

**BYLAWS
of the**

BOULEVARD APPRECIATION NEIGHBORHOOD ASSOCIATION, INC.



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ARTICLE I

1. NAME AND PURPOSE:

1.1. Name.

The name of this organization shall be, “**Boulevard Appreciation Neighborhood Association, Inc.**”, hereinafter referred to as “Association”. The organization shall be a non-profit organization incorporated under the laws of the State of New York.

1.2. Purpose.

The purpose of the Association shall be the preservation, protection and improvement of the neighborhood within the boundaries of the association as described in Paragraph 1.4 below. The Bylaws shall govern the Association and its members and facilitate the fulfillment of the purposes provided in the Articles of Incorporation. This Association is organized for one or more of the purposes as specified in Section 501(c)(4) of the Internal Revenue Code and serves to primarily promote the common good and general welfare of the community it serves.

1.3. Registered Agent and Office.

The principal office of the Association shall be the home or business address of the current president of the Association, as he or she may direct, provided it be within the City of Schenectady, New York. The Association may also have offices at such other places within or without this state as the Board of Directors may from time to time determine or the business of the Association may require. The registered agent for the service of process and the registered office shall be the current president of the Association. The Board of Directors, may, from time to time, change the registered agent or office through appropriate filings with the Department of State of New York. In the event the registered agent ceases to act as such for any reason or the registered office shall change, the Board of Directors shall promptly designate a replacement registered agent or file a notice of change of address as the case may be.

1.4. Association Boundaries.

The boundaries of the Association (hereinafter “Association Boundaries”) shall include:

- a. Brierwood Boulevard;
- b. Maryland Avenue;
- c. West Alley;
- d. Oxford Place;
- e. Glenwood Boulevard;
- f. Center Alley;
- g. Parkwood Boulevard;
- h. East Alley;
- i. Waverly Place;
- j. Ardsley Road;
- k. Van Curler Avenue to where it ends at The Plaza;
- l. Phoenix Avenue to where it ends at The Plaza;
- m. Schenectady High School
- n. Nott Street between West and East Alleys;
- o. Grand Boulevard between East Alley and McLellan Street;
- p. The Plaza from Glenwood Boulevard to McLellan Street; and
- q. Rugby Road from the GE Realty Plot border to Van Curler Avenue.

ARTICLE II

2. OBJECTIVES OF THE ASSOCIATION:

2.1. In General.

The Association is concerned with all aspects of the neighborhood as they relate to the properties, residents and conditions of the Association Boundaries and the City of Schenectady. The Association may participate in any and all lawful acts in furtherance of its objectives, which are outlined herein. The Association shall not be limited to the specific objectives described herein.

2.2. Objectives.

The objectives of the Association, in no specific order, are as follows.

- a. Promote and preserve the residential character of the neighborhood.
- b. Enhance the safety and security of the neighborhood.
- c. Promote the aesthetic and physical improvement of the neighborhood.
- d. Promote community interest in the neighborhood.
- e. Promote and preserve the architectural integrity of the neighborhood.
- f. Encourage preservation and restoration of neighborhood buildings.
- g. Foster spirit, pride and individual obligation to the neighborhood.
- h. Promote general welfare of members and people of Schenectady.
- i. Implement programs to improve quality of life.
- j. Monitor zoning enforcement, changes and improvements.
- k. Abatement of public nuisances.
- l. Representation before any City or County governmental agency or component on matters affecting the neighborhood.
- m. Foster law enforcement or, if in the best interest of the neighborhood, encourage the amendment, change or repeal of laws.
- n. Serve as a unified voice in civic matters affecting the community.
- o. Study problems of property owners and develop and support solutions.
- p. Research the origin and nature of the neighborhood.
- q. Research, protect and promote public interest in buildings, monuments and sites by means of education.
- r. Collect and preserve data and objects.

ARTICLE III

3. MEMBERSHIP:

3.1. Generally.

Members of the Association shall have a voice in the affairs of the Association, the right to vote at Annual and Special Meetings, to serve on committees of the Association, and to be elected to serve on the Board of Directors and/or as an officer, provided he or she is a member in good standing pursuant to these Bylaws.

