

**BYLAWS OF**  
**HURRICANE SWIM CLUB, INC. (HSC)**  
**September 1, 2009**

**Hurricane Swim Club's mission is** to provide a unique, recreational, and competitive swimming experience for the young people and families of the greater Bangor area. We exist to instill a life-long love for the sport of swimming and to empower children through the consistent practice of teaching skills and provide fun and safe opportunities in which they can achieve goals in all aspects of their lives.

## **ARTICLE 1 NAME, LOCATION**

**1.1 NAME** - The name of the Non-Profit Corporation that is organized under the Laws of Non-Profit Corporations in the State of Maine shall be Hurricane Swim Club, Inc. (HSC), hereinafter will referred to as the "Corporation."

**1.2 LOCATION** – The location of the Corporation is in the Bangor, Maine.

## **ARTICLE 2 PURPOSE, OBJECTIVE**

**2.1 PURPOSE** - The purpose of the Corporation is to provide:

- .1** A competitive swim team for school age boys and girls.
- .2** Foster the growth and development of individuals through competitive swimming.
- .3** An atmosphere conducive to the pursuit of excellence in swimming
- .4** Promote swimming both as a competitive sport and as a life-long activity; and preserve and promote excellence in swimming locally, throughout the State of Maine, nationally, and internationally.

**2.2 OBJECTIVE** – The Corporation shall exercise such powers as is necessary to carry out its general benevolent purposes under existing local and State laws, but shall not operate for a profit or have or exercise any right or power or privilege for any purposes which are not permitted under the general laws of the State of Maine, as provided in 13 MRSA, Chapter 81, and 13-B MRSA, Section 101, et seq. (1964 & Supp. 1990), and any subsequent amendments of these statutes. The Corporation shall not engage in any non-501(c) (3) activities or participate in any political campaign on behalf of any candidate for public office.

## **ARTICLE 3 MEMBERSHIP**

**3.1 MEMBERSHIP** - There shall be two classes of membership in the Corporation: (1) Regular members and (2) Competitor members. Regular members shall be defined as the parents or legal guardians of Competitor members. Competitor members shall be those swimmers who are members of the Corporation teams from time to time. Any person may become a Competitor member of the Corporation by completing and returning the Corporation Registration Form and an USA-S Year Round Athlete Form and make the following payments:

- .1 HSC Registration Fee** - \$20.00 per family
- .2 Annual USA-S Registration Fee** - \$56.00 per swimmer this fee will increase \$1.00 every year until 2014 when the fix fee would be \$60.00.

- .3 Monthly HSC dues** - Monthly dues must be paid in full on the 1st of each month prior to swimming for that month. If an athlete swims any part of the month then the swimmer is charged for swimming the whole month. When an athlete has a birthday that changes their fee schedule, the payment for the new age group will be effective the 1st of the month immediately following their birth month. Monthly fees will not be negotiated based on the amount of time an athlete swims. HSC will make every effort to provide opportunities for practice five times a week for two hours each time.

### **3.2 FEES -**

- .1 Monthly Fees** - Which went into effect on May 1, 2007, will be charged based on age only. The following age groups are established:
  - A.** Eight and Under Swimmers - \$60.00
  - B.** Nine through Twelve Year old Swimmers - \$75.00
  - C.** Thirteen and Over Swimmers - \$95.00
- .2 Family Discounts** - Each current month that a family has more than one swimmer, that family will receive a \$10 discount per additional swimmer.
- .3 Miscellaneous Fees** - When volunteers pay for items or services up front for HSC they will be reimbursed by a written check from the HSC account. Personal swim accounts will not be credited for reimbursements. This enables better tracking of the Club's finances. No reimbursements will be paid to delinquent accounts.
- .4 Merchandise Fees** - Team merchandise that is ordered by HSC must be paid for up front prior the placement of the order.
- .5 Swim Meet Entry Fees** - Swimmers will be required to make a deposit by October 1st of each year of \$20 to be used toward swim meet entry fees for that year. This deposit will be placed in escrow. In the event the fees exceed a swimmer's escrowed amount, the swimmer will be billed an additional \$20. At the end of the swim season, if there is money remaining in a swimmer's escrow account the swimmer will be reimbursed by check or credited to next year's swim season.

