



**THE SOCIETY FOR SCIENCE AND USER
RESEARCH FACILITIES (SSURF)
CORPORATION**

BYLAWS



**ADOPTED FEBRUARY 19, 2021
REVISION 4**

Article 1. NAME AND PURPOSE

Section 1.01 Name. The name of the Corporation is Society for Science at User Research Facilities (SSURF) (hereinafter “the Corporation”).

Section 1.02 Purpose. The Corporation is created to be an independent 501(c)(3) organization with the scientific and educational purpose of advancing the science performed at user research facilities by (1) supporting their professional communities and research networks through the sharing of best practices and facilitation of professional development and (2) promoting public awareness about the benefits and significance of the facilities and their research.

Article 2. OFFICES AND REGISTERED AGENT

Section 2.01 Principal Office. The principal office of the Corporation and such other offices as it may establish shall be located at such place or places, either within or outside the State of Illinois, as may be designated by the Board of Directors.

Section 2.02 Office. The Corporation shall continuously maintain within the State of Illinois a registered office in compliance with the State of Illinois General Not For Profit Corporation Act of 1986.

Section 2.03 Registered Agent. The Corporation shall continuously maintain within the State of Illinois a registered agent in compliance with the State of Illinois General Not For Profit Corporation Act of 1986.

Article 3. OPERATION AS A TAX-EXEMPT ORGANIZATION; EXEMPT ACTIVITIES

Section 3.01 Organization. The Corporation will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (hereinafter “the Code”).

Section 3.02 Activity. The Corporation will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.

Section 3.03 Permission to Take Any Action. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, or agent of the Corporation is permitted to take any action or carry on any activity by or on behalf of the Corporation, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

Section 3.04 Net Earnings. No part of the net earnings of the Corporation may inure to the benefit nor be distributable to any Director, Officer, employee, or agent of the Corporation.

Section 3.05 Dissolution. If the Corporation dissolves, the balance of the money and property received by the Corporation, after payment of all the debts and obligations of the Corporation, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes to those for which the Corporation is organized. The Board of the Directors will choose the specific organization or organizations to which such a distribution will be made. No Director, Officer, employee, or agent of the Corporation, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of the Corporation.

Article 4. MEMBERSHIP

Section 4.01 Membership Classes. In accordance with the State of Illinois General Not For Profit Corporation Act of 1986, the Corporation recognizes the following classes of Members.

- (a) **User Research Facility Member.** Scientific user research facilities that provide expertise for both internal and external scientists and engineers to use in conducting research. User Research Facility Members will have the right to be a Voting Member provided they are a member in good standing as defined in Section 4.02. User Research Facility Members will designate a representative for the organization.
- (b) **Individual Member.** An individual that has an interest in, conducts research at, or supports the science performed at user research facilities.
- (c) **Organizational Member.** An organization that has an interest in, conducts research at, or supports the science performed at user research facilities.

Section 4.02 User Research Facility Members in Good Standing. A User Research Facility Member is considered in good standing and may vote in the elections of the Corporation provided they have paid their annual membership prior to the annual election in accordance with Section 4.05.

Section 4.03 Member Services and Benefits. The Board shall identify and make available services to the membership that shall benefit the membership and/or advance the Corporation's pursuit of its purpose.

Section 4.04 Sponsors. The Board, in its sole discretion, may identify individuals or organizations to serve as "sponsors" of the Corporation's services, events or other activities, to further assist the Corporation in its pursuit of its purpose.

Section 4.05 Dues and/or Fees. If any, will be established on an annual basis by the Board of Directors for all membership categories. A Voting Member is considered in good standing and may vote in the annual election if they have paid their annual dues and/or fees at least fourteen (14) days in advance of the election, unless forgiven or reduced by the Board through majority vote.

Section 4.06 Equal Opportunity. Membership in this organization shall be made available without regard to race, color, creed or national origin, religion, gender, age, disability or sexual orientation. Notwithstanding the above, dues may be levied on a staggered basis based on the categories of membership.

Article 5. BOARD OF DIRECTORS

Section 5.01 General Powers and Duties. Management of the affairs of the Corporation shall be vested in its Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation under the State of Illinois General Not For Profit Corporation Act of 1986 and its Articles of Incorporation, subject to the limitations set forth in the Articles.

Section 5.02 Number and Composition of Board.

- (a) **Elected Directors.**

- (i) The number of elected positions of the Board of Directors shall be fixed by resolution of the Board of Directors. The number of Elected Directors shall be no fewer than seven (7) Elected Directors and no more than twelve (12) Elected Directors.
- (ii) Elected Directors shall be selected solely pursuant to the provisions set forth below in Article 5.04.

