

**BYLAWS  
OF  
HABITAT FOR HUMANITY  
OF THE MENDOCINO COAST, INC.**

**ARTICLE 1**

**NAME**

The name of this Corporation is HABITAT FOR HUMANITY OF THE MENDOCINO COAST, INC.

**ARTICLE 2**

**OFFICES**

**2.01. Principal Office.** The principal office for the transaction of the-business of the Corporation ("principal executive office") is located at C/O Showplace Homes 18605 N HWY 1, Fort Bragg, CA 19437 with mail sent to P.O. Box 770, Fort Bragg, California 95437. The Board of Directors may change the principal executive office from one location to another within Mendocino County. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

**3.02. Other Offices.** The Board of Directors may at any time establish branch or subordinate offices at anyplace or places where the Corporation is qualified to do business.

**ARTICLE 3**

**OBJECTIVES AND PURPOSES**

**3.01. General Purposes.** This corporation is a Non-Profit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for charitable and public benefit purposes. This Corporation recognizes and affirms its purpose as witness to the Christian gospel shown through the life of Jesus Christ. This will be evidenced through working together as representatives of God's love and the love of humankind, and sharing with our neighbors in this community who are in need of decent housing. Habitat for Humanity of the Mendocino Coast seeks to draw people of all faiths and beliefs together to promote simple, decent housing to working families who do not

qualify for conventional mortgages. Habitat is open to people of every race, religion, creed, gender and sexual orientation willing to express their care for each other and their community by helping to build families and strengthen neighborhoods through the medium of housing. We seek to do this by enabling deserving families to purchase homes at affordable prices; homes that they have helped build and therefore know how to maintain. These families are selected on the basis of need and willingness to operate in fellowship to accomplish this goal, for themselves and others. Membership on the board, its committees and participation in all related activities is open to all people without prejudice, as is the right to apply for and purchase a Habitat home. The Corporation acknowledges the local, national and international concepts of Habitat for Humanity International, accepts the principles of tithing, and believes that God's will operates through God's people to support this program.

**3.02. Non-partisan Activities.** This Corporation was formed under the California Nonprofit Public Benefit Corporation Law for the public benefit, charitable and educational purposes described herein above at Article 3.01, and it shall be nonprofit and nonpartisan. No part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to intervene in any political campaign on behalf of any candidate for public office or for or against any cause, measure or proposition being submitted to the people for a vote. The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

**3.03. Specific Purposes.** Within the context of the general purposes stated above, this Corporation shall:

(a) Form a local Board of Directors organized in accordance with state laws governing non-profit organizations.

(b) Build or renovate housing to be sold at no profit and no interest.

(c) Establish clear guidelines to choose recipient families by a non-discriminatory selection process.

(d) Develop a list of expectations for participation by the recipient families to include such concepts as contractual agreements, down payment, progress payments, sweat equity, and community responsibility.

(e) Develop ways to create a spirit of loving community among the people involved in the project.

(f) Make sure the dwellings are adequate, to code at time of construction and within the ability of the families to pay. Homes will be warranted for a period of one (1) year for defects on materials. Warrantees by manufacturers will be applied first.

(g) Put all income from repayment of loans into a revolving Fund for Humanity to build or renovate more housing.

(h) Keep accurate financial records that are open for review by anyone and have records audited as determined by the Board of Directors.

(i) Develop an on-going fundraising plan.

(j) Own and maintain or lease suitable real estate and buildings, and any other personal property which is deemed necessary by the Board of Directors for the Corporation's purposes.

(k) Enter into, execute, make, perform, and carry out contracts, agreements and other activities of any kind for any lawful purpose, without limit as to amount, as approved by Board of Directors.

