

Arizona State Florists Association

Bylaws

ARTICLE I

OBJECTIVES

THE OBJECTIVES OF THIS ASSOCIATION ARE AS FOLLOWS:

- A. TO ADVANCE THE EDUCATION OF ITS MEMBERS IN SCIENTIFIC, BUSINESS, SOCIAL AND OTHER PHASES OF THE FLORICULTURE INDUSTRY.
- B. TO PROMOTE THE USE AND APPRECIATION OF FLORICULTURE PRODUCTS.
- C. TO CONDUCT ITS ACTIVITIES WITHOUT PECUNIARY GAIN OR PROFIT TO ITS MEMBERS.
- D. TO HAVE AND EXERCISE THE POWERS CONFERRED UPON NON-PROFIT CORPORATIONS BY THE LAWS OF THE STATE OF ARIZONA.

ARTICLE II

MEMBERSHIP

SECTION 1: CLASSIFICATION:

- A. MEMBERS
- B. ASSOCIATE MEMBERS
- C. INDIVIDUAL MEMBERS
- D. HONORARY MEMBERS

SECTION 2: MEMBERS SHALL BE DRAWN FROM ANY BUSINESS WHOSE PRINCIPAL LOCATION IS IN THE STATE OF ARIZONA. THIS WOULD INCLUDE OWNERS, OFFICERS OF THE CORPORATION AND EMPLOYEES, HAVING ONE VOTE PER PAID BUSINESS LOCATION.

SECTION 3: ASSOCIATE MEMBERS: ASSOCIATE MEMBERS SHALL BE ANY BUSINESS WHOSE PRINCIPAL LOCATION IS OUT OF THE STATE OF ARIZONA. THIS WOULD INCLUDE OWNERS, OFFICERS OF THE CORPORATION AND EMPLOYEES, HAVING NO VOTING POWER.

SECTION 4: INDIVIDUAL MEMBERS: INDIVIDUAL MEMBERS SHALL BE ANYONE WITHIN THE STATE OF ARIZONA INTERESTED IN THE ASSOCIATION. **INDIVIDUAL MEMBERS SHALL HAVE ONE VOTE.**

SECTION 5: HONORARY MEMBERS: HONORARY MEMBERS SHALL BE AWARD WINNERS HONORED BY THE ASSOCIATION, HAVING ONE VOTE PER MEMBER.

SECTION 6: QUALIFICATIONS: MEMBERSHIP IN THE ARIZONA STATE FLORISTS ASSOCIATION SHALL BE CONFINED TO THOSE PERSONS **WHO ARE ENGAGED IN SOME ASPECT OF THE FLORAL INDUSTRY** WHO HAVE APPLIED FOR THIS MEMBERSHIP.

- A. THE MEMBERSHIP COMMITTEE SHALL INVESTIGATE THE APPLICANT FOR THEIR CHARACTER, INTEGRITY, ABILITY AND EXPERIENCE IN THE FLORAL INDUSTRY AND AS TO UPHOLDING THE OBJECTIVES AND STANDARDS OF THE ASSOCIATION.
- B. THE COMMITTEE SHALL RECOMMEND THIS APPROVAL OR DISAPPROVAL OF SUCH APPLICANT WITHIN 60 DAYS FROM THE SUBMISSION OF THE APPLICANT.
- C. THEREUPON THE BOARD OF DIRECTORS, AT THE NEXT REGULAR OR SPECIAL MEETING, SHALL ACT UPON SUCH APPLICATION.
- D. IN THE EVENT OF A RECOMMENDATION OF DISAPPROVAL FROM THE MEMBERSHIP COMMITTEE, SUCH APPLICATION SHALL BE APPROVED ONLY BY THE AFFIRMATIVE VOTE OF A PLURALITY VOTE OF THE BOARD OF DIRECTORS.

SECTION 7: TERMINATION OF MEMBERSHIP: ANY MEMBERSHIP SHALL BE TERMINATED BY RESIGNATION OF MEMBER OR WHENEVER SUCH MEMBER CEASES TO POSSESS THE QUALIFICATIONS FOR MEMBERSHIP AS DETERMINED BY THE BOARD OF DIRECTORS.

