WABJ Bylaws, est. 1981

Article One- Identification

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1.01 Name. The name of the corporation is The Washington Association of Black Journalists, Inc.,

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1.02 Offices. The principal office of the corporation shall be located in the District of Columbia, at such place as the board of directors shall from the time designate. The corporation may maintain additional offices at other places as the board of directors chooses to designate.

Offices. The principal office of the corporation shall be located in the District of Columbia, at such place as the board of directors shall from the time designate. The corporation may maintain additional offices at other places as the board of directors chooses to designate.

1.03 Corporate Seal. The corporate seal of the corporation shall be circular in form and shall bear the words and figures. The Washington Association of Black Journalists, Inc., Corporate Seal, District of Columbia, 1981. The form of such seal shall be subject to alteration by the board of directors.

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1.04 Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31 of each year.

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Article Two- Purpose

2.01 Purpose. The corporation is organized, and shall be operated, exclusively for religious, charitable, scientific, literary and/or educational purposes as may qualify it for tax exempt status under Section 501 © (3) of the Internal Revenue Code of

1954. These purposes include, but are not limited to: the advancement of the interests of blacks in the journalistic profession; strengthening of ties among blacks I the media; sensitization of the media to racism in its news coverage and employment practices; monitoring existing laws and working for their appropriate implementation in media organizations; sponsoring of scholarships and grants for the support professional achievement.

Purpose. The corporation is organized, and shall be operated, exclusively for religious, charitable, scientific, literary and/or educational purposes as may qualify it for tax exempt status under Section 501 © (3) of the Internal Revenue Code of 1954. These purposes include, but are not limited to: the advancement of the interests of blacks in the journalistic profession; strengthening of ties among blacks I the media; sensitization of the media to racism in its news coverage and employment practices; monitoring existing laws and working for their appropriate implementation in media organizations; sponsoring of scholarships and grants for the support professional achievement.

Article Three- Prohibited Activities

3.01 Prohibited Activities. No part of the net earnings of the corporation shall insure to the benefit of, or be distribution to, the members, directors or officers of the corporation, except that the corporation shall have to pay reasonable compensation for services actually rendered to or for the corporation. No substantial part of the activates o the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to any, candidate for public office. Notwithstanding any other provision of these bylaws or of any provision of the District of Columbia governing or pertaining to the corporation, the corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future federal income tax law) and provision of any future federal income tax law) and exempt form taxation under Section 501 (a) of the Code or its successor provisions.

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other provision of these bylaws or of any provision of the District of Columbia governing or pertaining to the corporation, the corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future federal income tax law) and provision of any future federal income tax law) and exempt form taxation under Section 501 (a) of the Code or its successor provisions.

Article Four- Membership

4.01 Membership. The membership of the corporation shall consist of the persons who have signed the articles of incorporation, persons on the board of directors of the corporation, and other persons who qualify for membership under Section 4.03 of these bylaws.

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4.02 Classes. There shall be two classes of members: Full members and associate members. Only full members as defined in Article 4, Section 3 shall have voting powers. Other classes of membership can be created by the board of directors as defined necessary by the BLANK or general membership.

Classes. There shall be two classes of members: Full members and associate members. Only full members as defined in Article 4, Section 3 shall have voting powers. Other classes of membership can be created by the board of directors as defined necessary by the BLANK or general membership.

4.03 Eligibility. Membership shall be open to working journalists, i.e. reporters, editors and photographers who work for newspapers, television and radio stations, magazine, wire services and other news media, who produce, gather, disseminate and distribute news. All membership applications will be subject to the review of the Membership Committee. This section shall include communications instructors and full-time students. Members must live or work in the Washington Metropolitan Area.

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4.04 Dues. Members must pay annual dues as set by the board of directors. The Board can elect to set dues for full-time students in communications at less than the dues for full members. Members who do not pay dues as directed by the board of directors shall have their membership revoked.

Dues. Members must pay annual dues as set by the board of directors. The Board can elect to set dues for full-time students in communications at less than the dues for full members. Members who do not pay dues as directed by the board of directors shall have their membership revoked.

4.05 Associate and Other Membership Classes. Persons who do not qualify for full membership under Article 4.05 shall qualify as associate members without voting power, or shall qualify for another appropriate membership class as created by the Board of Directors.

