



**EXECUTIVE WOMEN OF THE PALM BEACHES FOUNDATION, INC.  
RULES AND PROCEDURES**

Revised March 26, 2019

**ARTICLE I: FORM AND A NAME**

The organization shall be a non-profit corporation named Executive Women of the Palm Beaches Foundation, Inc. ("EWPBF").

**ARTICLE II: PURPOSE**

The purpose of Executive Women of the Palm Beaches Foundation, Inc. is to devote its resources to educational and charitable activities which:

1. Provide a positive and dynamic leadership force.
2. Provide a forum for the exchange of information, business contacts and networking among executive women.
3. Make a positive difference in the Palm Beach County community.
4. Promote awareness of women's issues.
5. Provide financial, scholarship and volunteer support to women in Palm Beach County.

**ARTICLE III: MEMBERS**

**Section 1: Classes and Requirements of Membership**

**A. *Executive Membership: Qualifying Requirements***

1. Executive Membership shall have the right to vote.
2. Executive Membership is open to individuals of good moral character who live and/or work in Palm Beach County and who meet the following criteria:
  - a. Currently, and for the two years prior to application, has had a significant ownership position in a business, or

- b. Currently, and for the two years immediately prior to application, holds an executive-level position or positions with a high level of authority and responsibility in one or more volunteer, public or private sector organization or organizations, **or**
  - c. Currently holds an elected public office; and
  - d. Has demonstrated commitment to community service through documented volunteer service to a community-based public service organization or program, non-work related, through an active role of leadership, collaborative effort, individual achievement and/or special projects, **or**
  - e. While her community service is work-related, it is significantly above and beyond that which is required by her business or is solely advantageous to their business or career advancement.
3. Applicants for Executive Membership must:
- a. Be sponsored by an Executive Member in good standing who is familiar with applicant and her qualifications for membership. Sponsor shall be responsible for introducing applicant to the membership and for monitoring applicant during her initial year as an Executive Member.
  - b. Attend at least one EWPBF event within the one-year period immediately prior to making application.
  - c. Be recommended for Executive Membership by the Membership Committee and her application for membership must be approved by a majority of the Board.

***B. Executive Membership: Sustaining Requirements***

- 1. For a prospective member to be an, Executive Member after an affirmative vote by a majority of the Board, annual dues must be paid. New Members and sponsors are encouraged to attend New Member Orientation.
- 2. Members are encouraged to be an active participant in a minimum of one committee per year.
- 3. Executive Membership shall be capped at 200.

***C. Honorary Membership***

Honorary Membership is a complimentary title for someone who has committed significant personal financial support to EWPBF. Recommendation for Honorary Membership by the Membership Committee and an affirmative vote by the majority of the Board is required for approval for Honorary membership. An Honorary Member shall have all privileges except those of making

motions, of voting, of serving as Director, and of holding office. No annual dues shall be required.

A one-year Honorary Membership will be given to the Women In Leadership Awards honorees each year as determined by the Board of Directors. The Honorary Member will be required to complete the membership application to request the Honorary Membership and their dues will be waived for the first year. The Honorary Member will be required to pay the membership dues each year thereafter.

The Honorary Chair of the Women in Leadership Awards (WILA) event shall be awarded an honorary executive membership to EWPBF for the upcoming membership year beginning on the day of the event. The Honorary Chair of WILA shall be invited to attend, as a guest, all programs and events preceding the WILA event January -the day of the event and thereafter at the posted cost of executive members. The Honorary Chair shall be acknowledged in accordance with the policies of EWPBF.

#### ***D. Gracey Society Membership***

Gracey Society Membership does have voting status and is open to:

- a. a past president of EWPBF, or
- b. an Executive Member in good standing for over eight (8) years who has:
  - i. served on the Board for two (2) or more terms, and/or
  - ii. served as chair of two (2) or more committees during a period or aggregation of periods of not less than three (3) years.

To become a member of the Gracey Society, a member, who has not held the office of president in the past, must submit, in writing, a summary of her service to EWPBF which sets forth a detailed description of the service provided and the applicable dates of such service. This summary must be provided to the Membership Committee, which will, in turn, make any and all recommendations for Gracey Society Membership to the Board.

