

## BYLAWS FOR THE CORPORATION ~~MIDNIGHT DANCE~~ MIND'S EYE SOCIETY

### I. NAME

The name of the Organization shall be ~~Midnight Dance~~ Mind's Eye Society. The term "Organization" as used within these bylaws shall refer to the non-profit Missouri Corporation, ~~Midnight Dance~~ Mind's Eye Society.

### II. PURPOSE

#### A. General Purpose

The purposes of the Organization are:

1. To serve as a social club for the purpose of fellowship among individuals and persons who share interests in exploring the literary and media genre of the "World of Darkness" and related materials as published and supported by CCP, hf.;
2. To promoting camaraderie among its members, to encourage and coordinate activities related to the enjoyment of and creativity relating to the "World of Darkness" including providing educational programs, conventions, workshops, lectures, games and related activities;
3. To facilitate communications and the sharing of knowledge among its members; and
4. To engage in activities of interest to the membership so long as those activities are not inconsistent with the Organization's non-profit, tax exempt status under applicable law.
5. To work cooperatively in good faith with CCP hf. and its subsidiaries to promote awareness of White Wolf™ storytelling games and methods, provide discussion forums, events, and activities in support of the White Wolf™ stories and games, and to be stewards of the White Wolf™ Camarilla™ Fan Club legacy fan base within the United States.

#### B. Non-Discrimination

The Organization will not discriminate against any Member or non-member on the basis of race, color, national origin, religious affiliation, gender, sex, sexual orientation, disability, creed, or status or classification protected by applicable law.

#### C. Member Age Limitation

The Organization will not discriminate against any Member or non-member on the basis of age; provided, however, that all Members must be the legal age of majority in their state of residence in order to be eligible as a Member.

### III. NOTICE AND COMMUNICATION

All notices and other communication required under these By-laws may be delivered in person, in writing by mail or overnight carrier, or by facsimile, e-mail, telephone, or other form of wire or wireless communication. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a tangible form, is effective at the earliest of the following:

1. When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
2. Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed; or
3. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

#### **IV. BOARD OF DIRECTORS**

##### **A. Compensation**

The Board of Directors shall serve without compensation.

##### **B. Composition**

The Board of Directors shall consist of seven (7) Voting Directors and two (2) Non-voting Directors. The number of Voting Directors shall never consist of less than three (3) individuals. Directors may not serve in other national elected positions of the Organization during their term.

##### **C. Authority of Directors**

Only the Board of Directors, collectively, acting in accordance with these Bylaws and applicable law, shall have corporate powers and authority to manage the affairs of the Organization. Individual Directors, acting alone, do not have access to corporate powers nor any authority to manage the affairs of the Organization except as otherwise may be conferred by the full Board of Directors.

##### **D. Eligibility.** To be eligible as a candidate for Voting Director, an individual must:

1. have been a member within the Organization or the predecessor White Wolf Camarilla organization for at least three (3) years immediately prior to candidacy; and
2. disclose to voting Members all information concerning any disciplinary actions to which that individual was subject in either the Organization or the predecessor White Wolf Camarilla Organization; and
3. have never been convicted of a felony or any crime of dishonesty or unlawful taking (including without limitation fraud, embezzlement, or theft); and
4. have never been a named, voluntary party to any action, suit, or other proceeding against CCP hf., or any of its subsidiaries or affiliates, including, but not limited to White Wolf Publishing, Inc..

##### **E. Non-voting Directors**

1. **Role.** The two Non-voting Directors shall serve in a general advisory capacity to the Board.
2. **Non-voting Directors and Quorum.** The Non-voting Directors are not considered for a quorum, nor are considered when determining a majority of the Board.
3. **Removal of a Non-Voting Director.** A Non-voting Director may be removed without cause by the vote or written consent of a majority of the Voting Directors, or may resign with a written resignation submitted to the Board, and shall be effective as the date of submission unless a future date is specified.

