

*Fountain of the Sun  
Country Club*

*By-Laws*



FOUNTAIN OF THE SUN COUNTRY CLUB, INC.

THE ORIGINAL BOARD OF DIRECTORS

*William F. Wahrman, President*

*Lyle Leeper, Vice President*

*Bill Palmer*

*Grant Watson, Secretary*

*Al Potts*

*Ernest Christenson*

*Dick Martinson*

*Jim Wood*

*Bruce Delmet*

*Incorporated as non-profit corporation ..... April 7, 1987*

*Purchased golf course from U.D.C. .... June 26, 1987*

*By-Laws adopted ..... September 30, 1987*

*By-Laws fully revised ..... March 30, 2017*

**BYLAWS  
OF  
FOUNTAIN OF THE SUN COUNTRY CLUB, INC.**

**ARTICLE I  
OFFICES**

**Section 1. Name**

The name of this corporation is Fountain of the Sun Country Club, Inc. (hereafter the "Corporation"). The principal office of the Corporation shall be at 500 South 80th Street, Mesa, Arizona 85208-6400, or at such other places as the business of the Corporation may require.

**Section 2. Purpose**

The Corporation has been formed to promote recreational and social activities for the pleasure and benefit of the equity owners of the Corporation and for enhancement of the value of the entire Fountain of the Sun Community by maintaining and operating a golf course in the Fountain of the Sun, Mesa, Arizona, that is now available for use by the public.

**Section 3. Status**

The Corporation shall be operated as a non-profit entity as provided under the laws of the State of Arizona.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Membership Eligibility**

Any person interested in furthering the purposes for which the Corporation was formed and desiring to become an equity member of the Corporation may do so by submitting an application to the Corporation and paying such fees and dues as have been established by the Board of Directors. After the Corporation has reviewed and accepted the application, it shall issue an equity membership certificate to the applicant, provided however that the number of equity certificates issued shall not exceed three hundred fifty (350). Owners of an equity membership certificate shall be entitled to one vote on all Corporation matters per certificate owned.

**Section 2. Transfer of Membership Certificates**

Members may sell or transfer a membership certificate to any person for a consideration acceptable to the parties involved, provided that no person may own an interest in more than two certificates. A member who is transferring a certificate shall deliver the certificate to the Corporation with a statement indicating the name and address of the buyer, and a transfer fee as established by the Board of Directors. After determination that all of the seller's accounts are current, a membership certificate shall be issued to the new member.

### **Section 3. Annual Dues**

The Board of Directors shall by no later than October 1st of each year establish, and inform members of the amount, payment options, and due dates, for the annual certificate (maintenance) fee and golf dues for equity owners. If dues and fees are not fully paid by the due date established by the Board for the payment option selected by a member, the member shall not be considered a member in good standing and shall not be eligible to vote, hold office, and participate in Corporation activities. If a member has not fully paid dues and fees within sixty (60) days of the due date of any dues under the payment option selected by a member, the member's certificate shall be revoked and the member's equity in the Corporation forfeited.

### **Section 4. Special Assessments**

A Special Assessment may be levied by the Board of Directors to provide for the purchase of equipment or other specific purpose, but only after such assessment has been approved by the membership at a regular, special, or emergency membership meeting.

### **Section 5. Rights and Privileges of Membership**

Equity members of the Corporation shall have the right and privilege to attend and vote at all general and special meetings of the members of the Corporation, to attend, but not vote, at all Board of Directors meetings, to remove a member of the Board of Directors for cause at a members meeting by a vote of two-thirds (2/3) of the members present and voting, to inspect and copy all minutes, accounting records, membership lists, and other records of the Corporation, to participate in all activities of the Corporation, and if equity golf members, to unlimited use of the golf facilities, including participating in golf leagues and tournaments under rules established by the Board of Directors.

### **Section 6. Expulsion and Suspension**

The Board of Directors shall have the authority to expel a member or suspend membership privileges of a member for serious or repeated conduct adverse to the best interest of the Corporation as determined by a vote of the majority of the total of the Board of Directors but only after the member has been given fifteen days' notice in writing of the charges upon which the proposed action is contemplated, and has the opportunity to present a response to the charges at least five days before any proposed discipline is imposed. In any case where the Board decides to expel a member or suspend membership privileges, the member shall have a right to appeal such decision to a special committee. Such committee, which shall be appointed by the Board at its first regular meeting of each year, shall hear the appeal and present its decision to the Board. In the event no appeal is requested within ten (10) days, the Board's decision will be final. Any written notice that is mailed shall be sent to the last address of the member shown on the Corporation's records.

