

PROPOSED UPDATE TO BYLAWS

ARTICLE III - MEMBERSHIP

SECTION 2. Admission to Membership. Except in the initial election of members, all applicants for membership shall file with the **Secretary/Treasurer** a written application in such form as the Board of Directors shall from time to time determine.

SECTION 3. Voting Rights. Only District Members may cast ballots, conduct business or be eligible for elective office in the Alliance, with only one eligible vote per district. Member districts will be required to keep on file with the **Secretary/Treasurer** of the Alliance a list of individuals or delegates who are permitted to vote on behalf of the District with alternates listed in rank order in the event the primary delegate is absent from an Alliance meeting. Delegates shall register with the **Secretary/Treasurer** at the beginning of each meeting to ensure each district receives its vote in the event of a roll call vote. Roll call votes will be held on any matter at the request of any delegate.

SECTION 6. Reinstatement. Upon written request signed by a former member and filed with the **Secretary/Treasurer**, the Board of Directors may by the affirmative vote of two-thirds of the members of the Board reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE IV - MEETINGS OF MEMBERS

SECTION 5. Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than sixty (60) days before the date of such meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President, **Secretary, Treasurer**, or the officer or persons calling the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Alliance, with postage thereon prepaid.

ARTICLE V - BOARD OF DIRECTORS

SECTION 8. Resignation or Removal of Directors. (a) A director may resign at any time by written notice delivered to the Board of Directors or to the President, **Secretary or Treasurer**. A resignation is effective when the notice is delivered unless the notice specifies a future date. A director shall be deemed to have resigned upon his or her failing to meet the qualifications for directors set forth in Section 2 of this Article.

ARTICLE VI – OFFICERS

SECTION 1. Officers. The Officers of the Alliance shall be President, **Secretary and Treasurer**. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two offices may be held by the same person. Any officer may also simultaneously serve as a director.

SECTION 4. President. The President shall be the principal executive officer of the Alliance. Subject to the direction and control of the directors and members, he or she shall be in charge of the business and affairs of

the Alliance; he or she shall see that the resolutions and directives of the members or directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the members. He or she shall preside at all meetings of the members and of the Board of Directors or arrange for other executive members to preside at each meeting in the following order: **Secretary or Treasurer**; any member of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Alliance or a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws, he or she may execute for the Alliance any contracts, deeds, mortgages, bonds, or other instruments which the members have authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Alliance and either individually or with the Secretary or any other officer thereunto authorized by the members, according to the requirements of the form of the instrument. He or she may vote on all securities, which the Alliance is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Alliance by the members. The President may delegate any of his duties and responsibilities to the employees of the Alliance authorized to be hired by the Board of Directors.

SECTION 5a. Secretary/Treasurer. The **Secretary/Treasurer** shall be the principal accounting and financial officer of the Alliance. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the Alliance; (b) have charge and custody of all funds and securities of the Alliance, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the **Secretary/Treasurer** shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. Any and all duties of the **Secretary/Treasurer** may be carried out by the Executive Director, including but not limited to; the maintenance of adequate books of account for the Alliance, having charge and custody of all funds and securities of the Alliance and for the receipt and disbursement of those funds and securities.

SECTION 5b. Secretary/Treasurer. The **Secretary/Treasurer** and/or the Executive Director shall record the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these By Laws or as required by law, be custodian of the corporate records and of the seal of the Alliance, keep a register of the post office address of each member which shall be furnished to the **Secretary/Treasurer** and/or the Executive Director by such member, and perform all duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 2. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Alliance shall be signed by the Executive Director and countersigned by the President or **Secretary/Treasurer**.

ARTICLE XIV – AMENDMENTS

The power to alter, amend, or repeal these By-Laws or adopt new by-laws shall be vested in the voting members of the Alliance or Board of Directors. These Bylaws may be amended when deemed necessary by a majority of either the District membership in attendance and voting at a regular, annual or special meeting or Board of Directors at a regular, special or annual meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular meeting and Board announcements. The by-laws may contain any

provisions for the regulation and management of the affairs of the Alliance not inconsistent with the law or the Articles of Incorporation. Upon any such alteration, amendment or repeal by the Board of Directors, notice shall be published to all members within seven (7) days of any such action by the Board of Directors. Any such alteration, amendment or repeal shall take effect thirty (30) days after the publication of such notice unless, within that thirty (30) day period, a petition objecting to such alteration, amendment, or repeal, signed by at least one (1) District member in good standing is received by the **Secretary, Treasurer**, President, or Executive Director. In the event that such a petition is timely received, the alteration, amendment or repeal shall not take effect, but shall abate until the next regular, annual or special meeting of the membership, at which time the alteration, amendment or repeal shall be put to a vote of the membership. A majority of the membership in attendance and voting shall decide the question.