

**BYLAWS  
OF  
CHRISTIAN PHARMACISTS FELLOWSHIP INTERNATIONAL**

**ARTICLE I PURPOSE**

The purpose of the Christian Pharmacists Fellowship International (CPFI) shall be consistent with the Articles of Incorporation and include such purposes as:

1. Identify Christian pharmacists and establish groups (clubs, chapters) at universities, colleges, schools, hospitals or communities where pharmacists or student pharmacists are found.
2. Promote gatherings of Christian pharmacists at professional meetings at the local, state regional and national levels.
3. Propagate the purposes of CPFI by exhibits, and presentations at professional meetings, and by other media.
4. Identify areas of service for pharmacists in missions and evangelism around the world.
5. Identify, provide and promote Christian speakers of national and community recognition in the area of pharmacy.
6. Encourage and develop an active Christian witness and evangelism through study, prayer and worship.
7. Promote fellowship among Christian pharmacists and their families through study, prayer and worship.
8. Identify issues in the profession requiring group and national prayer.
9. Disseminate information among Christian pharmacists by various media.
10. Encourage, facilitate, and teach pharmacists how to share and present the gospel in their pharmacy practice or work.

**ARTICLE II OFFICE**

The office of the CPFI shall be located in an appropriate city as designated by the Board of Directors at a meeting of the Board attended by a quorum of Board Members. The Registered Agent for the Corporation will be a CPFI member and a resident of the State of Virginia.

**ARTICLE III MEMBERS**

**Section 1. Membership Classification**

There shall be three classifications of membership; Regular Members, Student Members and Associate Members.

**Section 2. Qualification for Membership**

- A. A Regular Member shall be a licensed pharmacist or a person with a professional degree in pharmacy who subscribes to the purpose of CPFI and the Articles of Faith described in these Bylaws, and who pays the prescribed dues.

- B. A Student Member shall be any person who is studying for a degree in pharmacy, who subscribes to the purpose of CPFI and the Articles of Faith described in these Bylaws, and who pays the prescribed dues.
- C. An Associate Member shall be any person who does not meet either the Regular or Student classification, but subscribes to the Purposes and the Articles of Faith of CPFI, and who pays the prescribed dues.

### **Section 3. Dues**

Dues shall be determined by the Board of Directors.

### **Section 4. Members' Rights**

All members shall have the right to vote in elections, attend members' meetings, have the privilege of the floor, propose resolutions, make motions, and vote on such matters as set forth in these Bylaws.

### **Section 5. Membership List**

The staff of the corporation shall maintain a current list of members together with their latest known respective addresses.

### **Section 6. Membership Application**

Any person who meets the qualification for the respective membership class may complete an application provided by CPFI and together with the dues will constitute a membership application. The membership application form shall include a place for the applicant to affirm that he or she has read and subscribes to the Articles of Faith. All members should diligently recruit qualified applicants.

### **Section 7. Membership Disqualification**

Any member who feels he or she can no longer subscribe to the purpose of CPFI and the Articles of Faith shall withdraw from membership in CPFI. If three or more Members shall certify in writing to the Board of Directors that a Member has conducted himself or herself in a manner that disqualifies that person for membership, the Board of Directors shall conduct an inquiry into the validity of the accusation. If preliminary findings warrants, a formal inquiry shall be held and the accused shall be given the opportunity to present his or her case before the Board of Directors. A vote of two-thirds (2/3) of the Board shall be required to disqualify a member.

## **ARTICLE IV MEMBERSHIP MEETINGS**

### **Section 1. Frequency of Meetings**

There shall be at least one annual meeting of the membership and such other meetings as determined by the Board of Directors.

### **Section 2. Place, Time and Notice of Membership Meetings**

The Board of Directors shall determine the time and place of the annual meeting of the members, and the notice of such meeting shall be given at least thirty (30) days before such meeting by letter, newsletter or other suitable means.