## **ARTICLE III BOARD OF DIRECTORS**

### **Section 1. Qualifications Terms and Quorum**

The Board of Directors shall be elected at large, and shall consist of five (5) persons, who are members in good standing of the Corporation. The terms of office for each Board member

shall begin at the close of the Annual Membership meeting at which each Board member is appointed or elected, and shall continue for a term of three years. A Director may serve a maximum of two (2) consecutive three year terms, but will again be eligible to serve after one year without serving as a Director. A quorum of the Board shall consist of a majority of the members of the Board and the affirmative vote of a majority of directors participating in the meeting is required for the Board to take any action.

### **Section 2. Vacancies**

If a vacancy shall occur on the Board, the vacancy shall be filled by appointment of a successor, within thirty days of the occurrence of the vacancy, by a majority of the remaining Board. If the resignation is within four months of the annual election, the Board may in its discretion, choose not to fill the vacancy. An appointee shall serve until the next annual election, at which time a director shall be elected to serve either the remaining unexpired term of the vacated position, or a full term if the term of the vacated position is expiring.

### **Section 3. Nominating Procedures**

Before October 1<sup>st</sup> of each year, the Board shall appoint a Nominating Committee consisting of a board member, who shall serve as committee chairperson, and at least four (4) members who are not members of the Board. The nominating committee shall, on or before October 15<sup>th</sup> of each year, select and present to the Board, from all equity certificate owners in good standing, the name(s) of at least one (1) nominee for each vacant position which will be filled at the election. Any member may become a nominee by giving written notice of his willingness to serve to the Nominating Committee chairman, by October 20<sup>th</sup> of each year. The names, resumes and photos of the nominees shall be posted on the official bulletin board of the Corporation and on the Corporation website, on or before November 1<sup>st</sup> of each year.

### **Section 4. Elections**

An Election Committee consisting of the four non-director members of the Nominating Committee shall oversee all FOSCC elections and balloting. The Election Committee shall establish such rules and procedures as are required to ensure that all votes are accurately counted and the following requirements met.

All voting shall be by secret ballot, absentee ballots shall be allowed and shall be counted at the same time as other ballots, the election of Directors shall be held at the Annual December Membership meeting, voters shall have as many votes as there are Directors to be elected, but may only cast one vote for each candidate. The nominee receiving the highest number of votes shall be declared to have been elected and in descending individual vote total, additional nominees shall be elected until all vacancies are filled. In the event of a tie vote, the Election Committee shall determine by lot which of the nominees receiving the same number of votes shall be elected.

### **Section 5. Duties and Responsibilities**

The Board of Directors shall constitute the ruling and governing power in all matters affecting the operation, development and maintenance of the corporation's buildings and grounds and the protection and welfare of the membership of the Corporation. It shall establish rules

and policies as necessary and proper for the conduct of the affairs of the Corporation and its members. The Board shall, by majority vote, have authority to:

- 1) Elect and, if necessary, remove from office, the officers of the Corporation.
- 2) Establish the amount, payment options, and due dates, for the annual certificate (maintenance) fee and golf dues for equity owners, initiation fees for new members, and transfer fees on transfer of a membership. Dues for golf privileges shall be levied on a per playing-member basis.
- 3) At its first regular meeting of each fiscal year, appoint committees and assign duties.
- 4) Appoint managers and other employees.
- 5) Adopt a fiscal year for the Corporation.
- 6) Purchase at the expense of the Corporation Directors and Officers liability insurance.
- 7) Adopt, alter, amend, or repeal rules and policies governing use of the Corporation facilities.
- 8) The Board may appoint a recording secretary to take and transcribe the minutes of each meeting. All minutes taken shall reflect all positive and negative votes on any motion considered by the Board.