## **ARTICLE 4**

### **MEMBERSHIP**

**4.01. Membership.** The Corporation shall make no provisions for members. Pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under the Articles of Incorporation or By Laws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

## **ARTICLE 5**

### **DEDICATION OF ASSETS**

**5.01. Properties and Assets.** The properties and assets of this Nonprofit Corporation are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of this Corporation. On liquidation or dissolution properties and assets and obligations shall be distributed and paid over to an organization public dedicated to public benefit purposes, provided that the organization continues to dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

## **ARTICLE 6**

### **BOARD OF DIRECTORS**

**6.01. Powers.** Subject to the provisions of the California Nonprofit Corporation Law and any express limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be under the direction of the Board of Directors.

**6.02. Specific Powers.** Without prejudice to the general powers outlined in Section 6.01, and subject to the same limitations, the Board of Directors shall have

the power to:

(a) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with local, state and federal law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(b) Change the principal executive office in the County of Mendocino from one location to another; cause the Corporation to be qualified to do business in any other state territory, dependency, or country and conduct business within or outside the State of California for the holding of any meetings, including annual meetings.

(c) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, Promissory Notes, Bonds, Debentures, Deeds of Trust, Mortgages, Pledges, securities and other evidences of debt,

(d) Enter into, execute, make, perform and carry out contracts or agreements of every kind and amount on behalf of the Corporation.

(c) Purchase, sell and convey Real Estate

**6.03. Number.** The Board of Directors shall from time to time determine the number of Directors, which shall in no event be less than eight (8).

**6.04. Term.**

(a) Board members will serve an initial term of three (3) years, the first year being a trial period. They can be elected for an additional three- (3) year term. After that time they must take a year of absence before being reelected, unless the Board, by a two-thirds (2/3) vote, overrides this for special purposes.

**6.05. Qualifications of Directors.** Each Director, in order to qualify for office, must:

(a) Have a sincere interest in the work of the Corporation; and skills necessary to advance that work;

(b) Be willing to attend monthly meetings of the Board of Directors;

(c) Be willing to accept the responsibilities of the position, including Chairmanship of a Standing Committee.

(d) Support the purposes and objectives of Habitat for Humanity of the Mendocino Coast, Inc. as set forth in Article 3.

**6.06. Procedure for Selection of Directors; Initial Selection.**

(a) After the initial board of Directors is selected, vacancies shall thereafter be filled by the vote of a majority of the Directors then in office, or by a sole remaining Director should such need arise.

**6.07. Termination; Removal.** Membership on the Board of Directors shall terminate:

(a) Automatically on the written resignation or death of a Director; or

(b) On the incapacity or inactivity of a Director, or failure of the Director to maintain qualification for office, as determined by the vote or written assent of two-thirds (2/3) of the remaining Directors, excluding the vote of said Director.

(c) On the failure of a Director to attend at least four (4) of twelve (12) or three (3) consecutive meetings, the Board of Directors will review this lack of attendance.

(d) After a Director has served two (2) consecutive terms or six (6) years on the Board of Directors, unless the Board waives this limitation pursuant to Article 6.04(c).

**6.08. Compensation.** Directors shall serve without remuneration; however, the Board of Directors may authorize the Corporation to reimburse a Director for expenses actually incurred by the director in the conduct of the affairs of the Corporation.

**6.09. Restriction on Interested Directors.** No more than Twenty-five Percent (25%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is:

(a) Any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise.

## **ARTICLE 7**

### **MEETINGS OF BOARD OF DIRECTORS**

**7.01. Annual Meeting; Monthly Meetings.** The annual meeting of the Board of Directors shall be held on a date and at a place specified by the Board of Directors in the month of July of each Year. Regular monthly meetings shall also be held at such date, time, and place as may be determined in advance by the Board of Directors.

**7.02. Special Meetings.** Special meetings of the Board of directors may be called by the President or by any three (3) Directors. The person or persons calling a special meeting shall fix the time and place of the meeting.

**7.03. Meetings by Telephone.** Conference telephone or similar communication equipment may hold any regular or special meeting, so long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meeting.

**7.04. Notice of Meetings.** Notice of regular and special Board of Directors meetings shall be given at least four (10) days prior to such meeting. Notice of the annual meeting shall be given at least ten (10) day's prior to such a meeting. Said notice shall be delivered to each member of the Board of Directors by the most expedient method.

