

By-Law 5

A by-law relating generally to the administration of the business and affairs of SIERRA CLUB OF CANADA FOUNDATION

1. GENERAL

1.1 Definitions

In this By-law, unless the context otherwise requires:

- a. **Act** means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, if applicable, the regulations made under it, as amended or re-enacted from time to time;
- b. **Articles** means the document issued by the Government of Ontario that incorporates the Corporation. It includes any amendments, and, if the Corporation was incorporated under the prior *Corporations Act*, its letters patent, and any supplementary letters patent.
- c. **Board** means the board of directors of the Corporation;
- d. **By-law** means this by-law and By-laws means this By-law and all other by-laws of the Corporation, in each case as amended and which are, from time to time, in force;
- e. **Corporation** means Sierra Club of Canada Foundation.
- f. **Director** means an individual elected or appointed to the Board;
- g. **Member** means a member of the Corporation;
- h. **Members** means the membership of the Corporation; and
- i. **Officer** means an officer of the Corporation appointed in accordance with this By-law.

2. RELATIONSHIP TO SIERRA CLUB (U.S.)

2.1 Licensee

The Corporation recognizes and acknowledges that it is a licensee of the Sierra Club (U.S.), a non-profit public benefit corporation incorporated in the State of California, in the United States of America, and operates with the objective of carrying out the purposes of the Corporation.

2.2 Purposes

The purposes of the Sierra Club (U.S.) are as stated in the Articles of Incorporation and By-laws of the Sierra Club (U.S.).

3. **MEMBERS**

3.1 **Membership Qualifications**

Membership in the Corporation for all classes described in these by-laws shall be available to individuals and Organizations (non-for-profit organizations, associations, and institutions (incorporated or unincorporated)) interested in furthering the Corporation's purposes and who have applied for and been accepted into the membership of the Corporation in any such manner as may be determined by the Board from time to time.

Any members of Sierra Club Canada as at November 23, 2013, shall automatically become members in the Corporation and shall be assigned to a Class in accordance with these by-laws.

3.2 **Membership Classes**

Subject to the Articles, there shall be eight classes of members in the Corporation. Classes A to G are entitled to vote for directors seeking to be elected as "at large" directors.

Except for Class G Members (Youth Members), and except in the case of Class A to F members who are directors, members in Classes A to F, being individual members who reside within particular territorial areas, as described in these bylaws, shall, subject to these by-laws, transfer from one class to another when the member moves to the territorial area associated with that class.

Class A to F members who are also sitting directors and who during their term move to a territorial area other than that associated with his or her class at the time of his or her election, shall remain in his or her original class until he or she ceases to be a director. Thereafter, his or her class of membership shall, subject to these bylaws, transfer from his or her original Class to another, based on his or her current residency status.

Subject to these bylaws, Class G members cease to be Class G members when they reach 30 years of age or older. Class G membership shall, subject to these bylaws, transfer to the appropriate territorially based class when they reach 30 years of age or older. Members who qualify as Class G members may opt out of this membership class and instead opt into another membership class, except Class H; or they may opt to be members of the Class A, B, C, D, E or F, and Class G.

Any member in Classes A to F may opt to be a member of any other Class, except Class G (unless the member meets the age requirement) or Class H.

Class H members, organizational members, may not transfer into another class.

- (a) **Class A Members**, also known in these by-laws as **British Columbia and Yukon members**, consisting of members ordinarily resident in British Columbia or the Yukon.

Subject to the *Act* or these By-laws, Class A Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and

each Class A Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class A members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (b) **Class B Members**, also known as **Prairie and Northland Members**, consisting of members ordinarily resident in Alberta, Saskatchewan, Manitoba, the Northwest Territories, or Nunavut.

Subject to the *Act* or these By-laws, Class B Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class B Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class B members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (c) **Class C Members**, also known as **Ontario Members**, consisting of members ordinarily resident in Ontario.

Subject to the *Act* or these By-laws, the Class C Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class C Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class C members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (d) **Class D Members**, also known as **Quebec Members**, consisting of members ordinarily resident in Quebec.

Subject to the *Act* or these By-laws, Class D Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class D Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class D members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (e) **Class E Members**, also known as **Atlantic Canada Members**, consisting of members ordinarily resident in New Brunswick, Nova Scotia, Prince Edward Island, or Newfoundland and Labrador.