The Board shall also have the following specific authority, which it may exercise in its discretion but only at an open Board meeting where the proposed action was placed on the agenda for the meeting:

- 9) The Board may hire a general manager for the club and prescribe the manager's duties and responsibilities, but may not delegate to the manager, its responsibility to authorize or ratify all expenditures.
- 10) The Board may authorize, by resolution, any officer 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.
- 11) The Board shall annually prepare, present to the membership for consideration, and adopt a balanced budget. It shall be the policy of the Corporation that, at a minimum the dues and fees, plus all other available income, will be sufficient, insofar as possible to project, to meet the annual operating needs of the Corporation, not including depreciation.
- 12) The Board of Directors may establish leagues and sanctioned groups as required. Any proposed changes to league or sanctioned groups' rules and regulations shall be submitted

to and approved by the Board of Directors before being adopted by the league or sanctioned group memberships.

- 13) The Board may establish classes of equity membership as deemed necessary.

The following actions must be taken by the Board of Directors within the time frame provided, or the Board may take the specified action only after complying fully with any requirement for membership approval:

- 14) The Board shall have the authority to levy special assessments, subject to provisions in these Bylaws requiring member approval.
- 15) The Board may not in any one (1) year authorize or ratify any capital expenditure in excess of \$40,000.00 without the approval of a majority of the membership present and voting, or voting by absentee ballot, at a membership meeting at which the matter is considered. No proposed expense may be artificially divided to avoid compliance with this restriction and the entire cost of a project, including but not limited to labor, materials, and taxes, shall be totaled to determine if the limit is applicable. This limitation includes use of all funds from any source, including donations, reserve, depreciation, and operating funds, except that the Board of Directors may at its discretion, approve a capital expenditure in excess of \$40,000 that is funded entirely by a donation to the Corporation dedicated to pay for that capital expenditure.
- 16) No loans of any kind shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the name of the Corporation and signed by any officer or officers of the Corporation without prior permission of a majority of the membership voting in person, or by absentee ballot, at a membership meeting at which the matter is considered. For the purpose of this paragraph, lease purchase agreements and rental agreements will not be considered to be loans subject to this restriction.
- 17) The Board may not utilize any funds paid to the Corporation as dues or fees for membership for the next fiscal year for the payment of any obligation that, using generally accepted accounting standards, would properly be paid in the current fiscal year, if current year funds were available, except as provided in this section. The Board may in its discretion but only at an open Board meeting where the proposed action was placed on the agenda for the meeting, approve the use of up to \$20,000 of said prepaid dues and fees. Use of more than \$20,000 shall require approval of a majority of the membership present and voting, or voting by absentee ballot, at a membership meeting at which the matter is considered.
- 18) The Board of Directors shall ensure that a complete up to date financial statement shall be posted on the Corporation office bulletin board and the Corporation website, within 15 working days of the end of each month. If the Board of Directors has not approved the financial statement as of the date required for posting, it shall be marked as pending, unapproved, or in some other manner identified as being subject to change.

- 19) The Board of Directors shall ensure that minutes of all regular, special, and annual Board and Member meetings, shall be posted on the Corporation office bulletin board and the Corporation website, within 10 working days of the date of each meeting. If the Board of Directors has not approved the minutes as of the date required for posting, they shall be marked as pending, unapproved, or in some other manner identified as being subject to change.
- 20) The Board of Directors shall establish, and enforce, a policy defining and prohibiting nepotism in the hiring of Corporation contractors and employees.
- 21) The Board of Directors shall at such times as it determines, retain a qualified agent or agency to perform an independent review, compilation, or audit of the financial records of the Corporation, at least once every two years, or more often if required by law or regulation.
- 22) In order to avoid a conflict of interest, all contracts or business transactions between the Corporation and one or more of its Directors or Officers shall be void unless approved by a majority of the membership present and voting, or voting by absentee ballot, at a membership meeting at which the matter is considered.
- 23) No Director shall receive a salary or any other compensation, of any kind.

#### **Section 6. Removal of Directors**

The Board of Directors shall have the right and responsibility, by the vote of a majority of its members, to remove a Board member when the Board finds the Board member is not performing in the best interest of the membership. A special closed meeting shall be called for discussion of this issue, but any vote on the matter shall be made in open session. Any Board member absent for three (3) consecutive regular meetings without valid reason shall be deemed to be not performing in the best interest of the membership.

### **ARTICLE IV OFFICERS**

#### **Section 1. Officers and Compensation**

The Board of Directors shall at a Board meeting held within 48 hours after the Annual Meeting of Members, elect from the members of the Board, for a term of one year a Managing Director, Administrative Director, Finance Director, Marketing and Public Relations Director, and Personnel and Member Relations Director. Officers shall not receive salaries or any other compensation, of any kind.

