

**BYLAWS  
OF  
REI COOPERATIVE ACTION FUND**

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**BYLAWS**  
**OF**  
**REI COOPERATIVE ACTION FUND**

**ARTICLE 1. OFFICES**

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.1 Members**

The sole member of the corporation shall be Recreational Equipment, Inc. Recreational Equipment, Inc. may designate additional or successor members in writing at any time. At such time as there are no members, the corporation shall be governed by a self-perpetuating Board of Directors.

**2.2 Voting Rights**

Each member shall be entitled to one vote on each matter submitted to a vote of members. Members shall have the right (a) to admit new members, (b) to elect the Directors of the corporation, (c) to amend or restate the Articles of Incorporation or Bylaws of the corporation, (d) to approve the sale of all or substantially all of the assets of the corporation, (e) to approve the voluntary dissolution of the corporation and (f) to vote on any other matters on which the approval or vote of members is required by these Bylaws or applicable Washington law.

**2.3 Annual Meeting**

The annual meeting of the members shall be held during the second quarter of the calendar year on a date chosen by the members. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

## **2.4 Extraordinary Actions**

### **2.4.1 Notice of Meeting**

In the event of (a) the amendment of the articles of incorporation, (b) merger or consolidation of the corporation, (c) the sale, lease, exchange, or other disposition of all, or substantially all, the property and assets of the corporation, (d) the distribution of assets of the corporation, (e) the dissolution of the corporation, or (f) revocation of dissolution proceedings, the Board shall adopt a resolution to recommend such action to the members at either an annual or special meeting of the members. The Board shall cause notice of the meeting to be given to the members, which notice shall be in the form of a record.

### **2.4.2 Voting Rights**

The members entitled to vote at such meeting may authorize such action by the Board of Directors by a vote of a majority of the members present or be represented by proxy at the meeting.

## **2.5 Proxies**

A member may vote by proxy executed in writing by the member or by his, her or its attorney-in-fact. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.

## **ARTICLE 3. BOARD OF DIRECTORS**

### **3.1 General Powers**

The affairs of the corporation shall be managed by a Board of Directors.

### **3.2 Number**

The Board shall consist of no fewer than five or more than nine Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

### **3.3 Qualifications**

Directors may have such qualifications as the Board may prescribe by amendment to these Bylaws.

### **3.4 Election of Directors**

#### **3.4.1 Initial Classification**

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the members. At the first annual meeting of the members, the members shall classify the Directors named in the Articles of Incorporation into three groups to serve staggered terms of office as follows: approximately one-third of the Directors shall serve for a term ending two years from the date of the first annual meeting of the Board ("Class 3"); approximately one-third of the Directors shall serve for a term ending one year after the first annual meeting of the Board ("Class 2"); and approximately one-third of the Directors shall serve for a term ending as of the date of the first annual meeting of the Board ("Class 1").

#### **3.4.2 Successor Directors**

After the initial classification, approximately one-third of the number of Directors fixed by or in the manner provided by these Bylaws shall be elected each year at the annual meeting of the members to replace that group of Directors whose terms expire each year. Upon termination of membership in the corporation, approximately one-third of the number of Directors fixed by or in the manner provided by these Bylaws shall be elected each year by the Board at its annual meeting (including those Directors whose terms expire on the date of the meeting) to replace that group of Directors whose terms expire each year.

### **3.5 Term of Office**

With the exception of the Directors initially classified, each group of Directors shall be elected for terms expiring on the date of the annual meeting of the members or the Board, as the case may be, three years subsequent to their election and until their successors are elected and qualified. Any Director may serve two consecutive terms, after which time he or she must wait one year before serving another term.

### **3.6 Annual Meeting**

The annual meeting of the Board shall be held during the second quarter of the calendar year on a date chosen by the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

### **3.7 Resignation**

Any Director may resign at any time by delivering written notice to the Chair of the Board, the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **3.8 Removal**

One or more Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the members. Upon termination of membership in the corporation, one or more Directors may be removed from office, with or without cause, by the affirmative vote of a majority of the Directors in office.