- A. PRIOR TO THE TERMINATION OF SUCH MEMBERSHIP, THE BOARD OF DIRECTORS SHALL NOTIFY SUCH MEMBER IN WRITING WITH THE INTENTIONS OF THE TERMINATION. THIS MEMBER SHALL HAVE THE RIGHT TO REQUEST A HEARING ON THE SAME BY THE BOARD.
- B. UPON SUCH MEMBER'S FAILURE TO REQUEST IN WRITING A HEARING ON SUCH TERMINATION, THE MEMBERSHIP WILL TERMINATE 20 DAYS AFTER SAID NOTICE OF THE INTENTIONS OF THE BOARD. IN THE EVENT OF A HEARING, SUCH MEMBER SHALL ONLY BE TERMINATED UPON THE PLURALITY VOTE OF THE BOARD AT THAT HEARING. THIS HEARING WILL BE AT THE NEXT SCHEDULED MEETING OF THE BOARD.

SECTION 8: RIGHTS OF MEMBERS UPON TERMINATION: IN THE EVENT OF TERMINATION OF MEMBERSHIP, REGARDLESS OF HOW THEY WERE TERMINATED, THE ASSOCIATION SHALL NOT BE LIABLE FOR RETURN OF ANY PAYMENT OF FEES OR DUES.

ARTICLE III

OFFICERS

SECTION 1: THE OFFICERS OF THIS ASSOCIATION SHALL CONSIST OF 5 PERSONS: PRESIDENT, 1ST VICE PRESIDENT, 2ND VICE PRESIDENT, SECRETARY AND THE TREASURER. EACH OF THESE POSITIONS MUST BE FILLED WITH A MEMBER WHO HAS SERVED ON THE BOARD OF DIRECTORS FOR AT LEAST 2 YEARS PRIOR TO THE NOMINATION.

SECTION 2: THE ELECTED OFFICERS HAS SERVED FROM AUGUST 1ST TO JULY 31ST.

SECTION 3: THE PRESIDENT, 1ST VICE PRESIDENT AND 2ND VICE PRESIDENT SHALL HAVE A 1 YEAR TERM WITH NO MORE THAN 2 CONSECUTIVE TERMS. THE SECRETARY AND THE TREASURER SHALL EACH HAVE A 2 YEAR TERM WITH NO MORE THAN 2 CONSECUTIVE TERMS, UNLESS THE BOARD APPROVES MORE TERMS.

ARTICLE IV

DUTIES OF THE OFFICERS

SECTION 1: THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS OF THE MEMBERS OF THE ASSOCIATION AND SHALL BE CHAIRMAN OF THE BOARD OF DIRECTORS. HE SHALL APPOINT MEMBERS OF ALL COMMITTEES WITH THE APPROVAL OF THE BOARD OF DIRECTORS AND SHALL BE AN EX-OFFICIO MEMBER OF ALL COMMITTEES EXCEPT THE NOMINATION COMMITTEE. HE SHALL ESTABLISH A CALENDAR OF REGULARLY SCHEDULED MEETINGS AT THEIR FIRST MEETING IN AUGUST WITH A MINIMUM OF 6 MEETINGS A YEAR. HE SHALL DO AND PERFORM SUCH OTHER DUTIES AND HAVE SUCH POWER AS MAY BE ASSIGNED TO HIM BY THE BOARD OF DIRECTORS.

SECTION 2: THE FIRST VICE PRESIDENT SHALL ASSUME AND DISCHARGE THE DUTIES OF THE PRESIDENT IN THE PRESIDENT'S ABSENCE. IN THE EVENT OF A VACANCY IN THE OFFICE OF PRESIDENT, THE FIRST VICE PRESIDENT SHALL ASSUME THE DUTIES OF THE PRESIDENT UNTIL THE NEXT ANNUAL ELECTION HELD IN JULY OF EACH YEAR. THE FIRST VICE PRESIDENT SHALL DO AND PERFORM SUCH OTHER DUTIES AND HAVE SUCH POWER AS MAY BE ASSIGNED BY THE BOARD OF DIRECTORS.

SECTION 3: THE SECOND VICE PRESIDENT SHALL ASSUME THE DUTIES OF THE FIRST VICE PRESIDENT IN THEIR ABSENCE. IN THE EVENT OF A VACANCY IN THE OFFICE OF THE FIRST VICE PRESIDENT, THE SECOND VICE PRESIDENT SHALL ASSUME THE POSITION OF THE PRESIDENT UNTIL THE NEXT ANNUAL ELECTION IN JULY OF EACH YEAR.

