

YOKEFELLOWSHIP PRISON MINISTRY



BY-LAWS

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BY-LAWS

YOKEFELLOWSHIP PRISON MINISTRY

ARTICLE I. NAME

The name of the Corporation shall be Yokefellowship Prison Ministry herein called the Corporation.

ARTICLE II. MISSION/PURPOSE

SECTION 1 MISSION STATEMENT. The Corporation's mission is to help at-risk youth, inmates and returning citizens YOKE themselves to Christ for salvation and changed lives.

SECTION 2. EXEMPT ORGANIZATION PURPOSES. The Corporation is organized and operated exclusively for educational, charitable, and religious purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law .

SECTION 3. GENERAL PURPOSE. The general purpose of the Corporation is to share the dynamic life-changing love and power of Jesus Christ with those who are or were incarcerated and to their family members and loved ones as circumstances allow. The Corporation seeks to recover the dynamic power of the early Christian Church and is founded on the idea of full commitment to Jesus Christ, with the Bible as our primary resource. Furthermore:

- A. Our ministry is based upon the Word of God with special reference to Matt 11:28-30 and Phil 4:3 where individuals are called to **“yoke”** themselves to Christ.
- B. Our **“fellowship”** is open to all men and women, both lay and clergy, of any Christian body of believers, who heeding Christ's command to take His Yoke upon them, accept a voluntary self-imposed discipline and share in the common ministry implied in such Yoke-bearing.

ARTICLE III. MEMBERS OF THE CORPORATION

SECTION 1. DEFINED. There shall be two classes of membership, one which shall be voting members and the other which shall be nonvoting members. Unless otherwise specifically stated in these Bylaws, all references to “members” shall apply only to voting members and not to nonvoting members. The following are the classes of membership:

- A. Area Councils – Affiliate groups who are duly chartered under the Corporation, and are in good-standing, are voting members of the Corporation. Area Councils are responsible for a continuing ministry within their given geographical area in order to insure greater stability and continuity of the Corporation. A member in good standing is any Area Council who
 - a. has met their responsibilities and accountabilities as defined in the Area Council Covenant
 - b. has provided YPM Inc. some level of financial support, at least bi-annually. The amount of such financial support is determined by the Area Council.
- B. Volunteers – Volunteers are the heart of the ministry, without which the Corporation would not exist. Individuals who are members in good-standing of Area Councils, by association, are also members of the Corporation.
 - a. All persons 18 years of age or older, regardless of sex, ethnic background, or race, who actively commits to the Corporation's mission and who are in complete agreement with the Corporation's Statement of Faith are eligible for membership.
 - b. Volunteers ministering in institutions or community facilities are under the authority of the Area Council in which they serve and must comply with the volunteer policies set by the Board.
 - c. Each Area Council must submit a roster of their volunteers to the Board annually.

SECTION 2. DUTIES. It shall be the duty of every member to promote, contribute to, and work towards the accomplishment of the Corporation's Mission and Purpose as stated within.

SECTION 3. STATUS.

Voting Members – An Area Council's membership status may be withdrawn at the request of the Area Council or it may be withdrawn by the YPM Board after a thirty day notice with reason has been given.

- A. Should an Area Council voluntarily withdraw from the Corporation, all assets remaining after debts are paid shall become the property of the Corporation.
- B. If an Area Council's membership status is withdrawn by the YPM Board for reasons defined in Article III Section 1 A. (a), the withdrawal must be approved by a vote of two-thirds (2/3) vote of the voting members present at a duly called membership meeting.
- C. If an Area Council's membership status is withdrawn for the reason defined in Article III Section 1 A. (b), it can be reinstated by the YPM Inc. Board
 - a. as soon as the Area Council has met the requirement or
 - b. after the Area Council has provided a request with reason for exemption and received approval for such exemption from the Board .

Nonvoting Members - Area Councils may revoke the membership status of their volunteers in accordance with their Area Council by-laws. By so doing, the Area Council is revoking the nonvoting membership status of the volunteer in the Corporation and should notify the Board of their actions.

SECTION 4. POWERS.

- A. **Volunteer Members** - Volunteer members do not have voting privileges in the Corporation though their input is valued and welcomed at Membership Meetings.
- B. **Area Council Members** - Each Area Council is eligible to send two voting delegates to Membership Meetings.