**7.05. Quorum.** A majority of the elected Directors shall constitute a quorum for

the transaction of business at any meeting of the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is in attendance shall be the act of the Board, unless a greater number is specifically required by law.

**7.06. Waiver of Notice.** The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if:

(a) A quorum is present and

(b) Either before or after the meeting each of the Directors not present signs a written waiver of notice, consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of this meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

**7.07. Adjournment.** A majority of the Directors present, whether or not constituting a quorum may adjourn any meeting to another time and place.

**7.08. Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the resumed meeting to the Directors who were not present at the time of the adjournment.

**7.09 Action without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if three-fourths (3/4) of the Directors, individually or collectively, consent to that action noticed by a written agenda of proposed actions. Such actions by written consent shall have the same force and effect as a vote of the board of directors. Such consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

**7.10. Liability of Directors.** No Director, employee or other agent shall be personally liable for the debts, liabilities or obligations of the Corporation. The Directors of the Corporation shall have no liability for Dues or assessments.

## **ARTICLE 8**

### **OFFICERS**

**8.01. Roster of Officers.** The officers of the Corporation shall consist of the following:

- (a) President
- (b) Vice-President(s)
- (c) Secretary

(d) Treasurer

The Corporation may have any other officer(s), as the Board of Directors shall by resolution determine.

**8.02. Selection of Officers.** Each of the officers of the Corporation shall be selected and appointed by the Board of directors at the regular annual meeting. Officers shall serve a term of one (1) year, with no restrictions on the number of re-elections. The President, however, shall not serve as president for a continuous period longer than three (3) years, provided, however, that this limitation may be waived by a vote of three-fourths (3/4) of the Board of Directors.

**8.03. Responsibilities of Officers.**

(1) **President.** The President shall:

- (a) Be the principal corporate office and spokesperson of the Corporation;
- (b) Have general and active oversight of the affairs of the Corporation;
- (c) Preside at meetings of the Board of Directors and the Executive Committee;
- (d) Chair the Executive Committee and be an ex-officio member with vote of all committees except that he or she shall not be a member of the Board Development/Nominating Committee;
- (e) Make appointments where authorized;
- (f) Act as Chief Executive Officer and conduct the day-to-day operations and management of the Corporation in accordance with the policies set by the Board of Directors;
- (g) Report to the Board of directors on a regular basis as to the status of the Corporation's affairs; and
- (h) Perform such other duties normal to the office or as directed by the Board of Directors.

(2) **Vice-President(s)** the Vice-President(s) shall:

- (a) Serve as President Pro-Tem in the President's absence or incapacity;
- (b) Assist the President in any way when needed;
- (c) Maintain communication and coordinate with other Habitat for Humanity affiliates and with Habitat for Humanity International;
- (d) The Board of Directors at its discretion may elect two (2) Vice-Presidents and assign specific duties and authorities thereto.
- (e) Perform such other duties normal to the office or as directed the Board of Directors;

**(3) Treasurer.** The Treasurer shall:

- (a) Chair the Finance Committee and oversee the prudent management of the Corporation's funds and securities;
- (b) Have custody of the corporate funds and securities and all documents and records pertaining thereto;
- (c) Insure that full and accurate accounts of receipts and disbursements are kept in books belonging to the Corporation;
- (d) Insure that the moneys of the Corporation are kept in a separate account to the credit of the Corporation;
- (e) Cause the funds of the Corporation to be disbursed as may be ordered by the Board of Directors, including the taking of proper vouchers for such disbursements;
- (f) Submit to the Board of Directors at its regular meetings, or whenever they may require it, an account of all financial transactions and of the financial condition of the Corporation;
- (g) Serve as President Pro Tem in the absence of the President and Vice President(s);
- (h) Perform such other duties normal to the office or as directed by the Board of Directors.

