

Colorado Youth Sports Organization, Inc.
A Colorado Nonprofit Corporation
BYLAWS

I. NAME

The name of the organization is Colorado Youth Sports Organization, Inc.

II. PURPOSE AND AUTHORITY

A. EXISTENCE AND GOVERNING PRINCIPLES -- The organization is incorporated as a non-profit corporation under Colorado nonprofit corporation statutes and is intended to be a tax-exempt corporation as defined in Section §501(c)(3) of the Internal Revenue Code of 1954 or any amended or successor provision thereto. The organization shall be governed by the Articles of Incorporation and these Bylaws, as they may be amended from time to time. The Bylaws or amendments thereto shall not conflict with the provisions of the Articles of Incorporation.

B. BASIC PURPOSES -- The organization exists to foster national and international amateur sports competition .

C. POWER TO CONTRACT -- The organization shall have authority to contract with any person or legal entity; to hire employees, and engage services of agents and independent contractors; to receive, maintain, and accept as assets of the organization, any property, whether real, personal or mixed, tangible or intangible, by way of gift, bequest, devise, grant, or purchase, from any governmental unit, person, firm, trust, organization or other legal entity, to be held, administered, and disposed of in accordance with and pursuant to the provisions of the Articles of Incorporation; but no gift, bequest, devise, grant, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as would violate the non-profit status of the organization or which would jeopardize the Federal Income Tax exemption of the organization pursuant to §501(c)(3) of the Internal Revenue Code as now in force or as may be amended by other statute or regulation.

D. POWER TO SELL -- The organization shall have the authority to sell, exchange, or otherwise dispose of any property or property rights in accordance with the stated purposes of the organization and, provided, such activity does not jeopardize the status of the organization as tax-exempt under Internal Revenue Code §501(c)(3), and further provided such activity does not jeopardize the status of the organization as a nonprofit organization under the laws of Colorado.

E. IN-KIND CONTRIBUTIONS -- The organization shall have the authority to value reasonably, and to accept at such value, in-kind contributions of property or work, whether physical or intellectual, in exchange for membership or for other corporate purposes, as defined later in these bylaws.

F. POWER TO BORROW AND SECURE DEBT -- The Organization shall have the authority to borrow money, issue bonds and other indentures and obligations for monies borrowed or in payment of property acquired, secured or unsecured, issue and sign promissory notes or other indentures of repayment, and secure repayment of obligations by mortgage, security agreement, pledges, or other agreements.

G. GENERAL POWERS -- The organization shall have the authority to cause, sponsor, or engage in any and all activities conferred by law, whether specifically enumerated here or in the articles of incorporation or not, in furtherance of the purposes stated in these bylaws and the articles, and provided the nonprofit, tax-exempt status of the organization is not jeopardized.

III. MEMBERS AND USERS AND POWER TO VOTE

A. MEMBERS -- There shall be the following categories of members of the organization: Other categories of membership may be defined by the Executive board of Directors.

1. INDIVIDUAL TEAM MEMBERS shall pay dues in the amount designated for the membership year as defined in these bylaws. The terms, conditions and requirements for work or other contributions shall be outlined generally in the written policies of the organization approved by the Executive Board of Directors, and shall be subject to the ultimate discretion of the Executive Board of Directors in all cases.

2. BUSINESS DONOR MEMBERS shall donate an amount outlined generally in the written policies of the organization approved by the Executive Board of Directors, and shall be subject to the ultimate discretion of the Executive Board of Directors in all cases.

3. BRONZE BENEFACTOR MEMBERS shall donate the amount outlined generally in the written policies of the organization approved by the Executive Board of Directors, and shall be subject to the ultimate discretion of the Executive Board of Directors in all cases.

4. SILVER SPONSOR MEMBERS shall donate the amount outlined generally in the written policies of the organization approved by the Executive Board of Directors, and shall be subject to the ultimate discretion of the Executive Board of Directors in all cases.