SECTION 5. MEMBERSHIP MEETINGS. Membership meetings are open to each Area Council in good standing, Volunteers Members, and members of the YPM Board of Directors.

- A. Annual Membership Meeting – The purpose of the Annual Membership Meeting is to inform the membership of current and future activities, to elect board members and officers, to amend by-laws if needed, and to conduct any other business as may properly come before the members. The meeting shall be held each year at such time and place as may be determined by the Board.
- B. Special Meetings – Special meetings of the members may be called by a majority vote of the Directors present at a Board Meeting at which a quorum is present. The time and place shall be determined by the Board.
- C. Notices – Written or electronic notices of each membership meeting, stating the place, day and time of the meeting shall be sent to each Area Council and to each YPM Board Member.
 - Annual Membership Meeting notices must be sent at least ninety (90) days prior to the date of the meeting.
 - Special Meeting notices must include the purpose of the special meeting and must be sent at least thirty (30) days prior to the date of the meeting.
 - Each Area Council is responsible for sharing information on the membership meetings with their Volunteer Members.
- D. Voting Delegates
 - Each YPM Board member is a voting delegate.
 - Each Area Council is eligible to send two (2) voting delegates to a membership meeting.
 - The Area Council Chair or Council Director will submit, in writing, the names and contact information of their voting delegates and alternate to the Board two (2) weeks prior to any membership meeting. Only those whose names have been submitted are eligible to vote.
- E. Voting Procedure
 - Voting at membership meetings shall be by written ballot except that a voice vote of acclamation may be permitted for the election of an officer or director if a candidate is unopposed.
 - Voting by proxy shall not be permitted.
 - A majority of all votes cast shall be necessary for the election of all elected officers and Directors. In the event no candidate receives a majority, a second ballot shall be cast for the two (2) candidates receiving the highest number of votes in the first ballot and the names of all other candidates shall be dropped.
- F. Quorum – The quorum of any membership meeting shall consist of not less than two-thirds (2/3) of the total number of voting delegates eligible to attend.

SECTION 6. OFFICIAL COMMUNICATIONS Unless otherwise required by applicable law, if any provision of these bylaws requires a notice or communication to any voting member, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of these bylaws requires the signature or written consent or approval of a member, an electronic signature or authenticated electronic communication satisfies the requirement.

ARTICLE IV. BOARD

SECTION 1. COMPOSITION The Board shall be composed of elected members and two appointed members.

- A. The at-large directors, the Chairperson, and the Vice-Chairperson are board members that are elected at the Annual Membership Meeting by all the voting delegates present where a quorum is present.
- B. The Regional Advisory Council chairpersons serve at the will of the Board and shall be voting members of the Board. Should, for any reason, any Regional Advisory Council chairperson position be or becomes vacant, the Board may appoint an interim chairperson to serve until members of that Regional Advisory Council elect a chairperson.
- C. The Secretary and Treasurer shall be appointed annually by the Board Chair. The Board will determine whether or not each of them will have voting privileges.
- D. Terms begin at the conclusion of the Annual Membership Meeting in which they were elected and end at the conclusion of the Annual Membership Meeting in the year in which their term expires.

SECTION 2. SIZE The size of the board depends upon the number of Regional Advisory Council Chairpersons, the number of at-large directors, and whether or not the Secretary and Treasurer are granted voting privileges. The number of at-large directors shall not be less than two (2) and not more than four (4). The range shall therefore be:

Minimum – The minimum number of voting members shall not be less than four (4) (Chair, Vice Chair, 2 at-large directors, non-voting Secretary, non-voting Treasurer) plus the number of chairpersons of Regional Advisory Councils.

Maximum – The maximum number of voting members shall not be more than six (6) (Chair, Vice Chair, 4 at-large directors) plus:

- The number of chairpersons of Regional Advisory Councils, plus
- One vote for the Secretary, plus
- One vote for the Treasurer.

A board member may have only one vote regardless of the number of positions held on the board.

SECTION 3. TERMS Each duly qualified and elected board member shall hold office for a term of three (3) years or until a successor shall have been duly qualified and elected. Each board member shall be placed in a three (3) year class rotation. The class designation and term will continue to be binding upon anyone who is elected to Chair or Vice-Chair.