**(4) Secretary.** The Secretary shall:

- (a) Record and distribute all minutes of the Board of Directors meetings;
- (b) Send copies of minutes to each member of the Board of Directors;
- (c) In coordination with the Treasurer, provide and maintain the safekeeping of all official documents of the Corporation. This will include, but not limited to: Articles of Incorporation, Bylaws, notifications of tax-exempt status, affiliation documents, minutes, Annual Reports, contracts, insurance policies, and copies of all required filings with governmental agencies or with Habitat International. The Secretary's copy shall be kept current and two (2) times annually an Archive Copy in the office shall be updated to conform to that of the secretary.
- (d) Serve as President Pro Tem in the absence of the President, Vice President(s) and Treasurer;
- (e) Perform such other duties normal to the office or as directed by the Board of Directors;
- (f) Act as project manager on behalf of the executive Board to oversee the business of the Board.

**8.04. Removal of Officers.** Any officer may be removed by a vote of a majority of the Board of Directors, whenever in the Board's judgment the best interests of The Corporation and the Board will be served thereby.

**8.05. Vacancies of Officers.** If the office of any Officer becomes vacant for any reason, the Board may choose a successor or successors, which shall hold office for the unexpired term in which such vacancy occurred.

## **ARTICLE 9**

### **COMMITTEES**

**9.01 Standing Committees.** There shall exist the following Standing Committees of the Corporation:

- (a) Executive Committee
- (b) Board Development/Nominating Committee
- (c) Finance Committee
- (d) Site Selection/Site Development Committee
- (e) Construction Committee
- (f) Family Selection Committee
- (g) Family Partnering Committee
- (h) Resource Committee, consisting of:
  - (1) Marketing Sub-Committee
  - (2) Fundraising Sub-Committee
  - (3) Event Coordination Sub-Committee
  - (4) Volunteers Sub-Committee

The Board of directors may combine into one Committee the functions and membership of two or more related Committees. The Board of Directors may create additional Standing Committees with such membership, powers, and duties as shall be authorized by resolution of the Board. The Board of directors may assign such other duties and powers to the Standing Committees as are needed for the effective operation of the Corporation.

**9.02. Special Committees.** The Board of Directors may from time to time create Special and Ad Hoc Committees with such membership, powers and duties and for such terms as shall be authorized by action of the Board.

**9.03. Appointments.** Membership of the Executive Committee and the Chairs of all Standing Committees shall be Directors, with the exception of the Chair of the Construction Committee, as per Article 10, 10.09. Other than Ex officio members of Committees, appointments to the Standing, Special, and Ad Hoc Committees shall be made by the President, except that appointments to the Executive and Board Development/Nominating Committees also shall be confirmed by a majority vote of the Board. The Chair of each Standing, Special and Ad Hoc Committee of the Corporation shall be appointed by, and serve at the discretion of the President. The Board of Directors may remove any Committee member by a majority of all its members, with the exception that the removal of the Chair of a Committee must be by a two-thirds (2/3) vote of all its members. Appointments and confirmation votes of Committee members generally shall be made prior to the beginning of the Corporation's fiscal year, or if the Committee is newly created, at the meeting at which such Committee is created. With the consent of the President, the Chair of any Standing, Special or Ad Hoc Committee, other than the Executive and Board Development/Nominating Committees, may

appoint such additional members as appropriate. Each Committee Chair shall maintain a current roster of Committee membership and provide an update roster to the board every six (6) months.

**9.04. Actions.** A majority of the members of a Committee created by or authorized to be created by these Bylaws shall be required for the Committee to act.

**9.05. General Responsibilities.**

(a) The Chair of each Standing Committee is expected to attend all meetings of the Board of Directors, and the chair of each Special Committee and Ad Hoc Committee is expected to attend meetings of the board when requested by the President or by the Board. If unable to attend a Board meeting, The Committee Chair may appoint an alternate to attend and act for her/him at the meeting.

(b) All Committees are accountable directly to the Board of directors and shall report to the Board at each annual meeting and at each regular meeting, unless instructed otherwise by the President of the Board.

