

Adopted: January 19, 1998, with Amendments March 16, 1998 and October 8, 2007, February 20, 2020, April 24, 2020, July 20, 2020

#### Section 1. Principal Office

The principal office of the Corporation is located in Buncombe County, State of North Carolina.

#### Section 2. Change of Address

The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

#### Section 3: Other Offices

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

#### Section 4. Digital communication and document storage

With approval from the Board of Directors electronic communication using email or text messages may be used where the bylaws require the use of paper and documents of the corporation may be stored in secure computer storage that can be accessed by all authorized members.

### Article 2. Nonprofit Purposes

#### Section 1. IRC Section 501 (c) (3) Purposes

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

#### Section 2. Specific Objectives and Purposes

The specific purpose of the Coalition of Asheville Neighborhoods, hereinafter known as "CAN," shall be:

1. to educate and inform the community about matters that concern Asheville area neighborhoods;
2. to provide a means for Asheville area neighborhood organizations and groups to share information;
3. to provide technical assistance to neighborhood groups and individuals that are interested in participating in community affairs; and,
4. to advocate for the stability and quality of life of neighborhoods and the community as approved by the board of directors.

### Article 3. Directors

#### Section 1. Number

The Corporation shall have no less than five (5) Directors and collectively they shall be known as the Board of Directors.

#### Section 2. Qualifications

Directors shall be of the age of majority in this state. Other qualifications for Directors of this Corporation shall be as follows: Each shall be an officially designated representative of his or her neighborhood organization or group as defined elsewhere in these by-laws and such organization or group shall be an Organizational Member in good standing.

#### Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties and notices of meetings mailed through the Postal Service, by e-mail or by telephone message to them at such addresses shall be valid notices thereof.

#### Section 5. Term of Office

Each Director shall hold office until such time as he or she is removed or replaced by the relevant Organization.

It shall be the duty of the Directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation,
- or by these Bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation;
- Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- Meet at such times and places as required by these Bylaws;
- Register their Post Office and electronic addresses and telephone numbers with the Secretary of the Corporation, Member as its official representative.

#### Section 6. Compensation

Directors shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

#### Section 7. Non Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

#### Section 8. Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

#### Section 9. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provision of law.

### Article 4. Members

#### Section 1. Determination and Rights of Members

The Corporation shall have three (3) classes of Members:

- Organizational Members;
- Individual Members; and
- Supporting Members.

Except as expressly provided in our authorized by the Articles of Incorporation, the Bylaws of this Corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

#### Section 2. Qualifications and privileges of Members

Organization Members: Organizational membership in this Corporation is available to any neighborhood association, organization or group that meets the following qualifications:

- It is a neighborhood association, organization or group that represents the interests of the residents within specifically-defined geographic boundaries located in whole or in part within the planning jurisdiction of the City of Asheville, Buncombe County, North Carolina, or any municipality located in whole or in part within Buncombe County.
- It has been formally organized for no less than three months prior to its application for membership in CAN.
- It appoints, elects or otherwise selects one or more official representatives who may speak and vote on its behalf at General Membership meetings.
- It is current on its dues payments to CAN.

- All qualified Organizational Members shall be permitted to provide one representative to CAN who shall be a Director of the Corporation with all of the rights and responsibilities as defined elsewhere in these Bylaws, and said Director shall exercise one vote.

Individual Members: Those individuals who are current members in good standing of qualified Organizational Members of CAN shall be considered Members of CAN. Persons who live in an area where no neighborhood organization or group is an Organization Member of CAN may become individual members on payment of individual member dues. Individual Members shall enjoy all rights and privileges of membership in CAN except that they shall not be eligible to vote, unless they are serving as Officers. Individual Members may serve as officers or members of the Executive Committee.

Supporting Members: Supporting membership in the Corporation is open to any business or organization that supports the purpose of the Corporation but that does not meet the qualification of Organizational or Individual membership and is current on its dues.

A representative of a Supporting Member shall not be eligible to serve as a Director nor to participate in any voting conducted by the Corporation. A representative of a Supporting Member may serve on the Executive Committee upon election by the Directors of the Corporation, subject to the restrictions set forth in Article 6 Section 1.

#### Section 3 Admission of Members

Applicants shall be admitted to membership upon meeting the qualifications as described elsewhere in these Bylaws and upon approval by a majority vote of the Executive Committee.

#### Section 4. Dues

Membership dues for all forms of membership shall be established by the Board of Directors and shall be due and payable annually.