3.2. Eligibility.

Any individual owning property, residing in, or owning a business entity within the Association Boundaries is eligible for membership. The Association's member year runs from January 1st through December 31st (hereinafter "Member Year").

3.3. Standing.

Upon payment of dues, as defined in Paragraph 3.4 below, a person or a business entity shall immediately be deemed a member in good standing through the end of the Member Year *and is eligible for a single vote and full membership privileges.*

3.4. Association Dues.

The amount required for annual dues shall be \$15.00 for an individual and \$20.00 for a household, business entity or honorary member, payable annually, unless changed by a majority vote of the members in attendance at an annual meeting of the full membership.

3.5. Household Memberships.

Payment of the annual dues for a household membership will entitle a maximum of two individuals from the household, over the age of eighteen, to full membership privileges.

3.6. Business Entities.

Each business entity shall designate one individual as its Business-Member Representative.

3.7. Honorary Membership.

Any individual or business entity not eligible for regular membership shall be eligible to become a non-voting honorary member designated as a “Friend of BANA” upon the payment of dues. Honorary members may participate in activities and meetings including committee work groups, but shall not be eligible to vote, hold Association Office, sit on the Board of Directors, or serve on the Nominating Committee.

3.8. De Facto Membership.

All individuals or organizations residing or doing business within the Association Boundaries shall be considered *de facto* members. *De facto* members are not eligible to vote in Association elections nor shall they be considered for establishing quorum at any meeting of the Association. *De facto* members may attend and participate in meetings and committee work groups.

3.9. Voting Rights.

Full payment of the annual dues will entitle each individual or Business-Member Representative over age eighteen to one vote per person in all Association elections. No person, as an individual member and or as the Business-Member Representative of a business entity, shall have more than one vote. Honorary Members and *De Facto* Members are not eligible to vote.

3.10. Conversion of Membership; Termination.

Whenever a Member is in default of payment of the annual association dues, and after the expiration of a ninety-day grace period, Membership in the Association is automatically converted to *De facto* Membership. A member may also be removed by a majority vote of the membership and will not be entitled to a refund of dues.

3.11. Resignation.

Any member may resign by filing a written resignation with the Secretary of the Association. Such resignation shall not relieve the resigning member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. A resigning member will not be entitled to a refund of dues upon resignation.

ARTICLE IV

4. ANNUAL MEMBER MEETINGS:

4.1. In General.

The annual meeting of members (hereinafter “Annual Meeting”) shall be held each year at such a time and place as the Board of Directors may prescribe, and shall be announced by written notice thirty (30) days before the date of the meeting. The Annual Meeting shall be held in May of each year. Notice of the Annual Meeting shall be posted conspicuously on the Association’s website, and shall be delivered by mail and/or electronic mail to every member in good standing. Items intended to be voted on at the Annual Meeting shall be identified with the meeting notice. Items without prior notice may be deferred by the Board to a subsequent member meeting.

- a. The purpose of the Annual Meeting shall be to receive the annual financial report, to ratify amendments to bylaws or policy, and to elect Directors for the Board. At the Annual Meeting, the President shall make an annual report to the Board of Directors of the activities and condition of the Association, and shall with the Treasurer present the annual report of the full financial condition of the Association. Officers of the Association shall also be elected at the Annual Meeting.
- b. Voting may be determined by the Board. The election of Directors to the Board shall be by written ballot supplied by the Association.
- c. Questions, except for revisions to the Bylaws, shall be decided by a majority vote of the members present at the meeting. See Article 13 for information pertaining to revising Association bylaws.

4.2. Special Meetings.

Special Member meetings may be called by the Board or by petition of at least 10 members or Member-Business Representatives, subject to the same notice requirements as the Annual Meeting.

4.3. Quorum.

For Annual Meetings or Special Meetings at which voting will take place, a quorum must be present. A quorum shall consist of the lesser of five percent (5%) of the number of members or 10 members. In the event that a quorum shall not be present, the meeting can continue but no changes or elections can be made which requires a vote by the Members.

