

Antelope Club Revised by-Laws  
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(Revised: 10-30-2020)

BYLAWS OF THE  
INDIANAPOLIS CHAPTER OF  
THE WYOMING ANTELOPE HUNTERS  
PROTECTIVE ASSOCIATION, INC.

RATIFIED ON  
10-30-2020

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## **TITLE I. Definition and Organization of Wyoming Antelope Hunters Protective Association, Inc**

1. **Name.** This Organization shall be known as the Wyoming Antelope Hunters Protective Association, Inc. („Organization“) and shall be incorporated as such with the Secretary of State of the State of Indiana.
2. **Purposes.** The purpose of this Organization are as follows:
  - a. To protect and preserve wildlife, fish, lakes, and streams.
  - b. To promote and encourage athletics among juveniles and juvenile organizations
  - c. To encourage fellowship among members of the Organization and to own and operate a facility or facilities to afford the opportunity for personal contact, commingling and socializing among members of the Organization.
3. **Limitations.** These purposes shall extend only to the extent permissible of an organization described in Section 501© (7) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Service Law (the „Code“) but shall otherwise extend to the fullest extent permitted by the Indiana Nonprofit Corporation Act, as amended, (the „Act“).
4. **Disposition of Assets.**
  - a. The property, both negotiable and physical, is dedicated to the purposes set forth in these Bylaws, and no part of the net income or assets of this Organization shall ever inure to the benefit of any Director, Office or Member of Any Classification, if any, of this Organization, or to the benefit of any private person.
  - b. Upon dissolution of this Organization and after paying or adequately providing for the debts and obligations of the Organization, the remaining assets shall be converted to cash and be distributed to a non-profit organization selected by motion of the Board of Directors of the Organization that is legally qualified to receive such a distribution.

## **TITLE II. Membership.**

1. **Election.** Persons may be elected to Membership in the Organization in two manners:
  - a. Upon a majority vote of the Organization's Board of Directors at its regularly scheduled meeting.
  - b. Upon a majority vote of the members in good standing at the Organization's annual meeting.
2. **Application.** In order to be considered for Membership in the Organization, prospective candidates must complete and submit an Application for membership.
3. **Payments.** In order to be considered for membership in the Organization, any and all applicable dues, fees, and/or assessments must be paid in full.
4. **Rejection.** If a person is rejected for membership, they shall be notified in writing of their rejection within 10 business days. His/her name shall not be resubmitted for a period of six (6) months from the date of rejection. Provided further, the membership Committee shall provide to the Board of Directors a recommendation of whether the rejected person should be elected to membership.
5. **Suspension.** The Board of Directors of the Organization may, by two-thirds (2/3) vote of the Board of Directors; suspend a person from Membership in the Organization. This suspension power is extended to all Membership classifications. The suspension period shall not exceed one (1) calendar year. A person who is suspended from membership in the Organization will be fully reinstated to their respective membership classification upon expiration of the term of suspension.
6. **Expulsion.** The Board of Directors of the Organization may, by two-thirds (2/3) vote of the Board of Directors expel a person from Membership in the Organization. This expulsion power is extended to all Membership classifications. A person who is expelled from membership in the Organization may not petition for reinstatement within the first thirty-six (36) months after expulsion. The expelled person must follow the application procedures as if the person had never been a Member of the Organization.
7. **Appeal.** Any member who either suspended or expelled under Section 2 or 3 of this provision shall have the right to appeal. The appeal must be submitted in writing within 10 business days of notice of the suspension or expulsion. The Board shall determine by a majority vote whether the appeal shall be granted or denied.
8. **Transfer.** Membership of any classification in the Organization shall not be assignable nor transferable inter vivos by any member, nor shall Membership of any classification pass to any personal representative, heir, assign or devisee of any deceased Member.

### **TITLE III. Classification of Membership**

1. **General Membership.** All members of the Organization whose dues are fully paid and are in good standing shall be entitled to the following...
  - a. To use the facilities of the Organization and attend all Organization activities.
  - b. To be entitled to vote at the annual election of the Organization's Board of Directors and vote upon any question(s) put before Voting Members in the Organization.
  - c. Each member shall possess one (1) vote for the purposes of elections and questions described in this section.
2. **Life Membership.** Life membership is an honorary membership classification that is bestowed upon Voting Members of the Organization for distinguished service to the Organization, community, or other worthwhile cause.
  - a. All rights and responsibilities accorded in these Bylaws to Voting Members shall apply to Life Members.
  - b. A lifetime membership requires that the person be a member in „good standing" and that they have been a member for a minimum of twenty (20) years (does not have to be consecutive years).
  - c. A lifetime membership must be approved by a unanimous vote from the Board of Directors of the Organization.