Subject to the *Act* or these By-laws, Class E Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class E Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class E members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

- (f) **Class F Members**, also known as **Members-at-Large**, consisting of members ordinarily resident outside of Canada.

Subject to the *Act* or these By-laws, Class F Members shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation, and each Class F Member shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise.

- (g) **Class G Members**, also known as **Youth Members**, consisting of those members who reside anywhere in Canada and who are 30 years of age or younger.

Subject to the *Act* or these By-laws, Class G Members shall be entitled to receive notice of, attend at all meetings of the members of the Corporation, and shall have one vote on each matter that is the subject of a vote of the members, whether at a meeting of members or by mail-in ballot or otherwise. Only Class G members have the right to nominate candidates for and vote in elections for directors standing for election for their class.

Class H Members, also known as **Organizational Members**.

Subject to the *Act* or these By-laws, Class H Members shall be entitled to receive notice of, attend at all meetings of the members of the Corporation, but shall have no vote.

3.3 Membership dues

The directors may require members to make annual contributions or pay annual dues and may determine the manner in which the contribution is made or the dues are to be paid.

3.4 Transfer of Membership

Membership in the Corporation may only be transferred to the Corporation.

3.5 Termination of Membership

Members may resign by resignation in writing which shall be effective upon delivery to any office of the Corporation or to the President or Secretary of the Board.

Upon 15 days' written notice to a Member, the Board may pass a resolution terminating a membership or disciplining a member for

- a. not complying with any provision of the Articles, By-laws, or written policies of the Corporation;
- b. acting in a way that may be detrimental to the Corporation as determined by the Board; or
- c. any other reason that the Board considers to be reasonable, having regard to the purpose of the Corporation.

The notice shall set out the reasons for the proposed termination or discipline.

The Member receiving the notice shall be entitled to give the Board a written submission opposing the proposed termination or discipline not less than five days before the end of the 15 day period.

The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

4. MEMBERS' MEETINGS

4.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board.

Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include, as applicable:

- a. the election of Directors
- b. the report of the auditor or person who has been appointed to conduct a review engagement, if required;
- c. the appointment of the auditor or a person to conduct a review engagement for the coming year, or a decision to dispense with such appointment and with an audit or review engagement.

4.2 Special Meeting

The Board or the Chair may call a special meeting of the Corporation at any time.

Upon the written request of one-tenth of Members, the Board shall call a special meeting for the purpose stated in the request, provided it is

- a. connected with the affairs of the Corporation
- b. not inconsistent with the *Act* or the Corporation's by-laws.
- c. not within the exceptions listed in the *Act*

within 21 days from the date of the deposit of the requisition.

4.3 Meeting Notice

Written notice of any annual or special Members' meeting shall be given to

- a. each member;
- b. each director; and
- c. the auditor of the corporation or the person appointed to conduct a review engagement of the corporation.

at least ten days and not more than 50 days prior to the meeting date.

Notice of any meeting shall:

- a. state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- b. state the text of any special resolution to be submitted to the meeting.

Notice of each meeting must remind the Member of the right to vote by proxy, and include a link to the form of proxy on the Corporation's website.

4.4 Proxies

Subject to the regulations, a proxy may be in the following form, or such other form as the Board may from time to time determine by resolution, or as is required by regulation:

I, a voting Member of Sierra Club of Canada Foundation appoint (**name**), or failing such person (**insert another name**) as my proxy, to attend and act at the meeting of the Members to be held on (date) at (place) and at any postponement or adjournment thereof, in the same manner and to the same extent and with the same powers as if I was present at the meeting. (signature and date).

The Directors may by resolution fix a time not exceeding forty-eight hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of the members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent of the Corporation, and any period of time so fixed shall be specified in the notice calling the meeting.

4.5 Voting by mail, telephonic, or electronic means

In addition to voting by proxy, members may vote by mail, telephonic or electronic means. A person attending telephonic or electronic means is deemed to be present at the meeting. These means may only be used if the votes taken may be verified as having been made by members entitled to vote and if the Corporation is not able to identify how each member voted.

4.6 Quorum

A quorum for the transaction of business at a Members' meeting is 0.5% or 50 members, whether present in person or by proxy, whichever is less.