SECTION 4: IN THE ABSENCE OF THE PRESIDENT, FIRST VICE PRESIDENT AND THE SECOND VICE PRESIDENT THE BOARD OF DIRECTORS SHALL ELECT ONE OF ITS MEMBERS TO SERVICE AS PRESIDENT DURING SUCH ABSENCE. IN THE VACANCY IN THE OFFICES OF THE PRESIDENT UNTIL SUCH TIME THAT AN ELECTION BY THE MEMBERS CAN BE HELD TO FILL SUCH VACANCY.

SECTION 5: THE SECRETARY SHALL HAVE IN THEIR POSSESSION ALL EQUIPMENT (IE: COMPUTER, PRINTERS AND ALL OTHER OFFICE EQUIPMENT NECESSARY TO PERFORM THEIR POSITION EFFICIENTLY. THEY WILL BE RESPONSIBLE FOR THE CARE AND MAINTENANCE OF THIS EQUIPMENT.

- A. THE SECRETARY SHALL KEEP THE MINUTES OF ALL MEETINGS OF THIS ASSOCIATION. THEY SHALL PROVIDE WRITTEN REPORTS OF RECEIPTS AND DISBURSEMENTS AT THE MEETINGS OF THE BOARD OF DIRECTORS. THEY SHALL MAKE A WRITTEN FINANCIAL REPORT AT THE ANNUAL MEETING. THEY SHALL CONDUCT THE CORRESPONDENCE OF THE ASSOCIATION AND KEEP COPIES OF THE SAME. THEY SHALL GIVE NOTICE OF ALL MEETINGS OF THE BOARD WHEN SUCH NOTICE IS REQUIRED AND SHALL ATTEND SUCH MEETINGS. THEY SHALL DETERMINE WHETHER ATTENDANCE SHALL CONSTITUTE A VALID MEETING AND NOTIFY ALL BOARD MEMBERS.
- B. THEY SHALL KEEP ALL RECORDS OPEN FOR INSPECTION BY MEMBERS AT ANY MEETING. THEY SHALL KEEP A RECORD OF ALL MEMBERS ATTENDING SAID MEETING.

SECTION 6: THE TREASURER SHALL HAVE IN THEIR POSSESSION ALL THE EQUIPMENT (IE: COMPUTER, PRINTERS AND ALL OTHER OFFICE EQUIPMENT) NECESSARY TO PERFORM THEIR POSITION EFFICIENTLY. THEY WILL BE RESPONSIBLE FOR THE CARE AND MAINTENANCE OF THIS EQUIPMENT.

- A. THEY SHALL RECEIVE AND KEEP RECORD OF ALL MONEY RECEIVED AND EXPENDED BY THE ASSOCIATION AND MAKE DISBURSEMENTS AUTHORIZED BY THE BOARD OF DIRECTORS. THEY SHALL DEPOSIT ALL SUMS RECEIVED IN A DEPOSITORY APPROVED BY THE BOARD OF DIRECTORS.
- B. THEY SHALL RECEIVE SUCH COMPENSATION AS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS.
- C. THEY SHALL REQUIRE ONE ADDITIONAL SIGNATURE ON EACH DISBURSEMENT TRANSACTION APPROVED BY THE BOARD OF DIRECTORS.

ARTICLE V

DIRECTORS

SECTION 1: THE BOARD OF DIRECTORS SHALL CONSIST OF THE PRESIDENT, 1ST VICE PRESIDENT, 2ND VICE PRESIDENT, SECRETARY, TREASURER, IMMEDIATE PAST PRESIDENT, AND NO LESS THAN 4 DIRECTORS WITH A MAXIMUM OF 15 DIRECTORS. EACH EVEN YEAR UP TO (EIGHT) 8 MEMBERS MAY BE ELECTED TO THE BOARD OF DIRECTORS AND EACH ODD YEAR (SEVEN) 7 MEMBERS MAY BE ELECTED TO THE BOARD OF DIRECTORS. VACANCIES ON THE BOARD MAY BE FILLED BY APPOINTMENT BY THE BOARD OF DIRECTORS UNTIL THE NEXT ELECTION YEAR.

SECTION 2: REGULAR MEETINGS OF THE BOARD OF DIRECTORS SHALL BE HELD PRECEDING AND FOLLOWING THE ANNUAL MEETING AT A TIME AND PLACE DIRECTED BY THE PRESIDENT. OTHER MEETINGS MAY BE HEALD AT SUCH TIMES, PLACES OR MANNER DETERMINED BY THE BOARD WITH AT LEAST HALF OF THE BOARD PRESENT.