Board members may serve a maximum of six consecutive years in the same position. Past board members are eligible for re-election to a previously held position after a two-year absence from that position.

SECTION 4. POWERS. All corporate powers shall be vested in and exercised by or under the authority of the Board; and the affairs of the Corporation shall be managed under the direction of the Board. The directors of the Corporation shall in all cases act as a board and may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, but not inconsistent with these By-Laws, the Articles of Incorporation, and the laws of the Commonwealth of Pennsylvania. The Board has the power to employ and dismiss the Executive Director.

The Board, except as otherwise provided in these Bylaws or restrictions imposed by law upon Corporations, and solely for the purpose stated in Article II, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Each board member shall be a voting delegate at the Annual Membership Meeting on each matter submitted to a vote.

SECTION 5. ELECTIONS. The Chairperson, Vice-Chairperson and at-large directors shall be elected at the Annual Membership Meeting.

SECTION 6. MID-TERM VACANCIES. Vacancies on the Board shall be filled until the next Annual Membership Meeting by a 2/3 vote of the remaining board members.

SECTION 7. MEETINGS.

- A. Regular Meetings - Regular meetings of the Board shall be held at such places, and on such days and at such times as shall be fixed from time to time by the Board. The Board shall meet at least eight (8) times per year.
- B. Annual Membership Meeting – The Annual Membership Meeting shall be held in the third quarter of the calendar year at a place, time, and date fixed by the Board prior to March 1st.
- C. Other Special Meetings – Special Meetings may be call by the Chairperson with three (3) days written notice, provided however, that any director may, at any time, in writing, waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the 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. For purposed of this section, “delivery” of notice of a meeting of the Board may be accomplished either by hand-delivery, through the US Postal Service, through a private parcel carrier service, or electronically.
- D. Quorum - A quorum of the transaction of business at any regular or special meeting of the Board shall consist of at least one-half (1/2) of the directors of the Corporation. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the entire Board.
- E. Minutes - The minutes of all meetings shall be distributed to the members of the Board within two (2) weeks after the meeting.
- F. Board members may appear at a meeting of the board by means of a telephone conference call or similar communication system in which all persons participating in the meeting are to be able to hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at a meeting. Any action taken by the directors during a meeting under this Section shall be duly recorded among the minutes of proceeding of such meeting. Furthermore, it is permissible for all board members to appear at a meeting of the Board via telephone conference or similar communication system.

SECTION 8. VOTING VIA ELECTRONIC MAIL. Voting via electronic mail and other written forms of communications will be accepted between meetings when:

- A. The chair and one other board member deems the action necessary, not controversial, and of a nature that does not require extensive background knowledge and/or explanation.
- B. The proposed action is detailed in the email that shall include a date and time before which to respond.
- C. All board members respond “Yes,” “No,” or “Abstain” before the deadline included on the original email and copy response to all other board members.
- D. Board member responses must contain the entire original email in which the action was proposed.
- E. Board members who wish to discuss the action should vote “No” and request a “live” discussion.
- F. There is a unanimous consent.
- G. Responses with conditional yes’s will not be considered a “yes” vote, though the proposed action may be amended to include the condition, and resent. The secretary shall document the action. The Board shall ratify the action at the next meeting and the minutes of this meeting will record the ratification.

ARTICLE V. OFFICERS

SECTION 1. DESIGNATION The officers of the Corporation shall consist of the Chairperson, the Vice-Chairperson, Secretary, and Treasurer. The Chairperson has voting rights only when there is a tie. The Vice-Chairperson shall be a voting member of the Board unless he is acting as the Chairperson.

The Board may authorize and appoint additional officers with duties and titles as may be determined necessary to carry out the activities of the Corporation.

SECTION 2. POWERS AND DUTIES. The officers of the Corporation shall have such powers and duties as the By-Laws, parliamentary practice, and the actions of the Board shall from time to time prescribe.

SECTION 3. VACANCIES. Vacancies occurring in any office shall be filled by the Board at its next meeting. The officer so elected shall hold office until the next Annual Membership Meeting.