## **TITLE IV. Annual Dues, Initiation Fees, and Special Assessments.**

### **1. Annual Dues.**

- a. Annual dues to be paid by each Member of the Organization shall be an amount fixed by motion of the Organization Board of Directors; such fee shall be in effect until the next calendar year.
- b. Any Member whose primary residence is outside of the state of Indiana, as defined by supplying proof of residency with a motor vehicle operator license or state issued identification card, shall pay one-half (1/2) of the annual dues paid by in-state Members.
- c. Annual dues shall be due and payable on a date fixed by motion of the Organization Board of Directors.
- d. The board may implement a proration process on dues payments.
- e. Members of Any Classification residing outside of the state of Indiana, pursuant to subsection D of this Title shall pay one quarter (1/2) of the current amount of the annual dues, along with any initiation fee that shall be paid in full.
- f. Annual dues paid by the membership are non-refundable. The Board of Directors shall not entertain request to refund annual dues from members of the Organization.

### **2. Initiation Fees.**

- a. The Board of Directors of the Organization may assess an initiation fee of such amount as deemed proper. This fee shall be collected at the time of application. Such fees shall not be retroactive.
- b. Initiation fees paid by the membership are non-refundable. The Board of Directors shall not entertain request to refund initiation fees from members of the Organization.

### **3. Special Assessments or Other Charges.**

- a. In addition to dues and fees described in this section, the Board of Directors may levy a special assessment, charge(s) or fee(s) deemed necessary to ensure the continued operation of the Organization.
- b. Assessments, charge(s), or fee(s) shall be payable on the date(s) designated by the Board of Directors. Failure to remit assessments, charge(s), or fee(s) shall subject the offending member to the non-payment provisions of these Bylaws.

### **4. Nonpayment of Dues.**

- a. In the event a member of the Organization does not pay annual dues within thirty (30) days of the due date specified by the Board of Directors, the offending member shall have their Membership privileges automatically suspended. Specifically, the offending member shall not be allowed to enjoy any amenities or activities of the Organization specifically reserved for Members of the Organization.
- b. In the event annual dues are not paid by any member of the Organization within sixty (60) days of the due date specified by the Board of Directors, the offending member shall have his membership revoked. Specifically, the offending member shall not be allowed to enjoy any amenities or activities of the Organization specifically reserved for members of the Organization. The Board of Directors shall inform the offending member via postal letter of their removal from the roster of members.
- c. If a member is removed from the roster of members for nonpayment of dues and seeks to regain membership in the Organization, the offending member shall be

required to re-apply to the organization, pay all dues in arrears, plus an additional twenty-five (\$25.00) dollars that shall be characterized as a reinstatement fee.

## **TITLE V. Meetings of Membership.**

1. **Annual Meeting of Voting Members.** The annual meeting of members (General and Lifetime) of the Organization shall be held in the City of Indianapolis, Indiana at such date, time of day, and location designated by the Board of Directors for the purpose of transacting business that may be brought before the meeting.
2. **Special Meetings.** Special meetings of voting members or of all member classifications may be held upon the call of the Organization President or a majority of the Board of Directors at the registered office of the Organization in the City of Indianapolis, Indiana or at such a place within or outside of the state of Indiana, as may be stated in the notice thereof, and at such time and for such purposes as stated in the Notice of meeting.
3. **Notice of Meeting.**
  - a. Notice of time, place, and purpose of each meeting, signed by the President or his/her designee, and countersigned by the Secretary of the Organization shall be posted in a common area of Organization headquarters, physically located at 615 North Delaware Street, Indianapolis, Indiana 46204.
  - b. Such further notice shall be given as may be required by law.
4. **Quorum.**
  - a. A quorum is defined as a majority of the Members of the Organization entitled to vote thereat, present, and in person.
  - b. If there is no quorum present, a majority of such members present may take one of two actions:
    - i. Adjourn the meeting from time to time to a further date without further notice, other than the announcement at such meeting.
    - ii. Establish motions to be voted on by the body of members in good standing as per TITLE V.6: Voting, below.
  - c. When a quorum shall be present upon such an adjournment, any business that may be transacted shall be deemed valid as if it had been transacted at the meeting originally called.
5. **Conduct of Meeting.** Meetings of the members shall be presided over by the President, or if he/she is not present, by the Vice-President. If the Vice-President is also not present, by a meeting Chairman chosen at the meeting. The Secretary of the Organization, or in his/her absence, a person chosen at the meeting, shall act as recording secretary of the meeting and shall take meeting minutes. The most recent edition of Robert's Rules of Order Newly Revised shall govern the procedure of any meetings covered under this section.
6. **Voting.** Except as the Articles of Incorporation or an amendment or amendments to these Bylaws otherwise provide, each Voting member of the Organization shall, at every meeting of Voting Members, be entitled to one (1) vote. Voting may take the form of any verifiable format (including but not limited to in person, through the mail, or online) but may not be done by proxy.
7. **Proxies.** Proxy voting is not permitted under any circumstances for any election or question to the membership. However, the Board may allow direct member voting by absentee via mail, e-mail, or online, from time to time as seen fit.