An affirmative vote by the majority of the Board is required for approval for Gracey Society membership. A Gracey Society Member shall have all the privileges of membership including (i) serving as a Director, and (ii) holding office. The annual dues for Gracey Society Membership shall be as determined by the Board. A Gracey Society Member may be asked by the Board to serve the EWPBF in an advisory capacity from time to time.

#### ***E. Emerging Leader Membership: Qualifying Requirements***

1. Emerging Leader Membership is a non-voting membership for those women who are on an executive track. Emerging Leader Membership is open to women of good moral character who live/lived and/or work/worked in Palm Beach County and who meet the following criteria:
  - a. Currently, and for two years immediately prior to application, holds a management-level position or leadership position with a level of authority and/or significant

responsibility in one or more volunteer, public, or private sector organization or organizations.

- b. Has demonstrated commitment to community service through documented volunteer service to a community-based public service organization or program, non-work related, through an active role of leadership, collaborative effort, individual achievement and/or special projects.

2. Sponsorship by an Executive Member in good standing who is familiar with applicant and her qualifications for membership is required. The sponsor will be responsible for introducing applicant into the membership community following acceptance. If the Emerging Leader Member requests a mentor, an effort will be made to fulfill the request.
3. Applicants for Emerging Leader Membership must attend at least one EWPBF event within the one-year period immediately prior to making application.
4. Recommendation for Emerging Leader Membership by the Membership Committee and an affirmative vote by the majority of the Board is required for approval for membership.
5. Emerging Leader Members are encouraged to apply for full Executive Membership upon meeting those requirements.

**F. *Emerging Leader Membership: Sustaining Requirements***

1. For a prospective member to be an Emerging Leader Member after an affirmative vote by a majority of the Board, annual dues must be paid.
2. Emerging Leader Members and sponsors are required to attend New Member Orientation during the first year of their membership.
3. Emerging Leader Members are required to be an active participant in a minimum of one committee per year but cannot serve as a committee chair.
4. Emerging Leader Members are required to demonstrate interest in being involved with EWPBF by attending at least 2 EWPBF events each year. Failure to do so will result in a lapse of membership at year's end.
5. Emerging Leader Membership shall be capped at 20.

**G. *Lapsed Membership***

After 1 year of lapsed membership, anyone previously a member of EWPBF shall complete the reinstatement application process required for the type of membership requested and must meet the requirements for the type of membership for which she has applied at the time of application, meeting the current membership status and guidelines.

**Section 2 - Fees and Dues**

Dues shall be paid on an annual basis and are non-refundable. Dues are billed by May 31 **and** are delinquent July 1<sup>st</sup>. At this point, the office shall provide the membership and Board with a list of those members who have not renewed. All members shall be contacted by the membership committee or their sponsor. Dues received after July 31 are subject to a late dues fee. Dues, including the late dues fee, not received by September 30<sup>th</sup> will result in a lapse in membership. Dues and the late dues fee shall be established by the Board as deemed necessary from time to time.

Incoming members will have their dues prorated from the month following their acceptance if after February through the following June. (For example: A member joining in February would pay dues at a prorated rate of 5 months – February through

June). In July, the new member will be billed for the full year's membership rate for the following year. New Members who are approved by the Board of Directors in March will have the option to pay the dues prorated April through June amounting to \$75 as well as the full year due July amounting to \$300, making the total \$375.00.

New Members must pay their initial dues and registration fee within 60 days of receipt of their initial invoice or they forfeit their membership and must reapply. In addition, there is a one-time application fee assessed of all new members.

## **ARTICLE IV: DIRECTORS**

### **Section 1 - Powers**

Subject to the Articles of Incorporation and Bylaws, the management and affairs of the organization shall be conducted by the Officers, as defined in Article V, and the Directors, as defined in this Article, (hereinafter collectively referred to as the Board).

### **Section 2 - Number and Qualifications**

There shall be at least eleven (11) Directors and no more than 19 Directors. Directors must be Members in good standing. The exact number of Directors shall be set by the Board annually.

### **Section 3 - Election and Tenure**

#### **A. Election**

The Directors shall be elected by a majority of the members present at the annual members' meeting. Directors shall be sworn into office at a meeting designated by the Directors and shall have voting authority thereafter.

Nominations for Directors shall be solicited from the membership and nominees will be provided to the Chair of the Nominating Committee at least thirty (30) days prior to the annual meeting. The Nominating Committee shall determine whether the Member proposed by the membership meets the criteria to serve as Director prior to the commencement of the election process.