ARTICLE V

5. DIRECTORS:

5.1. Management of Association.

The Association shall be managed by an all-volunteer Board of Directors which shall consist of not less than three and not more than nine Directors. Each Director shall be at least eighteen years of age. The President of the Association shall serve as Chief Executive Officer and shall have general charge and direction of the affairs and business of the Association.

5.2. Election and Term of Office.

The term of office of all Directors shall expire three years from the date of their election, and they shall continue to serve until their successors have been elected. To stagger terms, no more than one-third (1/3) of the Board shall be re-elected to full terms each year. At the first Annual Meeting of the Association, the Board shall elect from among the Directors as equitably as possible Directors of terms of 3 years, 2 years 1 year. At the expiration of these respective terms and thereafter, successor Directors shall be elected for three (3) year terms.

5.3. Newly Created Directorships; Increase or Decrease in Number of Directors; Vacancies.

The minimum and maximum number of Directors may be increased or decreased by a vote of a majority of all the Directors. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board of Directors for any reason may be filled by a vote of a majority of the Directors then in office. If the number of Directors then in office is less than a quorum, such newly created Directorships or vacancies may be filled by vote of a majority of the Directors then in office. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of her/his predecessor.

5.4. Removal; Resignation.

Any Director that is absent and unexcused from three (3) or more consecutive meetings of the Board of Directors must be removed from the Board of Directors. Any Director may be removed from the Board, with or without cause, by 3/4 vote of the remaining Directors, provided that at least seven (7) days written notice is provide to all Directors of the proposed action. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

5.5. Quorum of Directors.

A quorum for the transaction of business or a specified item of business shall be a majority of the total number of Directors then in office.

5.6. Action of the Board.

Except as provided in these bylaws, or as otherwise required by law, the vote of the majority of all Directors present at a duly held meeting of Directors, and qualified to vote there at, shall be necessary to authorize the act of the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including, but not limited to, facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any decision made by written or electronic consent must be ratified at the next duly held meeting of the Directors.

5.7. Regular Meetings of the Board.

The Board may hold its meetings at the office of the Association or at such other places, either within or without the State of New York, as it may from time to time determine. Board members may participate in a meeting by means of a conference call or similar equipment by which all persons participating in the meeting can hear one another. Regular meetings of the Board of

Directors may be held at such times as the Board of Directors shall from time to time determine but shall be held at least four (4) times per year.

5.8. Openness of Regular Board Meetings; Public Forum.

Board meetings shall, in general, be open to any Member of the Association; however, the Board may convene closed sessions or Executive Council (Board Officers only) sessions, in order to conduct business pertaining to sensitive legal issues.

Regular Meetings of the Board shall serve as regular Association meetings and members are encouraged to attend. Time will be allotted at each regular meeting for public forum.

5.9. Special Meetings of the Board.

Special meetings of the Board of Directors shall be held upon five days' notice to each Director, either personally, by mail, by fax or electronically; special meetings shall be called by the President of the Board or by the Secretary in a like manner, on the written request of a majority of Directors.

5.10. Notice of Meetings.

Notice of Regular Meetings of the Board of Directors shall be posted on the Association's website. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to her/him. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

5.11. Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other Directors.

ARTICLE VI

6. OFFICERS:

6.1. Offices; Election; Term.

The Board of Directors shall elect a President, a Vice-President, a Secretary and a Treasurer, and such other officers as it may determine, by a majority of the Directors present, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office for one year from the date of election or appointment. Each officer shall hold office for the term for which s/he is elected or appointed and until his/her successor has been elected or appointed and qualified. Elections shall take place at the annual meeting.

6.2. Removal; Resignation.

Any officer elected or appointed by the Board of Directors may be removed by the Board with or without cause by a majority of the Directors present. In the event of the death, resignation or

removal of an officer, the Board of Directors in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.3. President.

The President shall preside at all meetings of the Board of Directors. He or she shall oversee the general management of the affairs of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall serve as the Chief Executive Officer of the Association.

6.4. Vice President.

During the absence or disability of the President, the Vice-President shall take all the powers and functions of the President. The Vice-President shall perform such other duties as the Board of Directors shall from time to time determine.