SECTION 4. CHAIRPERSON. The Chairperson of the Board shall perform the following:

- A. Preside at all meetings of the Board unless prevented by reason of health, or by other urgent responsibilities.
- B. All duties incident to the office of the Chairperson of the Board, and such other duties as may be assigned him/her by the Board.
- C. Be an ex-officio member on each standing committee.

SECTION 5. VICE-CHAIRPERSON. The Vice-Chairperson shall act in the absence of the Chairperson of the Board in fulfilling the duties of the Chairperson.

SECTION 6. SECRETARY. The duties of the Secretary shall be as follows:

- A. Supervise the keeping of the minutes and records of meetings of the Board.
- B. Give, or cause to be given, notice of all regular and special meetings of the Board.
- C. Perform such other duties as the By-Laws or the Board may prescribe.
- D. Inform the Corporation's Nominating Committee Chair of the number of open elected board positions with accompanying class designations prior to the formal call for nominations.

SECTION 7. TREASURER. The duties of the Treasurer shall be as follows:

- A. Overseeing the fiduciary responsibilities of the Corporation,
- B. Preparing a financial report to be presented quarterly, or as requested, at the Board meetings,
- C. Preparing a summary of the financial report for distribution to the Board at the end of the fiscal year,
- D. Responding to requests submitted in writing from the Board for information regarding the Corporation's finances.
- E. Perform such other duties as the By-Laws, the Board, or the Commonwealth of Pennsylvania may prescribe.

ARTICLE VI DIRECTORS AND STAFF

SECTION 1. EXECUTIVE DIRECTOR The Board shall employ, or appoint, if the individual will not receive a salary, upon recommendation of the Personnel Committee, an Executive Director, under such terms and conditions as shall be mutually acceptable. The Executive Director shall have general supervision of the work of the Corporation, shall serve under the direction of the Board, being subject to its authority and control; and shall be an ex-officio member of all standing committees. The Executive Director shall attend all Board meetings and report on the progress of the organization.

The Executive Director of the Corporation shall have the power to designate the duties of employees of the Corporation, pursuant to such job descriptions as shall be established by the Board.

SECTION 2. STAFF The Board may elect to approve hiring of additional staff.

ARTICLE VII. STANDING COMMITTEES AND OTHERS

SECTION 1. STANDING COMMITTEES. The following committees are standing committees of the Corporation: Nominating Committee, Finance Committee, Personnel Committee, and Regional Advisory Councils. With the exception of the Regional Advisory Councils as described below, the Chairperson of the Board shall be empowered to appoint members to standing committees and to nominate the chairperson of each committee, subject to ratification by the Board

- A. The Nominating Committee shall lead the recruitment process, screening suitable candidates, and submitting nominations with profiles for elected directors and officers. The Chairperson of the Board shall nominate the Chair of the Nominating Committee subject to ratification by the Board.
 - The Corporation's Nominating Committee shall send a formal call for Board nominations to all Area Councils in good standing, to current board members, and the Corporation's Executive Director in accordance with Membership Meeting notification requirements (Article III Section 5C). All responses to the call will be taken into account in the selection of the slate of nominees which shall be presented to the Board.
 - A nominee's consent to run in the election, biographical material, and other information as deemed appropriate shall be obtained before his or her name is presented to the Board.
 - Nominations shall be submitted to the Board for approval not less than one (1) month prior to the election.
 - The approved slate of nominees shall be made known to the Area Councils not less two (2) weeks prior to the election.
- B. Finance Committee shall prepare an annual budget for the Corporation and develop policies and procedures bearing on accounting for the finances of the corporation. The Treasurer shall Chair the committee.
- C. Personnel Committee is responsible for recommending an Executive Director for hire or appointment and for periodic performance evaluations of the Executive Director. The Chair of the Board shall chair the committee.
- D. Regional Advisory Councils:
 - The Regional Advisory Councils' general purpose is to advise the Board on regional matters, to provide input for the general good of the organization, to promote the Corporation's activities within their region, and to help strengthen existing Area Councils.

- The specific geographic regions to be represented by each Regional Advisory Council shall be designated by the Board. The number of regions and the boundaries of regions may be changed by the Board to benefit the overall good of the organization.
- Regional Advisory Councils shall be comprised of two representatives from each Area Council within the region unless otherwise approved by the Board. The Area Councils appoint their own representatives.
- The Chairperson of the Regional Advisory Council shall be elected by the members of the Regional Advisory Council.
- The Chairperson is a non-elected voting member of the Board.
- Regional Advisory Councils shall be chartered, and shall renew their covenant relationship with the Board a minimum of every three (3) years.