4.7 Chair of the Meeting

The Chair shall ordinarily be the president of the Corporation, but the Members present may choose another person, who need not be a member, to chair the meeting.

4.8 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the *Act* or this By-law.

Except for Class G members, each Member shall be entitled to one vote.

Votes shall be taken by a show of hands among all Members present unless a Member requests that a secret ballot be taken. The chair shall direct how that is taken.

Whenever a vote by show of hands is taken, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

If there is a tie vote, the chair of the meeting shall not be entitled to a second or casting vote.

4.9 Adjournments

The Chair may with the majority consent of any Members' meeting adjourn the same from time to time and no notice of the date and time of such adjourned meeting need be given to the Members, unless the date is more than 30 days after the meeting being adjourned. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.10 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation, the person who has been appointed to conduct a review engagement, if any, and proxyholders, if any. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

5. CHAPTERS

5.1 Chapters

Chapters of the SCC are an integral part of the Corporation, and are not separate legal entities. Upon application by at least seventy-five (75) members in good standing of the Corporation who reside in the same contiguous geographic region may apply to the Board to form a chapter of the Corporation in that region. The application shall state the proposed boundaries and name chosen by the applicants for the chapter. The Board shall consider the application and may approve it, with or without conditions or changes to the geographic boundaries proposed, if the Board considers approval to be in the best interests of the Corporation.

As soon as the Board has approved an application for formation of a chapter, the Secretary of the Corporation shall ensure that all members of the Corporation who reside in the designated region receive a notice announcing the decision of the Board of Directors and any steps to be taken to choose an executive committee to govern the Chapter in accordance with the Corporation's policies. The notice shall name at least three of the members who signed the application, chosen after consultation with the applicants, as interim officers. The election or appointment of an initial Executive Committee to manage the affairs of the chapter and the adoption governance documentation shall be carried out through procedures established by the Board of Directors.

5.2 Chapter Membership

Any member of the Corporation who resides within the territorial limits of the Classes of membership defined by the Articles and this By-law, shall be considered to be a member of that chapter and shall be entitled to its privileges.

5.3 Powers

Each chapter is authorized to undertake such activities as are consistent with the purposes of the Corporation and are not prohibited by the Board of Directors by a general rule applicable alike to all chapters. Chapters shall act on questions of public policy only in pursuance of policies of the Board of Directors or in a manner consistent with them.

5.4 Governance

Each chapter shall be governed in accordance with any policies or by-laws adopted by the Board of Directors from time to time, which include procedures for selection of an Executive Committee to manage the chapter's affairs, as so defined by those policies or by-laws.

A chapter may not change its name, its boundaries, or its governance structure without approval as specified by the Board. The Board may by directive require a chapter to make amendments to its by-laws, if any, which shall then be recorded at the next meeting of the Chapter's Executive Committee.

5.5 Dues Subvention

No dues shall be assessed or collected by a chapter. However, consistent with the policies of the Board, chapters may conduct fundraising and other activities which require members, as well as others, to pay a fee in order to participate. Each chapter may be entitled to receive from the Corporation a portion of the dues collected from the membership, such amount to be determined in a manner specified by the Board of Directors.

5.6 Prohibitions

A chapter cannot borrow money or own real estate. The Board of Directors may, however, place the management of any of the Corporation's property in control of a chapter. All individual members of the Corporation shall have equal privileges in respect of such property.

5.7 Dissolution

The Board of Directors may, by affirmative vote of at least two-thirds (2/3), suspend or annul a chapter if, in the judgment of the Board, such action is in the best interest of the Corporation.

Such action shall not affect the standing of the individual members as members of the Corporation. The Board of Directors shall not suspend or annul a chapter until the following conditions are met:

- a. written specification of the ground or grounds upon which the proposed action is to be based shall have been provided to the Executive Committee of the chapter in question; and
- b. a reasonable opportunity shall have been provided for members of the chapter to present evidence in opposition to the proposed action with an opportunity to be heard thereon.

5.8 Powers

Each chapter is authorized to undertake such activities as are consistent with the purposes of the Corporation and are not prohibited by the Board of Directors by a general rule applicable alike to all chapters. Chapters shall act on questions of public policy only in pursuance of policies of the Board of Directors or in a manner consistent with them.

6. Transition

Any Chapters in existence in Sierra Club of Canada as at November 23, 2013, shall continue in the Corporation.