## F. Voting Directors

1. **Term.** Voting Directors shall serve ~~a three (3) year~~ the term of their position. Three (3) of the Voting Director positions shall come up for election in 2011, and will be eligible for election every three (3) years thereafter. The other four (4) Voting Director positions shall come up for election in 2012, and the first two (2) of those shall come up for election in 2015 and will be eligible for election every three (3) years thereafter, and the other two (2) of those shall come up for election in 2016 and will be eligible for election every three (3) years thereafter.
2. **Removal.** A Voting Director may be removed prior to the end of that Voting Director's term as follows:
  - a. By the members of the Organization without cause, by the same type of election process and vote requirement used to select that Voting Director, only at a Special Meeting (see V.I) called for the purpose of removing the Voting Director. Such Special Meeting shall be only called upon the request to the Board by a group of Members of not less than a quorum of the Membership as set out in Section V.J.3. below. Such Special Meeting shall take place not less than sixty days from the receipt by the Board of a valid request. No less than forty-five (45) days of notice shall be provided for such meeting. The result of such a vote shall take effect immediately.
  - b. By the passage of motion of the other Voting Directors upon missing one-third or more of the regularly scheduled Board meetings within a one (1) year period without good cause or upon no longer being an eligible Member.
  - c. By resignation, submitted in writing to the Board, which shall be effective as the date of submission unless a future date is specified.
3. **Vacancies.** At the discretion of the Board, any vacancies in directors may be (a) left vacant until the next General Membership Vote, (b) filled temporarily by approval of a majority of the Voting Directors of the Board, or (c) submitted for General Membership vote in a special election. If filled temporarily or not, the vacancy for a Voting Director Seat of the board will be up for election at the next General Membership Vote.
4. **Election.** Voting Director Seats of the Board that are up for election shall be elected by a General Membership Vote.
  - a. Election of any Voting Director shall require approval of a majority of the Members present at any duly called and held meeting, for which valid notice was given in accordance with these bylaws, and at which a quorum is present.
  - b. The seats up with full terms shall be filled first, with the seats filling vacancies in mid term filled last.
  - c. Any Voting Director seats up for election that do not receive the requisite number of votes necessary for election (e.g. none of the above), will be vacant.

## **G. Board Officers**

- 1. Officers.** The officers of the Organization shall consist of a Chair, Vice-Chair, Secretary and Treasurer and such other officers as the Board may, in its sole discretion, appoint from time to time. All officers of the Organization serve at the pleasure of the Board of Directors. The initial officers have the following powers and responsibilities:
  - a. The Chair shall preside at all Board meetings, may recommend committee members, and perform other duties as may be required of the office.
  - b. The Vice-chair will be responsible for the duties of the Chair in the absence of the Chair and perform other duties as may be required of the office.
  - c. The Secretary shall be responsible for the minutes of the Board, keeping all approved minutes in a minute book, and providing copies of minutes to all on the Board and shall perform such additional duties as may be required of the office.
  - d. The Treasurer shall keep a record of the Organization's budget and other financial records, prepare financial reports as needed, and shall perform such additional duties as may be required of the office.
- 2. Term.** Each Officer of the Board shall be selected by the affirmative majority vote or valid written consent of the Voting Directors. Any Officer of the Board may be removed at any time without cause the affirmative majority vote or valid written consent of the Voting Directors. Any Officer of the Board may resign in writing to the Board, which shall be effective immediately unless a future date is specified.
- 3. Authority of Board Officers.** The officers listed in this Section IV.G. are the only corporate officers of the Organization authorized to act for or on behalf of the Board of Directors. The Board may appoint such additional officers for the Organization from time to time as may be necessary to conduct the business of the Organization. The term "officer" as may be used in the Membership Handbook applies to a different function and shall not apply to these Bylaws.
- 4. Eligibility.**

Board Officers may, at the discretion of the Board, consist of non-Board members and non-Organization members. Board Officers are required to be at least 18 years of age in all cases and may not have been convicted of a felony or equivalent or any crime of dishonesty or unlawful taking (including without limitation fraud, embezzlement, or theft).

## **H. Committees**

- 1. Appointment and Composition.** The Board may appoint standing or ad hoc committees as necessary from time to time by a majority vote or written consent of the Voting Directors for such purposes and only with such authority as may be determined by the Board. Each committee will consist of at least two members of the Board and may, at the discretion of the Board, consist of non-Board members and non-Organization members.