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4.06 Membership Status Review. The Membership Committee may review and approve or disapprove any applicant for full membership on a case-by-case basis. Any disapproval must be explained to the applicant in writing. Any applicant who is turned down for full membership may appeal to the Board of Directors in writing.

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4.07 Resignation. Any member of the corporation may resign at any time by delivering a written resignation to the corporation. Such resignation is effective upon its receipt by the corporation.

Resignation. Any member of the corporation may resign at any time by delivering a written resignation to the corporation. Such resignation is effective upon its receipt by the corporation.

4.08 Term. The term of membership shall be one year. Membership is renewable by payment of dues in accordance with Article 4.04 of the bylaws.

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4.09 Meetings. Meetings of the members shall be held at such places as shall be designated by the board of directors.

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4.10 Annual Meeting. The annual meeting of the members of the corporation for the election of directors and transaction of other business shall be held on he second Thursday in August at the hour of 7:00 p.m. or at such other date and time as shall be designated by the board of directors. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation.

Annual Meeting. The annual meeting of the members of the corporation for the election of directors and transaction of other business shall be held on he second Thursday in August at the hour of 7:00 p.m. or at such other date and time as shall be designated by the board of directors. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation.

4.11 Special Meetings. Special meetings of the membership may be called by the board of directors.

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4.12 Notice of Meetings. Written notice stating the place, day and time of a special meeting, and the purpose for which the meeting is called shall be mailed to each member not less than seven (7) days prior to any meeting. In the alternative each member may be notified by telegram or by telephone by the president, secretary or a member of the board of directors, not less than five (5) prior to the meetings. No notice shall be required for annual or regular meetings.

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4.13 Quorum. Ten percent of the members actually present or voting by proxy shall constitute a quorum; provided, however, that the members present a duty organized meeting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Quorum. Ten percent of the members actually present or voting by proxy shall constitute a quorum; provided, however, that the members present a duty organized meeting may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

4.14 Vote. All matters shall be decided by the vote of a majority of members present at the meeting, at when a quorum is present.

Vote. All matters shall be decided by the vote of a majority of members present at the meeting, at when a quorum is present.

4.15 Proxies. Members may vote in person, or by proxy executed in writing by the absent member or by his or her duty authorized attorney-in-fact. No proxy shall be BLANK for a period greater than 11 months, unless the proxy specifies otherwise.

Proxies. Members may vote in person, or by proxy executed in writing by the absent member or by his or her duty authorized attorney-in-fact. No proxy shall be BLANK for a period greater than 11 months, unless the proxy specifies otherwise.

4.16 Action without a Meeting. Any action required to be taken at a meeting of members or the corporation or any action that may be taken at a meeting or members, may be taken without a meeting of a consent in writing setting forth the action so taken shall be signed by all of the member entitled to vote with respect to the subject matter thereof. This consent shall have same effect as a unanimous vote or members.

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Article Five- Board of Directors

Article Five- Board of Directors

5.01 General Powers; Numbers; Tenure. The business and affairs of the corporation shall be managed by its board of directors, which shall exercise all powers of the corporation and perform all lawful acts and things which are not by law, the articles of incorporation, or these bylaws directed or required to be exercised or performing by, or are conferred upon or reserved to, the members. The numbers of directors shall be nine, unless increased or decreased pursuant to the following provisions, but shall never be less than three. A majority of the entire board of directors of the

corporation subject to the foregoing limitation. The tenure of office of a director shall not be effected by any decrease in the number of directors shall hold office until the first annual meeting of members and until their successors have been elected and qualified. Thereafter the directors shall be elected at the annual meeting of the members, and each director elected shall hold office until the next succeeding annual meeting and until such director's successor is elected and shall qualify, or until their death, resignation or removal as provided in these bylaws.

General Powers; Numbers; Tenure. The business and affairs of the corporation shall be managed by its board of directors, which shall exercise all powers of the corporation and perform all lawful acts and things which are not by law, the articles of incorporation, or these bylaws directed or required to be exercised or performing by, or are conferred upon or reserved to, the members. The numbers of directors shall be nine, unless increased or decreased pursuant to the following provisions, but shall never be less than three. A majority of the entire board of directors of the corporation subject to the foregoing limitation. The tenure of office of a director shall not be effected by any decrease in the number of directors shall hold office until the first annual meeting of members and until their successors have been elected and qualified. Thereafter the directors shall be elected at the annual meeting of the members, and each director elected shall hold office until the next succeeding annual meeting and until such director's successor is elected and shall qualify, or until their death, resignation or removal as provided in these bylaws.