7. SIERRA YOUTH COALITION

7.1 Membership

All members of the Corporation who are 30 years of age or under may become members of the Sierra Youth Coalition (SYC), the youth wing of the Corporation. The SYC is an integral part of the Corporation and is not a separate legal entity.

7.2 Powers

SYC is authorized to undertake such activities as are consistent with the purposes of the Corporation and are not prohibited by the Board of Directors. SYC shall act on questions of public policy only in pursuance of policies of the Board of Directors or in a manner consistent with them.

7.3 Governance

The SYC shall be governed in accordance with any policies or by-laws adopted by the Board of Directors from time to time, which include procedures for selection of an Executive Committee to manage the chapter's affairs, as so defined by those policies or by-laws.

The SYC may not change its name or its governance structure without approval as specified by the Board. The Board may by directive require a SYC to make amendments to its by-laws, if any, which shall then be recorded at the next meeting of the Chapter's Executive Committee.

7.4 Dues Subvention

No dues shall be assessed or collected by SYC. However, consistent with the policies of the Board, SYC may conduct fundraising and other activities that require members, as well as others, to pay a fee in order to participate. Nothing in this section shall prevent the Board of Directors from allotting additional funds to the Sierra Youth Coalition for specific purposes.

7.5 Prohibitions

The Sierra Youth Coalition cannot borrow money or own real estate. The Board of Directors may, however, place the management of any of the Corporation's property in control of the SYC. All individual members of the Corporation shall have equal privileges in respect of such property.

7.6 Dissolution

The Board may, by affirmative vote of at least two-thirds (2/3), suspend or annul the SYC, if in the judgment of the Board, such action is in the best interest of the Corporation. Such action shall not affect the standing of the individual members as members of the Corporation. The Board of Directors shall not suspend or annul the SYC until the following conditions are met:

- a. written specification of the ground or grounds upon which the proposed action is to be based shall have been provided to the Executive Committee of the chapter in question; and
- b. a reasonable opportunity shall have been provided for members of the chapter to present evidence in opposition to the proposed action with an opportunity to be heard thereon.

8. DIRECTORS

8.1 Board Duty

The Board shall manage or supervise the management of the activities and affairs of the corporation. Directors shall be members.

8.2 Number

[The number of directors is set out in the Corporation's Articles, and can be amended by amending the Articles.] The number of directors is 12.

8.3 Election and Term

The Directors shall be elected by the members in accordance with these by-laws.

The Directors of the Corporation shall be elected and shall retire in rotation. At the first annual meeting of members for the election of Directors following the coming into force of this by-law,

- a. Six directors, as defined below, shall be elected until the close of the first annual meeting of members following their election, and
- b. Six directors shall be elected for a term expiring not later than the close of the second annual meeting of members following their election.

Thereafter, at each annual meeting of members, Directors shall be elected to fill the positions of those Directors whose term of office has expired, and each Director so elected shall hold office until the second annual meeting of members thereafter.

Directors may not stand for re-election if they have served for 3 consecutive 2 year-terms immediately prior to the election.

The first annual meeting of members shall be held within four months after the coming into force of this by-law.

8.4 Composition of the Board

The affairs of the Corporation shall be managed by a Board composed of 15 directors as follows:

- (a) one director from each of the British Columbia, Prairie, Ontario, Quebec and Atlantic, and Youth classes, for a total of six directors; and
- (b) six at-large directors; and
- (c) up to two additional directors appointed by the elected board, who shall hold offices for a term expiring not later than the close of the next annual meeting of the members, if the directors so appointed are intended to be appointed as officers for the office of Secretary and/or Treasurer.

8.5 Qualifications

The following persons are disqualified from being a director of the Corporation:

- a. A person who is not an individual;
- b. A person who is under 18 years old;
- c. A person who has been found under the *Substitute Decisions Act, 1992*, or under the *Mental Health Act*;
- d. A person who has been found to be incapable by any court in Canada or elsewhere;
- e. A person who has the status of a bankrupt;
- f. A person who is not a member;
- g. A person who is not an ineligible individual, as defined in the *Income Tax Act (Canada)*; and/or
- h. An employee of the Corporation or any of its affiliates.