5. GOLD MEDAL PATRON MEMBERS shall donate the amount outlined generally in the written policies of the organization approved by the Executive Board of Directors, and shall be subject to the ultimate discretion of the Executive Board of Directors in all cases.

6. PARENT MEMBERSHIPS shall be linked to INDIVIDUAL TEAM MEMBERS and shall incur no further membership dues.

7. MEMBERSHIP -- Approval or rejection of membership shall be based upon criteria adopted by the Executive Board of Directors.

8. ORGANIZATIONS MAY REGISTER as members of the Colorado Youth Sports Organization, Inc. a non-profit organization.

B. TEAM MEMBERS - NON VOTING

1. TEAM MEMBERS under the age of eighteen shall not be entitled to vote in the affairs of the organization, but shall be granted the right to use the services of the organization without the payment of dues, under terms of identification and registration as set by the Policies of the organization and approved by the Executive Board of Directors, and upon signed registration for the use of team services.

2. ACCEPTANCE OF MEMBERSHIP - DENIAL OF MEMBERSHIP

a. ACCEPTANCE -- Acceptance of membership shall require signature upon a registration form authorized by the Board of Directors and payment of dues as specified in the bylaws.

b. DENIAL -- The Board of Directors shall reserve the right to refuse or cancel membership or use, and to refuse, prohibit, or deny access, to any person, firm, organization, partnership, foundation, association, parent, team member or other legal entity when the Executive Board determines that such membership or use would be incompatible with the Articles of Incorporation, upon delinquency of dues payments, or when the Executive Board determines that the behavior of the member is contrary to these bylaws or such rules, policies and procedures as the Executive Board may establish.

3. All members and users of services, as a condition of membership or use of the services of the Colorado Youth Sports Organization, Inc. shall be required to consent to the policies of the Organization and Executive Board.

C. DUTIES OF MEMBERS

1. MEMBERSHIP OR USE CARRIES DUTIES -- Membership in, or use of, the Colorado Youth Sports Organization, Inc. a non-profit corporation or any related, connected or used, equipment, services, shall carry duties and obligations as well as rights. No one shall claim rights in this organization without accepting corresponding duties and obligations as provided in these bylaws, the Articles of Incorporation, and the rules and policies of the organization.

2. RIGHT TO WITHDRAW -- A member or user shall have the right to withdraw from the Colorado Youth Sports Organization, Inc. at any time for any reason.

D. ANNUAL DUES - INCREASES - IN-KIND -- DELINQUENCIES

1. DUES - INCREASES -- Annual Membership dues shall be determined by the Executive Board of Directors. Unless authorized by a vote of the members, the Board may not increase any dues in an amount greater than 100% from the existing dues in any twelve-month period. A paid individual team membership shall entitle one parent member to vote for a representative to the Executive Board of Directors of the organization, and on any other matters allowed by the Articles of Incorporation, the bylaws, and the law.

2. DELINQUENT MEMBERS -- At the discretion of the Executive Board of Directors, a member ceases to remain in good standing if annual membership dues are delinquent for a period of two (2) months or more.

3. IN-KIND GOODS OR SERVICES -- In-kind goods or services may be accepted in lieu of membership dues, according to a schedule of equivalence established by the Executive Board.

E. ANNUAL MEMBERSHIP MEETING -- A regular annual membership meeting shall be held annually in June of each year. The meeting shall be held in at such place as the Executive Board of Directors shall determine.

F. SPECIAL PARENT MEETINGS -- Special meetings of the membership may be called at the request of two Executive directors, the President with the concurrence of the Chair of the Board of Directors, any three parent officers recognized and authorized in these Bylaws, or by fifteen (15%) percent of the voting members in good standing but not more than twenty-five members in any case. Notices of such meetings as well as the purpose may be sent by posting a notice to the electronic mail addresses of the members, or, in the discretion of the Board of Directors by first class mail or any other method permissible under Colorado Non-Profit Corporation law at least ten calendar days prior to the time of the meeting.