(b) Non-Voting Directors and Members. The Board may establish, at its discretion, category(ies) of Non-Voting Board Directors and Members. The Executive Director shall be a Non-Voting Member of the Board.

Section 5.03 Qualifications.

- (a) Directors do not need to be residents of the State of Illinois.
- (b) No person shall serve as a Director of the Corporation if he or she has an ongoing direct or indirect personal or financial relationship that would materially impair his or her ability to act solely in the interests of the Corporation. Whenever a Director has a direct or indirect personal or financial interest in a particular transaction or other decision to come before the Board of Directors, he or she shall disclose such personal or financial interest to the Board of Directors, which shall take such action, including disqualification, as it determines to be appropriate.

Section 5.04 Elections and Terms.

- (a) The Board is composed of three (3) classes of Directors whose terms are staggered by one year.
- (b) Elections for open Directors shall be held every year. A Director may succeed himself or herself.
- (c) Each Director shall serve a three (3) year term, commencing October 1 and ending September 30 (hereinafter the "Service Year").
- (d) Beginning October 1, 2020, and each succeeding Service Year, successors to the class whose term expires on September 30 shall be elected for a three (3)-year term and until their successors are duly elected or appointed.
- (e) No one shall serve on the Board for more than six (6) years of total service, excluding interim service.
- (f) The Term of any individual Director shall terminate upon the end of his or her Term; upon the effective date of his or her resignation, which may be made at any time by giving notice thereof in writing; upon his or her death; or upon a vote of a majority of the entire Board then in office to remove him or her from office.
- (g) The Board of Directors may appointment an Interim Director to fill a vacancy resulting from the death, resignation or removal (hereinafter "resignation") of an Elected Director. When a Director's service ends prematurely, a Director may be nominated and selected by the Board to fill the Interim Term within thirty (30) days, subject to the requirements for minimum composition of the Board as set forth above in Article 5.02. Interim Directors shall be selected to the Board by the majority vote of the Board then in office. The Interim Director's term will coincide with the remaining term of the class of the Elected Director that resigned from the Board. An Interim Director will be considered an Elected Director.

- (h) Removal may occur with or without cause, by the affirmative vote of a majority of the Elected Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present. If the vote for the removal of one or more Directors is to take place at a special meeting, written notice of the proposed removal must be prepared and delivered to all Directors pursuant to Article 7.02. Such notice must both include the purpose of the meeting (i.e., Removal of Directors) and list the Director(s) sought to be removed.

Article 6. QUORUM AND VOTING

Section 6.01 One-half of Membership Constitutes a Quorum. A quorum is required for the transaction of any business. A quorum is one-half (1/2) of the currently elected Board of Directors. In the absence of a quorum, the elected member(s) present may adjourn the meeting.

Section 6.02 Definition of Elected Directors. An Elected Director is a member of the Board of Directors that was elected by the SSURF Voting Members during an annual election.

Section 6.03 Majority. The affirmative vote of a majority of the Elected Directors present at a Board meeting at which a quorum is present shall be necessary and sufficient to the making of decisions by the Board, except as a larger vote may at any time be otherwise specifically required by the State of Illinois General Not For Profit Corporation Act of 1986, the Articles of Incorporation, or these Bylaws.

Section 6.04 One Vote. Each Elected Director shall have one vote. All voting at meetings shall be done personally and no proxy voting shall be allowed.

Section 6.05 Tie. In the event of a tie, the Chair (as defined by Article 10.03) shall determine the result.

Section 6.06 Director Present at Meetings. If an Elected Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such dissent by registered or certified mail to the Secretary (as defined by Article 10 below) within 24 hours of the meeting being adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

Section 6.07 Recusal for Conflict of Interest. Directors are subject to a continuing obligation to disclose any circumstance that may create an actual or apparent conflict of interest. If a Director finds him/herself in a situation that represents an actual conflict, or which might be perceived as involving a conflict of interest, the Director will immediately notify the Board and seek recusal from discussion and vote on the issue in question.

Article 7. MEETINGS

Section 7.01 Meeting Twice per Service Year. The Board of Directors shall meet at least twice per Service Year.

Section 7.02 Special Meetings. In addition to the regular meetings of the Board of

Directors, special meetings may be called by the Chair; the Vice-Chair (as defined in Article 10 below); or one-third (1/3) of the Elected Board upon written request to the Secretary.

Section 7.03 Meeting Locations. Regular or special meetings may be held either within or outside of the State of Illinois and shall be held at such times and in such places as the Board of Directors may determine in advance.

