

**BY LAWS**

**OF**

**“WOOD HATH HOPE” CHRISTIAN COMMUNITY**

**ARTICLE 1**

**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located at **5583 SOUTH SALINA STREET, SYRACUSE NY 13205.**

**SECTION 2. CHANGE OF ADDRESS**

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 20\_\_

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

## **ARTICLE 2**

### **NONPROFIT PURPOSES**

#### **SECTION 1. IRC SECTION 501(C)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

#### **SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES**

The specific objectives and purposes of this corporation shall be:

1. To create and develop Bethany House as a center for nonviolent Christian theology and life in a contemporary urban setting.
2. To study and communicate the Christian message in terms of a nonviolent God who reaches out to change human relationships to compassion, forgiveness, nonviolence and community.
3. To build examples of nonviolent relationship through community, and engagement with our urban setting in whatever ways the Spirit leads.
4. Specifically, community members commit themselves to:

Practical personal disciplines (e.g. prayer, study, mindfulness, spiritual growth) and self-giving through the individual's gifts and talents (e.g. healing, teaching, social media, administration, gardening etc.)

(Hereafter the name "Community" designates the "Wood Hath Hope" Christian Community)

## **ARTICLE 3 BOARD OF DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have 7 directors and collectively they shall be known as the Board of Directors.

### **SECTION 2. QUALIFICATIONS**

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows:

**Directors should, as much as possible, reflect the diversity of the broader Wood Hath Hope community, including members, friends, and companions.**

**Directors must share personally the aims and goals of the “Community” without necessarily becoming community members. At least two directors should be community members.**

### **SECTION 3. POWERS**

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4. DUTIES**

It shall be the duty of the directors to:

- Register their physical and email addresses with the Secretary of the corporation, and notices of meetings emailed to them at such addresses shall be valid notices thereof.
- **Meet four times a year to receive reports and review budgets.**
- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in the Bylaws,

prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

- Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.

## **SECTION 5. TERM OF OFFICE**

Each Director shall hold office for a period of 3 years and until his or her successor is elected and qualifies. **Directors may be elected for a further single term but after that a gap of 2 years should elapse before reappointment to the Board. Directors should be appointed on a staggered basis so that there is always sufficient continuity of experienced members, especially President, Treasurer, and Secretary.**

## **SECTION 6. COMPENSATION**

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## **SECTION 7. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

## **SECTION 8. REGULAR MEETINGS**

Regular meetings of Directors shall be held quarterly, with the date, time, and location of each subsequent meeting decided at the end of each meeting.

## **SECTION 9. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the President, by any 3 directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## **SECTION 10. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- (a) Special Meetings. Barring emergencies, at least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- (b) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **SECTION 11. QUORUM FOR MEETINGS**

A quorum shall consist of a simple majority of the total membership of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which shall be entertained at such a meeting is a motion to adjourn.

## **SECTION 12. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of the law require a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 13. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by a temporary Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by **Welty's Book of Procedures for Meetings, Committee and Officers**, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

## **SECTION 14. VACANCIES**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the President, Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such a resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board will be filled by a regular meeting of Community members. Directors may temporarily appoint to vacancies pending the next Community meeting. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

#### **SECTION 15. NONLIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### **SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS**

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

#### **SECTION 17. INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including directors, an officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

## **ARTICLE 4 OFFICERS**

### **SECTION 1. DESIGNATION OF OFFICERS**

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have other such officers with such titles as may be determined from time to time by the Board of Directors. Directors may serve in more than one office, except either President and Secretary, or President and Treasurer together.

### **SECTION 2. QUALIFICATIONS**

Any person 18 years of age or older may serve as officer of this corporation.

### **SECTION 3. ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. Vacancies occurring in an office appointed at the discretion of the board may be left unfilled as the board shall determine.

## **SECTION 6. DUTIES OF PRESIDENT**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as temporary Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors.

## **SECTION 7. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meetings, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Keep at the principal office of the corporation a **copy of the** membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the copy of the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 8. DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial conditions of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 10. COMPENSATION**

The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

## **ARTICLE 5 COMMITTEES**

### **SECTION 1. MEMBERSHIP COMMITTEES**

The membership shall create committees (“Branch groups”) to oversee the mission and work of the Community as appropriate. The leadership of the Branch groups shall meet together on a regular basis and shall submit minutes to the Board.

### **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other sub-committees of the Board as may from time to time be designated by resolution of the Board of Directors. These sub-committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

### **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee.

## **ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

### **SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **SECTION 2. CHECK AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, orders for payment of money, and other similar instruments of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation. Checks and instruments to a value less than \$500.00 may be signed by the Treasurer or President alone.

### **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation. It will not accept gifts inconsistent with 501 c3 status.

## **ARTICLE 7 CORPORATE RECORDS, REPORTS, AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this incorporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any of the corporation at all reasonable times during office hours.

### **SECTION 2. CORPORATE SEAL**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

### **SECTION 4. MEMBERS' INSPECTION RIGHTS**

If this corporation has any members, then each and every member shall have the following inspection rights:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon request to the Secretary of the corporation.
- (b) To obtain from the Secretary of the corporation, upon request to the Secretary of the corporation, a list of the members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The membership list shall be made available within a reasonable time after the request is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon request of the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

### **SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent of attorney and the right to inspection shall include the right to copy and make extracts.