2. **Notice; Waiver of Notice; Meetings; Action without a Meeting; Quorum; Voting Requirements.** The provisions of these Bylaws that apply to Notice of Meetings, Waiver of Notice, Meetings, Action without a Meeting, Quorum, and Voting Requirements shall apply to committees of the Board and committee members as well.

#### **I. Meetings**

1. **Frequency.** Meetings of the Board shall be held no less frequently than every three months, but may be held more often.
2. **Dates, Times and Locations.** The dates, times and locations of the Board meetings shall be determined by the Board.
3. **Notice; Waiver of Notice.**
  - a. The Chair shall provide notice to each of the Directors of the date, time, and location of Board meetings no later than five (5) days in advance of such meeting. Notice may be delivered personally, by mail, by facsimile transmission or email to the address, facsimile number or email address for each Director as it appears in the records of the Organization. If mailed, such notice will be deemed to be delivered when deposited in the U.S. mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or email, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission.
  - b. A Director may waive any notice required by these Bylaws. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.
4. **Meeting Agenda.** An Agenda may be provided at least three (3) days in advance.
5. **Special Meetings.** A special meeting of the Board may be called by the Chair or by three (3) or more members of the Board of Directors.
6. **Attendance by Telephone Conference or Similar Communications Equipment.** Directors may participate in a meeting of the Board by means of conference telephone, video conference, or similar communications equipment whereby all persons participating in the meeting can hear and be heard. Participation in a meeting in this manner will constitute presence in person at the meeting.
7. **Action without Meeting.** Any action required or permitted under these Bylaws to be taken at a meeting of the Directors may be taken without a meeting if the action is taken unanimously by the Voting Directors, evidenced in writing describing the action taken, signed by each director and included in the minutes filed with the records. Action taken under this section is effective when the last Voting Director signs the consent unless the consent specifies a different effective date.

- 8. Trustees.** The Membership Handbook will define a grouping of Members given the honorific title of “Trustee”.
- a. The Board may solicit advice and input from the Trustees when it deems it necessary to do so.
  - b. The title of “Trustee” as used within the Organization is solely honorific and has no other meaning, authority, purpose or powers other than as stated here, and shall refer solely to the Trustees of the Organization and no other. Use of the term “Trustee” as an honorific does not create a trust entity nor does it create a fiduciary relationship.
  - c. The Trustees of the Organization may request to attend meetings of the Board and, while attending, may speak when recognized by the Chair. Such request to attend a meeting of the Board must be made to the Board no later than 48 hours prior to the meeting of the Board and may be approved in the sole discretion of the Board.

**J. Voting**

- 1. Quorum.** A simple majority of the total Voting Directors shall constitute a quorum of the Board. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- 2. Actions.** Except as otherwise provided in these bylaws, at any validly called meeting for which a quorum is present, the affirmative vote of a majority of all Voting Directors shall be the act of the Board of Directors. All approved actions of the Board and the Organization take effect immediately unless a future date is specified.
- 3. Two-thirds vote.** A two-thirds vote of the Board shall mean two-thirds of the total Voting Directors, rounded up.

**K. Conflict Of Interest**

- 1. Disclosure and Recusal.** Any Director or member of a committee who has a financial, personal, or official interest in or conflict with any matter pending before the Board or committee, direct or indirect, of such nature that it prevents or may prevent that member from acting on the matter in a fair and impartial manner, will disclose the material facts, nature and details of such interest or conflict and shall offer to the Board to voluntarily recuse him or herself from discussion and voting on said item, which shall be noted in the minutes.
- 2. Voting and Approval.** A matter involving a conflict of interest of one or more of the Directors or a member of a committee may be authorized, approved or ratified if:
  - a. After disclosure of material facts, nature and details to the Board or a committee of the Board, the matter receives the passage of a motion of the Voting Directors who have no conflict of interest with respect to the matter, however, no matter may be authorized, approved or ratified by a single Voting Director. If a majority of the Voting Directors who have no financial, personal or official interest in or conflict

with any matter vote to authorize, approve or ratify the matter, a quorum is present for the purpose of taking action under this section.