G. QUORUM -- A quorum at any meeting of the membership shall consist of at least fifteen members in good standing present at the meeting, except as provided in these bylaws for meetings to amend the bylaws or Articles of Incorporation.

IV. EXECUTIVE BOARD OF DIRECTORS

A. DUTIES AND POWERS -- The Executive Board of Directors shall be the governing body of the Colorado Youth Sports Organization, Inc. and all of its officers, committees, employees, and agents. It shall establish policies and rules for the operation of Colorado Youth Sports Organization, Inc. of Colorado, and shall provide direction concerning financial and administrative operations, consistent with the bylaws.

B. MEMBERSHIP OF THE EXECUTIVE BOARD OF DIRECTORS

1. NUMBERS OF MEMBERS AND LENGTH OF TERMS -- The Executive Board shall consist of three (3) voting members of the organization. The Chairman of the Executive Board of Directors shall be the owner (or owner's designee) of Gymnastics and Dance of Rockrimmon, DBA. Artsports. The second Executive Board member shall be the acting Head Coach of Artsports Gymnastics Team. The third Executive Board member shall be the President of the Parents group or their elected or appointed designee to be elected for a one year term. The elected parent member of the Board of Directors shall serve while qualified (currently affiliated with an active Individual Team Member) under these bylaws or until the election and qualification of their successors.

2. EXECUTIVE DIRECTOR AND STAFF -- The Board may employ an Executive Director, who shall manage the daily affairs of the organization and shall serve at the will and pleasure of the Board. The Executive Director shall serve as a non-voting ex-officio member of the Board.

3. ASSUMPTION OF OFFICE -- The newly elected parent member of the Board of Directors shall take office at the next regular Board of Directors meeting following the election.

4. REPLACEMENT OF PARENT BOARD MEMBERS

a. ABSENCES -- Should any parent member of the Board of Directors miss three consecutive meetings without due cause, the Chair of the Board, or the Head Coach in absence of the Chair may declare the position vacated, and a successor shall be elected by a majority of the Board to fill the vacancy.

b. RESIGNATIONS -- Should any parent member of the Board resign or otherwise terminate his or her membership on the Board, a successor may be appointed by the Executive board or be elected by a majority of the parents.

c. TERM -- Replacement Directors shall serve the remainder of the term.

C. MEETINGS OF THE EXECUTIVE BOARD OF DIRECTORS

1. REGULAR MEETINGS -- Meetings of the Executive Board shall be held at least once a month at a time, manner and place to be designated by the Chair of the Board.

2. SPECIAL MEETINGS -- Special meetings may be called at any time by the Chair or two members of the Board.

3. OPEN MEETINGS -- All meetings of the Board shall be open.

4. ORDER OF BUSINESS -- The order of business at any regular meeting of the Board shall be in accordance with the Agenda. Any Board member may place items on the Agenda.

5. SUBMISSION OF ITEMS FOR THE AGENDA -- The Chairman shall accept written requests for items to be placed on the Agenda of the Board of Directors up until 2 business days before the time of issuing notice of a particular meeting. The Chairman, in her or his sole discretion may accept, but is not obligated to accept, later requests for items to be placed on the Agenda. The Board may promulgate rules and regulations for placing items on the Agenda, consistent with these Bylaws, and may provide for electronic means, in her or his sole discretion, for submission of Agenda items.

6. AGENDA INCLUDED IN NOTICE OF MEETING -- The Agenda, when available, shall be included in any written notice of any meeting, and if notice is given by electronic mail, shall be a part of such electronic mail notice also.

7. QUORUM – Two (2) voting members of the Board shall constitute a quorum for the transaction of business.

D. CHAIR OF THE BOARD - CHIEF EXECUTIVE OFFICER

1. EXECUTIVE AUTHORITY OF THE ORGANIZATION -- The executive authority of the organization shall reside in, and be exercised by, the Chair of the Board of Directors who shall be designated "Chair of The Board of Directors and Chief Executive Officer".