Consideration shall be given, on a case by case basis, to reducing the annual dues for low and/or fixed income groups and individuals. The amount of the reduction shall be determined and approved by a majority vote by the Executive Committee.

#### Section 5. Number of Members

There is no limit on the number of Members the Corporation may admit.

#### Section 6. Membership Book

The Corporation shall keep a membership list containing the name and address of each Member. Termination of the membership of any Member shall be recorded on the list, together with the date of termination of such membership. Such list shall be kept at the Corporation's principal office or at such place as the Board may direct.

#### Section 7. Non liability of Members

A Member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

#### Section 8. Nontransferability of Memberships

No Member may transfer a membership or any right arising therefrom. All rights of membership cease upon the Member's death.

#### Section 9. Termination of Membership

The membership of a Member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of such termination delivered to the President or Secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. If this Corporation has provided for the payment of dues by Members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such Member by the Secretary of the Corporation. A Member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the Member's receipt of the written notification of delinquency.
3. After providing the Member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Any person SO expelled from the Corporation shall receive a refund of dues already paid for the current dues period.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided.

### Article 5. Officers

#### Section 1. Designation of Officers

The officers of the Corporation shall be: President, First Vice President, Second Vice President, Secretary, and Treasurer.

The Corporation may also have Assistant Secretaries, Assistant Treasurers, At-Large Members, and other such officers with such titles as may be determined from time to time by the Board of Directors.

#### Section 2. Qualifications and Limitations

Any representative of an Organizational Member or any Individual Member may serve as an officer of this Corporation upon election by the Directors, subject to the restrictions set forth in

Article 6 Section 1. Any representative of a Supporting Member may serve on the Executive Committee upon election by the Directors, subject to the restrictions set forth in Article 6 Section 1.

### Section 3. Election and Term of Office

Officers shall be elected by the Board of Directors at the Annual Meeting of the Corporation, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

The term of office is one (1) year. No officer shall serve more than three (3) consecutive terms in one position.

Upon serving three (3) consecutive terms in one position, a person may not be considered for reelection to that position until no less than one (1) year has elapsed.

### NEW Sec. 4 Voting rights

Corporate officers shall sit as members of the Board of Directors and shall each have one vote on matters that come before the Board, except for any action regarding the removal of a corporate officer.

### Section 5. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

### Section 6. Vacancies

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

### Section 7. Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such

other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed to preside over meetings, the President shall preside at all meetings of the Board of Directors and, if this Corporation has Members, at all meetings of the Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### Section 8. Duties of Vice Presidents

In the absence of the President, or in the event of his or her inability or refusal to act, the First Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall be responsible for the following three specific duties, which they shall apportion among each other:

- Ensuring that a regular newsletter or other type of notice is produced and distributed to the Corporation's Members, and to others as determined by the Executive Committee.
- Monitoring appointments to City, County and other municipal boards and commissions and reporting to the membership on such appointments.
- Serving as the liaison to the membership, and performing such duties and services pertaining thereto as determined by the Executive Committee.
- The Vice Presidents shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### Section 9. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the Corporation or at such other place as the Board may determine the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of Members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation.

Keep at the principal office of the Corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 10. Duties of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, [whenever requested] MONTHLY, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## Article 6. Committees

### Section 1. Executive Committee

The Executive Committee shall comprise the Officers of the Corporation plus up to three (3) At-Large Members elected by the Board of Directors by a majority vote. A representative of a Supporting Member who serves as a member of the Executive Committee is limited to voting only on Executive Committee matters; he/she shall not be permitted to vote on matters considered by the Board of Directors. A total of no more than two (2) representatives of Supporting Members may serve on the Executive Committee at any one time. There is no limit to the number of Individual Members who may serve at any one time. The Executive Committee shall exercise the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its Directors, the Board may at any time revoke or modify any or all of the Executive committee authority so delegated, increase or decrease but not below five (5) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### Section 2. Nominating Committee

A nominating committee consisting of the three members, none of whom shall be a member of the Executive Committee at the time, shall be elected by the Board of Directors from among themselves by nominations from the floor. This committee shall select one or more candidates for each office, after having obtained each candidate's consent, and submit the names for consideration at the annual meeting.

### Section 3. Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

### Section 4. Quorum for Committee Actions

For each committee, a quorum shall consist of a simple majority of the current membership of that committee.

## Article 7. Meetings

### Section 1. Place of Meetings

Meetings shall be held at such place in Buncombe County as may be designated from time to time by resolution of the Board of Directors.

## Section 2. Attendance

Meetings of the Board of Directors, Executive Committee, General Membership and any standing committee designated by the Board of Directors shall be open to the public.

