

B Y L A W S

AMBOY TERRITORIAL DAYS ASSOCIATION

AMBOY, WASHINGTON

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BYLAWS

ARTICLE 1 – ORGANIZATION

Section 1 – NAME

The name of the corporation is Amboy Territorial Days Association (Territorial Days), a non-profit corporation organized and existing under the laws of the State of Washington.

Section 2 – PURPOSE

The purpose for which the Territorial Days is organized to celebrate the founding of the Amboy Post Office and the history of the Amboy, Washington area by organizing fairs, community fund raisers, donations, shows, exhibits, a parade and other such events to raise funds to establish, develop and maintain community parks for religious, charitable, scientific and educational purposes.

Section 3 – CAPITAL STOCKS

This corporation shall have no capital stocks and no shares shall be issued therefore.

Section 4 – LOCATION

The principal site of the Territorial Days is located on its property, which is approximately a quarter mile northwest of Amboy, Washington on 399th Street. Mailing address is P.O. 203, Amboy, Washington 98601.

Section 5 – FACILITIES

Property and facilities purchased, acquired, leased, held, licensed, owned or operated by the Territorial Days community parks are for the use and enjoyment of the residents of the North Clark community.

ARTICLE II – MEMBERSHIP

Section 1 – MEMBERSHIP

a) Voting privileges of Board of Director issues are limited to members of the Board of Directors. Any member in Good Standing may run for a position on the Board of Directors. "Good Standing" status is achieved by attending a minimum of six (6) regularly scheduled meeting in a year, and by always acting in a manner beneficial to The Amboy Territorial Days Association.

b) Elected officers and directors of the Board of Directors must attend a minimum of six (6) regularly scheduled Board Meetings. If medical or employment reasons prohibit the Director from attending a specific meeting, the Chairman or Secretary of the Association must be advised prior to the meeting to be considered as an excused absence.

Section 2 – **DISSOLUTION OF THE CORPORATION**

In the event of dissolution of the Territorial Days, the rights and interest of the members are controlled and set forth in the Revised Code of Washington (as amended) and the most current form of the Territorial Days' Articles of Incorporation.

ARTICLE III – CORPORATE POWERS

Section 1 – **FISCAL YEAR**

The fiscal year shall be January 1 to December 31.

Section 2 – **BUDGET**

An income/expense budget shall be established before the September Annual Meeting. The budget shall be a guide to the committees in planning for the next year and the amount set shall not be exceeded without the approval of the Board of Directors.

Section 3 – **OPERATION RESERVE**

a) The Board of Directors shall establish an Operation Reserve fund for the purpose of meeting general operating expenses in the event budgeted operating expenses are exceeded. This fund shall be set in an amount sufficient to cover at least twelve (12) months general operating expenses as established by the adopted annual budget. The operation Reserve Fund shall be presented to the members as part of the annual budget. The Board of Directors shall post a written report within thirty (30) days of any use of the Operation Reserve.

b) The Board of Directors shall present an accounting of the Operation Reserve Fund to the members at the Annual Meeting.

Section 4 – **CAPITAL RESERVE**

a) The Board of Directors shall establish a Capital Reserve fund for purposes of replacement, upgrading or major maintenance of capital assets. The Board shall present to the members at the Annual Meeting a projection of anticipated dates and costs of replacement, upgrading or major maintenance of existing capital equipment and capital improvements. All Capital Reserve Funds shall only be used for purposes of replacing, upgrading or maintenance of capital assets.

b) The Board of Directors shall present an accounting of the Capital Reserve Fund to the members at the Annual Meeting.

Section 5 – **COMMITTEE EXPENSES**

Committees shall keep a record of all expenses and submit it to the Treasurer before the Annual Meeting. All expenditures must be approved before the purchase and a purchase order issued. If the exact amount of an item is not known, the purchase shall be issued with a limit amount. In the event an advance payment is required, the item to be purchased must be approved. Advanced payment may then be made with the understanding that a written record and all receipts must be submitted to the Treasurer at the next Board Meeting. Any remaining moneys must be returned with receipts and record. In the event the purchase is more than the advanced payment and the member pay the difference, the amount may be paid, so long as it is

not excessive. Bills and invoices presented after sixty (60) days will not be paid, unless an emergency is declared.

