

**BYLAWS OF  
THE LOMITA RAILROAD MUSEUM FOUNDATION, INC.**

**ARTICLE I  
ORGANIZATION**

**SECTION 1. Name**

The name of this Corporation is The Lomita Railroad Museum Foundation, Inc.

**SECTION 2. Purpose**

**2.1** The primary purpose of the Lomita Railroad Museum Foundation is to secure resources necessary to assist the Lomita Railroad Museum in its goals of preserving the history of railroads and U.S. Westward Expansion, inspiring future generations, and educating the community about the past, present, and future of railroad technology and innovation.

The Lomita Railroad Museum Foundation will accomplish this by

- (a) receiving contributions from the public, raising funds and making contributions to the museum for expansion, preservation, improvement and maintenance of the Museum and its collection of artifacts
- (b) increasing public awareness and community support of the museum through public outreach and working with the Museum to host educational programs and public events
- (c) developing, conducting, and financing programs and projects designed to expand the Museum's influence, presence and permanence in the community.

**2.2** The corporation may engage in other purposes as may be permitted by law, provided however, that such purposes are authorized and approved by the Board of Directors, are in furtherance of the corporation's public charitable purposes as defined in Section 2.1 and are of the type permitted to be performed under Section 501(c) of the Internal Revenue Code of 1986.

**2.3** The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Section 2.1 and 2.2. The corporation may not carry on any activity for the profit of its Officers, Directors or other private persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in in Section 2.1 and 2.2 shall be construed as allowing the corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code

### **SECTION 3 Powers**

**3.1** The Foundation shall have such powers as are now or may hereafter be granted to a Nonprofit Corporation of the State of California, except as limited by the provisions of the Foundation's Articles of Incorporation or these Bylaws.

### **3.2 Nonprofit Status and Exempt Activities Limitations**

- (a) Nonprofit Legal Status. The Foundation is a California non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- (b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of the corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)2 of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributed to any director, officer, member or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

### **3.3 Distribution of Assets upon Dissolution**

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to the City of Lomita or a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Code and shall promote the purposes set forth in Section 2.

### **SECTION 4 Defined Terms**

- (a) A "Board of Directors" shall mean the Board of Directors of The Lomita Railroad Museum Foundation, Inc.
- (b) A "Foundation" shall mean The Lomita Railroad Museum Foundation, Inc.
- (c) An "Ex-Officio" shall be (1) the City Manager of the City of Lomita or his designee or (2) others as determined by the Board of Directors. These are non-voting directors.
- (d) A "Boardmember" shall mean a Director of the Lomita Railroad Museum Foundation, Inc.

## **ARTICLE II CORPORATE OFFICES**

The principal office of this Corporation at which its general business shall be transacted and where its records shall be kept shall be at the Lomita Railroad Museum, 2137 West 250<sup>th</sup> St., Lomita, California 90717; Lomita City Hall, 24300 Narbonne Ave., Lomita, California 90717; or as otherwise designated by the Board of Directors.

## **ARTICLE III DIRECTORS, BOARD OF DIRECTORS AND ADVISORY BOARD/ASSOCIATES**

### **SECTION 1. Membership**

- (a) The corporation shall have no members within the meaning of section 5056 of the California Nonprofit Corporation Law.
- (b) Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by a majority of the Board of Directors.

### **SECTION 2. Qualifications**

An individual's eligibility for selection and service as a Director of the Foundation shall be conditioned upon the satisfaction of each of the following conditions, requirements and qualifications:

- (a) He or she shall be a person of responsibility, integrity, and high standing in the community in which he or she resides;
- (b) He or she shall satisfy all expectations set forth in the Board Goals and Expectations policy.
- (c) He or she shall be voted on and approved by a majority of the Board of Directors.

### **SECTION 3. Liability**

No person who is a director of this Corporation shall be personally liable for the debts, liabilities, or obligations of this Corporation.