### **Section 3. Quorum of Members**

At any meeting of the members, fifty-five (55) percent of the membership or twenty five (25) members, whichever is less, shall constitute a quorum. When a quorum is present to organize a meeting, it is not broken by a subsequent withdrawal of any member or members. The members present may adjourn the meeting despite the absence of a quorum.

### **Section 4. Agenda for Membership Meeting**

The suggested order of business is:

- A. Call the meeting to order
- B. Invocation
- C. Reading and approval of minutes of the last meeting
- D. Welcoming and seating of new members
- E. Reports of the officers
- F. Reports of the committees
- G. Unfinished business, if any
- H. New business
- I. Special Reports and/or addresses
- J. Installation of new officers
- K. Announcements
- L. Benediction

### **Section 5. Voting by Members**

Every member of record shall be entitled to one vote on each matter submitted to a vote of members either at a meeting or by mail or electronic ballot. Any corporation action to be taken by vote of the members shall be authorized by a majority vote of the members casting a ballot, except as otherwise required by law, the Articles of Incorporation or these Bylaws.

### **Section 6. Proxies**

No member may be represented by another person acting pursuant to a proxy.

### **Section 7. Adjourned Meetings and Contingency Action**

The members present may adjourn a meeting despite the absence of a quorum. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made, such determination shall apply to any adjournment thereof unless the Board of Directors fixes a new record date for the adjourned meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record on the new record date entitled to vote at such meeting.

## **ARTICLE V ARTICLES OF FAITH**

### **Section 1.**

We believe the Bible, in its original language to be the inspired, inerrant Word of God, the only infallible and authoritative rule of faith and conduct.

### **Section 2.**

We believe in one God, maker of all things, eternally existent as: Father, Son and Holy Spirit - the Holy Trinity.

### **Section 3.**

We believe in the Deity of our Lord Jesus Christ, true man and true God; conceived of the Holy Spirit, born of the Virgin Mary.

### **Section 4.**

We believe that the Lord Jesus lived a sinless life, performed miracles, was crucified for our sins, was buried, bodily resurrected and ascended to the right hand of the Father.

### **Section 5.**

We believe that man is made in the image of God and that since the fall, all men are born as sinners unable to save themselves.

### **Section 6.**

We believe in personal salvation of believers through the substitutionary sacrificial death and shed blood of Jesus Christ - being justified by faith alone.

### **Section 7.**

We believe in future return of the Lord Jesus in power and glory.

### **Section 8.**

We believe in the presence and power of the Holy Spirit, indwelling each believer, transforming us and enabling us to live a godly life.

### **Section 9.**

We believe in the bodily resurrection of the just and the unjust; those who are saved to everlasting blessedness and those who are lost unto the resurrection of damnation.

### **Section 10.**

We believe in the spiritual unity of believers in our Lord Jesus Christ.

## **ARTICLE VI BOARD OF DIRECTORS**

### **Section 1. Functions of the Board of Directors**

The primary purpose of the Board is to manage the affairs of the Corporation (CPFI). The functions include the supervision and direction of communications and publications of all types propagated through various media, programs and projects for the benefit of the members and the public at large, the administrative and financial activities of the corporation and any other appropriate and honorable activity designed to accomplish the purposes of the corporation (CPFI).

### **Section 2. Qualification of Board of Members**

Each director shall be a regular or student member.

### **Section 3. Number and Type of Directors**

The Board of Directors consists of seven at large members, plus the officers of the organization (see Article VIII). Six of the members at large shall be regular members and one shall be a student member.

### **Section 4. Election, Term and Classification of Directors**

- A. At large regular directors shall be elected via mail or internet ballot or at the annual meeting of members by a simple majority vote of those voting. The term of a director shall be three years with two directors elected each year. Regular directors may serve no more than two full terms plus a partial term (maximum of 8 years) consecutively. After a minimum of 1 year off of the Board an at large member may run for election again.
- B. The student member director shall be the current National Student Council President or other National Student Council officer appointed by the National Student Executive Committee. The student director shall serve a one year term and may serve up to three consecutive terms.