## **TITLE VI. Directors of the Organization & Annual Meeting**

1. **Duties.** The Corporate powers of this Organization shall be vested in the Board of Directors, who shall have the control and management of the business of the Organization. The Board of directors may employ such agents and servants as deemed necessary and affix the rate of compensation of all agents, employees and officers in accordance with Code and Act.
2. **Number of Directors.** The number of Directors shall not be less than seven (7) or more than nine (9), as fixed from time to time by the Board of Directors. One-third (1/3) of the Board of Directors shall be elected annually by a majority vote of the voting members, and shall hold office for three (3) years or until their successors are elected and qualified.
3. **Resignation.** A Director may resign at any time by filing his/her written resignation with the Secretary of the Organization.
4. **Removal.** A Director may, upon a vote of two-thirds (2/3) of the remaining Directors, be removed from office. Grounds for removal of a Director include:
  - a. Four (4) absences by the offending director in the same calendar year.
  - b. Any conduct deemed detrimental to the Organization by the offending Director
5. **Vacancies.** In the case of a vacancy on the Board of Directors through death, resignation, removal, or other cause, the remaining Directors, by the affirmative vote of a majority thereof, may elect a successor to fill the vacancy until the next annual election and until his/her successor is elected and qualified.
6. **Special Meeting.** Special meetings of the Board of directors may be held upon call of the Organization President or a majority of the Board of Directors at the registered office of the Organization in the City of Indianapolis, Indiana, or at such a place within or outside of the state of Indiana, as may be stated in the notice thereof, and at such time and for such purposes as stated in the Notice of Meeting.
7. **Quorum.** A majority of the Directors shall constitute a quorum to transact the business of the Organization. Less than a quorum may meet and adjourn the meeting until such a time a quorum of Directors are present.
8. **Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President, or if he/she is not present, by the vice-president. If the vice-president is also not present, by a meeting chairperson chosen by the Directors present at the meeting. The secretary of the Organization, or in his/her absence, a person chosen by the Directors present at the meeting, shall act as recording secretary of the meeting and shall take meeting minutes. The most recent edition of Robert's Rules of Order Newly Revised shall govern the procedure of any meetings covered under this section.
9. **Board of Directors Committees.**
  - a. The Board of Directors of the Organization may, by resolution passed by a majority of the entire Board of Directors Membership, designate two (2) or more of their number to constitute an Executive Committee, who, to the extent provided for such resolution, shall have and exercise the authority of the Board of Directors in the management of business of the Organization between meetings of the Board of Directors. All actions of the Executive Committee are subject to ratification by the entire Board of Directors. The Executive Committee, may from time to time, consult/appoint advisers as they see fit

- b. The President, at his/her discretion, and with approval from the majority vote of the Board of Directors may appoint and constitute the following Committees, whose duties shall be spelled out by the Club President:
  - i. Membership Committee
  - ii. Finance Committee
  - iii. House Committee
  - iv. Other Committee"s as deemed necessary