### **SECTION 4. Appointment and Term Limits of Directors**

All Directors shall be appointed by the Board.

The Board will hold an election the first meeting of the year to appoint new Board members and to re-appoint or remove sitting Board members. The Board may appoint new Board members at any regularly scheduled Board meeting. Term of office shall commence at date of election and shall run thru date of first Board meeting of the following year.

### **SECTION 5. Advisory Board / Associates**

The Board of Directors may appoint an Advisory Board of non-voting members/Associates which shall serve at the pleasure of the Board. The Advisory Board members/Associates shall be persons who, as determined by the Board, are possessed of special prominence in the community or special talents and who, singly or collectively, can advise the Board on matters referred to them by the Board.

The Board of Directors will hold an election the first meeting of the year to appoint new Advisory Board members/Associates and to re-appoint or remove sitting Advisory Board members/Associates. The Board may appoint new Advisory Board members/Associates at any regularly scheduled Board meeting.

### **SECTION 6. Absences**

If any Director shall fail to attend three (3) consecutive meetings of the Board of Directors without excuse accepted as satisfactory by the Board, such Director shall be deemed to have resigned and the vacancy shall be filled.

If any Advisory Board member/Associate shall fail to attend three (3) consecutive meetings of the Advisory Board without excuse accepted as satisfactory by the Board, such Advisory Board member/Associate shall be deemed to have resigned and the vacancy shall be filled.

### **SECTION 7. Resignation**

Except as provided in this Section, any Director or Advisory Board member/Associate may resign by giving written notice to the President or Board. Such a written resignation will be effective on the later of (i) the date it is delivered, or (ii) the time specified in the written notice for the resignation to become effective. No Director may resign if the corporation would then be left

without a duly elected Director in charge of its affairs, except upon notice to the California Attorney General (“Attorney General”).

#### **SECTION 8. Removal of a Director or Advisory Board Member/Associate**

A Director or Advisory Board member/Associate may be removed at any time, either with or without cause by the Board of Directors and upon such removal, any office held by the Director or Advisory Board member/Associate shall be declared vacant. A majority of the Board of Directors may declare vacant the office of a Director or Advisory Board member/Associate who has been declared of unsound mind by a final order of a court, or convicted of a felony, or been found by final order or judgment of any court to have breached any duty arising under Section 5238 of the California Nonprofit Public Benefit Corporation Law, or has failed to attend at least fifty percent (50%) of the Board meetings within one fiscal year, or fails to meet the qualifications of a Director as set forth in Article III, Section 2 of the Bylaws or Advisory Board member/Associate in Section 5 of the Bylaws.

### **ARTICLE IV POWERS OF DIRECTORS**

#### **SECTION 1. Powers of Directors**

Subject to limitations imposed by law, the Articles of Incorporation, or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by, the Board of Directors. The Board may delegate the management of the activities of the corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Without limiting any such power or authority, the Board of Directors shall have the following powers:

- (a) To determine this Corporation’s objectives and formulate plans designed to meet them;
- (b) To establish policies for administering the affairs of this Corporation;
- (c) To adopt and control the operating budget and financial plan of this Corporation and to assure the conduct of the financial affairs on a responsible basis in accordance with established policies;
- (d) To control, manage and maintain the property of this Corporation, borrow money for corporate purposes, and to cause to be executed and delivered therefore, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, indebtedness and security

therefore;

- (e) To sell any property, real, personal or mixed, owned by this Corporation at any time upon such terms as deemed advisable, at public or private sale, for cash or credit;
- (f) To retain un-invested sums received by this Corporation, when at the discretion of the Board of Directors such sums cannot be invested advantageously;
- (g) To retain all or any part of any securities, or property acquired by this Corporation in whatever manner, and to invest and to reinvest any funds held by the Corporation according to the judgment of the Board of Directors;
- (h) To invest funds received by this Corporation in such stocks, bonds, mortgages, loans, secured or unsecured, or other investments as the Board of Directors shall deem advisable as delineated in Investment Policy #301.
- (i) To appoint such committees as it deems necessary and to prescribe powers and duties for them;
- (j) To select and remove officers of this Corporation and prescribe powers and duties for them; and
- (k) No Director shall have a financial interest in any contract or transaction entered into by this Corporation unless disclosed in the Conflict of Interest Statement. Any such contract or transaction entered into in violation of this section is voidable at the discretion of the Board of Directors.