2. PRESIDING OFFICER AT MEETINGS OF THE BOARD OF DIRECTORS -- The Chair of the Board of Directors shall preside at all meetings of the Board of Directors of the organization and shall administer the agenda for the meeting, rule on questions of procedure, and shall cast the deciding vote in the event of a tie on all matters before the Board.

3. PRESIDING OFFICER AT ANNUAL MEETINGS OF THE MEMBERS -- The Chair of the Board of Directors or his designee shall preside at the Annual Meetings of the voting members of the organization.

4. PRESIDING OFFICER AT SPECIAL MEETINGS -- The Chair of the Board of Directors shall preside at all special meetings of the Board and all special meetings of the members. In the absence of the Chair of the Board of Directors, the Directors present at a special Board meeting, or the voting members present at a special members meeting shall elect a chair of the special meeting by majority vote.

E. OFFICERS OF THE PARENT ORGANIZATION

1. NUMBER OF OFFICERS AND PROVISIONS FOR ELECTION – The officers of the Parent Advisory Board of Directors shall be President, Vice Presidents as the Board may determine, a Secretary and a Treasurer. Nominations of officers shall be made by the Parent Members. The Board shall elect the President, Vice President, Secretary, and Treasurer by ballot. Officers shall hold office for one year or until a successor is elected by the Parents. Newly elected officers shall take office at the regular Parent meeting following their election. Officers may be removed, by majority vote of the Parent Board of Directors.

2. QUALIFICATIONS, DUTIES, AND POWERS

a. PRESIDENT OF THE PARENTS ADVISORY BOARD -- The President shall carry out the duties assigned by the Chair of the Board of Directors or, the majority vote of the Board of Directors. The President shall, with the approval of the Chair, appoint chairpersons of committees and councils. The President shall be an ex-officio member of all committees, , and to perform other such duties as required by the Chair or the Board of Directors.

b. THE VICE-PRESIDENT -- The Vice- President shall act in the absence of the President and is charged with the duty of coordinating the activities of the Board and Committees.

c. VICE PRESIDENT -- Vice Presidents shall exercise such authority as shall be determined in written Executive Board policies in accordance with the Articles and these Bylaws.

d. SECRETARY -- The Secretary shall keep the minutes of all meetings, have charge of such records as the Board may direct, maintain a register of all members and their addresses and telephone numbers, and perform all duties incident to the office of Secretary.

e. ASSISTANT SECRETARIES -- The Parent Board shall, with the concurrence of the Secretary, appoint such Assistant Secretaries as it deems advisable. Assistant Secretaries shall operate at the direction of the Secretary.

f. TREASURER -- During the Treasurer's term of office she or he will supervise the execution of the budget for the Board. The Treasurer shall keep the Executive and Parents Board of Directors informed of the financial status of the organization, and make such recommendations as she or he deems necessary.

g. ANNUAL INSPECTION OF BOOKS - FISCAL YEAR -- The Treasurer shall arrange for an annual inspection of the organization's books of account as of a date set by the Board of Directors. Such inspection shall be conducted by a committee of members appointed by the Executive Board of Directors with at least 3 non-board members. Such inspection may be conducted in consultation with the organization's certified public accountants. The inspection committee shall have a reasonable time to conduct such inspection and shall issue a written report with objections to the records, if any, and with suggestions and recommendations for future actions, if desirable in the opinion of the committee. The fiscal year shall be the calendar year unless otherwise determined by the board of directors. Formal audits shall not be required except when required by law.

h. ASSISTANT TREASURERS -- The Board shall, with the concurrence of the Treasurer, appoint such Assistant Treasurers as it deems advisable. Assistant Treasurers shall operate at the direction of the Treasurer.

i. MINUTES -- Minutes of all Parent Committee meetings shall be written and maintained by the Secretary.

j. FINANCIAL RESPONSIBILITY -- Financial Responsibility for the affairs of the organization rests with the Executive Board of Directors. All disbursements of more than a sum to be determined by the Executive Board of Directors shall be made by checks duly signed by the Executive Director, or any two of the following: the Chair of the Board, Parent member of the Board, President, Secretary, Treasurer or Vice President of the Parents. The Executive Board of Directors may authorize other requirements by majority vote at any meeting.