OR

b. After disclosure of material facts, nature and details to the members and the members authorize, approve or ratify the matter by a majority of the votes entitled to be counted. Votes cast by a director who has a conflict of interest may not be counted in a vote of members to determine whether to authorize, approve or ratify that matter. A majority of the voting power, whether or not present, that is entitled to be counted in a vote on the transaction under this section constitutes a quorum for the purpose of taking action under this section.

3. The Board may adopt such additional policies and procedures to govern conflicts of interest situations that arise from time to time among the Organization, Directors and officers and agents of the Organization.

## **V. MEMBERSHIPS**

### **A. Classes.**

The Organization shall have one class of membership for purposes of voting. This single class of membership shall not be the same as what may be defined as “Membership Class” within the organizational documents and materials. The length of term of a membership in the Organization shall be for one calendar year from the date of approval of membership. A membership may be renewed on an annual basis.

### **B. Trial Memberships.**

The Organization may decide to provide “trial memberships” from time to time to allow potential members the opportunity to participate in the Organization’s activities and to learn more about the Organization. Until the potential member applies for a membership and is accepted, they are not members, nor do they have any rights or privileges of membership. Trial members may participate in club activities to the degree allowed by the Organization Constitution or Membership Handbook.

### **C. Membership Rights.**

Members are entitled to the following rights which may not be removed unless membership is terminated voluntarily or with cause or the Member is expelled.

1. A single vote on each matter that requires or is submitted for a general membership vote.
2. Inspect the books and records of the Organization, in the manner and procedure as provided by applicable Missouri law.

### **D. Membership Criteria.**

An applicant for membership may be accepted only if the applicant:

1. Demonstrates an interest in the purposes of the Organization.
2. Completes an appropriate membership application which shall be the same for all applicants.

3. Has not been previously expelled from the Organization or the predecessor White Wolf Camarilla organization or otherwise previously disqualified from further membership in the Organization.
4. Pays the membership dues as set by the Board in a timely fashion.
5. The Organization Constitution or Membership Handbook may set forth other requirements and criteria for membership so long as they are not inconsistent with the Articles of Incorporation, these Bylaws or applicable law.

**E. Transferability of Membership.**

Memberships or any right arising therefrom may not be assigned, sold or otherwise transferred.

**F. Termination of Membership.**

Membership shall be terminated when one or more of the following conditions has/have been met:

1. Membership dues have not been paid in a timely fashion; or
2. The member requests, in writing, that his membership be terminated; or
- ~~3. The member fails to renew membership within thirty (30) days of notification of expiration of membership. Members be will notified at least thirty (30) days prior to the expiration of their membership.~~
- ~~3.~~ The member has been expelled from the organization.

**G. Expulsion of Membership.**

1. Expulsion of a Member shall be done by action of the Board.
2. Expulsions of Members shall be with cause and will be recommended to the Board.
3. Not less than fifteen (15) days' prior written notice of the expulsion recommendation and the reasons therefore shall be provided to the Member; and
4. The Member shall be provided an opportunity to be heard, orally or in writing as may be determined by the Board, not less than five (5) days before the effective date of the expulsion.
5. The opportunity to be heard shall be before the Board or other committee as may be appointed by the Board to hear and decide such matters.
6. If the expulsion is affirmed, then the membership shall be purchased back by the Organization for a price determined on a pro-rata basis.
7. The Board may, at its discretion, modify or rescind a decision of expulsion of a Member.

**H. Annual Meetings**

1. **Dates, Times and Locations.** Annual meetings of both the members and the Board shall be held at dates, times, locations, and manner to be determined by the Board.
2. **Notice of Meeting; Waiver of Notice.**
  - a. The dates, times, locations and manner of the annual meetings shall be announced at least thirty (30) days in advance of the meeting. Such announcement may be by electronic means, including, but not limited to, being sent to email addresses on record for members. A member may waive any notice required by this section or



these bylaws before or after the date and time stated in the notice, in writing, signed by the member and delivered to the Organization for inclusion in the minutes or filing with the Organization's records.

- b. A member's attendance at a meeting or participation in a related vote waives any objection to a lack of notice or defective notice of the meeting, or objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting or objects to considering the matter when it is presented.

3. **Voting.** All members are entitled to one vote per member. The affirmative vote of a majority of the members present at any annual or special meeting for which a quorum is present shall be the act of the members.