**3.3 DELINQUENT ACCOUNTS** - An account will be defined as delinquent if by the end of the current month of swimming payment has not been received. An athlete will not be allowed to swim the following month if the account is delinquent. If payment is not received by the 21st of the month, the parent/guardian of the swimmer will be contacted by phone and/or email explaining their delinquent account. If payment is then not received by the last day of the month a letter will be sent to the parent/guardian of the swimmer informing the parent/guardian that the account is now delinquent and that the swimmer will not be allowed in the pool until the bill is paid. If after 60 days the account still remains delinquent, the matter will be sent to a collection agency. Communication with the Treasurer regarding a swimmer's bill is of utmost importance. If there are extenuating circumstances for a late payment, the parent/guardian of the swimmer is strongly encouraged to contact the Treasurer to make payment arrangements. The Treasurer is authorized to negotiate such arrangements on a one-time basis per swimmer per year. Repeated delinquent accounts will be brought to the attention of the full HSC board.

**3.4 DEVIATIONS** - Any requests for deviations from the above policy will need to be in writing to the HSC Board. The Board will take up the matter in closed session at its next board meeting.

**3.5 SWIM YEAR** - The membership year shall be from September 1 to August 31. HSC swims every month except August and April. Team members are not required to swim year round.

**3.6 VOTING** - Regular Members may vote for nominees at the annual meeting of the Board of Directors.

**3.7 PARTICIPATE** - Regular Members are expected to participate actively on standing or special committees.

**3.8 DISCRIMINATE** - The Corporation does not discriminate on the basis of race, color, religion, national origin, sex, age, or handicap.

## **ARTICLE 4 GOVERNING BODY**

**4.1 MEMBERSHIP** - The Corporation shall be governed by a Board of Directors consisting of seven (7) Directors elected by the Regular Members of the corporation, and the Head Coach, who shall be a non-voting member of the Board of Directors.

**4.2 QUALIFICATION** - Directors need not be residents of the State of Maine. However, no more than 49% of the individuals on the Board of Directors may be financially interested persons. For purposes of these Bylaws, a “financially interested person” means:

- .1** An individual who has received or is entitled to receive compensation from the corporation for personal services rendered to it by that individual within the previous twelve months, whether as a full-time or part-time employee, independent contractor, consultant, or otherwise, excluding any reasonable payments made to Directors for serving as Directors. An individual is considered to receive compensation for services rendered to the corporation by that individual if the individual is entitled to receive, other than as a shareholder of a publicly-held corporation, a portion of the net income of a corporate or other business entity that provides, for compensation, personal services to the corporation
- .2** A spouse, brother, sister, parent, or child of the individual described in sub-section (a) above.

**4.3 TERM** - Directors shall be elected for two (2) year terms. Membership on the Board of Directors shall be limited to two (2) consecutive terms, with the exception of the Head Coach, who is a permanent Member. A Board Member may be nominated to serve additional terms if no other Member can be found to fill the vacancy on the Board.

**4.4 NOMINATION AND ELECTION** - Prior to the corporation’s annual meeting, the Board of Directors shall appoint a Nominating Committee to select candidates for the Board of Directors and present these candidates at the annual meeting. The Nominating Committee may consist of Board Members or parent volunteers. Directors shall be elected at the annual meeting by a simple majority of Members in attendance.

**4.5 VACANCIES** - A vacancy on the Board shall be filled by an affirmative vote of a majority of the remaining Directors after presentation to them of a nominee by the Nominating Committee. Any person so elected shall fill the unexpired term of his or her predecessor.

**4.6 REMOVAL** - The Board of Directors may remove a Director from office for cause by a vote of two-thirds (2/3) of the Directors present at a meeting of the Board of Directors at which a quorum is present. However, prior to that action, the Director in question shall be notified in writing that he or she is at risk of removal and shall be given an opportunity to respond at a regular or special meeting of the Board before a vote is taken.

**4.7 POWERS AND DUTIES** The Board of Directors shall, with the advice and guidance of the Head Coach:

- .1** Establishes the HSC competitive swimming program and develops annual and long-term program goals.
- .2** Establishes policies necessary for the operation of the Corporation
- .3** Establish a contract with the Head Coach and delegate the responsibility for operating the HSC swim program to that individual in a manner that is accountable to the Board

- .4 Secure and allocate funds to finance the Corporation current operations and long-term program goals
- .5 Oversee the management of the Corporation's funds and provide for a review of the financial records of the Corporation by a Certified Public Accountant on an annual basis
- .6 Approve/disapprove contracts and other formal relationships
- .7 Set and implement the Corporation's fees and dues.

**4.8 OFFICERS** - The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be Directors. Officers shall be elected for a term of one (1) year by an affirmative vote of a majority of the Board of Directors at its first regular meeting following the annual meeting.