V. COMMITTEES

A. APPOINTMENTS AND MEMBERSHIP -- The Chair of the Board, with the approval of the Board, may appoint from the organization membership and the Board of Directors, ad hoc committees to assist in special aspects of the organization's activities. Ad hoc committees shall serve until relieved by the Board, or for the same term as the Parent Board officer. Committee members may succeed themselves as necessary to assure continuity in organization activities. Any Executive Committee member may be an ex-officio member of a committee when specifically designated by the Chair of the Board.

B. STANDING COMMITTEES -- The Chair of the Board shall appoint, with the approval of the Board of Directors, standing committees for specific programs, such standing committees to continue in existence until dissolved by the Board.

C. ADVISORY COUNCIL -- The Chair of the Board may appoint, with the approval of the Board of Directors, an Advisory Council consisting of a number of persons reflecting the diversity of the community, to assist the Board in the formulation of policy. The Advisory Council shall continue in existence until dissolved by the Board of Directors.

D. DUTIES AND POWERS -- Standing committees shall meet at least once a month, and shall submit a written report monthly to the Board of Directors for their consideration. Committees may not expend organization funds without express prior approval of the Board of Directors. The functions and authority of a committee shall be designated in writing over the signature of the Chair of the Board.

VI. INDEMNIFICATION

A. INDEMNIFICATION -- Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (hereafter, a "proceeding"), by reason of the fact that she or he, or a person of whom she or he is the legal representative, is or was a director or officer of the organization, or while a director of the organization is or was serving at the request of the organization as a director, officer, trustee, employee, or agent of another organization, trust, or other incorporated or unincorporated enterprise, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer, trustee, employee, or agent shall be indemnified and held harmless by the organization to the fullest extent authorized by Colorado law. All such persons shall be indemnified and held harmless by the organization against all expense, liability, and loss (including attorneys' fees, judgments, fines, taxes, or penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection with the indemnified action or inaction, and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs, executors, and administrators.

B. PAYMENT -- The right to indemnification conferred in these bylaws shall be a contract right and shall include the right to be paid by the organization the expenses incurred in defending any such proceeding in advance of its final disposition; provided however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer of the organization in advance of the final disposition of a proceeding, shall be made only upon delivery to the organization of an undertaking, by or on behalf of such director or officer or agent, to repay all amounts so advanced if it shall be ultimately determined that such director or officer is not entitled to be indemnified under this Article or otherwise. The organization may, by action of its Board of Directors, provide indemnification and advance expenses to employees and agents of the organization and others permitted to be indemnified by Michigan law with the same scope and effect as the foregoing indemnification and advancement of expenses of directors and officers.

C. DEFENSE AGAINST CLAIMS -- If a valid claim pursuant to the above provisions of the Article is not paid in full by the organization within ninety (90) days after a written claim has been received by the organization, the claimant may at any time thereafter bring suit against the organization to recover the unpaid amount of the claim, and, if successful in whole or in part the claimant shall be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, is required, has been tendered to the organization) that the claimant has not met the standards of conduct that make it permissible under Colorado law for the organization to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the organization. Neither the failure of the organization (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because she or he has met the applicable standard of conduct as provided by Colorado law, nor an actual determination by the organization (including its Board of Directors or independent legal counsel) that the claimant has not met such applicable standards of conduct, shall be a defense to the action or create an applicable standard of conduct.

D. NON-EXCLUSIVITY -- The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in these bylaws shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the common law, a provision of the Articles of Incorporation, bylaws, agreement, or disinterested directors, or otherwise.

E. INSURANCE -- The organization may maintain insurance, at its expense, or provide alternative financial arrangements including but not limited to providing a trust, letter of credit, or self-insurance to protect itself and any director, officer, trustee, employee, or agent of the organization or another

venture, trust, or other incorporated enterprise against any such expense, liability, or loss, whether or not the organization would have the power to indemnify such person against such expense, liability, or loss under Colorado law.