## **TITLE VII. Annual Election.**

1. **Elections.** Each year an election shall be held to elect the successors to the retiring one third (1/3) of the Board of Directors and those elected pursuant to these Bylaws to fill vacancies, to serve the unexpired term, if any, of a Director, so replaced.
  - a. The Annual Election shall be held in the last quarter of the calendar year.
  - b. The board shall set the date of the election.
2. **Election Committee.** The Board shall form an Election Committee at least (120) days prior to the election
  - a. This committee reports to the secretary
  - b. Committee appointment
    - i. The President of the Board proposes appointees for the Election Committee
    - ii. Each appointee must be approved by a majority vote of the full board
  - c. The Election Committee is responsible for working with the secretary to oversee the election process and onboard potential board candidates
  - d. The Election Committee must submit rules for the election to the board and receive approval no later than (90) days prior to the election
    - i. If this approval is not received by (90) days prior to the election, the prior year's rules will be used instead.
      - 1 Each section of this proposed plan will be submitted individually
      - 2 If one section of rules is approved but others are not, only those sections not approved will revert to the prior year's such that if rules on the voting process are approved but a new set of deadlines is not, the newly approved voting process will stand but the prior year's deadline schedule will be used
  - e. Sections the committee must submit for the board to approve no later than 90 days prior to the election:
    - i. Timeline/deadline schedule for the election
      - 1 The Election Committee shall establish a timeline for the election process to be disseminated to the membership at least (90) days prior to the election.
      - 2 This must include processes for nomination and verification of voting eligibility
    - ii. Eligible member list (process for forming this list as well as the initial list to be posted to the membership)
    - iii. Communications plan for keeping membership informed on the process and proceedings
      - 1 Notice shall be given, by standard mail, e-mail, antelope web site, or electronic form, to each member of record entitled to vote in said election not less than twenty (20) days prior to the upcoming election.
    - iv. Voting Process
      - 1 Election period
      - 2 Casting ballots
        - a In-person
        - b Absentee

- v. Ballot counting process
  - vi. New Board Member education process
  - vii. Based on the date of the election approved by the board, the Election Committee shall designate the time, place, and duration of the election
- f. The committee is permitted to submit for board approval additional rules outside of the above list as they see fit
- 3. **Nomination Eligibility.** Any member in good standing may have his/her name added to the ballot given they meet the following criteria
  - a. They shall be a member in good standing for at least one year prior to filing to run for the Board.
  - b. They shall gather and submit 10 (ten) signatures from members in good standing of the Organization in the form of a nominating petition.
  - c. The member shall submit their nominating petitions at least 30 days prior to the election.
    - i. Should a member seek to be added to the ballot after this 30-day limit, they may still be added to the ballot given they meet all other relevant criteria and submit a petition containing supporting signatures of at least twenty percent (20%) or more of the current membership at least fifteen (15) days prior to the date of the upcoming election
- 4. **Voting.** To be eligible to vote, a member must be included on the list of eligible members generated by the Election Committee and be in good standing on the day of the election.
  - a. Any board member seeking re-election to the board cannot serve as a member of the election committee or be involved with the counting of ballots on Election Day.
  - b. Those running for board seats can run no more than two consecutive full terms (currently six years total). Afterwards, a minimum period of a year should pass prior to running for another term.
    - i. However, in the event of a vacancy, the Board may select a former Board member, regardless of recency in terms of service, to fill that vacancy to serve out that commitment until the next election
    - ii. If the board does not have enough people running for the vacancies, then an exception can be made for a two-term board member to run again, without sitting for a year.
  - c. Voting shall be available for a minimum of (2) weeks immediately leading up to the election.
- 5. **Seating.** Every election, there are three (3) board seats that are up for election, for the three (3) year term. Any additional openings are for the remainder of the term that was un-fulfilled (1yr, 2yr, etc.).
  - a. In the election, if there were more than three openings, the fourth (4th) top vote getter would fill the partial term left open by the previous board member. The same would apply if there were a fifth opening, i.e. the fifth (5th) top vote getter would fulfill the previous board member's term.
  - b. In the event of a tie, the candidates with the equal number of votes shall qualify for a seat on the Board, provided the number of slots available is equal to the number of candidates. In the event of a tie, if there are more candidates than vacancies, then

the tied candidates shall roll Yahtzee, and the candidate(s) with the highest value rolled, per Yahtzee rules, shall be seated.

- c. The candidates who were successful in the election shall be seated at the next scheduled Board meeting following the Election.

## **TITLE VIII. Officers and Agents of the Organization**

### **1. Election or Appointment.**

- a. The Board of Directors, as soon as possible after the annual election of the Directors of the Organization, in each year shall elect from their number, the following:
  - i. President
  - ii. Vice-President
  - iii. Treasurer
  - iv. Secretary
  - v. At the discretion of the Board of Directors, one or more of the following:
    1. Vice-Presidents
    2. Assistant Treasurers
    3. Assistant Secretaries
- b. The same person may hold any two (2) offices, with the exception of the offices of President and Secretary, but no office shall execute, acknowledge or verify any instrument in more than one official capacity.
- c. The Board of Directors may appoint such other officers or agents as deemed necessary for the transaction of the business of the Organization.

