Directors.

The Secretary shall give notice of the meetings of the Board of Directors and general membership of the Club, supervise the taking and keeping of attendance, minutes and the voting record of each Board member and attend to the correspondence of the Club. The Secretary shall be the custodian of the records and of the Corporate Seal and discharge such functions as may be assigned to her/him by the President or by the Board of Directors. The Secretary shall assume the duties of President in the temporary absence of the President and the Vice-President.

The Treasurer shall keep the accounts of the Club, collect its revenues and pay its bills, with the approval of the Board of Directors or any committee of the Board authorized to incur them. She/he shall deposit in the name of the Club all funds received in such depository as may be authorized by the Board and discharge such functions as may be assigned to her/him by the President or by the Board of Directors. The Treasurer shall assume the

duties of President in the temporary absence of the President, Vice-President and Secretary.

The Treasurer shall be responsible to ensure that all business transactions and financial activities are properly documented and maintained and follow applicable provisions of law, policy and standard operating procedures. She/he and all officers authorized to issue checks shall be bonded. All checks must be signed by the Treasurer and one other officer of the Board, or by two (2) officers of the Board, duly authorized to act on behalf of the Treasurer.

Every meeting of the Board shall be called to order by the President, or if absent, by order of chain of command, the Vice President, Secretary, Treasurer or any member of the Board present.

Section 4. Compensation of Officers

There shall be no compensation requested, rendered, nor received by the officers of the Board of directors while acting in their capacities for the Club.

ARTICLE VI – MEETINGS

Section 1. Directors' Meetings

The Board of Directors shall meet the first Tuesday of every month or at such times and intervals as they may deem necessary. Meetings of the Board of Directors are confidential sessions closed to general membership and the public. Decisions shall be made by the majority of the whole number of the members of the Board, shall be recorded by roll call vote and shall be documented in minutes of each meeting.

Section 2. Annual Meetings

The Annual Meeting shall be for the purposes of electing Directors to the Board, presenting committee reports (including the annual financial reports) and the transaction of such other business as may be determined by the Board, indicated in the notice or brought before the meeting. At the Annual Meeting, the first order of business shall be the annual election of directors for the ensuing year.

The Annual Meeting of the Club shall be held during the month of January each year at such place and time as the Board of Directors may determine. All Annual Meetings shall be open to general membership. Notice of the

Annual Meeting shall be given by mail to all active club members at least ten (10) days prior thereto. The notice of the Annual Meeting shall include the names of the candidates nominated for Directorship.

Section 3. Special Meetings

Special Meetings of the Board of Directors may be called by the President, or the Secretary upon request of the President, or upon written request of five members of the Board, with seven (7) days written advance notice to all active Club members. The notice shall state the purpose for which the Special Meeting is called and no other business shall be transacted thereat except as raised by the Presiding officer of the Board. Upon written request often percent (10%) of the whole number of active Club membership in good standing, to the Secretary of the Board stating the purpose thereof, a Special Meeting of general membership may be called by the Secretary within thirty (30) days. The President shall ensure that written or telephone notice of such Special Meetings shall be given to each Director of the Board in advance and shall state the matter to be considered.

Section 4. Notice of Board Meetings

Notice of regular or Special Meetings of the Board shall be given to each Director at least five (5) days prior to the date of the meeting, in as far as is practical. The notice shall state the time, place and purpose of the meeting.

Whenever in these by-laws notice to active general membership is required, the mailing of such notices to the last known address of the active members shall constitute sufficient notice. In addition, written notice may be satisfied by the publishing of notices in the Club newsletter, internet posting or e-mail to members.

Section 5. Location of Board Meetings

Board meetings shall be held at such place or places within New York State, County of Richmond, as it may from time to time determine.

Section 6. Absences of Directors

It is the responsibility of each Director to attend all meetings of the Board. It is incumbent upon all Board members, except in cases of emergency, to notify the President or Secretary at least 2 hours prior to the scheduled meeting time of their intent to be absent.