#### **B. Tenure**

1. Directors shall serve for a two-year term. A Director may be elected to two consecutive two-year terms only. Directors shall be ineligible to serve more than two consecutive full terms but may be reelected after a one-year absence.

Directors shall be elected to staggered terms with the nominating committee implementing procedure for determining staggered term

9/25/18

## **Section 4- Vacancies**

As soon as practicable after notice of the resignation or death of a Director, or removal pursuant to Section 5 of this Article which causes the number of Directors to be under the requirement of 11 Directors, the President shall recommend a Member in good standing to fill the unexpired term, subject to approval of the Board by majority vote.

## **Section 5- Attendance**

Attendance at regular board meetings shall be expected of all Directors. Attendance shall mean either in person or by teleconference.

Regular meetings shall be scheduled by the President by September 1 of a fiscal year to accommodate attendance by all Directors.

A Director unable to attend a board meeting shall notify the President or the Association Manager at least 24 hours in advance of a meeting of that Director's inability to attend a board meeting.

Notwithstanding the reason for nonattendance, any Director who fails to follow the notification procedures in the previous paragraph more than three (3) times, or who fails to attend three (3) regularly scheduled board meetings during the fiscal year, or some combination thereof equaling three (3) board meetings not attended (with or without notice), shall be removed as a Director and the procedure for vacancies shall be implemented pursuant to Section 4 of this Article.

## **ARTICLE V: OFFICERS**

### **Section 1 - Classification of Officers**

The Officers of this organization shall be: President, Vice-President Resource Development, Vice-President Programs & Education, Vice-President Community Outreach, Secretary, Treasurer and Treasurer-Elect. The officers, immediate Past-president and the Of Counsel member shall constitute the Executive Committee as outlined under Article VIII.

### **Section 2 - Election**

The Officers shall be elected by a majority of the members present and voting at the annual members' meeting. Officers shall be sworn into office on a date determined by the Directors and shall have voting authority thereafter.

Nominations for Officers shall be solicited from the membership and nominees will be provided to the Chair of the Nominating Committee at least thirty (30) days prior to the annual members' meeting. The Nominating Committee shall determine whether the Member proposed by the membership meets the criteria to serve as an officer prior to the commencement of the election process.

### **Section 3– Eligibility/Duties/Term**

#### **A. President**

- Serves as executive officer of the organization.
- Presides at board meetings
- Presides at the annual meeting of members and meetings of the Board.
- Signs all documents authorized by the Board.
- Appoints Chairs and Co-Chairs of Committees.
- Ensures the organization follow the mission and vision of the organization.
- Provides oversight of staff
- Serves on Strategic Planning Committee if active.
- Serves on nominating committee.
- Determines which non-standing committees shall be active.
- One-year term may serve a second term.
- Serves on the Board in a voting capacity for the term immediately subsequent to the term served as President.
- Committees responsible to provide oversight and leadership:
  - o Nominating Committee
  - o Bylaws / Governance Committee
  - o Compensation Committee-chair

#### **B. Vice President Resource Development**

- Develops strategies and goals for revenue generation for the organization
- Assumes powers and duties of the President in her absence if requested by president
- Serves on the nominating committee
- Serves on the compensation committee
- One-year term may serve a second term.
- Committees responsible to provide oversight & leadership:
  - o WILA-ensure, intent of the Directors, approved 8-28-18, that name of Cynthia Allen Gracey, is included in WILA program and invitation as an honor to the EWPBF founder.
  - o Membership
  - o Resource development & revenue generation



**C. Vice President Programs & Education**

- Develops strategies and goals for educational, social and networking programs
- Assumes powers and duties of the President in her absence if requested by president
- Serves on the nominating committee
- Serves on the compensation Committee
- One-year term may serve a second term.
- Committee responsible to provide oversight & leadership:
  - o Program

**D. Vice President Community Outreach**

- Develops strategies and goals for philanthropic work & community outreach
- One-year term may serve a second year
- May be a Gracey member
- Committees responsible to provide oversight & leadership:
  - o Scholarship
  - o Kwasman Grant
  - o Advocacy
  - o Community Partnerships