#### **I. Special Membership Meeting**

A special meeting of the members of the Organization may be called by the Board of Directors at dates, times and locations as may be determined by the Board. If a special meeting of the membership is called, it shall be announced no less than thirty (30) days in advance of the meeting. Notice shall be provided in the same manner as that provided for the Annual Meeting in section V.H.2. above. Matters requiring a vote of the membership at a special meeting shall be voted upon in accordance with the General Membership Vote as set forth below in section V.J.

#### **J. General Membership Vote**

1. **Definition.** A "General Membership Vote" shall mean a vote by eligible members of the Organization as of a record date determined by the Board.
2. **Annual Meeting and Effective Date of Vote.** Any matters requiring a General Membership Vote may take place at the annual meeting or special meeting of members. The results of the General Membership Vote shall be effective thirty (30) days after the conclusion of the vote, unless otherwise specified in the ballot.
3. **Quorum.** Quorum for purposes of a General Membership Vote will be five percent of the possible votes or one hundred votes, whichever is smaller. Without a valid quorum, no action or vote shall pass.
4. **Record Date.** The record date is the business day before the date the ballots are prepared.
5. **Proxy Votes; Written Consent.** Proxy votes shall not be allowed on any matter involving a General Membership Vote nor shall action by written consent be permitted.
6. **Action by Written Ballot.** Any matters or action requiring a General Membership Vote which may be addressed at any annual or special meeting of the Organization's members may be taken without a meeting upon a written ballot delivered to every member entitled to vote on the matter. Such written ballot may be in an electronic format and delivery may be through electronic means to the email address on record with the Organization for individual

members. Approval by written ballot shall be valid only when the number of votes cast by ballot 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 matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

## **VI. ORGANIZATIONAL DOCUMENTS AND MATERIALS**

The Board of Directors may adopt additional organizational or operational materials and guidelines from time to time. In no event shall such materials or guidelines be construed in a manner that conflicts with or is contrary to these Bylaws or the Articles of Incorporation. In the event that any terms of any operational documents or materials, including, but not limited to any handbooks, policies, procedures or practices, conflict with these Bylaws or the Articles of Incorporation, these Bylaws and/or the Articles of Incorporation shall govern.

## **VII. AMENDMENTS TO BYLAWS**

### **A. Proposal.**

Amendments to these Bylaws must be proposed in writing to the Board. Each Director must receive a complete copy of the proposed amendments to the Bylaws a minimum of seven (7) days prior to the meeting where the proposed amendments will be considered.

### **B. Board Review.**

Upon approval of the Board, in its sole discretion, the proposed amendments will be submitted to the members for General Membership Vote. Notwithstanding the foregoing, no amendment may modify the purposes of the Organization as set forth in these Bylaws without unanimous approval of all Voting Directors. The Board may choose to modify the language of proposed amendments to allow for the legal, necessary and correct operation of the Organization. The Board may also withdraw proposed amendments prior to any General Membership Vote, upon approval of the Board, in its sole discretion.

### **C. Voting.**

If the proposed amendments fail to pass the General Membership Vote by at least a two-thirds majority of the members, the proposed amendments shall not be implemented. Amendments which pass by at least a two-thirds majority will go into effect immediately unless otherwise specified in the amendment.

### **D. Temporary Amendments to Bylaws.**

1. The Board may, with a two-thirds vote or written consent, make temporary amendments to these Bylaws that they determine necessary to continue the legal, necessary and correct operation of the Organization. Such temporary amendments shall have the same force and effect as approved regular amendments. The Board may, with a two-thirds vote, delete temporary amendments.
2. Such temporary amendments will be put to a General Membership Vote at the next annual meeting after passage by the Board unless the Board determines that a Special Membership

Meeting is required. If the temporary amendments fail to pass by a majority of the votes cast, the temporary amendments shall be removed from the Bylaws immediately. Temporary amendments which pass shall continue to apply and shall be then considered normal permanent amendments.

**E. Re-proposal.**

Any proposed or temporary amendment which does not pass under a General Membership Vote, or is withdrawn or deleted, may not be re-proposed as an amendment or implemented as a temporary amendment with 12 months of the date of the Vote or withdrawal as appropriate.