8.6 Vacancies

The office of a Director shall be vacated immediately

- a. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b. if the Director ceases to have the qualifications set out in the *Act* or, if applicable, Section 8.5 of this By-law;

- c. except for Directors who are appointed by virtue of their office, if any, if at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the members removing the Director before the expiration of the Director's term of office; or
- d. if the Director dies.

8.7 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. for Directors elected "at-large", a quorum of Directors may fill a vacancy among the Directors by a majority vote, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members; or the Directors may call a special meeting of members to fill the vacancy,
- b. for Directors elected by a specific class, the vacancy may be filled only by a vote of the members of that class at a special meeting may be called by any member of that class to fill the vacancy;
- c. if the vacancy occurs as a result of the members removing an "at-large" Director or as a result of members removing a Director from their class at a meeting called for the purpose, the appropriate members, as the case may be, may fill the vacancy by a majority vote at the same meeting where the Director is removed,

and any Director elected or appointed to fill the vacancy shall hold office for the remainder of the vacating Director's term.

8.8 Committees

Subject to the limitations on delegation set out in section 36 of the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.

The Board shall determine the composition and terms of reference for any such committee.

The Board may dissolve any committee by resolution at any time.

8.9 Paying Directors

The Directors shall serve as such without being paid and no Director shall directly or indirectly receive any profit from occupying the position of Director.

Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

Directors may be paid in connection with services they provide to the Corporation in another capacity, but if the Corporation is a charitable corporation, only if a court order is obtained or the Corporation complies with the *Charities Accounting Act* (Ontario).

9. BOARD MEETINGS

9.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place.

9.2 Notice of Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors provided that notice of any such meeting is given to each Director and Officer by regular mail at least 14 days before the meeting; by electronic mail, or telephone at least 48 hours before the meeting.

Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings

If a quorum of Directors is present, the Board may, without notice, hold its first meeting immediately following the annual general meeting of the Corporation.

9.3 Quorum

A majority of the number of Directors authorized in the Articles or by-laws or fixed by special resolution, is the quorum for the transaction of business at a Board meeting.

9.4 Chair

The Chair shall ordinarily preside at Board meetings. The Directors may choose any other Director to act as chair of a meeting.

9.5 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

10. MEETING RULES OF PROCEDURE

Any questions of procedure at or for any meetings of the Members, of the Board or of any committee, which have not been provided for in the By-law or by the Act, shall be determined by the chair of the meeting, and, if adopted, in accordance with such rules of procedure adopted by Board resolution.

11. OFFICERS

The Board shall appoint from among the Directors a President, Vice President, Secretary, and Treasurer. Subject to these by-laws, ordinarily, the President shall act as Chair at Directors' and members' meetings.

The Board may appoint such other Officers and agents as it deems necessary

Officers shall have such authority and shall perform such duties as the Board may prescribe from time to time.

12. INDEMNITY TO DIRECTORS AND OTHERS

Subject to the *Act*, the Corporation shall indemnify a director or officer of the corporation, a former director or officer of the corporation against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of their association with the corporation.

Subject to the *Act*, the Corporation may purchase insurance for the benefit of those indemnified above.

13. NOTICES

Notice may be given by or to the Corporation by e-mail, personal delivery, or by regular mail (deemed to be effective in two business days from mailing, unless there is a disruption in mail delivery).

No accidental error or omission in giving notice of any meeting of Directors or Members shall invalidate the meeting or make void any proceedings taken at the meeting.

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

A certificate of any officer as to facts in relation to the delivery of any notice to shall be conclusive evidence of such facts.

14. FINANCIAL YEAR

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

15. EXECUTION OF CONTRACTS

Documents requiring the signature of the Corporation may be signed by any two of:

- a. the President;
- b. the Secretary; and
- c. any other persons appointed for such purpose by the Board.

and all documents so signed shall be binding upon the Corporation without any further formality.

16. REPEAL OF EXISTING BY-LAW

By-law No. 4 of the Corporation, being its existing organizational bylaw, is repealed.

17. DATE EFFECTIVE

This By-law is effective on the date that it is approved by a members' meeting.

PASSED by a 2/3 majority of the Board of Directors at a meeting held on the _____ day of _____, 201__.

Name:
Chair

Name:
Secretary

APPROVED by a 2/3 majority of the votes cast at a meeting of members held on the _____ day of _____, 201__.

Name:
Chair

Name:
Secretary