SECTION 3: NO MEMBER ENTITY IN GOOD STANDING SHALL HAVE MORE THAN TWO (2) PERSONS ON THE BOARD OF DIRECTORS AND SAID PERSONS SHALL COLLECTIVELY HAVE ONLY ONE (1) VOTE PER CORPORATION/PARTNERSHIP/SOLE PROPRIETORYSHIP/INDIVIDUAL. ONLY ONE PERSON PER MEMBER ENTITY MAY HOLD AN OFFICE UNLESS VOTED BY THE BOARD OF DIRECTORS. NO DIRECTOR OR OFFICER MAY MISS MORE THAN TWO (2) CONSECUTIVE MEETINGS UNLESS EXCUSED BY THE BOARD OF DIRECTORS.

SECTION 4: SPECIAL MEETING OF THE BOARD OF DIRECTORS MAY BE CALLED BY THE PRESIDENT BY GIVING AT LEAST 5 DAYS NOTICE TO EACH BOARD MEMBER AND SHALL BE CALLED BY THE PRESIDENT ON LIKE NOTICE UPON WRITTEN REQUEST OF 4 OR MORE BOARD MEMBERS.

SECTION 5: THE PRESIDENT MAY MAIL, PHONE, FAX OR E-MAIL TO MEMBERS OF THE BOARD QUESTIONS RELATING TO THE AFFAIRS OF THE ASSOCIATION WHICH MAY REQUIRE IMMEDIATE ACTION. THESE QUESTONNAIRES WILL HAVE THE SAME FORCE AND EFFECT AS IF THE BOARD HAD MET IN A DULY CALLED SPECIAL MEETING.

SECTION 6: AT ALL MEETINGS OF THE BOARD, ONE HALF OF THE BOARD MEMBERS MUST BE PRESENT TO CONSTITUTE A QUORUM. THOSE PRESENT MAY ADJOURN THE MEETING IF THEY FEEL TOO FEW ARE PRESENT TO ADEQUATELY TRANSACT THE BUSINESS.

ARTICLE VI

DUTIES OF THE BOARD OF DIRECTORS

SECTION 1: TO TRANSACT THE BUSINESS AND SUPERVISE THE AFFAIRS OF THE ASSOCIATION IN THE INTERIM BETWEEN DULY CALLED MEETINGS OF THE MEMBERS.

SECTION 2: TO REPORT TO THE MEMBERS AT EACH ANNUAL MEETING/CONVENTION OF THE BUSINESS TRANSACTED DURING THE PRECEDING YEAR.

SECTION 3: TO DETERMINE WHAT OFFICERS AND OTHER PERSONS SHALL BE BONDED AND FIX AND APPROVE THE AMOUNT OF BOND FOR EACH.

SECTION 4: TO APPOINT TEMPORARY ASSISTANT OFFICERS AS NEEDED.

SECTION 5: TO CREATE SPECIAL COMMITTEES AND THE FOLLOWING REQUIRED COMMITTEES: MEMBERSHIP, CONVENTION, PUBLIC RELATIONS/NEWSLETTER, SCHOLARSHIP, EDUCATION, NOMINATING, BUDGET AND SERGEANT OF ARMS.

SECTION 6: TO APPROVE THE APPOINTMENT OF MEMBERS OF ALL COMMITTEES.

SECTION 7: TO PROVIDE FOR THE ESTABLISHMENT OF A STATE HEADQUARTERS FOR OFFICIAL DOCUMENTATION.

SECTION 8: TO SELECT A DEPOSITORY FOR FUNDS AND TO PROVIDE FOR AND TO AUTHORIZE INVESTMENTS.

SECTION 9: TO FILL ANY VACANCY ON THE BOARD OF DIRECTORS.

SECTION 10: TO DECIDE ON THE TIME AND PLACE OF THE ANNUAL MEETING AND STATE CONVENTION.

SECTION 11: TO PROVIDE FOR REFUNDING NECESSARY EXPENSES INCURRED BY OFFICERS AND BOARD MEMBERS OR OTHERS IN THE SERVICE OF THE ASSOCIATION.