**VIII. MERGER**

Any plan of merger of the Organization must be approved by a General Membership Vote and pass by not less than two-thirds majority prior to implementation. Members shall be provided with notice and a copy of the merger plan no later than forty-five (45) days prior to the General Membership Vote in a manner in accordance with Section V.I.2.a. above. The notice and copy of the merger plan shall conform with requirements of applicable law.

**IX. DISPOSITION OF PROPERTY**

The sale, lease, exchange or other disposition of all or substantially all of the Organization's property and assets other than in the usual and regular course of activities of the Organization must be approved by a General Membership Vote and pass by not less than two-thirds majority prior to the transaction. Members shall be provided with notice and a copy or summary of a description of the transaction no later than forty-five (45) days prior to the General Membership Vote in a manner in accordance with Section V.I.2.a. above. The notice and copy or summary of the transaction shall conform with applicable law.

**X. DISSOLUTION**

**A. Required Vote.**

The dissolution of the Organization shall only take place upon approval by a General Membership Vote and pass by not less than two-thirds majority.

**B. Notice.**

Notice of any meeting at which dissolution will be approved shall be provided no later than forty-five (45) days prior to the General Membership Vote in a manner in accordance with Section V.I.2.a. above and shall conform with applicable law. Such notice shall include a copy or summary of the dissolution plan which shall conform with applicable law.

**C. Disposition of Assets and Winding Up.**

Upon a voluntary dissolution properly approved under this section, the Board members may take such legal, appropriate and necessary actions to dispose, transfer, convey or otherwise liquidate the assets and property of the Organization; discharge or make provisions for discharging any liabilities of the Organization; and take any other action to wind up and liquidate the Organization's assets and affairs and will follow the Articles of Incorporation. Actions taken under this section may be taken by the Board upon a simple majority vote of the Voting Directors.

## **XI. GENERAL PROVISIONS**

### **A. Fiscal Year.**

The fiscal year of the Board shall be January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

### **B. Dates.**

Days as stated under these bylaws shall be based on calendar days.

### **C. Contracts.**

The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the Chairman of the Board will have the power and authority to execute on behalf of and bind the Organization with respect to contracts in the ordinary course of the Organization's business and activities.

### **D. Loans.**

No loans may be contracted on behalf of the Organization and no evidence of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances. The Organization is prohibited from making loans (excluding advances made for legal defense made pursuant to this Section XI) to its Directors or officers under any circumstances.

### **E. Checks and Drafts.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization will be signed by such officer or officers, agent or agents of the Organization and in such manner as may from time to time be determined by the Board.

### **F. Agents and Attorneys.**

The Board may appoint such agents, attorneys and attorneys-in-fact of the Organization as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which the Organization is authorized to transact or do and in its name, place or stead and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as the Organization might or could do if it acted by and through its regularly elected and qualified Directors and officers.

### **G. Electronic Communications and Signatures.**

Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, members of the Organization may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed

to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. Neither the Organization nor any Director may contest the authorization for or validity or enforceability of electronic records and electronic signatures or the admissibility of copies thereof under any applicable law relating to whether certain agreements, files, or electronic records are to be in writing or signed by the party to be bound thereby.

**H. Indemnification.**

The Organization will indemnify and hold harmless any Board Member, officer or agent of the Organization acting within the course and scope of his or her duties, in good faith, as a Board Member, officer or agent of the Organization, including reasonable attorneys fees, to the fullest extent permitted by applicable law.

**I. Property Devoted to Organization Purposes**

All income and properties of the Organization will be devoted exclusively to the purposes as provided in the Articles of Incorporation and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion and reasonably calculated to carry out such purposes as set forth in the Articles of Incorporation and these Bylaws.

**J. Severability Clause**

If any part of these Bylaws is held invalid or unenforceable, that portion shall be construed in a manner consistent with applicable law to reflect, as nearly as possible, the original intentions expressed in the Bylaws, and the remaining portions shall remain in full force and effect.

*15-Oct-2011 announcement of Bylaws approval by general membership*

*28-Dec-2012 announcement of passage of Ballot items B,C,D approved amendments to Bylaws*