- .1 **PRESIDENT** - The President shall preside at all meetings of the Board of Directors and of the membership at large; serve as Chair of the Executive Committee and as ex-officio member of all other committees; with the advice of the Board of Directors, appoint the members and Chair (unless otherwise specified) of all committees except the Nominating Committee; sign contracts, leases, and other formal agreements and checks in the absence of the Treasurer; perform other such duties as may be required at the direction of the Board of Directors; and if necessary, serve as the Corporation's representative at all Maine Swimming, Inc.'s meetings.
- .2 **VICE PRESIDENT** - The Vice President shall preside at all meetings when the President is absent and assume the duties of the President upon the direction of the Board of Directors when the President shall be unable to serve.
- .3 **SECRETARY** - The Secretary shall keep the records of all meetings of the Board of Directors and all other meetings of the membership at large, including minutes, records of attendance, membership roster, and monthly financial statements. The Secretary shall oversee the writing of all correspondence and publish the notice of all meetings.
- .4 **TREASURER** - The Treasurer shall oversee the collection, accounting, and deposit of dues or other fees payable to the corporation; maintain all corporate accounts; make disbursements as authorized by the Board of Directors; and present for review at each Board of Directors' meeting a monthly financial statement of income and expenditures. The records of the Treasurer shall be audited once each year by the Board of Directors or its designee.

**4.9 GENERAL STANDARD FOR DIRECTORS** - A Director shall discharge the Director's duties in good faith, with the care and ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the corporation. In discharging the Director's duties, a Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- .1 One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- .2 Legal counsel or a public accountant or other person as to matters the Director reasonably believes is within the person's professional or expert competence;
- .3 A committee of the Board of Directors of which the Director is not a member, as to the matters within its jurisdiction, if the Director reasonably believes the committee merits confidence. A Director is not acting in good faith if the Director relies on information, opinions, reports, or statements that the Director knows or has reason to believe are

unwarranted. A Director is not liable for the performance of the duties of the Director's office if the Director acted in compliance with this section and, if a conflict-of-interest transaction is involved (as defined below), the transaction was fair to the corporation or was approved as set forth below. A Director is not considered a trustee with respect to the corporation or with respect to any property held or administered by the corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of the property.

**4.10 COMMITTEES** - Continuous committee participation is critical to the success of the corporation. Committee chairmen must be available at the times of the year when their committees are most active.

- .1 EXECUTIVE COMMITTEE** - The Executive Committee shall be comprised of the President, Vice President, Treasurer, Secretary, and Head Coach.
- .2 STANDING COMMITTEES** - The Standing Committees shall be the Finance Committee, Swim Program Committee, Meet Committee, Ways and Means Committee, Publicity Committee, and Membership Committee, designed by the President and approved by the Board of Directors.
  - A. FINANCE COMMITTEE** - The Finance Committee shall be comprised of three (3) Board members, including the Treasurer, who shall serve as Chair of the Finance Committee, and also including the Chair of the Ways and Means Committee. The Finance Committee shall oversee the preparation of an annual budget; advise on expenditure of funds; make recommendations to the Board regarding fees and dues; and be responsible for an ongoing evaluation of the financial status of the corporation and report to the Board with recommendations as appropriate.
  - B. SWIM PROGRAM COMMITTEE** - The Swim Program Committee shall be comprised of at least two (2) Board members, including the Chair of the Membership Committee and the Chair of the Publicity Committee, and other Regular Members at large. The Head Coach shall serve as advisor to this Committee. The Chair of the Committee shall be a Director. This Committee shall develop, review, and make recommendations to the Board regarding the philosophy of the Corporation's competitive swim program; make recommendations regarding the Corporation's annual and long-term program goals; and, if necessary, review and revise the Corporation's Parent Handbook.
  - C. MEET COMMITTEE** - The Meet Committee shall be comprised of at least one (1) Board member and other Regular Members at large. The Chair shall be a Director. This Committee is responsible for the organization and management of the entire Corporation's sponsored swim meets.
  - D. WAYS AND MEANS COMMITTEE** - The Ways and Means Committee shall be comprised of at least one (1) Board member and other Regular Members at large. The Chair shall be a Director. This Committee is responsible for developing an annual fund raising plan for approval by the Board of Directors and organizing and implementing all fund raising activities.
  - E. PUBLICITY COMMITTEE** - The Publicity Committee shall be comprised of at last one (1) Board member and other Regular Members at large. The Chair shall be a Director. This Committee is responsible for the upkeep of the Corporation's website and for informing the Corporations' Members and the public of the Corporation's events and achievements.
  - F. MEMBERSHIP COMMITTEE** - The Membership Committee shall be comprised of at least one (1) Board member and Regular Members at large. The

Chair shall be a Director. This Committee shall increase the number of swimmers participating in the Corporation's activities, orient new regular members, strengthen communications with and respond to suggestions made by regular members.