Section 6 – PAYMENTS

Payment of bills shall be by check. The Association account shall have the names and signatures of the Executive council. All checks must be signed by the Treasurer.

Section 7 – FUNDS COLLECTED

All moneys collected in the name of the Association shall be submitted to the Treasurer, who shall issue a receipt to the person submitting the money. Any member collecting money in the name of the Association must advise the person that he/she is a representative of Amboy Territorial Days Association and that all money that is collected shall go to the Association to support its purpose. A written receipt shall be given to any person giving cash or upon request.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – NUMBER

The Corporate powers, as defined herein, of the Territorial Days shall be vested in a Board of Directors. The number of Directors shall be fifteen (15).

Section 2 – ELECTION AND TERM

The Annual Meeting of the members called for the purpose of electing the Directors shall be held in September of each year. The term of Board Members elected shall be four (4) years or as set forth in Section 4 of this Article and shall be set so that approximately one-fourth (1/4) expire each year.

Section 3 – MUST BE A MEMBER

Each Director must be a member in good standing and bondable. In the event a Director ceases to be a member in good standing, he/she shall cease to be a Director and her/his office shall thereupon become vacant.

Section 4 – VACANCY

In the event of the death or resignation of a Director, or in the event a Director shall be terminated for violation of these Bylaws or the rules and regulations of the Territorial Days, the Board of Directors may, by majority vote, fill the vacancy by appointment. Vacancies on the Board of Directors shall be filled within 60 days of the date the position becomes vacant. The appointment shall be effective until the next Annual Meeting, when the vacancy for the unexpired term will be filled under the provisions for election of Directors.

Section 5 – REMOVAL OF DIRECTOR

Any Director may be removed from office by majority of the voting members. Notice of the proposed removal shall be sent to all members and the Director(s) proposed to be removed not less than twenty (20) days before the proposed meeting. Such notice shall state the reason(s) for the proposed removal. Each director shall be voted on separately; at no time shall a recall

cause insufficient Quorum of the Board of directors. Unexcused absence from three (3) consecutive meetings of the Board of Directors may be considered due cause.

An excused absence is defined as illness or death in the Board member's family, vacation or job related responsibilities of the Director. The validity of any other questionable excuse will be submitted to and investigated by the Secretary.

Section 6 – SALARY AND COMPENSATION

The position of Director is voluntary and not entitled to any compensation, except for Board related out-of-pocket reimbursements and/or expenses, not to exceed the budgeted amount.

Section 7 – CHECK WRITING

The Board of Directors must approve all bills and invoices by either advance authorization or subsequent ratification. The Chairperson, Vice-Chairperson or Secretary, plus the Treasurer will sign all checks. In the event the Treasurer is not available; two members of the Executive Council may sign the checks.

Section 8 – CERTIFICATE AND/OR NOTES

All certificates shall be kept in a bank safe deposit box and copies shall be kept at the Territorial Days office. All certificates and/or notes transactions will be reflected in the Minutes as approved by the Board of Directors and will require three authorized signatures.

Section 9 – BONDING

The Board of Directors and the Caretaker will be bonded or covered by fidelity insurance of at least \$50,000.

Section 10 – PROTECTION OF DIRECTORS AND OTHERS

No member of the Board of Directors of the Association or of any duly appointed committee of the Association shall be personally liable to any member or to the Association, or to any other person, for any error or omission of the Board or the Association, or of any committee, officer, representative, or employee of the Association, or for any error or omission of such member, while acting or purporting to act in the course of duties as a Director or Committee member, provided that such member of the Board or Committee member, has, with the actual knowledge possessed by such member, acted in good faith.