### **2. Term of Office.**

- a. The term of office of all officers of the Board of Directors of the Organization shall be one (1) year or until their respective successors are chosen.
- b. No officer shall serve more than two full one-year terms in single any office, during his or her contiguous time on the Board.
  - i. In the event an office becomes vacant, and a replacement is chosen, if the officer serves less than six months in the position, that shall not count toward their two one-year term limit.
- c. The Board of Directors shall have the power to fill any vacancies in any offices occurring for whatever reason.
  - i. If a member replaces a board member, they do so until the next election.

### **3. Powers and Duties.** The Officers of the Board of Directors of the Organization shall respectively have such powers to perform such duties in the management of property and affairs of the Organization, subject to the control of the entire Membership of the Board of Directors, as generally pertain to their respective offices, as well as such additional powers and duties as may from time to time be conferred by the Board of Directors. The specific duties of the officers of the Organization are as follows:

#### **a. President**

- i. Presides at all meetings of the Organization, Board of Directors, and Executive Committee
- ii. Works with the Secretary to prepare agendas for meetings
- iii. Processes all motions according to correct parliamentary procedure
- iv. May refrain from voting, except when the vote is by ballot or when the Presiding Officer's vote would change the result as in the case of a tie.
- v. Provide guidance to the Club Manager as to the overall direction for the Organization, as set by the Board of Directors.
- vi. **Act as a public face of the Organization**

Antelope Club By-laws, Approved as of

- vii. Other duties assigned by the Board of Directors or as otherwise specified in these Bylaws.

**b. Vice-President**

- i. Perform duties of the President in his/her absence or inability to serve
- ii. Other duties assigned by the Board of Directors or as otherwise specified in these Bylaws

**c. Treasurer**

- i. Act as the sole custodian of all funds belonging to the Organization
- ii. Approves deposits and disbursements from all accounts in the name of the Organization
- iii. Provide the Board of Directors and the Membership of all classifications with monthly financial reports
- iv. Provide oversight to the Club manager on the financial management of the Organization. This should include, at a minimum, an annual financial oversight of the Organization's financial books, filing and maintaining the Club's non-for profit status and donations, and losses.
- v. Preside at meetings of the Finance Committee
- vi. Attest to the results of all elections of the Organization and Board of Directors
- vii. Other duties assigned by the Board of Directors or as otherwise specified in these Bylaws

**d. Secretary**

- i. Act as a custodian of the records of the Organization, except those specifically assigned to other Officers
- ii. Keep a written record of all proceedings of the Organization, usually referred to as minutes, but an audio recording may be used in substitute for a written record
- iii. Keep the Official Roster of Members for the Organization
- iv. Post and/or make available minutes and records of the Organization to the Membership
- v. Maintain the Official Record Book in which the Bylaws, Special Rules of Order, Standing Rules and Minutes are entered, with any amendments to these documents properly recorded and have the current Official record Book on hand at every meeting of the Board of Directors and Organization.
- vi. Prior to each meeting, prepare an agenda or an order of business in conjunction with the President.
- vii. In the absence of the President and Vice-President, call the meeting to order and preside until the immediate election of a Chairman pro tempore
- viii. Prepare the ballots for all elections of the Organization and Board of Directors, and /or enlist the assistance of the Club Manager with ballot preparation. If the sitting secretary is running for re-election, he/she cannot be involved with the preparation or counting of ballots. In which case the responsibility shall fall to a board-appointed designee.
- ix. Attest to the results of all elections of the Organization and Board of Directors

- x. Other duties assigned by the Board of Directors or as otherwise specified in these Bylaws

4. **General Powers as to Negotiable Paper.** The Board of Directors of the Organization may from time to time prescribe the manner of the making, signature or endorsement of bills of exchange, notes, drafts, checks, acceptances, mortgages, obligations, and other negotiable paper or other instruments, including electronic funds transfer for the payment of money and designate the Officer or Officers, Agent or Agents, whom shall be authorized to make, sign, endorse, or authorize a payment through electronic funds transfer of the same on behalf of the Organization.



## **TITLE IX. Guest of Members**

1. **Responsibility.** Members introducing and bringing guests, including sponsoring events for non-Members, upon the Organization's premises shall be responsible for their conduct.
2. **Denial.** The general manager and/or staff may deny Organization privileges to any guests conducting themselves in an unseemly manner. The full board of directors must be notified within 48 hours of the offending conduct and incident. The board of directors will determine if further action is required.