## **SECTION 2. Compensation**

Directors shall serve without compensation but shall be entitled to reimbursement for expenses as determined by the Board of Directors.

## **SECTION 3. Transactions with Directors and Officers**

### **3.1 Interested Party Transactions**

Except as described in Section 3.2, the corporation shall not be a party to any transaction;

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association or other entity in which one or more Directors or Officers has a material financial interest.

### **3.2 Requirements to Authorize Interested Party Transactions**

The corporation shall not be a party to any transaction described in section 3.1 unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with the knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after a reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the finding described in paragraphs (a) through (d) of this Section.

### **3.3 Duty of Loyalty**

Nothing in this Article shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation.

## **ARTICLE V MEETINGS OF THE BOARD OF DIRECTORS**

### **SECTION 1. Annual Meeting**

The Annual Meeting of the Board of Directors shall be held each year at the principal office of this Corporation at the Lomita Railroad Museum, Lomita, California, (or at such other place in the State of California as the Board of Directors may designate) during the month of January or as soon as possible thereafter, where the election of Directors, Advisory Board members/Associates, officers, and Board Resolutions shall be approved.

### **SECTION 2. Special Meetings**

Special meetings of the Board of Directors may be called at any time by (a) the President of the Board, or (b) in his or her absence by a Vice President of the Board; or (c) any three or more members of the Board of Directors.

### **SECTION 3. Regular Meetings**

Regular meetings of the Board of Directors shall be held on the day and at the hour as may be determined by the Board of Directors.

### **SECTION 4. Quorum**

At all meetings of the Board of Directors each director present shall be entitled to cast one vote on any question coming before the meeting. The presence of greater than 50% of the members of the Board of Directors, not including the Ex-Officio directors, then in office shall constitute a quorum, but the Directors present at any meeting, although less than a quorum, may choose to convene the meeting from time to time. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

### **SECTION 5. Meetings by Telephone or Similar Communication Equipment**

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Nonprofit Corporation Law are satisfied. All Directors participating through such means shall be deemed to be present in person at such meeting.

### **SECTION 6. Action without Meeting**

Any action required or permitted to be taken by the Board may be taken without a meeting, if a quorum of the members of the Board, individually or collectively, consent in writing to the action. Such written consent shall have the same force and effect as a vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.

### **SECTION 7. Rules of Order**

All meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order, Newly Revised*.

## **ARTICLE VI OFFICERS**

### **SECTION 1. Officers**

The officers of this Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and the Immediate Past President. Officers must be members of the Board. Officers shall be elected at the Annual Meeting by the Board of Directors to serve for a one year term or until their respective successors are chosen and have qualified. Any officer may at any time be removed by the Board of Directors with or without cause. The same person may hold any two offices at the same time except the offices of (a) President and Vice President or (b) President and Secretary.

#### **1.1. President**

The President shall preside at all meetings of the Board of Directors. He or she shall have general supervision, direction, and active management of the affairs of the corporation.

The President may execute on behalf of the Corporation where authorized by the Board of Directors, all contracts, deeds, conveyances and other instruments in writing, necessary for transaction of the business of the Corporation.

#### **1.2. Vice President**

The Vice President shall perform the duties of the President in the case of the President's absence or disability. These duties shall have the same force and effect as if they were executed on behalf of the Corporation by the President.