ARTICLE V – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1 – BYLAWS

BYLAWS AND DEVOLUTION OF AUTHORITY: The management of the Amboy Territorial Days Association shall be the responsibility of the Board of Directors. The Board shall have no power to suspend or waive any provision of the Bylaws of the Territorial Days. The Board, acting as a Board, and not individually, will enforce all provisions of the Bylaws of the Territorial Days and all policy and directives from time to time enacted by the Corporation at its Annual Meeting or Special Meeting of the Corporation. The Board shall prepare and publish statements

of the policy announced and provided in the Corporation directives and take the steps necessary to carry them out.

Section 2 – **CARETAKER**

The Board of Directors will select a committee of five (5) members of the Board of Directors to determine “Agreement” between the Caretaker and Territorial Days. This committee will review applicants, submit to the Board of Directors for the authority to hire and fire, by majority vote and be responsible for progress reports. The Chairman and Secretary will sign all “Agreements”.

Section 3 – **PURCHASE OF ASSETS**

a) The Board of Directors shall have the power and authority to purchase or acquire real property and property, which they deem to be in the best interest of the Association, within the scope of the budget. The Board shall have the power to borrow money and incur indebtedness for the purposes of the Association and to cause to be executed and delivered therefore in the corporate names; promissory notes, bonds, debentures, deed of trust, mortgages, pledges, hypothecation’s or other evidences of debt and securities therefore.

b) All requisitions with a value in excess of \$5,000 must be on a basis of three (3) bids, if possible. Purchase will be from the lowest bidder, if quality is acceptable.

Section 4 – **ENTIRE CHARGE**

The Directors, by majority vote, shall have charge of the corporation interest and business affairs. They shall have the power to define the duties of all agents, employees and others not otherwise provided for in these Bylaws.

Section 5 – **SALARY AND COMPENSATION**

The Board of Directors shall have the sole power to fix the salary and compensation of all agents and employees within the guidelines of the budget and shall require each officer, agent or employee to be bonded.

Section 6 – **INVESTMENTS**

The Board of Directors will not invest/deposit Territorial Days moneys in any firm, corporation or company that has minimum deposits of less than two hundred fifty million dollars (\$250,000,000). All investments and deposits will be restricted to firms and institutions doing business in the states of Washington and Oregon.

Section 7 – **REGULAR BOARD MEETINGS**

There shall be a Regular Meeting of the Board of Directors within 48 hours following the Annual Meeting of the members, for reorganizing the Board of Directors. There shall be Regular Meetings of the Directors at such times and places as may be fixed by the Directors, but no less than six (6) in each twelve (12) month period, unless canceled by the Board of Directors. These meetings will be open to the membership.

For regularly scheduled Board of Director Meetings, the agenda and collateral information will be transmitted via email to each Director at least five (3) days prior to the date of the meeting,

and a notice of the availability of the agenda will be posted on the ATD website, along with instructions for requesting same.

Section 8 – SPECIAL BOARD MEETINGS/EXECUTIVE SESSIONS

A Special Meeting of the Board of Directors may be held at any time, at such a time and place on call thereof by the President or on written call to the Secretary of the Board of Directors by any two (2) members of the Board. The Secretary shall give to each member of the Board of Directors such reasonable notice of Regular or Special Meetings as may be proper under the circumstances. A Special Meeting shall be held two (2) weeks following the Amboy Territorial Days Celebration to pay bills and conduct a general evaluation of the celebration. All meetings are open to the public, except Executive Sessions of a meeting.

Section 9 – QUORUM

a) A majority of the whole number of Directors shall constitute a quorum for the transacting of business and a vote of seven (7) or more of the Directors in attendance at any meeting of the Board of directors shall decide its actions and shall be binding and valid as a corporate act.

b) When there are less than seven (7) members of the Board of Directors, no business is to be conducted, except for emergency actions necessary for the operation of the Territorial Days by a unanimous vote of all remaining Directors. The appointment of Directors to fill vacancies on the Board of directors requires a majority vote of all remaining Directors.

c) Any Regular or Special Meeting with the absence of a quorum of the Board of Directors will be adjourned until a quorum may be in attendance and may not transact any business until a quorum has been secured. Notice of such continuance shall be given to all Board Members.