**E. Secretary**

- Ensures that accurate minutes of the annual members' meeting and all Board meetings are kept and saved in historical files.
- May appoint staff or another board member to take the minutes.
- Assists in the development strategies and goals for branding, messaging & internal communications.
- One-year term may serve a second term.
- Committees responsible to provide oversight & leadership:
  - o Marketing/Communications/Newsletter
  - o Technology/Website

**F. Treasurer**

- Establishes and implements sound fiscal policies and procedures.
- Establishes and implements sound investment policies and procedures.
- With input from Committee Chairs and/or Co-Chairs and Treasurer-elect, prepares the annual budget.
- Monitors compliance with the annual budget.
- Approves expenditures and signs checks (may need co-signer depending on amount of check)

- Oversees the receipt of all dues, other income and bills and ensures that a master list of paid members is maintained.
- Presents monthly reports to the Board for EWPBF.
- Responsible for all financial reporting required by any governmental agency and compliance with corporate and regulatory agency requirements.
- Mentors the Treasurer-Elect to assure smooth transition and sound fiscal policies during the next Treasurer's term.
- Serves on compensation committee.
- One-year term may serve a second term.
- May be a Gracey member.
- Committee responsible to provide oversight & leadership:
  - o Finance/Investment Committee

**G. Treasurer-Elect**

- Works with the Treasurer to establish and implement sound fiscal policies and procedures.
- Works with the Treasurer to establish and implement sound investment policies and procedures.
- Responsible for all financial reporting required by federal and state governmental agencies, including Form 990, corporate annual report, and state of Florida solicitation filing.
- Ensures donations and all revenues are properly receipted and acknowledged.
- Approves expenditures and signs checks (may need co-signer depending on amount of check)
- Assumes all powers and duties of Treasurer in Treasurer's absence.
- Assists Treasurer in preparation of annual budget.
- Serves on Finance/Investment Committee.
- Liaison with investment advisor.
- One-year term may serve a second term if the Treasurer serves a second term.
- May be a Gracey member.
- Serves as Treasurer during the next term of office.

**H. Of Counsel**

- Appointed by the President as advisor to the board and officers.
- Preferably an attorney with nonprofit board governance experience.
- Non-voting member of the board.
- Shall serve for one year.

**I. Immediate Past President**

- Serves on the board immediately following service as the president.

- Monitors the organization's progress in accomplishing the strategic goals and outcomes as chair of the Strategic Planning Committee, if active.
- Works with the President and the officers to set annual goals in accordance with the strategic plan.
- Assists the President as needed.
- Serves on the compensation committee.

#### **Section 4 - Vacancies**

Any officer may resign at any time by giving written notice to the Board, and such resignation shall take effect at the time specified therein or, if no such time is specified, upon acceptance by the Board.

As soon as practicable after notice of the resignation or death of an Officer, or removal pursuant to Section 5 of this Article, the position of any such Officer shall be filled by recommendation of the President and confirmed by a majority vote of the Board.

In the case of temporary absence of the President, the Executive Committee will appoint one of the Vice-Presidents to act in the capacity of the President.

In the case of permanent absence of the President, the Nominating Committee will convene and recommend one of the officers to serve as President for the remaining term and confirmed by a majority vote of the Board.

#### **Section 5 - Attendance**

Attendance at regular board meetings shall be expected of all Officers. Attendance shall mean either in person or by teleconference.

Regular meetings shall be scheduled by the President by September 1 of a fiscal year to accommodate attendance by all Officers.

An Officer unable to attend a board meeting shall notify the Chair or the Association Manager at least 24 hours in advance of a meeting of that Officer's inability to attend a board meeting.

Notwithstanding the reason for nonattendance, any Officer who fails to follow the notification procedures in the previous paragraph more than three (3) times, or who fails to attend three (3) regularly scheduled board meetings during the fiscal year, or some combination thereof equaling three (3) board meetings not attended (with or without notice), shall be removed as an Officer and the procedure for vacancies shall be implemented pursuant to Section 4 of this Article.

## **ARTICLE VI: BOARD PROCEDURES**

### **Section 1 - Voting and Quorum**

- A. Each Board Member shall have one vote which may only be exercised by the Board Member and not by proxy or designee.
- B. The presence of a majority of all the Board shall be necessary at any meeting to constitute a quorum to transact business. Board members may attend by telephone and such presence shall be recognized as sufficient for all purposes, including voting and determination of a quorum.
- C. Action on any proposal, including adoption of an annual budget, shall require an affirmative vote of a majority of the Board present and voting.
- D. The Board may also take action in lieu of a meeting by the written (including electronic writing) consent of a majority of the Board.