Any Director who fails to attend three (3) meetings of the Board of which she/he is duly notified, without rendering in writing a good and valid excuse therefore to the President, vacates his/her office by refusal to serve. Each written excuse and absence noted as excused or unexcused shall be included within the official written minutes of such meeting. After the third unexcused absence, the President, with the approval of the Board of Directors, shall notify in writing the absent and unexcused member that the Board shall declare a vacancy to the general membership at its next regularly scheduled Board meeting.

Section 7. Quorum for Board of Directors & General Membership Meetings

The majority of the whole number of the members of the Board shall always be six (6), and must be present to constitute a quorum. In order to hold any regular or Special Meeting, a quorum must be present. If there is no quorum present at the time set for the meeting, the Directors present shall wait for 20 minutes for additional members to arrive. Those members of the Board who are present on the call of the roll may adjourn the meeting to another date, and notice shall be given forthwith to all members of the Board of such adjourned meeting.

At any meeting of the general membership, unless otherwise provided by law or by these bylaws, ten percent (10) of the members entitled to vote, in person or by proxy, shall constitute a quorum for all purposes. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by a vote of a majority of the active members present in person or by proxy, without notice other than by announcement at the meeting and without further notice to any absent active member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which would have been proper at the meeting as originally intended.

Section 8. Voting By General Membership

Only an active member (bond-holder) in good standing shall be entitled to vote viva voce at meetings of the Club. If unable to attend in person, any active member may instead be represented by proxy at the Annual Meeting. However, ten percent (10%) of the bond-holders, including those represented by proxy, shall have the right to demand voting by roll call. Communication between the Board of Directors and the Membership shall be satisfied through e-mail communication. Members who prefer to receive written communication regarding voting through the postal service may do so by making the request through any current Board Member.

Section 9. Order of Business

The order of business of any regular meeting, except when otherwise prescribed by the President or specially ordered, shall be as follows:

1. Call to Order and Roll Call
2. Establishing Quorum
3. Approval of Minutes
4. Elections, if any
5. Report of President
6. Reports of Officers, if any
7. Reports of Committees
8. Unfinished Business
9. New Business

The order of business may be altered or suspended at any meeting by a majority vote of the members present. Rules of Order: All procedural questions not covered by these bylaws shall be governed by Roberts Rules of Order, Newly Revised, provided they are not inconsistent with law, policy, regulation, or these bylaws. The Board of Directors may appoint one of its members to serve as a Parliamentarian, to advise the Board on matters of procedure and matters pertaining to the bylaws.

ARTICLE VII - NOMINATIONS

Section 1. Nominating Committee

There shall be a Nominating Committee composed of five (5) members of the Club to nominate candidates for vacancies on the Board of Directors. Said committee shall have two (2) members currently on the Board of Directors and three (3) representatives from the active general membership of the Club. The members selected to serve on the nominating committee shall be made known by the Board President prior to the Annual Meeting.

Section 2. Independent Nominations

Independent nominations of candidates for election to the Board of Directors at the Annual Meeting may be made by a written petition signed by at least fifty (50) active members entitled to vote, and delivered to the Secretary on or before December 1st. The Secretary shall give full notice of all nominations to all active members at least ten (10) days before the

Annual Meeting. Any independent nomination shall be so designated on written notices.

ARTICLE VIII - CLUB MEMBERSHIP

Section 1. General Membership

Membership in the Club shall consist of family units; each such unit comprising the members of a family within one degree of consanguinity living together as an entity or group. Those adult members of a family twenty-one (21) years and over, not attending school full-time or in military service are required to pay yearly dues equal to ten percent (10%) of the current annual family dues.

Parents and mother/father-in-laws living in the home of the bond-holder shall be considered members of the family and need not pay annual dues.

Section 2. Club Admission

The Board of Directors shall determine admission to the Club of each applicant and confer membership upon only those applicants who shall be approved by the Membership Committee.