### **3.9 Vacancies**

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the members. Upon termination of membership in the corporation, a vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

### **3.10 Board Committees**

#### **3.10.1 Standing or Temporary Committees**

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of two or more Directors. The Board may also appoint committee members who are not Directors and who shall serve in an advisory capacity as non-voting members of such committees. Such committees shall have and exercise the authority of the Directors in the management of the corporation, subject to such limitations as may be prescribed by the Board; except that no committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

#### **3.10.2 Quorum; Manner of Acting**

A majority of the number of Directors composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

#### **3.10.3 Resignation**

Any member of any committee may resign at any time by delivering written notice thereof to the Chair of the Board, the President, the Secretary or the chair of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon



delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **3.10.4 Removal of Committee Member**

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

#### **3.11 Compensation**

By Board resolution, Directors and committee members may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting, or a stated salary as a Director or committee member, or a combination of the foregoing. No such payment shall preclude any Director or committee member from serving the corporation in any other capacity and receiving compensation therefor. All payments must be reasonable.

### **ARTICLE 4. ADMINISTRATION OF MEETINGS OF MEMBERS AND OF DIRECTORS**

#### **4.1 Regular Meetings**

By resolution, the Board may specify the date, time and place for holding regular meetings without other notice than such resolution.

#### **4.2 Special Meetings**

Special meetings of the members, the Board, or any committee designated and appointed by the Board may be called by or at the written request of the President, in the case of a Board meeting, by the Chair of the Board or any two Directors, in the case of a committee meeting, by the chair of the committee, and in the case of a member meeting, by any two members. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special member, Board, or committee meeting called by them.

#### **4.3 Meetings by Telephone**

People may participate in a meeting of the members, the Board, or committee via conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation via such equipment shall constitute presence in person at a meeting.

#### **4.4 Place of Meetings**

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board or by any persons entitled to call a meeting.

## **4.5 Notice of Special Meetings**

### **4.5.1 In Writing**

Notices in writing may be delivered or mailed to the member or Director at his or her address shown on the records of the corporation not less than 10 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any meeting need be specified in the notice of a meeting.

### **4.5.2 Personal Communication**

Notice may be by personal communication with the member or Director not less than 10 days before the meeting.

### **4.5.3 Electronic Transmission**

Notices may be provided in an electronic transmission and be electronically transmitted not less than 10 days before the meeting. Notice in an electronic transmission is effective only with respect to those members and Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A member or Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

### **4.5.4 Posting Electronic Notice**

Notice may be provided to members or Directors who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such members and Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 10 days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 4.5.4.

## **4.6 Waiver of Notice**

### **4.6.1 Record**

Whenever any notice is required to be given to any member or Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be

transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

#### **4.6.2 By Attendance**

The attendance of a member or Director at a meeting shall constitute a waiver of notice of such meeting, except where a member or Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **4.7 Quorum**

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting. A majority of the number of members shall constitute a quorum for the transaction of business at any members meeting. If a quorum is not present at a meeting, a majority of the members or Directors present may adjourn the meeting from time to time without further notice.

#### **4.8 Manner of Acting**

The act of the majority of the members or Directors present at a meeting at which there is a quorum shall be the act of the members or the Board, as applicable, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

#### **4.9 Presumption of Assent**

A member or Director of the corporation present at a members or Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such member or Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a member or Director who voted in favor of such action.

#### **4.10 Action by Members or Directors Without a Meeting**

Any action which could be taken at a meeting of the members or the Board may be taken without a meeting if a consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the members Directors. Any such record shall be inserted in the minute book as if it were the minutes of a member or Board meeting. For purposes of this Section 4.10, record means information inscribed on a tangible medium or contained in an electronic transmission.

## **ARTICLE 5. OFFICERS**

### **5.1 Number and Qualifications**

The officers of the corporation shall be a Chair of the Board, a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board. Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

### **5.2 Election and Term of Office**

The officers of the corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected.

### **5.3 Resignation**

Any officer may resign at any time by delivering written notice to the Chair of the Board, the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### **5.4 Removal**

Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

### **5.5 Vacancies**

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

### **5.6 Chair of the Board**

The Chair of the Board shall preside over meetings of the members and the Board and shall perform such other duties as shall be assigned to him or her by the Board from time to time.