#### **Section 2. Managing Director**

The Managing Director shall establish standards of professional conduct and keep business practices current, preside at all annual and special meetings of the general membership and of the Board. The Director shall make an annual report on the condition of the Corporation to the membership, appoint members to, and serve as chairman of, a Business Advisory Committee,

and be responsible for management of the buildings and other real estate assets of the Corporation.

### **Section 3. Administrative Director**

The Administrative Director shall preside at meetings in the absence of the Managing Director, have the powers and duties of the Managing Director in the event of the extended absence or disability of the Managing Director, assist the Managing Director in preparing a meeting agenda, record and maintain a record of the proceedings of all meetings of the membership and the Board. This Director shall preserve all important papers and documents of the Corporation, be responsible to supervise completion of the correspondence of the Corporation, have charge of the corporate seal, sign, countersign or attest such instruments as may be required, maintain an official roster of Membership Certificate holders showing their names, certificate numbers, and pertinent contact information, prepare and send notices of meetings to individuals entitled to such notices, and serve as Board liaison with, and direct supervision of, the Corporation administrative staff.

### **Section 4. Finance Director**

The Finance Director shall have primary responsibility for all financial matters of the Corporation including budgets, reserve funds, financial planning, deposit of funds, and drawing of checks. In addition the Finance Director shall chair the Finance Committee, shall ensure maintenance of records of all monies received or disbursed by the Corporation, shall make a financial report at Board meetings, make recommendations for improvement in accounting and financial procedures, and shall prepare the annual financial report for the annual meeting. The Financial Director shall also ensure submission of timely State and Federal reports tax reports, submit all financial records to proper reviewing agencies for independent review or audit, interpret financial statements for the Board, ensure that all Corporation assets are properly insured, and serve as Board liaison with the Corporation bookkeeping and accounting services.

### **Section 5. Marketing and Public Relations Director**

The Marketing and Public Relations Director shall be the Chair of the Marketing Advisory Committee, serve as Board liaison with the Head Golf Professional, market the Corporation to the primary market, supervise expenditures from the advertising budget, represent the Corporation at relevant community meetings within the target market of the Corporation, and advise the Board about community issues relevant to the Corporation.

### **Section 6. Personnel and Member Relations Director**

The Personnel and Member Relations Director shall direct the Human Resource functions of the Corporation, serve as the liaison for the Board with the Superintendent of Grounds, be responsible for ensuring that Board Members who are supervising managerial employees conduct semi-annual performance reviews of the managers and that all managers conduct semi-annual performance reviews of their staff. In addition, the Personnel and Member Relations Director shall establish and implement an employee grievance procedure and a member grievance procedure, and ensure creation of and chair a Grievance Committee, and shall survey the Membership on a regular basis, to assure awareness of relevant issues facing the Corporation.

### **Section 7. Joint Powers**

It is the intent of these Bylaws that each officer of the corporation have joint and several responsibility, obligation, and power to accomplish any and all of the tasks assigned to each of the above named individual officers and each may, upon approval and authority from a majority of the Board, execute any and all documents, contracts, agreements, and other legal instruments on behalf of the Corporation that may require the signature of a President, Secretary, Treasurer, or other corporate officer.