5.02 Vacancies. Any vacancy occurring in the board of directors for any reason other than an increase in the number of directors may unless otherwise provided in the bylaws be filled by a majority or the remaining members of the board of directors, although such majority is less than a quorum. Any vacancy occurring because of an increase in the number of directors may, unless otherwise provided in these bylaws, be filled by action of a majority of the entire board of directors. A director elected by the board of directors to fill a vacancy shall be elected to hold office until the next annual meting of the members or until such director's successor is elected and shall qualify.

Vacancies. Any vacancy occurring in the board of directors for any reason other than an increase in the number of directors may unless otherwise provided in the bylaws be filled by a majority or the remaining members of the board of directors, although such majority is less than a quorum. Any vacancy occurring because of an increase in the number of directors may, unless otherwise provided in these bylaws, be filled by action of a majority of the entire board of directors. A director elected by the board of directors to fill a vacancy shall be elected to hold office until the next annual meting of the members or until such director's successor is elected and shall qualify.

5.03 Removal; Resignation. A director shall be removed exclusively by the procedure hereinafter provided. Before any director may be removed, written charges specifying the alleged sufficient cause which is detrimental to the best interest of the corporation shall be filed with the secretary, and a copy thereof shall b served on the director charged. The director shall be given the opportunity, at a meeting of the members, to be heard on the subject of the charges. At any meeting of the members, duty called and at which there is a quorum, the affirmative vote of two-thirds of the members present shall be necessary to effect such removal. Any director may resign at any time by giving written notice to the board of directors, the president of the secretary of the corporation. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery to the board of directors or the designated officer.

Removal; Resignation. A director shall be removed exclusively by the procedure hereinafter provided. Before any director may be removed, written charges specifying the alleged sufficient cause which is detrimental to the best interest of the corporation shall be filed with the secretary, and a copy thereof shall b served on the director charged. The director shall be given the opportunity, at a meeting of the members, to be heard on the subject of the charges. At any meeting of the members, duty called and at which there is a quorum, the affirmative vote of two-thirds of the members present shall be necessary to effect such removal. Any director may resign at any time by giving written notice to the board of directors, the president of the secretary of the corporation. Unless otherwise specified in such written notice, the resignation shall be effective upon delivery to the board of directors or the designated officer.

5.04 Chairperson and Vice-Chairperson. Unless the board of directors has elected a chairperson, the corporate president shall be chairperson and the corporate vice-president, vice-chairperson of the board. The chairperson shall provide over all meetings of the board; the vice-chairperson shall preside in the chairperson's absence.

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5.05 Place of Meetings. Meeting of the board of directors shall be held in the number of directors may, unless otherwise provided in these bylaws, be filled by action of a majority of the entire board of directors. A director elected by the board of directors to fill a vacancy shall be elected to hold office until the next annual meeting of the members or until such director's successor is elected and shall qualify.

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5.06 Annual Meeting. The annual meeting of each newly elected board of directors shall be held immediately following the annual meeting of the members, and no notice of such meeting shall b necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum shall be present.

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5.07 Regular Meetings. Additonal regular meetings of the board of directors may be held, at such time and place as may be determined by the board of directors, without further notice.

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5.08 Special Meetings. Special meetings of the board of directors may be called by the chairperson of the board, or by two or more directors on seven days notice to each director. If such notice is delivered personally, by telegram or telephone or on fourteen days notice if sent by mail.

Special Meetings. Special meetings of the board of directors may be called by the chairperson of the board, or by two or more directors on seven days notice to each director. If such notice is delivered personally, by telegram or telephone or on fourteen days notice if sent by mail.

5.09 Quorum; Adjournments. At all meetings of the board of directors, a majority of the number of directors then in office actually present, shall constitute a quorum for the transaction of business; provided, however, that the directors present at a duty organized meeting may continue to do business until adjournment notwithstanding the withdrawal of enough directors to leave less than a quorum. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be specifically provided by law or the articles of incorporation. If a quorum is not present at any meeting of the board of directors, the directors present may adjourn the meeting, until a quorum shall be present.