Section 3. Removal of Members

Any club membership may be suspended for a period to be determined by the Board for cause or expelled by a vote of three-fourths (3/4) of the wholenumber of Board members following the referral and investigation of charges, and an opportunity for the member to respond at a hearing before the Board of Directors. Cause for suspension or expulsion shall in general consist of any violation of these bylaws, the Rules & Regulations of the Club, or any conduct deemed detrimental to the good of the Club by the Board. The Board of Directors may delegate to any director the power to suspend pool privileges for a violation of the Rules of the Club for a period to be determined by the Board.

Section 4. Guest Privileges of Club

The Board of Directors, at its discretion, may extend temporarily the privileges of the Club to any person or persons and establish rules as to the number of guests each member may entertain and under what conditions and fees.

Section 5. Number of Active Members

The number of bond-holders of the Club shall be limited to 425, on the approval and consent of the majority of the whole number of the Board.

Section 6. Senior Membership

Any member of the Club in good standing who has been a bond-holder for at least fifteen (15) consecutive years, and having reached the age of sixty (60) years of age, could be accepted as a senior member at the rate of one-third (1/3) the annual dues upon surrendering the bond; such member to have all privileges, together with children, including guest privileges, excluding directorship, holding office and voting rights. Children, however, have prevailing rights with regard to priority as regular members, all subject to approval of the Board of Directors.

Section 7. Sponsorship of Members

All prospective new members must be sponsored by at least three (3) active members, all of whom must be in good standing and able to attest to the character of the prospective members from personal knowledge. Active members, who must have been members of the Club for at least two (2) full years, may sponsor no more than two (2) prospective new members per calendar year.

Section 8. Middle Membership

Any member of the Club in good standing who has been a bond-holder for at least ten (10) consecutive years, and having reached the age of fifty (50) years of age, could be accepted as a middle member at the rate of one-half (1/2) the annual dues; such member to have all privileges, including guest privileges, directorship, holding office, voting rights, but excluding their dependents and associate family members from membership.

This level of membership shall be limited on a yearly basis to increments of ten, never to exceed 50 in total and only when regular membership has reached 350. Eligibility will be determined by bond number.

ARTICLE IX - DUES & FEES

Section 1. Dues

The Board of Directors, at a regular meeting, shall establish dues and fees for each class of membership for the ensuing year. Dues shall be payable by April 1st of each year. No dues or part thereof shall be refunded in the event that Club operations are required to be suspended for any period.

The Board of Directors has the authority to set and determine dues, fees and penalties it ascertains to be necessary.

Section 2. Initiation Fee

All candidates for membership in the Club shall be required to pay a non-refundable initiation fee at the time of application. The amount of the initiation fee shall be determined annually by majority vote of the whole number of the Board of Directors.

Section 3. Bonds

For the purpose of providing sufficient necessary funds to establish and maintain the Club and the procurement of its facilities, all applicants accepted into membership after July 1st 1958, as a condition of membership, shall be required to purchase a bond at the current value, as established by the Board of Directors. Bonds shall not be transferable and shall contain appropriate notation to that effect on the face thereof. Except for payment hereinafter provided, each bond shall become null and void upon the date that the holder ceases to be a Club member for any cause. The time and manner in which the bond-holder shall be paid the value of his bond, subject to provisions of ARTICLE IX, Section 6 of these by-laws hereof, shall be determined by the Board of Directors provided that each bond shall be redeemed in the chronological order in which the memberships terminate and as soon as payment is received from an incoming new member.

Section 4. Dissolution of the Club

In the event of dissolution of the Club in any manner or for any cause and in no other event, upon the effective date of dissolution, bonds shall be a lien upon the proceeds of the sale of the property of the Club, after payment of all its just debts and obligations, to the extent of the then value of bonds as fixed by these bylaws, subject to set off all debts, dues and obligations owed by the bond-holder to the Club. After payment of all bonds outstanding upon the effective dissolution of the Club, the surplus remaining shall be paid and distributed pro-rata among the bondholders in good standing with the Club.