Section 10 – CONFLICT OF INTEREST

When a Director has a direct personal interest or a direct financial interest in a matter before the Board, that Director shall not participate as a Director in the debate on the matter, nor shall the Director vote on the matter.

Section 11 – SERVICE ON COMMITTEES

All Directors shall serve on at least one (1) Committee.

ARTICLE VI – EXECUTIVE COUNCIL

Section 1 – OFFICERS

a) The officers of the Amboy Territorial Days Association shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer. The Chairperson shall be the President of the Corporation.

b) The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected at the regular Annual Meeting of the Board of directors by a majority vote of the Board of Directors from its own members.

c) The Officers of the Board of Directors may be removed from such duties by affirmative votes of a majority of said Board, or by a petition signed by a minimum of fifty-one (51) percent of the general membership. Any petition for the recall of a Board Officer, brought by the members, must meet the following criteria in order to be valid:

- 1) Any member signing a petition must be a member in good standing at the time they sign the petition.
- 2) Alleged charges must be printed upon the face of the petition. Corroborative evidence such as a witness or a notarized document must accompany the completed petition for Board receipt. Hearsay or allegations without proof will not be accepted. Petitions must display the date and signature of the person, or in the case of a group, the signatures of the principals, who are sponsoring the petition.
- 3) The petition must be displayed in plain sight at local community businesses.
- 4) Petitions must be presented to the Board Secretary for validation within sixty (60) days from the date of the petition origination.

ARTICLE VII – POWERS AND DUTIES OF THE EXECUTIVE COUNCIL

Section 1 – CHAIRPERSON

The duties of the Chairperson shall be to preside at all meetings of the Territorial Days and the Board of Directors, except in case of an excused absence and have general supervision, direction and management of its affairs under the direction of the Board of directors. The Chairperson shall sign, with the Secretary, all deeds and contracts, subject to the conditions and limitations herein on behalf of the corporation, which shall be properly authorized by the Board of Directors. The Chairperson shall be an ex-officio member of all committees. As an ex-officio member of all committees, the Chairperson will have not vote in those committees. The Chairperson shall hire the Caretaker with prior approval of the Board of Directors.

Section 2 – VICE CHAIRPERSON

The Vice Chairperson, in the absence of the Chairperson, shall perform the duties of the chairperson, and, in the event of the Office of the Chairperson becomes vacant for any reason, the Vice Chairperson shall thereupon assume the duties of the Chairperson and act as such for the unexpired portion of the term for which the duly elected Chairperson was serving before the office was vacated. In the event such contingency arises, the Board of Directors shall, by majority vote, elect one of its members as Vice Chairperson to serve until the next Annual Meeting of the Board of Directors.

Section 3 – SECRETARY

The Secretary shall keep full and correct minutes of all meetings of the corporation and of the Board of Directors and shall attend to all correspondence incident to the affairs of the Territorial Days, including reservations of all parks and events. The Secretary shall be the custodian of all Territorial Days records. The Secretary sees that the names of all candidates are properly posted. The Secretary shall sign with the chairperson, all deeds and contracts of the corporation. The Secretary shall sign checks in lieu of the Treasurer and assist in verifying the balance of accounts. The Secretary shall perform all duties incident to her/his office and any other duties that may be prescribed or required by the Board of Directors.

In the absence, disability or refusal to act as the Secretary, any Board designee shall have the powers and authorities and shall perform the duties as the Secretary. In the event the office of the Secretary becomes vacant, the Board of Directors shall, by majority vote, elect one of its members as Secretary to serve until the next Annual Meeting of the Board of Directors.