### **Section 5. Vacancies of Directors**

- A. When a vacancy of a regular member occurs for any reason, the Board of Directors shall appoint by majority vote, a director to fill the partial term remaining.
- B. When a vacancy of a student director occurs the National Student Council shall appoint a replacement student director to fill the partial term remaining..

### **Section 6. Removal of Directors**

A director may be removed for cause by a vote of a two-thirds (2/3) majority of the Board of Directors after a thorough investigation and hearing by the Board. Any board member who is the subject of such an investigation and hearing shall be entitled to be present and present his case, and be represented by an attorney if he or she so desires.

### **Section 7. Resignation of Directors**

Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, then at the time of receipt of the resignation by the Secretary or President. Such resignation shall not discharge any accrued obligation or duty of a director.

## **ARTICLE VII BOARD MEETINGS**

### **Section 1. Frequency of Board Meetings**

The Board of Directors shall meet at least annually in conjunction with the annual meeting of the members, and may hold as many other meetings as deemed desirable by the President of the Board of Directors. Special meetings may be called upon written petition of four (4) members of the Board, stating the purpose of the special meeting.

### **Section 2. Place, Time and Notice of Board Meetings**

The President of the Board of Directors shall determine the time and place of all Board meetings after due consultation with all Board members. Notice shall be given at least two (2) weeks before a meeting by letter or other suitable means.

### **Section 3. Quorum of Directors**

A quorum for any Board meeting shall be the next number above one-half (1/2) of the members of the Board, i.e., a majority. When a quorum is once present to organize a board meeting, it is not broken by a subsequent withdrawal of any director or directors. The directors present may adjourn the meeting despite the absence of a quorum. "Directors present" means in person or via telephone or electronic means.

### **Section 4. Agenda for a Board Meeting**

The suggested order of business is:

- A. Call the meeting to order
- B. Invocation
- C. Reading and approval of the minutes of the last meeting
- D. Welcoming and seating of new members
- E. Report of the President
- F. Report of other officers
- G. Report of committees
- H. Unfinished business
- I. New business, including special reports that are not old, unfinished business
- J. Installation of officers
- K. Announcements and any statement for the welfare and good of the corporation (CPFI)
- L. Benediction

### **Section 5. Voting of Directors**

Each director is entitled to one vote on any matter coming before the Board. A simple majority of the directors present and voting is required for any action taken by the Board except as required by law, the Articles of Incorporation or these Bylaws.

### **Section 6. Proxies**

No director may be represented by another person acting pursuant to a proxy.

### **Section 7. Adjourned Meetings and Contingency Action**

The directors present may adjourn a meeting despite the absence of a quorum. When a determination of directors of record entitled to notice of or to vote at any meeting of directors

has been made, such determination shall apply to any adjournment thereof unless the directors fix a new record date for the adjourned meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. However, if after the adjournment the directors fix a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each director of record on the new record date entitled to vote at such meeting.

#### **Section 8. Action Taken Without Meeting: Written Consent (Vote) of Board Members**

Whenever the Board is required or permitted to take any action by vote, such action may be taken without a meeting on written consent (vote), setting forth the action so taken, signed by a simple majority of the members of the Board entitled to vote thereon, unless a greater majority is required by law, the Articles of Incorporation, or these Bylaws. Such written consent shall be documented in the following manner:

Action Taken Without Meeting: A clear and concise statement of the action and an explanatory description of the reason(s) for utilizing this mechanism to take such action are typed on the document in order that members will know the importance and substance of their action. Each voting board member shall sign and date the document on the date of the signing. The mailing envelope shall be marked: "Board Action."

### **ARTICLE VIII OFFICERS OF THE CORPORATION**

#### **Section 1. Officers delineated**

The officers of the Corporation shall be the President, the Vice President, the Immediate Past President (when there is one), the Executive Director, the Secretary and the Treasurer. All officers serve as members of the Board of Directors of the corporation.