### **Section 2 - Meetings**

- A. The President shall schedule regular Board meetings and shall hold at least six (6) such meetings per year. The President or by request of a majority of the Board, may call a special meeting. However, no action may be taken unless a quorum is present.
- B. The order of business for meetings shall be determined by the President. Board Members may request that certain items be placed on the agenda for discussion.
- C. Action by the Board Without a Meeting: Any action taken at a meeting of the Board may be taken without a meeting if consent in writing setting forth the actions so to be taken is signed by a majority of the Board and filed in the minutes of the Board. Such consent shall have the same effect as a vote of the majority of the Board at a duly called and convened meeting thereof. Action taken under this Section is effective when the last Director or officer making up a majority of the Board signs the consent, unless the consent specifies an effective date.
- D. The Secretary shall accurately take minutes or appoint staff or a member to take minutes of each meeting of the Board and provide the minutes to the Board prior to the next Board meeting. The minutes shall be signed by the Secretary and shall be approved by the Board at the next regular meeting. The Secretary shall be responsible for the preservation of the minutes and for their transfer to the successor secretary.

### **Section 3 - Notices**

- A. The President shall schedule all regular meetings and provide written notification of such scheduled meetings for each fiscal year.
- B. Written Notices of any special meeting shall be provided to all Directors at least three (3) days prior to such meeting, at their notification address as listed on the books of the Board.

C. Written Notice may be made by facsimile, electronic mail, or U.S. mail. The date of the notice shall be the date sent if via facsimile or electronic mail or the third day following deposit in the U.S. mail with adequate postage.

#### **Section 4 - Conflict of Interest**

Prior to working on a funding issue or voting on any potential EWPBF business with any company, entity, program or agency in which a Board Member participates, directly or indirectly, as an employee or member of the company, entity or governing authority of an agency or program, the Board Member shall fully disclose her interest in said company, entity, program or agency. In such instances, the Board Member with any interest in a funding issue or in any company or entity attempting to do business with EWPBF shall abstain from discussion and voting on such issue.

### **ARTICLE VII: COMMITTEES**

#### **Section 1 - Standing Committees**

- A. Program Committee - Shall plan, establish a budget for, and recommend to the Board programs for members' meetings which promote the professional development and leadership growth of the members and the community.

Shall submit financial information of all proposed program events to Treasurer for review and recommendation to the Board. Once program concept and budget have been approved by the Board, shall be responsible for implementing Programs, adhering to budgeting requirements, arranging location and refreshments for meetings.

- B. Membership Committee - Shall be responsible for recruiting new members, reviewing applications for membership, interviewing sponsors and making recommendations to the Board as to whether the prospect should be approved for membership. Shall notify prospects of the requirements for membership, of the review process, implement a membership retention program, update membership records in coordination with Treasurer, and conduct orientation programs for new members. New member orientation shall be held with such frequency as required to smoothly assist new members into active membership.
- C. Finance/Investment Committee - Shall consist of the Treasurer and Treasurer-Elect and such other members as the President may appoint. With input by the Committee Chair, shall oversee the preparation of an annual budget for approval at the September meeting of the Board. Shall be responsible for developing and implementing all financial policies and any financial projects and benefits for the membership. Shall review the financial aspects of all proposed programs, events and functions and shall make recommendations to the relevant committee and to the Board regarding same.

D. Advocacy Committee - The Advocacy Committee shall evaluate requests, their short- and long-term implications, their applicability of the mission of EWPBF and recommend to the board a response to the request. The Advocacy Committee may identify issues that would advance EWPBF's mission and recommend to the board a certain position or action. All recommendations of the Advocacy Committee shall comply with all state and federal laws regarding nonprofit organizations. The Advocacy Committee may also take other actions, after approval of the EWPBF board, to promote awareness within EWPBF of any issues that may be of interest to furthering the mission of EWPBF. Executive Committee will assume responsibilities when Advocacy Committee is absent.