#### **1.3. Secretary**

The Secretary shall prepare and present to the Board of Directors such reports as it may desire and request at such time or times as it may designate. He or she may execute on behalf of the Corporation where authorized by the Board of Directors, all contracts, deeds, conveyances and other instruments in writing, necessary for transaction of the business of the Corporation.

The Secretary will also be responsible for the following:

- (a) To keep permanent comprehensive records of the corporation's action.
- (b) To record the minutes at each and every meeting, and to prepare said minutes for presentation and approval at the next regularly scheduled meeting.

- (c) To certify and keep or cause to be kept the original or a copy of these Bylaws as amended to date.
- (d) To give notice of all meetings in accordance with these Bylaws.
- (e) To, upon request, exhibit or cause to be exhibited at all reasonable time to any Director, or his or her agent or attorney, these Bylaws and the minute book.
- (f) To handle any correspondence at the request of the Board of Directors or committee members.
- (g) To be responsible to the President for all letters and notices necessary for promotion and execution of the function of the corporation and may include a newsletter/bulletin.

#### **1.4. Treasurer**

The Treasurer shall have the custody and oversight of all the funds and securities of the Corporation, and shall make financial reports to the Board of Directors as it may request.

The Treasurer will also be responsible for the following:

- (h) To maintain all the financial books and records of the corporation consistent with generally accepted accounting principles.
- (i) To make regular financial reports to the Board at regular business meetings.
- (j) To sign all disbursements of the corporation which shall also be cosigned by the President or other Boardmember as designated by the Board..
- (k) To be responsible for the collection and disbursement of the corporation funds.
- (l) The books of account shall be open to inspection by any Director at all reasonable times.
- (m) The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation

#### **1.5. Immediate Past President**

The President shall become Immediate Past President immediately following his or her term of

office. The Immediate Past President shall offer guidance and historical perspective to the Executive Committee.

## **SECTION 2. Powers**

**2.1** Any officer of the Corporation, in addition to the powers conferred by these Bylaws, shall have such additional powers and duties as may be prescribed from time to time by the Board of Directors.

**2.2** No Officer of the corporation 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 in connection with any transaction unless so authorized by the Board of Directors.

**2.3** All checks, drafts, and notes drawn on Foundation Accounts, and other instruments of the Foundation, shall be signed by the Officers of the Board or other designees as appointed by the Board of Directors and ratified in the Board Resolutions at the Annual Meeting.

## **SECTION 3. Compensation**

Officers of this Corporation shall serve without compensation but shall be entitled to reimbursement for expenses as determined by the Board of Directors.

## **SECTION 4. Removal of Officer**

At any meeting of the Board of Directors duly called, any Officer may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the Board of Directors in the place of the Officer so removed.

# **ARTICLE VII COMMITTEES**

## **SECTION 1. Committees**

The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the entire number of Directors present. Each committee as described in the Committee Structure shall have duties and responsibilities as granted by the Board of Directors, and coordinated by Chairperson designated by the Board.

Term of office shall commence at date of appointment and shall run thru date of first Board

meeting of the following year.

The Corporation shall establish, and assemble as appropriate, standing or special committees as a necessary and effective way to efficiently discharge the business and affairs of the corporation:

- (a) Executive Committee which has the general power to bind the Corporation and act on behalf of the Board of Directors;
- (b) standing committees which are permanent in nature to oversee operations and study specific areas of activity and may have limited power to bind the Corporation; and
- (c) special committees and advisory boards which are temporary or ad hoc groups for only limited purposes and without power to bind the Corporation.

## **SECTION 2. Executive Committee**

Members include Officers of the Board and any other director as voted by the Board of Directors.

The Executive Committee shall oversee the operation of the Foundation Board of Directors. Members of this Committee are responsible for developing board consensus in the areas of strategic and long-range planning, board governance and board development. The Executive Committee shall approve an annual meeting schedule and distribute it to the Board at the beginning of the fiscal year.