## Section 3. Board Meetings

Board meetings of Directors shall be held every other month on a day and at a time to be established by the Board, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on a date to be agreed upon by the Directors at the meeting prior to the one requiring rescheduling.

## Section 4. General Membership Meetings

General Membership meetings shall be held every other month, when board meetings are not held, on a day and at a time to be established by the Board, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on a date to be agreed upon by the Board at the meeting prior to the one requiring rescheduling.

## Section 5. Special Meetings

Special meetings of the Board of Directors and/or Members may be called by the President, a Vice-President, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

## Section 6. Notice of Meeting

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provision of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

**Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors.

**Special Meetings.** At least one week prior notice shall be given by the Secretary of the Corporation to each Director and/or Member of each special meeting of the Board and/or Members. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by electronic mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of notification by facsimile and electronic mail, the Director and/or Member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile or electronic mail transmission.

**Annual Meeting.** The Corporation's regular meeting in April of each year shall be the Annual Meeting, at which annual reports are presented and officers are elected for the next fiscal year. Notice shall be given in the manner as defined for special meetings.

Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### Section 7. Quorum for Meetings of the Board of Directors

A quorum shall consist of one third (1/3) of the Directors in office.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provision of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Presiding Officer shall entertain at such meeting is a motion to adjourn.

#### Section 8. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

#### Section 9. Conduct of Meetings

Meetings of the Board of Directors and/or Individual and/or Supporting Members shall be presided over by the President, or, in his absence of each of these persons, by a Presiding Officer chosen by a majority of the Directors or Members present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, Newly Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

#### Section 10. Action by Written Ballot

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of Members may be taken without a meeting if the Corporation distributes a written ballot to each Member entitled to vote on the matter. The ballot shall:

- set forth the proposed action;
- provide an opportunity to specify approval or disapproval of each proposal;
- indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted; and shall specify the date by which the ballot

must be received by the reasonable time within which to return the ballots to the Corporation.

- Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Executive Committee Members may be elected by written ballot. Such ballots for the election of Executive Committee Members shall list the persons nominated at the time the ballots are mailed or delivered.

#### Section 11. Meetings and Action of Committee

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

#### Article 8. Execution of Instruments, Deposits and Funds

##### Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

##### Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and approved in writing by the President of the Corporation.

##### Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

### Article 9. Corporate Records, Reports and Seal

#### Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office or at such other place as the Board may direct:

1. Minutes of all meetings of Directors, committees of the Board and, if this Corporation has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership;
4. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

#### Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal

office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

#### Section 3. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provision of law.

#### Section 4. Members' Inspection Rights

Individual and Supporting Members shall have the following inspection rights, for a purpose reasonably related to such person's interest as a Member:

- To inspect the record of all Members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- To obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, addresses and voting rights of those Members entitled to vote for the election of Executive Committee Members as of the most recent record date for which the list has been compiled or as of the date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.
- To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or committees of the Board, upon written demand on the Secretary of the Corporation by the Member, for a purpose reasonably related to such persons' interests as a Member.
- Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provision of law. Section 5. Periodic Report

The Board shall cause any annual, or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

## Article 10. IRC 501 (c) (3) Tax Exemption Provisions

### Section 1. Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section (h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), and political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

### Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Members, Directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

### Section 3. Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## Article 11. Amendment of Bylaws

### Section 1. Amendment

Subject to any provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new

Bylaws adopted by a two/third's (2/3) majority vote of the Board of Directors.

## Article 12. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

### Adoption of Bylaws

We, the undersigned, are all of the initial Directors or incorporators of this Corporation, and we consent to, and

hereby do, adopt the foregoing Bylaws, consisting of this and the preceding 7 pages, as the Bylaws of this Corporation. Dated: 1/19/98 (January 19, 1998) Brian Peterson, Betty Jackson, Richard Mathews, Jim Torpey, Myra Fuller, Carl Nyberg

Amendment of Bylaws

I certify that this is a copy of the Bylaws as amended by a two-thirds vote of the Board of Directors, a quorum being present, on October 8, 2007. Thomas Rightmyer, Secretary

Amendment of Bylaws

I certify that this is a copy of the Bylaws as amended by a two-thirds vote of the Board of Directors, a quorum being present, on March 2, 2020. Helen Hyatt, Secretary

Amendment of Bylaws

I certify that this is a copy of the Bylaws as amended by a two-thirds vote of the Board of Directors, a quorum being present, on April 24, 2020. Rick Freeman, Interim President