- .3 NOMINATING COMMITTEE** - The Nominating Committee shall be appointed by the Board of Directors and shall be comprised of two (2) Directors, two (2) Regular Members at large, and the Head Coach. The Nominating Committee shall select nominees for the Board of Directors to be voted on at the annual meeting. The Committee shall also identify nominees to fill vacancies on the Board of Directors. Members of the Nominating Committee are not barred from becoming nominees for the Board of Directors themselves. In making its selections, the Nominating Committee shall take into account the proposed nominee's attendance at meetings and degree of participating in the Corporation's activities. The Nominating Committee, before making its report, shall contact each person whom it wishes to nominate to obtain his or her acceptance of the nomination.
- .4 SPECIAL COMMITTEE** - The Board of Directors shall have the power to establish special committees as it may deem necessary. Each such committee shall include at least one (1) Director and may include both Regular Members and non-Members.

## **ARTICLE 5 HEAD COACH**

- 5.1 CONTRACT** - The Head Coach shall enter into a written contract with the corporation.
- 5.2 DUTIES** - The duties of the Head Coach shall be to:
  - .1** Establish a competitive swimming program which is consistent with the philosophy and mission statement of the corporation;
  - .2** Select the assistant coaches and negotiate their contracts with the Board of Directors;
  - .3** Serve as the Corporation's representative at all swimming meets or appoint someone to serve in that capacity, if necessary;
  - .4** Set guidelines for appropriate behavior of swimmers at meets and at practices;
  - .5** May serve as the Corporation's representative at all Maine Swimming, Inc.'s meetings;
  - .6** Meet with the Board of Directors at all meetings.

## **ARTICLE 6 MEETINGS**

- 6.1 ANNUAL MEETING** - The annual meeting of the corporation shall be held the second Wednesday of May. At that meeting, Regular Members present shall elect the members of the Board of Directors of the corporation.
- 6.2 MEETINGS OF THE MEMBERSHIP AT LARGE** - Meetings of the membership at large may be held at the discretion of the Board of Directors at a time and place determined by the Board. A minimum of five (5) Directors, including two (2) officers, and any number of other Members at large shall constitute a quorum.
- 6.3 SPECIAL MEETINGS OF THE MEMBERSHIP AT LARGE** - Special meetings of the membership may be called by a majority of the Board of Directors or upon written petition of ten (10) Members. Members shall be notified of special meetings, in writing, at least ten (10) days in advance.

- 6.4 REGULAR MEETINGS OF THE BOARD OF DIRETORS** - Regular meetings of the Board of Directors shall be held monthly, if the volume and type of business requires action, at such time and place as shall be fixed by the Board of Directors. Directors shall be notified of regular meetings at least five (5) days in advance. A minimum of five (5) Directors shall constitute a quorum. All Members at large are welcome to attend meetings of the Board of Directors. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, and participation in a meeting thereby shall constitute presence in person at such meeting. As long as a quorum is present at any meeting, action by a majority of the Board of Directors present at a meeting shall be the act of the Board of Directors, except as otherwise specifically provided by statute. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.
- 6.5 SPEACIAL MEETINGS OF THE BOARD OF DIRETORS** - Special meetings of the Board of Directors may be called by the President or the Vice President, if the President is absent, or a majority of the Board of Directors then in office. Directors shall be notified of special meetings, in writing, at least five (5) days in advance. A minimum of five (5) Directors shall constitute a quorum. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, and participation in a meeting thereby shall constitute presence in person at such meeting. As long as a quorum is present at any meeting, action by a majority of the Board of Directors present at a meeting shall be the act of the Board of Directors, except as otherwise specifically provided by statute. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.
- 6.6 EMERGENCY MEETINGS OF THE BOARD OF DIRETORS** - Emergency meetings of the Board of Directors may be called by the President or the Vice President, if the President is absent, or a majority of the Board of Directors, upon twenty-four (24) hours' notice, when unforeseen circumstances require immediate action to avert severe or irreversible damage to the corporation. A minimum of five (5) Directors shall constitute a quorum. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, and participation in a meeting thereby shall constitute presence in person at such meeting. As long as a quorum is present at any meeting, action by a majority of the Board of Directors present at a meeting shall be the act of the Board of Directors, except as otherwise specifically provided by statute. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.
- 6.7 UNANIMOUS ACTION OF DIRECTORS WITHOUT A MEETING** - Any action which may be taken at a meeting of the Board of Directors or of a committee of the Directors may be taken without a meeting if all of the Directors or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' meetings and shall have the same effect as a unanimous vote.