### **SECTION 6. PERIODIC REPORT**

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

**ARTICLE 8**  
**IRC 501 (C) (3) TAX EXEMPTION PROVISIONS**

**SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

**SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

**SECTION 3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such a time and manner as to not subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

**ARTICLE 9  
AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENT**

Power to adopt, repeal or amend Bylaws will rest with the Community members only in any of their duly constituted meetings, upon notice of such purpose given no less than seven (7) days and no more than thirty (30) days before the meeting.

**ARTICLE 10  
CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding documents and subsequent amendments thereto, of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**MEMBERSHIP PROVISIONS  
OF THE BYLAWS OF  
“WOOD HATH HOPE” CHRISTIAN COMMUNITY**

**ARTICLE 11  
MEMBERS**

**SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS**

The corporation shall have only one class of members. These are the core members of the “Wood Hath Hope” Christian Community as described in Section 2 below. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

**SECTION 2. QUALIFICATIONS OF MEMBERS**

The qualifications for membership in this corporation are according to the following description:

Preamble

Wood Hath Hope and its home at Bethany are based in the belief in the life, death and resurrection of Jesus as the living template of a new humanity. The Wood Hath Hope and Bethany community embraces collectively and personally the belief in the death of Jesus as the revelation of human violence and its transformation into love. His resurrection after three days is God’s life-filled revelation of divine nonviolence and love.

Statement

An individual who wishes to be considered a member of Wood Hath Hope (hereafter WHH) embraces the community belief expressed in the above statement. This embrace does not mean individuals do not have doubts or unresolved questions but that they are radically open to the community’s spiritual and human reality. The relationship of the individual with the community involves openness to practical personal disciplines including self-giving through the individual’s gifts and talents.

It is not necessary to be a member in order to be a friend or companion of WHH and Bethany. A friend or companion is on a journey in company with WHH, learning its belief, opening one’s heart to its meaning and spirit and sharing in its way of life.

To be a member someone must attend WHH meetings for at least one year on a regular basis. Regular means frequently enough to learn the essentials of WHH theology and embrace the spirit of its fellowship.

### **SECTION 3. ADMISSION OF MEMBERS**

Admission of members shall be determined by personal agreement with and commitment to the membership description and disciplines, plus attendance at an annual members' meeting. If a member wishes to attend and cannot s/he will inform the secretary who will announce their intention to become an active member of the WWH Christian Community at the annual membership meeting.

### **SECTION 4. FEES AND DUES**

- (a) The following fee shall be charged for making application for membership in the corporation: **None**.
- (b) The annual dues payable to the corporation by members shall be: **None**.

### **SECTION 5. NUMBER OF MEMBERS**

There is no limit on the number of members the corporation may admit.

### **SECTION 6. MEMBERSHIP BOOK**

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

### **SECTION 7. NONLIABILITY OF MEMBERS**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

### **SECTION 8. NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

### **SECTION 9. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her stated request to leave delivered to any member who is also a Director, giving the reasons, followed by an optional meeting with member representatives to share these reasons and, where possible and/or necessary, seek reconciliation.
- (2) Or, after providing the member with reasonable written notice and an opportunity to be heard either orally or in writing by member representatives, upon a determination that the member has engaged in consistent conduct materially or spiritually prejudicial to the interests or purposes of the corporation. This decision is to be made according to the same principles laid out in Article 11, Sections 2 & 3 above. (The member whose membership is being determined shall not have voting rights in this decision.) The Board of Directors on its own initiative may require from the members to undertake this formal process.

All rights and obligations of a member in the corporation shall cease on termination of membership as herein provided.

## **ARTICLE 12 MEETINGS OF MEMBERS**

### **SECTION 1. PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the corporation or at such other place or places as may be designated from time to time by resolution of the members.

### **SECTION 2. REGULAR MEETINGS**

A regular annual meeting of the Corporation membership shall be held for the purpose of receiving annual reports, electing directors and transacting other business as may come before the meeting. The time and date of this meeting will be determined by the Branches leadership committee. The Board of Directors and any candidates being considered for Board membership may be invited to the annual meeting. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting being by ballot only. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting.

Other regular Community meetings of the members shall be held as determined by the Community.

### **SECTION 3. SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members shall be called by the Board of Directors, the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of members, or by a simple majority of members.

## **SECTION 4. NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than three (3) nor more than ten (10) days before the date of the meeting, either personally or by email, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. Personal notification includes notification by telephone.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **SECTION 5. QUORUM FOR MEETINGS**

A quorum shall consist of two thirds of the voting members of the community.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meetings is a motion to adjourn. For purposes of a quorum, proxies shall be considered as the presence of the member. The proxy shall be limited to the specific issue named in the written instrument giving proxy.

## **SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision done or made by a two thirds majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

## **SECTION 7. VOTING RIGHTS**

Each member of the age 18 or over is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice or written vote. Election of Directors, however, shall be by written ballot.

## **SECTION 8. ACTION BY WRITTEN BALLOT**

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action;
2. provide an opportunity to specify approval or disapproval of each proposal;
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Nominations for the Board of Directors are made by members, at least one week prior to the annual meeting of the members.

After providing a Board of Director with reasonable written notice and an opportunity to be heard either orally or in writing by member representatives he/she may be removed by written ballot of two thirds majority of all the membership, with or without cause. He or she shall be replaced by an extraordinary election. Nominations shall be made by members at least one week prior to the meeting for the extraordinary election.

## **SECTION 9. CONDUCT OF MEETINGS**

Meetings of members shall be presided over by a person chosen by a simple majority of the voting members, present at the meeting. A second person chosen by a simple majority shall act as a Secretary of that meeting.

Meetings shall be governed in such a way that they are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.