Section 4 – **TREASURER**

The Treasurer shall have charge of all moneys of the Territorial Days and shall keep fair and true account of all receipts and disbursements. At each Regular Meeting of the Board of directors and at the Annual Meeting, the Treasurer shall present a written statement showing the financial condition of the corporation. The Treasurer shall perform all other duties incident to the office and any other duties that may be prescribed or required by the Board of Directors.

In the event the office of the Treasurer becomes vacant, the Board of Directors shall, by majority vote, elect one of its members as Treasurer to serve until the next Annual Meeting of the Board of Directors. In the absence of, disability of, or refusal to act as the Treasurer, any Board designee shall have the powers and authorities to perform the duties of the treasurer.

ARTICLE VIII – COMMITTEES

Section 1 – **COMMITTEES**

a) The Board of Directors, by majority vote, shall have the power and authority to appoint Chairpersons of committees they deem for the best interest of the Association at the Annual Board of Directors Meeting. No committee will be recognized as representative of the Territorial Days, unless the Board approves them. Each committee chairperson shall select committee chairperson assistant and committee members and submits those names to the Board of Directors.

b) Any Board member or committee member may serve on a special ad-hoc committee. No member may serve on any committee where there could be a possible conflict of interest, as determined by the Board of Directors. Any written and signed request by a member for a review of possible conflict will be considered in a Regular Board Meeting, and a decision made, by the Board of Directors.

c) All committees and members are permitted to submit a written minority opinion at any regular or Special Board Meeting or the Annual Meeting, provided that such request is received by the Board of Directors no later than fourteen (14) days prior to the meeting. The Chairperson will allocate time to read such opinion to the members in attendance.

d) No committee is authorized to spend or obligate Territorial Days funds without prior approval of the Board of Directors. If prior approval is not obtained, the expenditures become the sole and personal obligations of the committee.

Section 2 – **STANDING COMMITTEES**

a) Election Committee. This committee will consist of no less than three (3) or more than eleven (11) members. It will be responsible for administering Article IX, Election of Directors. It will be responsible for validating and distributing ballots at the Annual and Special Members Meetings, and for validation and counting of ballots. It will be provided sufficient space and privacy for the

counting and compilation of all ballots. No member of the Board of Directors or any other person is permitted in the room, area or space provided.

b) Amboy Territorial Days Celebration Committee. This committee is formed to celebrate the founding of the Amboy Post Office and the history of the Amboy, Washington area during the second weekend in July of each year. The committee may consist of the following subcommittees: Publicity, Queen's Court, Beer Garden, Crafts (non-food vendors), Food Vendors, Logging Show, Fish Pond, Parade, Horse Show, Entertainment, Parking/Security, Carnival, Grounds and any other subcommittee as deemed necessary.

The chairperson, Co-Chairperson and Secretary of the Celebration Committee are automatic members of the Territorial Days Park Association during their term of office.

c) Building and Planning Committee. This committee is formed to advise and make recommendations to the Board of Directors on the construction of all projects in the parks. This committee shall consist of at least 2 members, one of whom shall be a Director.

d) Bylaws Committee. This committee shall consist of at least three (3) members who will review and recommend revisions to the Bylaws that are in the best interest of the Corporation to the Board of Directors for their approval. The Vice-Chairperson will be an advisory member of the committee.

ARTICLE IX – ANNUAL MEMBERS MEETING

Section 1 – ANNUAL MEETING

The Annual Meeting of the members shall be held in the month of September, the time, date and place thereof to be annually fixed by the Board of Directors. The Secretary shall issue written notices of the meeting, agenda, proposed ballot measures, and Board of Directors candidates to be placed in businesses in the community, and a similar notice be placed on the website, at least 20 days before the meeting.

Section 2 – SPECIAL MEETING

A Special Meeting of the members may be called by the Chairperson at any time and shall always be called on the written notice of at least fifty-one (51) percent of the members, or by a majority of the Board of Directors. Notice of a Special Meeting, stating the specific purpose of meeting pursuant to the call, shall be given by the Secretary to issue written notices of the Special Meeting to be placed in businesses of the community prior to the meeting and to make telephone calls and/or send postcards of the Special Meeting. At the special Meeting, no other business shall be transacted other than that specifically stated in the call.