ARTICLE VII

ELECTION OF OFFICERS AND BOARD MEMBERS

SECTION 1: A THREE (3) MEMBER NOMINATION COMMITTEE APPOINTED BY THE BOARD SHALL SELECT A SLATE TO FILL THE VACANCIES ON THE BOARD OF DIRECTORS WITH EACH NOMINEE AGREEING TO SERVE AS PRESIDENT IF ELECTED AND AFTER BEING ON THE BOARD FOR A MINIMUM OF 2 YEARS.

SECTION 2: NOTIFICATIONS OF NOMINATIONS SHALL BE MAILED BY THE NOMINATION COMMITTEE TO ALL MEMBERS NO SOONER THAN 60 DAYS AND NO LATER THAN 30 DAYS PRIOR TO JULY 1ST OF EACH YEAR. OFFICIAL BALLOTS SHALL BE PREPARED BY THE NOMINATING COMMITTEE AND RETURNED TO THE NOMINATION COMMITTEE.

SECTION 3: ADDITIONAL WRITE IN CANDIDATES MAYBE ADDED TO THE OFFICIAL BALLOT.

SECTION 4: THE INCOMING BOARD OF DIRECTORS WILL MEET IN JULY PRIOR TO THE ANNUAL MEETING/CONVENTION EACH YEAR UNDER THE DIRECTION OF THE NOMINATION COMMITTEE. FROM THIS ELECTED BOARD OF DIRECTORS, THE PRESIDENT, 1ST VICE PRESIDENT, 2ND VICE PRESIDENT, SECRETARY AND TREASURER SHALL BE ELECTED BY THE PLURALITY VOTE OF THE BOARD OF DIRECTORS FROM WITHIN THE BOARD. THIS SHALL BE A BALLOT VOTE TO THE NOMINATION COMMITTEE.

ARTICLE VIII

MEMBERSHIP FEES AND DUES

SECTION 1: EVERY SHOP APPLICANT FOR MEMBERSHIP AS DEFINED IN **ARTICLE II, SECTIONS 2 AND 3**, SHALL PAY ANNUAL DUES OF \$80.00 (AS DETERMINED BY THE BOARD OF DIRECTORS) DUE EACH ANNIVERSARY DATE OF JOINING ASFA. MULTIPLE SHOP OPERATIONS SHALL PAY AN ADDITIONAL \$20.00 PER LOCATION FOR EACH SHOP BEYOND THE FIRST SHOP OR AS SET BY THE BOARD OF DIRECTORS.

SECTION 2: EACH INDIVIDUAL APPLICANT FOR MEMBERSHIP SHALL PAY ANNUAL DUES OF \$55.00 (AS DETERMINED BY THE BOARD OF DIRECTORS) DUE EACH ANNIVERSARY DATE OF JOINING ASFA. ALL EXISTING MEMBERS PRIOR TO THIS SHALL BE GRANDFATHERED IN AT AN ANNIVERSARY DATE OF JULY 1ST, COMING DUE ON THAT DATE EACH YEAR.

SECTION 3: PERSONS SELECTED FOR MEMBERSHIP WITHIN THE LAST QUARTER OF THE CALENDAR YEAR WHO HAVE PAID THE APPLICATION FEE AND THE ANNUAL DUES SHALL BE PRORATED PER MONTH FOR THE REST OF THE CALENDAR YEAR REMAINING. THEY SHALL THEN BE REQUIRED TO PAY DUES FOR THE NEXT YEAR WHICH IS FROM JULY 1ST TO JUNE 30TH OF EACH YEAR.

SECTION 4: ANY MEMBER 90 DAYS IN ARREARS IN THE PAYMENT OF DUES SHALL BE AUTOMATICALLY SUSPENDED FROM MEMBERSHIP UNTIL SUCH DUES ARE PAID. ANY REINSTATEMENT OF SUCH SUSPENDED MEMBERS SHALL BE CONTINGENT UPON PAYING CURRENT DUES AND A REINSTATEMENT FEE OF TWENTY DOLLARS (\$20.00) AND AN ADDITIONAL FIVE DOLLARS (\$5.00) PER MONTH OR AS SET BY THE BOARD OF DIRECTORS.