SECTION 2. OTHERS. Other committees, councils and ad hoc working task groups may be appointed by the Chairperson of the Board, subject to approval of the Board.

ARTICLE VIII. THE CORPORATE SEAL

The Seal of the Corporation shall be circular in form and mounted on a metal die, suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words "YOKEFELLOWSHIP PRISON MINISTRY" and around the lower periphery thereof, the words "Corporate Seal" and "1986". In the center of the seal shall appear a replica of a yoke.

ARTICLE IX. USE OF EARNINGS AND ACTIVITIES

SECTION 1. PROPERTIES AND ASSETS. The properties and assets of the Corporation are irrevocably dedicated to public benefit purposes. No part of the net earnings of the Corporation shall inure to the benefit of any director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

SECTION 2. CONTRACTS AND AGREEMENTS. All deeds, mortgages, notes, loans or other written contracts and agreements to which the Corporation shall be a party, or assignments and endorsements of stock certificates, registered bonds or other securities owned by the Corporation, shall be signed by the Chairperson, Vice-Chairperson of the Board and attested to by the Secretary or the Treasurer. The persons signing and attesting shall be different persons.

SECTION 3. REMUNERATION OF DIRECTORS. No director, associate, member, agent, or employee of the Corporation may receive any pecuniary benefit from the same, except compensation as may be allowed by the Board.

SECTION 4. LOANS TO DIRECTORS. The Corporation shall make no advancement on account of services to be performed in the future, nor any loan or money or property to any member, director, associate, employee, or officer of the Corporation.

SECTION 5. DISSOLUTION. Upon the dissolution of the Corporation, the Board shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 c3 of the Internal Revenue Code of 1986 (or the corresponding provision of any further United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized operated exclusively for such purposes.

SECTION 6. ACTIVITIES No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code"

ARTICLE X. INDEMNIFICATION AND LIABILITY

SECTION 1. INDEMNIFICATION. The Corporation shall have the power pursuant to action by the Board with respect to a particular act or with respect to a type of activity, to indemnify any person who was or is a party to or is said to be made a party to any action, suit, or proceeding by reason of the fact the person is or was a director, officer, employee, or agent of the

Corporation or who was or is serving in any capacity for the Corporation at the request of the Corporation, against expenses, including attorney's fees, and against every loss, cost, damage, or expense to the extent permitted under the laws of the Commonwealth of Pennsylvania or to the extent reasonably incurred in connection with such action, suit, or proceeding if the person acted, or failed to act, in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to which the person had no reasonable cause to believe the conduct was unlawful. Such indemnification may include indemnification for loss, cost, damages, and expenses with respect to threatened actions.

There shall be no indemnification in relation to matters as to which the Board finds that the potential Indemnitee acted or omitted to act, in either case in bad faith, or engaged in willful misconduct in the performance of a duty to the Corporation. Prior to making any such finding, the Board shall provide the Potential Indemnitee with at least ten (10) business days written notice of its intent to consider the matter, within which time the Potential Indemnitee shall have the right to submit relevant written materials to the Board for its consideration.

SECTION 2. PERSONAL LIABILITY. No contract entered into by or on behalf of the Corporation shall personally obligate any employee, officer, or board member of the Corporation, including the employee, officer or board member authorizing such contract or executing same.

ARTICLE XI. AMENDMENTS

The By-laws may be amended by a 2/3 vote of all voting delegates present at a membership meeting where a quorum is present and provided a copy of the proposed amendment(s) are provided to each member at least 30 days prior to said meeting.

These By-Laws shall be reviewed by an Ad Hoc By-Laws Committee a minimum of every three (3) years. The committee is charged with reviewing the Corporation's by-laws and current practices to ensure that they are synchronized. The committee may recommend changes to the Board. The Board must approve proposed changes to be presented at a membership meeting.

A major rewrite of the By-Laws were duly adopted by an unanimous vote of the board members present at the September 17, 2011 meeting. See Resolution for signatures.