6.5. Treasurer.

The Treasurer shall be responsible for keeping or causing to be kept the regular books and records of the Association, and shall have the care and custody of all the funds and securities of the Association, and shall deposit or cause to have deposited said funds in the name of the Association into a bank account(s) as the Board of Directors may select. He or she shall at all reasonable times exhibit his/her books and accounts to any Director, upon reasonable notice at the office of the Association during ordinary business hours.

6.6. Secretary.

The Secretary shall keep the minutes of all regular and special meetings of the Board of Directors and shall attend to the giving and serving of all notices as required by these bylaws, and shall have charge of such books and papers of the Association as the Board of Directors may direct. He or she shall attend to such correspondence as may be assigned and perform all duties incidental to the office, as determined from time to time by the Board of Directors. He or she shall keep all the annually-submitted Director Conflict of Interest and Related Party Transaction disclosure statements, and any case-specific related party transaction reports; and shall provide all newly-received and annually-submitted Director disclosure statements and any case-specific related party transaction reports, together with the minutes of any related meetings, to the chair of the Audit-Finance Committee or, if there is no Audit-Finance Committee, to the President of the Board of Directors, in effort to assure that they are properly considered for auditing purposes.

ARTICLE VII

7. COMMITTEES:

7.1. Nominating Committee.

Nominations for Directors shall be made by a Nominating Committee empowered by the Board to solicit and review applications for nominations to the Board. The Nominating Committee shall consist of a combination of Directors and other members, as set forth in policy. A member in good standing not selected by the committee may submit a petition for nomination. Said petition must be signed by at least ten (10) members in good standing and must be received not less than six (6) weeks before the Annual Meeting. All candidates nominated for the Board may be required to submit information to the Nominating Committee for review. Candidates shall be listed in the notice of the Annual Meeting. The Association will equitably provide information about the candidates to the members prior to the Annual Meeting.

7.2. Other Committees.

The President may establish other committees or work groups on a temporary or permanent basis for the purpose of completing a specific project or task. While committees shall be limited to members in good standing, and may maintain Board-delegated functions, work groups may consist of persons who are not members and may not have any duties or responsibilities that are properly retained by the Board of Directors.

ARTICLE VIII

8. ACCOUNTING AND RECORDS:

8.1. Records to be Maintained.

The Association shall maintain the following records at the Principal Office:

- a. a current list of the full name set forth in alphabetical order and last known mailing address of each member;
- b. a copy of the Articles of Incorporation and all amendments thereto, together with executed copies of any powers of attorney pursuant to which the Articles or any such amendment has been executed;
- c. a copy of the Association's federal, state and local income or information tax returns and reports for the three most recent Fiscal Years;
- d. a copy of these Bylaws including all amendments thereto; and
- e. the Association's books and records, including financial statements of the Association.

8.2. Reports to Members.

The Association shall provide reports, including a balance sheet, statement of profit and loss, and a statement of cash flows, during the Annual Meeting.

8.3. Tax Returns and Reports.

The Board of Directors, at Association expense, shall arrange for the preparation and timely filing of income tax returns of the Association in all jurisdictions where such filings are required.

ARTICLE IX

9. REIMBURSEMENTS; COMPENSATION:

9.1. Directors Shall Not Receive Compensation.

The Directors of the Association shall not receive compensation for fulfilling their duties as Director or Officers.

9.2. Reasonable Compensation Policy.

It is the policy of the Association to pay no more than reasonable compensation for personal or professional services rendered to the Association by officers, Directors, or any other person or entity.

9.3. Reimbursements.

Directors may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Directors.

9.4. Approval of Reimbursement or Compensation.

A majority of the Board of Directors must approve in advance the amount of all reimbursements or compensation.