Section 7.04 Tele- and Videoconferencing. Except as noted below, Board members may participate in a meeting by means of telephone or similar communications equipment through which all Directors participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence at the meeting.

Section 7.05 Annual Meeting.

- (a) At least one meeting each Service Year shall occur in association with the Annual Meeting.
- (b) No fewer than two (2) Directors shall attend the Annual Meeting in person, unless an exception is granted by one-third (1/3) of the Board upon written request to the Secretary.

Section 7.06 Notices.

- (a) At least ten (10) days' notice shall be given to each Director of a regular meeting of the Board of Directors. The Corporation may provide a single notice of all regularly scheduled meetings for that year without having to give notice of each meeting individually.
- (b) Notice of a meeting of the Board of Directors shall specify the date, time, and place of the meeting, except as provided in Article 14 of these Bylaws (relating to amendment of the Articles and Bylaws), need not specify the purpose for the meeting or the business to be conducted.
- (c) A special meeting of the Board of Directors may be held upon notice of two (2) days. In such cases, notice of the meeting shall be provided electronically.
- (d) Notice must be either delivered personally to each Director or mailed (including the sending of a fax, or electronic mail) to his or her address on record with the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted.
- (e) Notwithstanding the foregoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

Section 7.07 Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided all Directors consent in writing by email or other electronic means and set forth in the same writing the action or decision taken or made. Consent in writing shall have the same force and effect as a unanimous vote and may be described as such in any document executed by or on behalf

of the Corporation.

Section 7.08 Compensation. No Director shall be compensated for his or her service as a Director, unless otherwise decided by the Board of Directors. Directors may be reimbursed for expenses incurred for the purposes of participating in meetings of the Board and while otherwise acting on behalf of the Corporation.

Article 8. ELECTIONS

Section 8.01 Elections for Directors. The Board is responsible for conducting elections in a fair and open manner.

Section 8.02 Open Board Positions. The Board will notify the Corporation's membership of any open Board positions for the upcoming year and how Voting Members may submit names for candidacy. The Board may establish a Nominating Committee as set forth in Section 9.01 to manage nominations for the Board and the election. Candidates for election must consent to run for election and to serve if elected.

Section 8.03 Written Notice. The Board shall provide written notice to the membership of the candidates for election.

Section 8.04 Fourth Quarter Elections. Elections shall be held during the fourth quarter of the Service Year in which a term expires.

Section 8.05 Member Voting. Each Voting Member in good standing (as defined by Article 4.02) shall be entitled to vote. Each Voting Member has one (1) vote multiplied by the number of Directors to be elected. The election shall be held by closed ballot. Election results will be determined by majority vote.

Section 8.06 Tie. In the event of a tie between two or more candidates for a single Director's seat, the outgoing Board may exercise discretion and proceed by either: 1) seating one Director using an arbitrary selection mechanism such as a coin toss; or 2) expanding the Board to seat more than one of the tied candidates as Directors. In the event that more than two candidates are tied for a single Director's seat and the outgoing Board chooses to expand the Board to accommodate some but not all of the tied candidates, an arbitrary selection mechanism shall be used to determine which of the tied candidates shall be seated as Directors.

ARTICLE 9. COMMITTEES

Section 9.01 Nominating Committee.

- (a) A Nominating Committee shall be appointed by the Board to recommend nominees to fill planned or open vacancies for Directors of the Board.
- (b) The Nominating Committee may include Directors, members, non-members, and non-Board representatives.
- (c) The Nominating Committee may seek input from members and other constituencies before recommending nominees to the Board.

Section 9.02 Annual Meeting Committee. The Board of Directors shall establish a committee to plan and coordinate the Corporation's Annual Meeting.

Section 9.03 Other Committees. The Board of Directors may establish other committees, including but not limited to advisory committees. Such other committees may include Directors, members, nonmembers, and non-Board representatives. Committees shall have only such authority as the Board of Directors may by law and these Bylaws direct, subject to the following provisions, any committee that includes persons other than Directors may not exercise any powers of the Board of Directors. No committee shall have the authority to alter or amend these Bylaws; to remove or appoint members of the Board of Directors; to fill vacancies on a committee created under this Article; to authorize distributions; or to adopt an annual budget.

Section 9.04 Salaries. The Board of Directors may fix the salaries or other compensation for members of any committee unless it delegates this authority to the Executive Director.

Article 10. OFFICERS

Section 10.01 Officers. The Officers of the Corporation, who are Elected Directors of the Board of Directors, shall consist of a Chair, Vice-Chair, Treasurer, and Secretary. The duties of any such Officers shall be fixed by the Board of Directors or by the Chair if authorized to do so by the Board of Directors. The same person may hold any two (2) or more offices at the discretion of the Board.