VII. GENERAL

A. NON-PROFIT - TAX EXEMPT -- The organization may not engage in any activity of a commercial nature that would violate its status as a non-profit organization as defined by existing laws, nor shall the organization engage in any activity that is in contravention of the requirements of Internal Revenue Code §501(c)(3) and applicable rules and regulations which would cause the organization to lose its status as tax exempt under such provisions of the law. The organization may not engage in any partisan political activity.

B. LIMITATIONS OF DEBATE -- Every member of the organization shall be entitled to speak at membership meetings on any subject brought before the organization for consideration. Every member of the Board of Directors shall be entitled to speak at any Board of Directors meeting on any subject brought before the Board of Directors. The Chair of any meeting shall, at her or his sole discretion, have the power to limit debates.

C. CONDUCT OF MEETINGS -- Meetings shall be conducted according to Robert's Rules of Order. The Board of Directors shall determine the published edition of Robert's Rules of Order which shall be the authoritative source for meeting rules.

D. NONDISCRIMINATION -- The organization shall not discriminate in employment, membership, or registered use against any person on the basis of race, color, gender, religion, creed, age, disability, favorite food, national origin, or sexual preference.

VIII. DISSOLUTION

A. NON-PROFIT -- This organization is a non-profit amateur athletic corporation not operated, and not to be operated, for profit. It is organized exclusively for amateur athletic purposes, and its property is to be used exclusively for carrying out such purposes. The organization may not engage in any activity that is in contravention of the requirements of Internal Revenue Code §501(c)(3) and applicable rules and regulations which would cause the organization to lose its status as tax exempt under such provisions of the law. No officer, member, or employee of the organization shall receive or may be lawfully entitled to receive any pecuniary profit from the operation of the organization except for reasonable compensation for serving in effecting its purpose.

B. DISTRIBUTION OF ASSETS -- Upon dissolution or other termination of the organization, no part of the property of the organization, or any of the proceeds thereof, shall be distributed to, or inure to the benefit of, any of the members of the organization, but shall be distributed first in payment of all liability of the organization, and then to another non-profit education or information organization in accordance with the Articles of Incorporation, whose objectives are deemed by the Board of Directors to be harmonious with the organization and objectives Colorado Youth Sports Organization, Inc.

IX. CONFLICT OF INTEREST POLICY

A. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

B. DEFINITIONS

1. INTERESTED PERSON

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

4. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

C. PROCEDURES

1. DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. PROCEDURES FOR ADDRESSING A CONFLICT OF INTEREST

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/sheshall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

X. AMENDMENTS

A. VOTE – Any portion of these bylaws may be amended by a two-thirds (2/3) vote of the Executive Board of Directors.

B. NOTICE OF MEETING TO AMEND BYLAWS – In all cases, notice of intent to amend these bylaws shall be given to the membership at least fourteen (14) calendar days in advance of the meeting before any vote to amend may be taken. Such notice shall be by electronic means and/or by first class mail. Members in actual attendance may give a written waiver of such notice at the meeting.

C. AMENDMENT OF ARTICLES OF INCORPORATION -- The articles of Incorporation may not be amended except by two-thirds (2/3) vote of the Executive Board of Directors. Meetings to amend the articles and notice of such meetings shall be conducted and given in the same manner as a meeting to amend the bylaws, except that notice shall be given not less than thirty (30) days in advance.

D. NOTIFICATION - INTERNAL REVENUE SERVICE -- Any amendment to these bylaws or the Articles of Incorporation shall be filed as required with the Internal Revenue Service, as the law and regulations may require, in order to maintain tax-exempt status of the corporation under §501(c)(3) of the Internal Revenue Code.

APPROVED BY THE BOARD OF DIRECTORS

_____.

date

Certified True Copy:

_____, Secretary