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5.10 Action by Consent. Any action required or permitted to be taken at any meeting of the board of directors may be taken without a meeting if a written consent to such action is signed by all members of the board of directors and such written consent is filed with the minutes of the proceedings of the board.

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5.11 Meetings by Telephone. The board of directors may participate in a meeting by means of a conference telephone or similar communications equipment which allows all directors participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at such meeting.

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Article Six- Committees

6.01 In General. The board of directors may, by resolution passed by a majority of the entire board of directors, and designated one or more committees, including an executive committee, each committee to consist of two or more of the directors of the corporation. The board of directors may designate one or more directors as alternate members of any committee, who mat replace any absent or disqualified member at any meeting of the committee. Except to the extent restricted by status or the articles of incorporation, each such committee, to the provided in the resolution creating it, shall have and may exercise all powers and authority of the board of directors and authorize the seal of the corporation to be affixed to all papers which require it. Each such committee shall serve at the pleasure of the board of directors and have such name as may be determined from time to time by resolution adopted

by the board of directors. Each committee shall keep regular minutes of its report the same to the board of directors.

In General. The board of directors may, by resolution passed by a majority of the entire board of directors, and designated one or more committees, including an executive committee, each committee to consist of two or more of the directors of the corporation. The board of directors may designate one or more directors as alternate members of any committee, who mat replace any absent or disqualified member at any meeting of the committee. Except to the extent restricted by status or the articles of incorporation, each such committee, to the provided in the resolution creating it, shall have and may exercise all powers and authority of the board of directors and authorize the seal of the corporation to be affixed to all papers which require it. Each such committee shall serve at the pleasure of the board of directors and have such name as may be determined from time to time by resolution adopted by the board of directors. Each committee shall keep regular minutes of its report the same to the board of directors.

6.02 Action by Consent. Any action required or permitted to be taken at any meeting of any committee of the board of directors may be taken without a meeting if a written consent to such action is signed by all members of the committee and such written consent is filed with the minutes of its proceedings.

Action by Consent. Any action required or permitted to be taken at any meeting of any committee of the board of directors may be taken without a meeting if a written consent to such action is signed by all members of the committee and such written consent is filed with the minutes of its proceedings.

6.03 Meetings by Telephone. The members of any committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment which allows all members participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at such meeting.

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Article Seven-Notices

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7.01 Form; Delivery. Whenever, under the provisions of law, the articles of incorporation or these bylaws, notice is required to be given to any director or member, such notice may be given in writing, by mail, addressed tot such director or member, at his/her post office address as it appears on the records of the corporation. Such notice shall b deemed to be given at the time it is deposited in the United States mail. Notice may also be given personally, or by telephone or telegram.

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7.02 Wavier. Whenever any notice is required to be given under the provisions of the articles of incorporation or these bylaws, a written wavier thereof signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent to such notice. In addition, any member who attends a meeting by proxy, without protesting at the commencement of the meeting of the board of directors, or any member of a committee who attends a committee meeting, without protesting at the commencement of the meeting such lack of notice shall be conclusively deemed to have waived notice of such meeting.

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Article Eight- Officers

8.01 Officers. The officer of the corporation shall be elected by the membership at its annual meeting and shall consist of a president, a vice-president, a secretary, and a budget and finance director, and such other officers and assistant officers and agents as may be deemed necessary by the board of directors. The officers of the corporation shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be determined by the board of directors. Any number of offices (except those of the

president and secretary) may be held by the same person, unless the articles of incorporation or these bylaws otherwise provide, but no person shall execute, if such instrument is required by law, the articles of incorporation, or these bylaws to be executed, acknowledged or verified by two or more officers. Each on the officers shall serve at the pleasure of the members for such compensation as may be fixed by the board of directors.

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8.02 Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the corporation or otherwise, the same shall be filled by the board of directors, and the officer so elected shall hold office until his successor is chosen and qualified.

Vacancies. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of offices of the corporation or otherwise, the same shall be filled by the board of directors, and the officer so elected shall hold office until his successor is chosen and qualified.

8.03 Removal. Any officer or agent may be removed upon written petition in the board of directors. After consideration by the board, the board's recommendations will be submitted to the membership at a special meeting for final vote or removal. Any vacancy occurring in any office may be filled for the unexpired portion shall be without prejudice to the contract rights, if any, of the person so removed.