Section 10.02 Elections and Terms of Officers.

(a) The Officers shall be elected by the Elected Directors of the Board of Directors by a majority vote.

(b) **Terms of Officers.**

- (i) The regular term for Officers shall be two (2) years (“the Term of Office”).
- (ii) No Officer may serve more than three (3) Terms of Office in the same office. A regular Term of Office shall begin on October 1. If Officers are not elected by October 1, their terms will still end on September 30.
- (iii) An interim Term of Office is the remainder of an unfinished Term of Office.

(c) **Succession.**

- (i) The Chair may not serve two (2) consecutive Terms of Office, i.e., may not succeed self.
- (ii) The Vice-Chair ordinarily shall succeed the Chair, upon approval by the Board.
- (iii) The Secretary and Treasurer may be re-elected to the same office, subject to total Term of Office limit defined above in Article 8.02(b)(ii).
- (iv) Any vacancy among such Officers shall be filled by majority vote of the remaining Elected Directors of the Board of Directors, except that the Vice-Chair shall fill a vacancy in the Chair upon approval by the Board.
- (v) In the event that the Chair resigns or is otherwise removed from office, the Vice-Chair shall immediately succeed, upon approval by the Board, to the Chair for the interim term. A special election shall be held within thirty (30) days to fill the interim term of the vacant Vice-Chair. In the event that the Vice-Chair resigns or is otherwise

removed from office, a new election for Vice-Chair shall be held within thirty (30) days to fill the interim term. In the event that both the Chair and Vice-Chair resign or are otherwise removed from office, new elections shall be held for both Chair and Vice-Chair within thirty (30) days to fill the interim terms. Service for a regular term normally begins after an interim term unless modified by the Board. Officers may be removed from office with or without cause with prior notice and the opportunity to address the Board.

Section 10.03 General Powers and Duties. The duties and powers of the Officers of the Corporation shall be as provided in these Bylaws or (except to the extent they are inconsistent with these Bylaws) shall be those customarily exercised by corporate Officers holding such offices.

- (a) **Chair.** The Chair shall preside over the Board of Director meetings; shall be an ex officio Voting Member of all committees. The Chair is responsible for articulating the vision of the Corporation to the Board, for leading the development of organization priorities and for supervising all the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors. The Chair is responsible for liaising with the Corporation's Executive Director and shall in the absence of an Executive Director, act as the Executive Director of the Corporation. The Chair shall represent the Board in official communications with membership and other external organizations and shall perform such other duties as the Board of Directors may from time to time prescribe. With Board approval, the Chair shall have the power to change the registered agent and registered office of the Corporation.
- (b) **Vice Chair.** The Vice Chair provides the primary support to the Chair and shall perform the duties of the Chair in the absence or incapacitation of the Chair. The Vice Chair shall work closely with the Executive Director to achieve the tasks assigned to it. The also Vice Chair shall perform such other duties as the Chair, or the Board may from time to time prescribe. With Board approval, the Vice Chair shall have the power to change the registered agent and registered office of the Corporation.
- (c) **Secretary.** The Secretary shall oversee a process for the recording of all votes, minutes and attendance of all proceedings of the Board of Directors. He or she shall give or oversee a process for the giving of notice of all meetings and shall perform such other duties as may be prescribed by the Board of Directors or the Chair.
- (d) **Treasurer.** The Treasurer oversee and hold the primary responsibility for the management and reporting of the Corporation's finances and work closely with the Executive Director. The Treasurer shall oversee a process for: the keeping of full and accurate account of the receipts and disbursements of the Corporation; the depositing of all moneys and other assets in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; the disbursement of corporate funds; and for reports and accounting of the transactions and financial condition of the Corporation. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the Chair.
- (e) **Additional Offices.** The Board may from time to time establish and/or eliminate additional Offices to execute the affairs of the Corporation, as determined and directed by the Board.

Section 10.04 Inspections. Both the Secretary and Treasurer shall permit any Director

or his or her duly authorized attorney to inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

Section 10.05 Executive Director. The decisions of the Board of Directors shall be directed and executed through the Executive Director.

- (a) The Executive Director is hired by the Board of Directors and reports to the Chair.
- (b) Removal of the Executive Director may occur with or without cause, by the affirmative vote of a majority of the Elected Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present. The Board may decide in its sole discretion whether to replace the Executive Director who has resigned or otherwise been removed
- (c) The Executive Director shall be a Non-Voting Member(s) of the Board of Directors and shall not count toward the number of Directors as defined in Article 5.02
- (d) The Executive Director shall handle all day-to-day matters and duties for the operation of the Corporation, which duties shall include, but not be limited to, the hiring and discharge of employees to fill such positions as the Board may from time to time authorize; the execution of contracts or other instruments on behalf of the Corporation as the Board may authorize; and the signing of checks, drafts or other orders for payment of money provided that the Board may, by resolution, provide that such checks, drafts or other orders for payment above such amount as may be specified in the resolution shall require the countersignature of one or more specified Officers of the Corporation.