ARTICLE X

10. CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTION POLICIES:

10.1. Generally.

The Association shall adopt, and at all times honor, the terms of a written conflict of interest policy to assure that its Directors and officers act in the Association's best interest and comply with applicable legal, regulatory, and ethical requirements. The Conflicts of Interest policy and Related Party Transaction policy of the Association shall include, at a minimum, the following provisions:

- a. *Procedures.* Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or authorized committee, as appropriate.
- b. *Restrictions.* Stipulations that when the Board of Directors, or authorized committee, as appropriate, is considering a real / potential conflict of interest, the interested parties shall not: (i) be present at, or participate in, any deliberations; (ii) attempt to influence deliberations; and/or (iii) cast a vote on the matter.
- c. *Definitions.* Definitions of circumstances that could constitute a conflict of interest.
- d. *Documentation.* Requirements that the existence and resolution of the conflict be documented in the records of the Association, including the minutes of any meeting at which the conflict was discussed or voted upon.
- e. *Audit-Related Disclosure.* Protocols to assure for the disclosures of all real or potential conflicts of interest are properly forwarded to the Audit-Finance Committee of the Board of Directors, or such other committee of the Board, as shall be designated by the Board of Directors to receive such disclosure.

ARTICLE XI

11. INDEMNIFICATION:

11.1. Generally.

The Association may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, employee or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

11.2. Advance for Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (a) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (b) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association in these Bylaws.

11.3. Nolo Contender.

The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of *nolo contendere*, or its equivalent, shall not in itself create a presumption that any such Director or officer did not act, in good faith, for a purpose which they reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise not opposed to the best interests of the Association or that they had reasonable cause to believe that their conduct was unlawful.

11.4. Insurance.

The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.

ARTICLE XII

12. CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS:

12.1. Execution of Contracts.

The Board of Directors except as otherwise provided in these By-Laws, may authorize any officer(s) or agent(s), in the name of and on behalf of the Association, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these Bylaws, no officers or agents shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

12.2. Loans.

No loans shall be contracted on behalf of the Association, unless specifically authorized by the

Board of Directors. The Association is prohibited from making a loan to any officer, Director or agent.

12.3. Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Association, and all notes or other evidences of indebtedness of the Association, shall be signed on behalf of the Association in such manner as shall from time to time be determined by resolution of the Board of Directors. Checks, drafts and other orders for the payment money in excess of \$500 shall be executed by two signatories.

12.4. Deposits.

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

12.5. Grants and Contributions.

- a. The making of grants and contributions and otherwise rendering financial assistance for the purpose expressed in the charter of incorporation shall be within the exclusive power of the Board. The Board may authorize a granting committee, selected by the Board, to make such grants or contributions.
- b. In furtherance of the Association's purposes, the Board shall have the power to make grants to any organization. The Board shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, the Board shall authorize payment of such funds to the approved grantee. The Board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board. The board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.
- c. After the Board has approved a grant to another organization for a specific project or purposes, the Association may solicit funds for the grant to the specifically approved project or purpose of the organization. The Board shall at all times have the right to withdraw approval of the grant and use the funds for other charitable, educational or scientific purposes.

ARTICLE XIII

13. BYLAWS:

13.1. Amendment

The Board shall have the right to amend these Bylaws. Prior to any action to amend, the content of a proposed amendment shall be posted on the Association's website for a comment period of not less than thirty (30) days. A written or printed notice of the proposed amendment and of the time and place of the meeting to vote thereon shall be delivered electronically to each Member, or mailed to the last known address of the Member as shown by the books of the Association, or

as published in a periodical issued by the Association, at least thirty days prior to any such meeting. All written comments submitted to the Board during such comment period shall be considered by the Board and the Board shall have discretion whether to act on submitted comments. The Board of Directors shall vote on the amendment at the next Board meeting with approval affirmed by majority vote of quorum. Should the Board approve the amendment, the amendment shall be placed on the agenda of the next Annual Meeting or a Special Meeting. The amendment will become final and effective with ratification by a 2/3 vote of the Members present at the meeting. If not approved at the next such meeting, such amendment shall be deemed as if it did not occur and the Bylaws shall continue in effect as unamended.

13.2. Severability.

In the event that any provision of the Bylaws is determined to be invalid or unenforceable under any statute or regulation, then such provision shall be deemed inoperative to such extent and shall be deemed modified to conform with such statute or regulation without affecting the validity or enforceability of any other provision of these Bylaws.