## **SECTION 3. Finance Committee**

The Finance Committee shall consist of no more than 5 members of the Board. So far as is practical, members of the Investment Committee shall include persons of experience in matters of finance or investment, and if possible, the Foundation Treasurer will be one of the Investment Committee members.

The Investment Committee shall advise and make recommendations to the Board on all matters relating to the financial holdings of the Foundation.

# **ARTICLE VIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

## **SECTION 1. Execution of Instruments**

The Board, 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, 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 countersigned by the President or Secretary.

## **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 may select.

## **SECTION 4. Gifts**

The Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the charitable or public purposes of the corporation.

## **ARTICLE IX FISCAL YEAR**

The fiscal year of this corporation shall begin each January 1 and end on the succeeding December 31.

## **ARTICLE X BUDGET**

The Board of Directors shall adopt a budget for each year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require approval of the Board of Directors. Expenditures provided in the adopted budget may be disbursed without specific authorization.

## **ARTICLE XI ANNUAL REPORTS**

### **SECTION 1. Annual report**

The Board shall cause an annual report to be available for the members and Directors within 120 days after the end of the corporation's fiscal year or sent if requested. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.

- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the corporation for both general and restricted purposes.
- (e) The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.
- (f) This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished, annually to all Directors and to any member who requests it in writing.

## **SECTION 2. Annual Report of Transactions/Indemnifications**

As part of the annual report to the Board of Directors, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each Director, a statement of any transaction or indemnification of the following kind within 120 days after the end of the corporation's fiscal year:

- (a) Any transaction
  - a. in which the corporation, its parent, or its subsidiary was a party,
  - b. in which an "interested person" had a direct or indirect material financial interest, and
  - c. which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.

For purposes of this Section, an "interested person" is: any Director or officer of the corporation (but mere common directorship shall not be considered such an interest).

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- (b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section 6.1 of these, bylaws.

## **ARTICLE XII INDEMNIFICATION**

Every person who is or was a director, officer or employee of this Corporation, or of any other corporation in which he or she served as such at the request of this Corporation, shall be indemnified by this Corporation against any and all liability and reasonable expense that may be incurred by his or her connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of this Corporation or such other corporation or otherwise), civil or criminal, or in connection in an appeal relating thereto, in which he or she may be involved, as a party or otherwise, by reason of being or having been a director, officer or employee of this Corporation or such other corporation, or by reason of any action taken or not taken in his or her capacity as such director, officer or employee, whether or not he or she continues to be such at the time such liability or expense shall have been incurred, provided such person acted in good faith, in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation or such other corporation, as the case may be, and, in addition in any criminal action or proceedings, where there is no reasonable cause to believe that his or her conduct was unlawful. As used in this Section, the terms liability and expense shall include but shall not be limited to, counsel fees and disbursements, amounts of judgments, fines or penalties, and amounts paid in settlements by a director, officer or employee. The termination of any claim, action suit, or proceeding, civil or criminal or its equivalent shall not create a presumption that a director, officer or employee did not meet the standard of conduct set forth in this Section.

Expenses incurred with respect to any claim, action, suit or proceeding of the character described in this Section may be advanced by this Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification hereunder.

The rights of indemnification proved in this Section shall be in addition to any other rights to which any such director, officer or employee may otherwise be entitled by contract or as a matter of law; and in the event of any such person's death, such rights shall extend to his or her heirs and legal representatives. The provisions of this Section are separable, and if any provision be held invalid, all other provisions shall be enforceable, it being the intent of this Section that this Corporation indemnifies each of the directors, officers and employees of this corporation to the maximum extent of the law.

## **ARTICLE XIII AMENDMENTS**

New bylaws may be adopted or these bylaws may be amended or repealed by a majority of the active members

Amended Bylaws  
12/2/2018  
2/11/2019

IN WITNESS WHEREOF, these Bylaws have been executed on \_\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

Amended: February 25, 2017; December 1, 2018; February 11, 2019