## **ARTICLE V MEETINGS**

### **Section 1. Meetings of the Members**

- 1) An annual meeting of the members of the Corporation shall be held between the 8<sup>th</sup> and 16<sup>th</sup> of December of each year at a location and time as determined by the Board of Directors. The purpose of the meeting shall be to elect members to the Board of Directors and for the transaction of such other business as may come before the meeting. Notice of the date and time of the annual meeting shall be posted on the official bulletin board and Corporation website, and mailed to all members, at least ten (10) days but no more than sixty (60) days prior to such meeting date and must include an agenda and an absentee ballot.
- 2) An annual “Meet the Candidates” meeting of the members of the corporation shall be held before the 8<sup>th</sup> day of November of each year at a location and time as determined by the Board of Directors. The purpose of the meeting is to give members an opportunity to obtain information regarding the qualifications of nominees to the Board of Directors. In the event an election will not be held at the annual meeting this meeting shall not be held. Notice of the date and time of this meeting shall be posted on the official bulletin board and the Corporation website, at least ten (10) days but no more than sixty (60) days prior to such meeting.
- 3) An annual financial meeting of the members of the corporation shall be held during the month of March each year at a location and time as determined by the Board of Directors. The purpose of the meeting is to give members an opportunity to obtain information regarding the current status of the Corporation and to transact any other business to come before the meeting. Notice of the date and time of the annual financial meeting shall be posted on the official bulletin board and the Corporation website at least ten (10) days but no more than sixty (60) days prior to such meeting.
- 4) Special meetings of the members of the Corporation may be called by the Board of Directors and shall be held at a location and time as determined by the Board. The business to be conducted at a special meeting shall be limited to that stated in the notice of the meeting. Notice of all special membership meetings shall be posted on the official bulletin board and the Corporation website, and mailed to all members at least ten (10) days but no more than sixty (60) days prior to such meeting date and must include an agenda and, if an election will be held, an absentee ballot.

- 5) The members of the Corporation may authorize any action by the Board of Directors that requires the members' approval without a meeting of members if immediate action is required because of the existence of an unforeseeable emergency situation that will pose an imminent threat to public safety or that will cause serious harm to the Corporation unless it is immediately corrected. The action shall be approved if one or more written consents describing and approving the action taken are signed by twenty-five percent (25%) of members entitled to vote and are delivered to the Corporation for inclusion in the minutes or filing with the Corporation records. Written notice of member approval shall be given to all members who have not signed a written consent. For the purposes of this paragraph, signature includes an electronic signature as defined by law.
- 6) Informational meetings of the members may be called by a majority of the Board of Directors and shall be called by the Board upon receipt of a written request subscribed to by at least ten percent (10%) of the equity members. Notice of informational meetings shall be posted on the official bulletin board and the Corporation website, at least ten (10) days but no more than sixty (60) days in advance of such meeting.
- 7) A complete list of the members in good standing and entitled to vote at meetings of the Corporation (arranged in alphabetical order with the address of each) shall be prepared at least ten (10) days before each meeting of the members, which list shall be subject to inspection by any member during business hours, upon reasonable notice.
- 8) Members present, or represented by absentee ballot, amounting to twenty-five percent (25%) of all members entitled to vote shall constitute a quorum for membership meetings.
- 9) All business of the Corporation shall be governed according to the current edition of Roberts Rules of Order in all cases in which they are applicable and which they are not inconsistent with these Bylaws or any special rules of order of the Corporation.

## **Section 2. Board of Director Meetings**

- 1) An annual directors meeting for the purpose of electing officers shall be held at such time and place as designated by the Board, but within forty-eight (48) hours of the annual members meeting. In addition, at such meeting, the Board shall schedule and post, the date, time, and place of a minimum of six regular monthly Board meetings to be held during the fiscal year.
- 2) A special meeting of the Board may be called by the Managing Director or at the request of any three (3) directors and shall be held at such time and place as designated in the notice of the meeting.
- 3) Notice of any regularly scheduled meeting of the Board of Directors is not required. Notice of a special meeting may be given in any manner, but shall be given at least two (2) days prior to the meeting. The business to be conducted at a special meeting shall be limited to that stated in the notice of the meeting.

- 4) Any Director may waive notice of any meeting, and attendance of a Director at a meeting shall constitute a waiver of notice of such meeting.
- 5) The Board of Directors may enter into an executive session as part of any meeting and such session shall be open only to Board Members unless the Board specifies otherwise. An executive session may only be called for the purposes of discussing personnel, legal actions, or contracts which might be jeopardized if discussed openly.

## **ARTICLE VI COMMITTEES**

### **Section 1. Standing Committees.**

The following standing committees, each consisting of not less than three (3) individuals, are hereby established:

#### 1. Nominating and Election

Within the time frame provided in these Bylaws, the committee shall select nominees whose experience and qualities meet the needs of the Corporation, contact prospective nominees and obtain their consent to serve if elected, and prepare and submit a report on the results of their activities to the Board of Directors and oversee the election process of the Corporation, as described in these Bylaws.

#### 2. Finance

Provide financial oversight for the Corporation including developing an annual operating budget, approving the budget within the finance committee, monitoring adherence to the budget, setting long-range financial goals along with funding strategies to achieve them, and presenting all financial goals and proposals to the Board of Directors for approval.