## **TITLE X. Member Grievances.**

1. **Club Harmony.** It is an expressed purpose of this Organization to encourage fellowship among Members of the Organization and the Board of Directors shall be tasked with maintaining a harmonious environment.
2. **Code of Conduct** To ensure that harmonious environment the Board of Directors shall adopt and publish a code of conduct for the Organization.
3. **Establishment of Grievance.** Any member having a charge against another member, which is deemed by the charging Member sufficient cause for suspension or expulsion from Membership in the Organization, shall make such charge in writing to the general manager or any member of the Board, who shall forward the complaint to the President. The Grievance must have occurred on the grounds of the Antelope Club or at a Club sponsored event (i.e. golf outing, ball game, day trip, parade, etc.). Any Grievance outside the club property or not at a sponsored club event will not be considered part of our bylaws and therefore not be addressed by the board of directors.
4. **Grievance Committee.** The President of the Board of Directors shall appoint a Special Committee of three (3) members. The members shall be in good standing and have been a member of the Organization for at least one year. The special committee shall investigate the charge(s) submitted in the Establishment of Grievances and render a decision.
  - a. The Special Committee, upon doing its due diligence, shall render a recommendations to the Board one (1) of two (2) decisions:
    - i. "The grievance is materially substantiated and referred to the Board of Directors for further consideration". The committee may also submit a recommendation towards the resolution of the grievance.
    - ii. "The grievance is not substantiated, and the matter is closed".
  - b. In the interest of their investigation, the grievance committee shall be vested by the Board to have the authority to interview any parties involved.
  - c. All findings by the committee shall remain strictly confidential and are for the sole purpose of providing a recommendation of action and a rationale to the Board
5. **Board of Directors Hearing.** Upon receipt of a decision from the Special Committee that the grievance is materially substantiated, the Secretary of the Organization shall request the Member who is the subject of the grievance to appear before the Board of directors to discuss the grievance. This session shall be closed to only members of the Board of Directors of the Organization and the member in question. Non-attendance by the Member at this hearing shall not be considered an admission of culpability.
6. **Adjudication of Grievance.** Upon conclusion of the hearing, the Board of Directors of the Organization may render one (1) of three (3) decisions:
  - a. Expulsion of the Member from the Organization
  - b. Suspension of the Member from the Organization
  - c. Exoneration of the Member
7. **Member Discipline.** In the event the Board of Directors of the Organization finds and acts by motion for either Expulsion or Suspension of a member of the Organization, the Board of Directors shall follow the procedures set forth in Title II (Membership) of these Bylaws

## **TITLE XI. Conflict of Interest.**

1. **Conflict of Interest Definition.** A conflict of interest (COI) is a situation in which a person or organization is involved in multiple interests, financial interest, or otherwise, one of which could possibly corrupt the motivation of the individual or organization.
  - a. **Interest:** For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee, or beneficiary of any concern and having an immediate family member who holds such an interest in any concern.
  - a. **Concern:** The term "concern" shall mean any Organization, association, trust, partnership, limited liability entity, firm, person, or other entity other than the organization.
2. **Policy Requirements.**
  - a. Those with a conflict (or think they have a conflict) to disclose the conflict / potential conflict.
  - b. Prohibit interested board members from voting on any matter in which there is a direct conflict.
  - c. Failure to disclose will result in removal from the board.
3. **Conflicts of Interest.**
  - a. No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:
    - i. The interest of such officer or director is fully disclosed to the board of directors.
    - ii. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
    - iii. Payments to the interested officer or director are reasonable and do not exceed fair market value.
    - iv. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
  - b. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval. Annually, each board member will sign a statement that they will adhere to compliance with the „conflict of interest" bylaws. In addition, any new appointed or alternatively, elected board member will sign the compliance statement.

## **TITLE XII. Corporate Seal.**

1. **Corporate Seal.** The Board of Directors of the Organization shall provide a suitable Organization Seal for use by the Organization.

#### **TITLE XIV. Amendments**

1. **Amendments.** The Bylaws of the Organization may be amended, added to, repealed, or other, or new Bylaws may be adopted in lieu thereof by an affirmative (two-thirds) 2/3rds vote of the Directors of the Organization, provided the Board of Directors shall not make or alter Bylaws fixing their qualifications, classification, while in or during their term office.