## **Section 2 - Committee Chairs or Co-Chairs**

All Committee Chairs or Co-Chairs shall be appointed each year by the person who is or will be President for year in which such Committee Chairs or Co-Chairs will serve. All Committee Chairs or Co-Chairs shall be Members in good standing. Board Members may serve as Committee chairs, if appointed. Incoming Chairs and Co-Chairs shall coordinate with the existing Chair and shall submit a

proposed budget for the upcoming year at the treasurers' designated due date.

Committee Chairs and Co-Chairs shall have a vote at all Committee Meetings

## **Section 3 - Committee Members**

Members of Committees shall be Members of the organization. Board Members may also serve on Committees.

## **ARTICLE VIII: EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, Vice-President Resource Development, Vice-President Programs & Education, Vice-President Community Outreach, Secretary, Treasurer, Treasurer-Elect, the immediate Past-President, and Of Counsel, who shall be a non-voting ex-officio member. The Executive Committee shall meet at the request of the President. The Executive Committee shall address emergency business items and may take official action upon a majority vote. Any action taken by the Executive Committee shall be ratified by the Board at its next regular meeting.

## **ARTICLE IX: FINANCES**

### **Section 1 - Fiscal Year**

The fiscal year of Executive Women of the Palm Beaches shall be from July 1 Through June 30.

## **Section 2 - Funding**

The organization's programs and activities shall be funded through the collection of dues, fund-raising activities and fees. Dues statements will be mailed by May 31st and payable by June 30th.

## **Section 3 - Annual Budget**

The incoming Committee Chairs or Co-Chairs shall submit their proposed budgets for the upcoming year to the incoming Treasurer by date designated by Treasurer.. The annual budget for each fiscal year must be prepared by in August , and then submitted to the Board for approval by the September meeting. Unbudgeted payments must be reviewed and approved, prior to the expenditure of funds, on an item-by-item basis by the Board, after review and recommendation by the Treasurer.

## **Section 4 - Check Limits**

Authorized credit card users, check signers and limits will be determined by the Board annually.

## **Section 5 - Contracts**

Contracts will be reviewed by Of Counsel and executed by the President or any duly appointed member of EWPBF as authorized in writing by the board .

## **ARTICLE X: NOMINATING COMMITTEE AND NOMINATIONS**

- A. The previous year's Nominating Committee shall nominate three active Members to serve on the Nominating Committee, in addition to the President, VP Resource Development, and VP Education and Programs.
- B. A Nominating Committee shall serve one year only.
- C. The Committee shall meet as soon as practicable to elect a Chair.
- D. The Nominating Committee shall, no later than the Board meeting preceding the 30 day membership notice requirement (Article X E.), present to the Board:
  - 1. Nominees for Directors to serve on the Board to fill expiring terms or vacancies; (but excluding the Of Counsel who shall be appointed in accordance with Article V, Section 3H hereof).
  - 2. Nominees for Officers .
  - 3. Nominees to serve on the Nominating Committee for the next year.
- E. The Board will provide notice to the membership of all nominees at least thirty (30) days prior to the election at the annual members' meeting.

- F. Nominations shall not be accepted from the floor at the annual meeting of the members and all officers and directors shall be elected by majority vote of the members present.
- G. Elections shall be held during the annual members' meeting.

#### **ARTICLE XI: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The organization shall indemnify an Officer or Director against liability, including reasonably incurred expenses, incurred in connection with any proceeding of the organization or for any statement, vote, decision, or failure to take an action, regarding organizational management or policy if she acted in good faith and in a manner, she reasonably believed to be in, or not opposed to, the best interests of the organization, unless:

- A. The Officer or Director breached or failed to perform her duties as an Officer or Director; and
- B. The Officer's or Director's breach of, or failure to perform, her duties constitutes:
  - 1. A violation of criminal law, unless the Officer or Director had reasonable cause to believe her conduct was lawful or had no reasonable cause to believe her conduct was unlawful;
  - 2. A transaction from which the Officer or Director derived an improper personal benefit, either directly or indirectly; or
  - 3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

#### **ARTICLE XII: AMENDMENTS**

The Bylaws and /or the Articles of Incorporation may be altered, amended, or rescinded by a majority vote of the Board. Amendments become effective immediately.

The Rules and Procedures may be amended, repealed or altered in whole or in part by a majority vote of the Board and shall become effective immediately.

#### **ARTICLE XIII: PROCEDURES**

All procedural matters not addressed in the By-Laws shall be governed by the latest edition of Robert's Rules of Order.

9/25/18