Removal. Any officer or agent may be removed upon written petition in the board of directors. After consideration by the board, the board's recommendations will be submitted to the membership at a special meeting for final vote or removal. Any vacancy occurring in any office may be filled for the unexpired portion shall be without prejudice to the contract rights, if any, of the person so removed.

8.04 The Presidents. The president shall be the executive officer of the corporation, and shall have general charge of the business, affairs and property of the corporation and general supervision over its other officers and agents. The president shall perform all duties incident to the office of president and shall see that all resolutions of the board of directors are carried into effect. The president shall use his or her own discretion in determining the activities that will further the purposes of the corporation. The president shall also submit an annual report of the operations of the corporation to the board of directors at its annual meeting.

The Presidents. The president shall be the executive officer of the corporation, and shall have general charge of the business, affairs and property of the corporation and general supervision over its other officers and agents. The president shall perform all duties incident to the office of president and shall see that all resolutions of the board of directors are carried into effect. The president shall use his or her own discretion in determining the activities that will further the purposes of the corporation. The president shall also submit an annual report of the operations of the corporation to the board of directors at its annual meeting.

8.05 The Vice President. The vice-president(s), shall in the absence of the president, or in the event of the president's disability, perform the duties and exercise the powers of the president, and shall generally assist the president and perform such other duties as from time to time may be assigned by the president or the board of directors.

The Vice President. The vice-president(s), shall in the absence of the president, or in the event of the president's disability, perform the duties and exercise the powers of the president, and shall generally assist the president and perform such other duties as from time to time may be assigned by the president or the board of directors.

8.06 The secretary. The secretary shall give, or cause to be given, notice of special meetings of members, the board of directors and the committees. The secretary shall keep a record of the membership of the members, board of the minutes of all meetings to the board of directors and shall also see that the books, reports, statements, and all other documents required by law are properly kept and filed. The secretary shall perform such other duties as may be assigned from time to time by the president or the board of directors.

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secretary shall perform such other duties as may be assigned from time to time by the president or the board of directors.

8.07 The budget and the finance director. The budget and the finance director shall have the custody of the corporate funds and other valuable effects, shall keep full and accurate accounts or receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors. The budget and the finance director shall disburse the funds of the corporation, working in close cooperation with the president, as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president, whenever the president may require it, an account of all transactions of the corporation and of its financial status.

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8.08 Resignations. Any officer may resign at any time by delivering a written resignation to the board of directors, the president or the secretary, of the corporation. Such resignation shall be effective upon delivery.

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Article Nine- Corporate Finances

9.01 Deposit of Funds. All finds of the corporation not otherwise employed shall be deposited in such banks or trust companies as the board of directors may from time to time determine.

Deposit of Funds. All finds of the corporation not otherwise employed shall be deposited in such banks or trust companies as the board of directors may from time to time determine.

9.02 Checks, etc. All checks, drafts, notes and evidence of indebtedness of the corporation shall be signed by the president and such other officer or officers of the corporation as the board of directors from time to time may determine.

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9.03 Membership Fees. The directors may determine any membership fees or other assessments to be imposed upon members of the corporation.

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Article Ten- Compensation, Contracts

10.01 Compensation. Any member, director, or officer of the corporation is authorized to receive reasonable compensation from the corporation for services rendered to the corporation, when authorized by the board of directors. No member or director of the corporation may receive compensation merely for acting as a member or director.

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10.02 Contracts with Members, Directors and Officers. No member, director or officer of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless the fact of such interest shall have been disclosed or known to the board of directors at the meeting at which such contract is so authorized.

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Article Eleven- Amendments

11.01 Articles of Incorporation or Bylaws. Amendments to the articles of incorporation or bylaws shall be made in the following manner: the board of directors

shall adopt a resolution setting forth the purposed amendment and directing that it be submitted to a meeting of the members. Notice, as hereinbefore described shall be given to all members, setting forth the proposed amendment or a summary of the proposed changes. The proposed amendment shall be adopted upon receiving the affirmative vote of at least 2/3 of the votes entitled to be cast by members present or represent by proxy at such meeting. A proposed amendment offered by a member of the organization must be in writing and accompanied by the signatures of at least one-third of the voting membership before the board can consider offering it to the membership.

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