Article 11. INDEMNIFICATION AND INSURANCE

Section 11.01 Indemnify Director and Executive Director. The Corporation shall indemnify and hold harmless any Director and Executive Director of the Corporation to the maximum extent allowed by the State of Illinois General Not For Profit Corporation Act of 1986, 805 Illinois Code of Statutes Section 105. In providing indemnification under Article VIII, the Corporation shall follow the procedures described in the State of Illinois General Not For Profit Corporation Act of 1986. Further, the Corporation shall indemnify and advance expenses to an Officer who is party to a proceeding because he or she is or was an Officer of the Corporation:

- (a) To the same extent as a Director; and
- (b) If he or she is an Officer but not a Director, to such further extent as may be provided by the Articles of Incorporation, the Bylaws, a resolution of the Board of Directors, except for:
 - (i) Liability in connection with a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with the proceeding; or
 - (ii) Liability arising out of conduct that constitutes:
 - 1) receipt by the Officer of a financial benefit to which the Officer is not entitled;
 - 2) an intentional infliction of harm on the Corporation or the members; or

- 3) an intentional violation of criminal law.

Section 11.02 Advance for Expenses. Expenses incurred in defending a civil or criminal action suit or proceeding may be paid by the Corporation In advance of the final disposition of such action, as authorized by the Board of Directors in the specific case, upon receipt of (a) a written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (b) an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

Section 11.03 Indemnification of Officers, Agents and Employees. An Officer of the Corporation who is not a Director is entitled to indemnification under this article to the same extent as a Director. The Corporation may also indemnify and advance expenses to an employee or agent of the Corporation who is not a Director, consistent with Illinois Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

Section 11.04 Directors' and Officers' Liability Policy. The Board of Directors shall obtain and keep in force a Directors' and Officers' liability policy protecting against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Corporation's power to indemnify the agent under law.

Article 12. EXECUTION OF DOCUMENTS

Section 12.01 Loans. Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of the Corporation must be authorized or ratified by a resolution of the Board of Directors.

Section 12.02 Checks, Drafts and Promissory Notes. Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of the Corporation and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of the Corporation must be executed and attested by such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall periodically be determined by resolution of the Board of Directors.

Article 13. MISCELLANEOUS PROVISIONS

Section 13.01 Fiscal Year. The annual accounting period of the Corporation shall be the calendar year (January 1 to December 31), unless changed by the Board of Directors.

Section 13.02 Gifts. The Board of Directors shall accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 13.03 Records. The Corporation shall keep as records minutes of all meetings of its Board of Directors, and any designated body, a record of all actions taken by the Board of Directors, or members of a designated body on behalf of the Corporation, and, as determined by the Board, shall retain a record of all actions taken by a committee of the Board of Directors. A Corporation shall keep a copy of the following records at its principal office:

- (a) Articles of Incorporation or restated Articles of Incorporation and all amendments to them currently in effect;

- (b) These Bylaws or restated bylaws and all amendments to them currently in effect;
- (c) Minutes and records described in this section for the past three (3) years;
- (d) A list of the names and business addresses of its current Directors and Officers; and
- (e) The most recent biennial report filed with the State of Illinois.

Section 13.04 Transparency. The Corporation is committed to transparency and accountability. The Directors shall provide full and accurate information and documentation about the Corporation's mission, activities, finances and governance to Voting Members and other stakeholders, including but not limited to government agencies engaged in the funding and/or sponsoring of scientific user research facilities.

Article 14. AMENDMENTS

Section 14.01 Amendments to Bylaws. The Bylaws may be altered or amended, or new Bylaws adopted, at any meeting of the Board of Directors, by a majority of the Directors in office, if at least (10) days' written notice is given of the intention to take such action at such meeting.

Section 14.02 Amendments to Articles. The Articles of Incorporation may be altered or amended, or new Articles adopted, at any meeting of the Board of Directors, by a majority of the Directors in office, if at least (10) days' written notice is given of the intention to take such action at such meeting.

Section 14.03 Board and Available Amendments. The Board shall notify and make available amendments to Bylaws or the Articles of Incorporation to the Corporation's membership within thirty (30) days, such as but not limited to publication on the Corporate website.