## **ARTICLE 7 INDEMNIFICATION, INSURANCE**

- 7.1 REQUIRED INDEMNIFICATION** - The corporation shall, in all cases, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding; provided that no indemnification shall be provided for any person with respect to any matter as to which he or she shall have been finally adjudicated in any action, suit, or proceeding not to have acted in good faith in the reasonable believe that his or her action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of no contender or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable believe that his or her action was in the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The right to indemnification granted by this section may be enforced by a separate action against the corporation, if an order for indemnification is not entered by a court in the action, suit, or proceeding wherein such person was successful on the merits or otherwise.
- 7.2 DETERMINATION BY BOARD** - Any indemnification under Section 7.1, unless ordered by a court, shall be made by the corporation upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or, if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Such a determination, once made by the Board of Directors, may be revoked by the Bard of Directors and, upon the making of such determination by the Board of Directors, the Director, officer, employee, or agent may enforce the indemnification against the corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.
- 7.3 ADVANCE PAYMENTS** - Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the financial disposition of such action, suit, or proceeding as authorized by the Board of Directors in the manner provided in Section 7.2 upon receipt of 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 corporation.
- 7.4 INDEMNIFICATION NOT EXCLUSIVE** - The indemnification provided in Section 7.1 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- 7.5 POWER TO PURCHASE INSURANCE** - The corporation has the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or indemnify him against such liability under Section 7.1.

## **ARTICLE 8 BOOKS AND RECORDS**

**8.1 BOOKS AND RECORDS OF ACCOUNTS** - The corporation shall keep correct and complete books and records of accounts, and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered office or principal office in this State a record of the names and addresses of its members entitled to vote. All books and records of a corporation may be inspected by any officer, Director, or voting member or the officer's, Director's, or voting member's agent or attorney, for any proper purpose at any reasonable time, as long as the officer, Director, or voting member or the officer's, Director's, or voting member's agent or attorney gives the corporation written notice at least five (5) business days before the date on which the officer, director or voting member or the officer's, Director's, or voting member's agent or attorney wishes to inspect and copy any books or records. The only proper purpose for which a voting member may inspect and copy books or records under this section is the purpose of enabling the member to fulfill duties and responsibilities conferred upon members by the Articles of Incorporation, by the Bylaws of the corporation, or by law. The corporation may require the officer, Director, or member or the officer's, director's, or member's agent or attorney to pay the reasonable cost of the copies made and may impose reasonable restrictions on the use or distribution of the records by such a person.

## **ARTICLE 9 CONFLICT-OF-INTEREST TRANSACTIONS**

**9.1 DEFINITION OF CONFLICT-OF-INTEREST TRANSACTION** - For purposes of this Article 10, a conflict-of-interest transaction is a transaction in which a Director or officer of the corporation has a direct or indirect financial interest. For purposes of this Article 10, a Director or officer has an indirect financial interest in a transaction if:

- .1 Another entity in which the Director or officer has a material interest or in which the Director or officer is a general partner is a party to the transaction.
- .2 Another entity of which the Director or officer is a director, officer, or trustee is a party to the transaction.

**9.2 APPROVAL OF CONFLICT OF INTEREST TRANSACTIONS** - A conflict-of-interest transaction may be approved before or after consummation of the transaction as follows: The Board of Directors of the corporation or a committee of the Board with authority may authorize, approve, or ratify the transaction if the material facts of the transaction and the Director's or officer's interest are disclosed or known to the Board or the authorized committee of the Board. The transaction may be approved only if it is fair and equitable to the corporation as of the date the transaction is authorized, approved, or ratified. The party asserting fairness of any such transaction has the burden of establishing fairness. For the purposes of this section, a conflict-of-interest transaction is approved if it receives the affirmative vote of a majority of the Directors on the Board of Directors of the corporation or on an authorized committee of the Board who have no direct or indirect interest in the transaction, but a transaction may not be approved by a single Director. If a majority of the Directors on the Board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section.

## **ARTICLE 10 AMENDMENTS**

- 10.1 PROPOSED** - Amendments to the Bylaws may be proposed by any Regular Member of the corporation.
- 10.2 REVIEW AND DISCUSSION** - Amendments to the Bylaws may be presented for review and discussion at any regular meeting of the Board of Directors at which a quorum is present.
- 10.3 VOTE** - After this initial review, amendments will be voted on at the next membership meeting and, upon approval by two-thirds (2/3) vote of the Regular Members present, the amendments will take effect immediately.