ARTICLE IX

MEMBERSHIP MEETINGS

SECTION 1: THERE SHALL BE AN ANNUAL ASSOCIATION MEETING OF ALL MEMBERS TO BE HELD AT THE ANNUAL STATE CONVENTION IN JULY OF EACH YEAR. THE TIME AND LOCATION OF THIS CONVENTION WILL BE DETERMINED BY THE BOARD OF DIRECTORS AND THE CONVENTION COMMITTEE. THE SECRETARY SHALL NOTIFY ALL MEMBERSHIP OF THE TIME AND PLACE OF SAID ANNUAL MEETING PRIOR TO THE MEETING.

SECTION 2: A SPECIAL MEETING OF THE MEMBERSHIP FOR ANY PURPOSE MAY BE HELD WHEN CALLED BY THE PRESIDENT OR BY A PLURALITY VOTE OF THE BOARD OR BY NOT LESS THAN 20% OF THE MEMBERS OF THE ASSOCIATION.

SECTION 3: A WRITTEN NOTICE OF A SPECIAL MEETING SHALL BE MAILED TO EACH MEMBER AT LEAST TEN (10) DAYS BEFORE SUCH MEETING. SUCH NOTICES WILL STATE THE TIME AND PLACE OF THE MEETING AND THE MAJOR PURPOSE OF THE SAME.

SECTION 4: THE NUMBER OF ACTIVE MEMBERS PRESENT IN PERSON OR AN AUTHORIZED REPRESENTATIVE AND A MINIMUM OF HALF THE CURRENT BOARD OF DIRECTORS SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF ANY AND ALL BUSINESS. THE PLURALITY VOTE OF THOSE MEMBERS CONSTITUTES THE DECISION MAKING OF ALL BUSINESS.

SECTION 5: THE ORDER OF BUSINESS SHALL BE AS FOLLOWS: CALL TO ORDER, READING OF THE MINUTES, FINANCIAL REPORT, REPORTS OF THE OFFICERS, REPORTS OF COMMITTEES, OLD BUSINESS, NEW BUSINESS, AND ADJOURNMENT.

ARTICLE X

REPRESENTATION

SECTION 1: THE VOTING BODY OF ALL MEETINGS OF THE ASSOCIATION SHALL CONSIST OF MEMBERS ONLY OR DULY AUTHORIZED REPRESENTATIVE IN WRITING BY MEMBERS ABSENT.

SECTION 2: NO MEMBER SHALL BE ALLOWED TO VOTE IF THEY ARE NOT IN GOOD STANDING WITH THE ASSOCIATION.

SECTION 3: NO MEMBER SHALL BE PERMITTED TO CAST MORE THAN ONE VOTE FOR ANY MATTER COMING BEFORE THE ASSOCIATION.

ARTICLE XI

FISCAL YEAR

SECTION 1: THE FISCAL YEAR SHALL RUN FROM JULY 1ST TO JUNE 30TH EACH YEAR.

ARTICLE XII

PARLIAMENTARY AUTHORITY

SECTION 1: “ROBERT’S RULE OF ORDER REVISED” OR MOST CURRENT ISSUE SHALL GOVERN MEETINGS OF THE ASSOCIATION IN ALL CASES IN WHICH THEY ARE INCONSISTENT WITH THE BYLAWS OF THE ASSOCIATION.

ARTICLE XIII

AMENDMENTS

SECTION 1: THESE BYLAWS MAY BE REPEALED OR AMENDED OR NEW BYLAWS MAY BE ADOPTED AT ANY ANNUAL MEETING OR AT ANY OTHER MEETING OF THE MEMBERS CALLED FOR THAT PURPOSE BY A VOTE REPRESENTING THE QUORUM OF THE BOARD OF DIRECTORS AND THOSE MEMBERS PRESENT AND VOTING. THIS MAY ALSO BE DONE BY MAILING TO THE MEMBERSHIP AND RECEIVING A QUORUM RESPONSE.

SECTION 2: THE BYLAWS MAY BE AMENDED AT ANY ANNUAL MEETING BY A UNANIMOUS VOTE WITHOUT PREVIOUS NOTICE.

SECTION 3: THESE BYLAWS MAY BE AMENDED AT ANY MEETING OF THE MEMBERS BY A QUORUM VOTE OF THE BOARD OF DIRECTORS AND THE PLURALITY VOTE OF THOSE MEMBERS PRESENT AND VOTING PROVIDED THAT NOTICE OF THE SUBJECT MATTER IS SUCH AMENDMENTS HAD BEEN GIVEN TO THE MEMBERS AT LEAST TEN (10) DAYS PRIOR TO SUCH MEETING.

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