#### 3. Grievance

Hear representations by members and employees directly involved in grievances, mediate voluntary adjustment by the parties, and advise adjustment by the Board of Directors when appropriate.

#### 4. Long Range Planning

Research, review and recommend to the Board of Directors, plans, programs, policies, and projects for changes in use of facilities, replacement of facilities, and new proposed facilities as needed by the Corporation.

#### 5. Policy and Procedures

Conduct an annual review of all Corporation policies and procedures and suggest revisions as appropriate, review policy and procedural changes suggested by the Board of Directors, members, and Board committees, and draft motions for policy or procedural changes for discussion and vote by the Board of Directors.

6. Business Advisory Committee

Contribute to the development of the Corporation by providing advice and direction to the Board of Directors based upon each committee member's life skills, employment experience, and expertise in financial services, management, organization, technological or academic areas.

7. Marketing Advisory and Public Relations

Seek to generate public interest and utilization of the Corporation's products and services by developing and implementing a promotional campaign for member and golf recruitment, update the Corporation's social networking sites at least quarterly, monitor, post, and update the Corporation website with news, event reminders, calendar items, video clips, and other relevant content.

8. Time of Appointment

Appointment to the Standing Committees shall be made at the January Board of Directors meeting and committee members shall serve until their successors have been appointed.

**Section 2. Additional Committees**

The Board shall have authority to appoint additional committees to serve such purposes, as the Board shall designate. Appointments thereto shall be made by the Board of Directors.

**ARTICLE VII  
AMENDMENTS**

The Board shall have the power to recommend changes to these Bylaws by an affirmative vote of the majority of the Board, but any change shall not be effective until after it has been approved by a vote of a majority of the membership at a meeting at which the matter is discussed.

**ARTICLE VIII  
BOOKS AND RECORDS**

There shall be kept at the office of the Corporation or such other place as designated by the Board, books of all business and transactions of the Corporation, including but not limited to copies of all annual financial statements, the Articles of Incorporation, the Bylaws, a membership book listing the names and addresses of all equity members, and the minutes of all regular or special meetings of the membership and the Board of Directors. All Corporation records described in this Article shall be available for inspection, and copying if desired, by Corporation equity members.

**ARTICLE IX  
DISSOLUTION**

In the event of the dissolution of the Corporation, the real and personal assets of the Corporation, after return to members of excess membership dues, fees and assessments, but not net earnings, shall be distributed on a pro rata basis to the members, after all provisions for liabilities have been made, in accordance with federal and state law.

**ARTICLE X  
RESERVE FUNDS**

**Section 1. Corporation Reserve Fund**

A separate bank account known as the Corporation Reserve Fund, shall be established for the management of monies to be accumulated monthly from general income. Prior to the fiscal year, the Board of Directors shall approve a budgeted dollar amount to be withdrawn monthly from the Corporation operating funds and transferred to the Corporation Reserve Fund. This reserve fund shall only be used to repair or replace assets needed for the purposes of the Corporation. This fund is not available for non-budgeted capital expenditures, nor for normal operating expenses, unless unanimous approval for such use is approved by the Board of Directors at a meeting at which discussion of the proposed use is included in the meeting notice and agenda. Each month the complete activity of this account will be posted on the Corporation bulletin board and website for membership review and presented to the Board of Directors as a part of the financial statement.

**Section 2. System Reserve Study**

The Board of Directors shall direct preparation of a reserve study to identify the current status of the Corporation reserve funds with the goal of developing a stable and equitable funding plan so that sufficient funds are available when anticipated major asset replacements are required. This study shall include a review of the remaining useful life of the Corporation's current assets and their replacement cost, and shall be completed and presented to members no later than the December 2018 annual meeting.

**Section 3. Additional Reserve Funds**

The Board of Directors may establish additional reserve funds which shall be funded from an annual Corporation profit, sale of corporate assets, gifts and donations, or other extraordinary income.

**ARTICLE XII  
EFFECTIVE DATE**

These Bylaws shall be effective upon their approval by the membership, except that a reduction in the number of directors shall not affect the term of office of any director. A director currently holding office as of the effective date of the reduction in the number of members of the board of directors shall continue to be a director until the office becomes vacant by means of term expiration or otherwise.

Approved by membership on March 30, 2017.