Section 3 – AGENDA FOR MEMBERSHIP MEETINGS

a) Preparation. The preparation of the agenda for Regular and Special Meetings shall be the responsibility of the Board of Directors. The Agenda for the Annual Meeting shall include an item for "Other Business".

b) Membership access to the agenda. Other than for a Special Meeting, items may be presented by members to the Board of Directors and may be placed on the agenda by a majority of the Board of Directors.

c) Amendment of the agenda. No business shall be transacted at the Annual Meeting other than that listed on the agenda, unless the agenda is amended by a majority vote of the members present in person. The agenda for a Special Meeting cannot be amended.

d) Completion of the agenda. Adjournment of the Annual or Special Meeting before the completion of the agenda shall require two-thirds majority of those present and voting.

e) Last item of business. Other than the receipt and adoption of the ballot report by the Elections committee, the last item of business shall be the casting of a written ballot by the membership. Once the meeting has been recessed for the final casting of the written ballots, no items shall be added to the agenda, brought up or recommended.

Section 4 – QUORUM

Voting members in good standing shall constitute a quorum for the transaction of business at the Annual or Special Meetings.

Section 5 – METHOD OF VOTING

All voting for the Directors, amendments, repeal or adoption of the Bylaws or other actions requiring a vote shall be done by members in good standing in person.

ARTICLE X – ELECTION OF DIRECTORS

Section 1 – GENERAL

a) Elected yearly. An election for vacant Board positions shall be held at the Annual Meeting in September.

b) Candidates. Any member in good standing may become a candidate for the Board of Directors, by filing a written application with the Elections Committee, sixty (60) days prior to the Annual Meeting. If sufficient applications are not received, the Elections Committee shall endeavor to obtain at least one (1) more candidates than the vacancies to be filled. Candidate's names will be given to the Secretary of the Board of Directors, for posting at least thirty (30) days prior to the Annual Meeting.

Section 2 – ELECTIONS

The nominees receiving the largest vote at the Annual Meeting or Special Meeting called for said purpose, for each of the positions open shall be deemed elected. In case of a tie vote, where a winner is needed, a special vote of the members present shall be held to resolve the tie.

ARTICLE XI – AMENDMENTS TO THE BYLAWS

Section 1 – BOARD PROPOSALS

The Board of Directors, in conjunction with the Bylaws Committee, may propose amending to these Bylaws by passing of a resolution defining the proposed amendment at a duly held Regular or Special Meeting of the Board of Directors.

Section 2 – **MEMBER PROPOSALS**

Members in good standing may propose amendments to these Bylaws by submitting a petition signed by fifty-one (51) percent of the members to the Secretary of the Board of directors thirty (30) days prior to the Annual Meeting.

Section 3 – **RATIFICATION**

- a) These Bylaws will become effective immediately upon approval by the members at the Annual Meeting or a Special Meeting and shall be binding on the Board of Directors and the members.
- b) Amendments proposed per Sections 1 and 2 of this Article shall be presented to the members at their next Annual Meeting or at a Special Meeting called for such purpose.
- c) The proposed amendment shall be posted at businesses in the community by the Board of Directors at least 20 days before the members meeting, and posted on the ATD website.
- d) Proposed amendments shall be ratified by the casting of an affirmative vote to amend, by a majority of the members voting in person at the Annual Meeting or Special Meeting called for such purpose.
- e) Proposed amendments to these Bylaws can be amended from the floor, but must be accepted or rejected within the context proposed.
- f) Only those amendments proposed per Section 1 and 2 of Article X shall be eligible for ratification.

ARTICLE XII – ROBERT’S RULES OF ORDER

All procedures not covered by these Bylaws will be governed and interpreted by ROBERT’S RULES OF ORDER, NEWLY REVISED.