Section 5. Penalties

Any member failing to pay annual dues, guest fees or other indebtedness within time limits contained in written statements of his indebtedness sent to him by the Board, shall incur the following penalties:

- a) Annual Dues - Whatever the amount be set by the Board of Directors and due and payable by April 15th, with penalty amount determined by the Board if paid after April 1st and until May 15th. If paid after May 15th, an additional penalty amount determined by the Board will be imposed.
- b) Guest Fees - If guest fees are not paid by November 1st, a penalty amount determined by the Board shall be imposed. If such fees are not paid by the following January 1st, the penalty doubles. If not paid by April 1st the penalty triples.
- c) Work Party Penalties - All bond holders are required to attend at least one (1) Work Party each year. Failure to comply will result in a penalty to be determined by the Board from time to time.

If such indebtedness shall not be paid within fifteen (15) days after expiration of specified time limitations, the delinquent member may be suspended by the Board of Directors. Any person thus suspended shall be notified in writing by the Board of his suspension; if his indebtedness shall not be paid within fifteen (15) days of sending of such notice, he shall cease to be a member of the Club. The Directors in their discretion may reinstate any member upon request and repayment of all indebtedness to the Club.

Section 6. Liens Against Bonds

Upon cessation of membership for any cause, all indebtedness owing to the Club by a member shall be a lien upon and charged against his bond, and the bond may be taken over by the Club to satisfy such indebtedness. In the event of the Club being unable to obtain possession of the bond certificate, it may be cancelled in the records of the Club and a new bond issued in place thereof to a newly admitted member upon payment by him to the Club of the then value of the bond as fixed by these by-laws and the Board. In the case of an enforcement of a lien, as above herein provided, neither the signature of the holder nor the delivery of the bond certificate shall be requisite to perfect the transfer to the Club or to a new possessor, and the Treasurer of the Club for the time being, is hereby authorized as attorney of the holder of such bond certificate to make such transfer. Every bond certificate issued is expressly subject to the provisions of this section and article.

Section 7. Charges Incurred by Family and Guests

Members shall be responsible for the payment of all charges or liabilities that may be imposed upon or incurred by members of their families to whom the privileges of the Club have been extended and for all charges or liabilities imposed upon or incurred by their guests. This includes any and all damages caused to the Club and its properties.

Section 8. Taxes

All fees and other charges mentioned herein are exclusive of taxes imposed by the Federal, State, City and other governmental bodies and agencies.

ARTICLEX – MISCELLANEOUS

Section 1. Indemnification of Board of Directors

Each director, officer and employee of the Club shall be indemnified by the Club against reasonable expenses, including attorney's fees, actually and necessarily incurred by them whether then in office or employed by the Club or not, in connection with any action, suit or proceeding (including any settlement or compromise thereof with the approval of the court) to which they may be made or named as a party by reason of being having been a director, officer or employee of the Club, except in relation to matters as to which they shall have been finally adjudged in such action, suit or proceeding to have been liable for negligence or misconduct in the performance of their duties. Such right of indemnification shall extend to the heirs, executors and administrators of each such director, officer and employee, and shall not be exclusive of any other rights to which any director, officer or employee (or their heirs, executors and administrators) may be entitled as a matter of law.

Section 2. Club Seal

The Seal of the Club shall be circular in form and shall bear the name of the Club.

Section 3. Interpretation of Bylaws

Any question as to the meaning for any proper interpretation of any of the provisions of these bylaws shall be determined by the Board of Directors.

Section 4. Amendment of Bylaws

These bylaws may be amended at any regularly scheduled meeting of the Board of Directors by a two-thirds (2/3) vote of the whole number of the Board, provided the amendment has been presented in writing to the general membership via written notice indicating the original wording of the sections to be amended along with the new wording, and giving them an opportunity to comment on the changes. In the cases of full revision of these bylaws, the entire body of the document must be published to the general membership with all changes noted.