(c) Each Committee shall meet as often as necessary to maintain the continuity and conduct all relative business in a timely manner.

(d) A designated Board member shall be present, if possible at all regularly scheduled Committee meeting.

(e) Minutes of Committee meetings are required, including attendance and votes of all actions, and must be submitted to the Secretary of the Board prior to the next meeting of the Board of Directors.

**9.06. Executive Committee.** The Executive Committee shall consist of the President as Committee chair, the Vice President(s), the Secretary and Treasurer. The Committee, between meetings of the Board shall exercise such powers and authority as shall be necessary to conduct the activities of the Corporation in a timely and coordinated manner. The Executive Committee shall:

(a) Develop and periodically update a business plan as a framework for the accomplishment of the objectives of the Corporation;

(b) Develop and oversee the office and administrative operations of the Corporation;

(c) Provide for the insurance, legal and personnel needs of the Corporation;  
and

(d) Coordinate and accomplish the preparation of the Corporation's Annual Report.

(e) Review business monthly and set agenda for the next Board of directors meeting.

The Executive Committee shall **not** have the authority:

(a) To make removals from office;

(b) To fill vacancies on the Board;

(c) To accept transfers of real property or transfers of restricted or conditional gifts of other property to the Corporation;

(d) To amend or repeal Bylaws or adopt new Bylaws;

(e) To amend or repeal any actions of the Board which by its terms shall not be so amendable or repealable, or

(f) To otherwise act in a manner inconsistent with statute, the Charter of the Corporation, or these Bylaws.

**9.07. Board Development/Nominating Committee.** The Board Development/Nominating Committee, consisting of at least three (3) members, at least two of whom must be Directors, must be confirmed by a vote of the Board. The committee shall be responsible for the on-going evaluation of leadership needs and potential leadership for the Corporation, and for providing nominees on a timely basis for the Board of Directors, officers, and board of Advisors, including the filling of any vacancies and the creation of new positions.

**9.08. Finance Committee.** The Finance Committee shall:

(a) Develop and recommend to the Board appropriate financial management, accounting and audit procedures for the Corporation;

(b) Oversee and be responsible for general supervision of the financial affairs of the Corporation, but shall have no power to obligate the Corporate or enter into any binding agreement for the Corporation;

(c) Insure that all restricted current funds and the income from all restricted funds are expended in accordance with the terms of those respective funds.

(d) Be responsible for all funds of the Corporation, including the prudent investment of funds as appropriate;

(e) Prepare annual budgets for the operation of the Corporation;

(f) Review and advise the Board on all proposed budgets for projects or special activities;

(g) Submit an annual financial report of the Corporation to the Board, for timely submittal to Habitat International; and

(h) Prepare all financial reports as required by State, Federal or other agencies.

**9.09. Site Selection/Development Committee.** The Site Selection Committee shall:

(a) Develop, for approval by the Board of Directors, criteria for selection of sites to be used for Project housing construction;

(b) Target areas in which Habitat desires to build houses and investigate various opportunities for acquisition of properties for construction or rehabilitation of residences;

(c) Creatively explore possible opportunities for working with churches and Government agencies, businesses, developers and other organizations and individuals to provide sites for Habitat housing projects;

(d) Recommend to the Board specific sites and site acquisition procedures;

(e) Determine the feasibility of property acquisition through title search, the examination of zoning laws, site hazards and other relevant concerns.

(f) However, the Committee shall have no power to obligate the Corporation or to enter into any agreement binding upon the Corporation, without the specific authorization of the Board of Directors. When a property may need significant development prior to construction, the Committee shall function as the Site Development Committee for the planning and oversight of site development, or see that a qualified committee is developed in its stead.