## **5.7 President**

The President shall be the chief executive officer of the corporation, and, subject to the Board's control, shall supervise and control all of the assets, business and affairs of the corporation. In the absence of the Chair of the Board, the President shall preside over meetings of the members and the Board. The President shall also act as liaison from and a spokesperson for the Board. The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

## **5.8 Vice President**

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. The Vice President shall have, to the extent authorized by the President or the Board, the same powers as the President to sign deeds, mortgages, bonds, contracts or other instruments. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

## **5.9 Secretary**

The Secretary shall ensure that accurate minutes are kept of meetings of the members and the Board as well as any committees of the Board that maintain minutes. The Secretary shall ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall also perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Secretary, an Assistant Secretary may perform the duties of the Secretary.

## **5.10 Treasurer**

The Treasurer shall oversee the financial operations of the corporation and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the Treasurer, an Assistant Treasurer may perform the duties of the Treasurer. If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

## **5.11 Salaries**

The salaries of the officers and agents shall be as fixed from time to time by the Board or by any person or persons to whom the Board has delegated such authority.

## **ARTICLE 6. STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS**

### **6.1 Duties of Care and Loyalty**

Officers and Directors shall discharge their respective duties, including the duties of any committee of the Board upon which a Director may serve:

- (a) in good faith;
- (b) with such care, including reasonable inquiry, as an ordinary prudent person in like position would exercise under similar circumstances; and
- (c) in a manner such officer or Director believes to be in the best interests of the corporation.

### **6.2 Directors' Duties**

- (a) Directors are expected to attend and actively participate in all regular and special meetings of the Board, except for good cause.
- (b) Directors shall serve on Board committees as needed.
- (c) Directors are expected to educate themselves regarding the history, purpose, and activities of the corporation so as to provide valuable service.

## **ARTICLE 7. INTERESTS OF DIRECTORS AND OFFICERS**

### **7.1 Compensation**

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

### **7.2 Conflict of Interest**

Directors and officers shall disclose to the Board any financial or personal interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

### **7.3 Review of Certain Transactions**

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

## **ARTICLE 8. EXECUTIVE DIRECTOR**

The corporation may employ an Executive Director who shall be appointed, employed, and discharged by the Board. If employed, the Executive Director shall manage the affairs of the corporation according to the policies, principles, practices and budget authorized by the Board, and shall be responsible for management of personnel, finances and programs. If employed, the Executive Director shall be responsible for staff management including hiring, training, disciplinary action, and discharge. If employed, the Executive Director shall serve as an ex-officio, non-voting member of the Board. For the purpose of determining the number of Directors serving the corporation, the Executive Director shall not be considered a member of the Board.

## **ARTICLE 9. ADVISORY BOARDS**

The Board of Directors may appoint one or more Advisory Boards of two or more persons to provide advice and assistance to the Board. Members of an Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director of the corporation. The Board of Directors may determine by separate resolution the operational rules which shall govern all Advisory Boards. Advisory Board members may be removed at any time, with or without cause, by the Board.

## **ARTICLE 10. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

### **10.1 Contracts**

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

### **10.2 Loans**

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

### **10.3 Loans or Extensions of Credit to Officers and Directors**

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

### **10.4 Checks, Drafts, Etc.**

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

## **10.5 Deposits**

All funds of the corporation not otherwise employed 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.

## **10.6 Books and Records**

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and post office address and class, if applicable, of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

## **10.7 Corporate Seal**

If the Board determines that it is advisable, the corporation shall have a corporate seal consisting of the name of the corporation, the state of its incorporation and the year of its incorporation.

## **10.8 Accounting Year**

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending June 30.

## **10.9 Rules of Procedure**

The Chair or other person presiding at meetings of the Board shall have authority to establish reasonable rules and procedures for the conduct of the meeting, consistent with these Bylaws, the Articles of Incorporation and any resolution of Board, including the manner of recognizing Trustees for the floor, controlling the order of business, setting the manner of discussion and debate, establishing time periods, the calling of a vote, the tallying of votes, and the certification of results. The presiding officer may, but need not, adhere to any reasonable published authority on rules of order.

## **ARTICLE 11. AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the members. Upon termination of membership in the corporation, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the Directors in office, or by the written consent of each of the Directors.