**9.10. Construction Committee.** The Construction Committee shall recommend construction policy to the Board of Directors and, when approved, translate that policy into plans and implement the plans. Since work schedules conflict with Board Meetings, The Chair of the Construction Committee need not be a member of the Board of Directors, however, will keep the Secretary apprised of construction progress so that a report can be given at the Board of Directors meetings. The Committee shall:

(a) Work with the Site Selection and Family Selection Committees to develop plans for new or rehabilitated homes;

(b) Obtain donated building supplies and equipment in conjunctions with the Fund-Raising Committee;

(c) Provide materials acquisition, storage and inventory;

(d) Recruit and supervise volunteers and professional help in the construction and rehabilitation work;

(e) Develop appropriate safety procedures for all construction sites; and

(f) Interact with the selected homeowners with the objective of making it possible for them to participate effectively in the design and construction of the home.

**9.11. Family Selection Committee.** The Family Selection Committee shall include at least one (1) member from the Family Partnering Committee, and shall:

(a) Develop proposed family selection criteria and procedures for family selection and submit them to the Board of Directors for their approval; and

(b) Implement those procedures for the selection of families to become homeowners.

**9.12. Family Partnering Committee.** The Family Partnering Committee shall include at least one (1) member of the Family Selection committee and;

(a) Provide sponsors for each homeowner family to see the family through the planning, construction and home ownership responsibilities, fostering self confidence and positive accomplishments throughout the process; and

(b) Assisting homeowners in forming a Partners Association.

(c) Assist in developing a Homeowners Association for each condominium property as developed.

(d) Encourage partner families to participate in service activities in the community to further Habitat's mission in building communities.

**9.13. Resource Committee.** The Resource Committee shall consist of the following sub-committees;

(a) Marketing Sub-Committee. The primary function of the Marketing Sub-Committee is to generate support and interest in the work of the Corporation by generating effective media relations, community relations, publications and audio-visual materials and presentations and work closely with, and support the functions of the Fund-Raising and Volunteers Committees.

(b) Fund-Raising Sub-Committee. The Fund-Raising Sub-Committee shall plan, administer and implement programs to raise capital, endowment and operational monies for the organization, by appropriate fund-raising programs and events, including but not limited to solicitation of churches, individuals, organizations, agencies, businesses and foundations.

(c) Event Coordination Sub-Committee. The Event Coordination Sub-Committee shall develop annual events to highlight community awareness of Habitat for Humanity and provide point of entry for volunteers and donors and enhance fund-raising opportunities.

(d) Volunteer(s)Sub-Committee. The Volunteer(s)Sub-Committee shall be responsible for the recruitment, orientation and nurturing of volunteers in support of the various committees, events and projects of the Corporation, and for promoting and facilitating a positive and effective volunteer experience for all participants.

## **ARTICLE 10**

### **OPERATIONS**

**10.01. Fiscal year.** The fiscal year of the Corporation shall be from July 1<sup>st</sup>. to June 30th.

**10.02. Books and Records.** The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of the Board of Directors and its Committees. All books, records and minutes may be inspected at any reasonable time by any Director, Chairperson of a committee, member of the Board of

Directors or Advisory Board, or officer. The books and records of account, all minutes of the Board of Directors and of the Committees, the Articles of Incorporation and the Corporation's Bylaws shall be kept at the principal Executive Office.

**10.03. Non-Profit Status.** No part of the income of the Corporation shall be distributed to, or otherwise inure to the benefit of, any Director, officer, or other individual. The previous sentence does not preclude the Corporation from hiring employees to help administer the day-to-day operations of the Corporation.

**10.04. Rules of Order.** All business meetings of the Board of Directors and the annual meeting shall be governed by Roberts' Rules of Order, revised, as interpreted by the President, unless contradicted by the provisions of the Bylaws.

## **ARTICLE 11**

### **AMENDMENTS**

**11.01.** These Bylaws shall be initially be approved by the Board of Directors of the Corporation.

**11.02.** After their initial approval, these Bylaws may be altered, amended or repealed by a majority of the Board of Directors.

**11.03.** This version, dated March 3, 1999 shall, due to the numerous minor changes, supersede the original July, 1991 version and March 5, 1998 amendment.