#### **Section 2. Qualifications of Officers**

Each officer, including the Executive Director, shall be a Regular Member of the Corporation and at least twenty-five (25) years of age.

#### **Section 3. Election and Terms of Office**

##### **A. Term of office**

The term of office for the Executive Director, Secretary and Treasurer is two years. The Secretary and Treasurer may serve no more than two full terms plus a partial term (maximum 5 years) consecutively. The Executive Director has no term limits.

The term of office for the President and Vice President is two years. The President and Vice President may serve no more than two full terms plus a partial term (maximum of 5 years) consecutively. The term of office for the Immediate Past President is two years.

##### **B. Election of Officers**

The President and Vice President are elected together every two years. The Secretary and Treasurer are elected together every two years (staggered term with President/Vice President). Officers shall be elected via mail or internet or at the annual meeting of

members by a simple majority ballot of those voting.

The Executive Director shall be elected by majority vote of the Board of Directors every two years.

#### **Section 4. Duties of Officers**

- A. **President**- The President shall preside at all meetings of the members and the Board of Directors, appoint members of all committees, subject to approval of the Board, and shall be empowered to call special meetings of the members of the Board in accordance with these By-Laws. The President shall be an ex-officio member of all committees and a voting member of the Board of Directors. The President shall be the Chair of the Executive Committee of the Board.
- B. **Vice President** – The Vice President shall assist the President in his/her duties and shall be a voting member of the Board of Directors and shall preside at meetings of the members or of the Board of Directors when the President and Immediate Past President are absent. He/she shall assume the duties of the President when the President and Immediate Past President are unavailable until the President can resume the office. The Vice President shall be chair of the Membership Committee and a member of the Executive Committee of the Board.
- C. **Immediate Past President** – The Immediate Past President shall serve as a voting member of the Board of Directors for two years following his/ her presidential term. He/She shall serve as chair of the Awards and Recognition Committee and as a member of the Executive Committee of the Board and of the Nominations Committee. In the absence of the President he/she shall preside at meetings of the members or of the Board of Directors.
- D. **Duties of the Secretary** - The Secretary shall record the minutes of all members' and Board of Directors meetings, These minutes and all committee meeting minutes shall be maintained by the administrative staff in the corporate (CPFI) office. The Secretary, with the assistance of administrative staff, shall give notice of all members' and Board meetings in accordance with these Bylaws. The Secretary is responsible for all non-financial records and books of the corporation, and the corporate seal. However, custody of that seal and day to day maintenance of the records is delegated to administrative staff in the corporate office. The Secretary shall be a member of the Executive Committee of the Board.
- E. **Duties of the Treasurer** – The Treasurer shall have custody of all funds, securities, evidence of indebtedness and other valuable documents of the corporation. When necessary or proper, the Treasurer shall endorse, on behalf of the corporation for collection, checks, notes and other obligations to the corporation, and shall deposit the same to the credit of the corporation in such banks or depository as the Board may designate. He/she shall receive and give receipts for moneys paid to the corporation, and shall pay out of such funds as just debts of the corporation. The Treasurer shall keep records of assets, liabilities, income and expenditures and all financial transactions of the corporation, and provide statements of such records in accordance with good accounting procedures as directed by the Board of Directors. The Treasurer shall perform such other duties and acts incident to the office of the Treasurer. The Board may also delegate appropriate treasurer functions to the administrative staff of the corporation or the Executive Director. The Treasurer shall be the chair of the Finance Committee and a



member of the Executive Committee of the Board. The Treasurer also serves as a voting member of the Student Scholarship Committee.

- F. Duties of the Executive Director** – The Executive Director shall perform administrative duties as directed by the Board of Directors in conjunction with paid administrative staff of CPFI. He/she shall assist other Officers and Board members and be a member of the Executive Committee of the Board and of the Finance Committee. He/she shall be a member of the Annual Meeting Committee. The Executive Director will serve as the overall spokesperson for CPFI.

#### **Section 5. Removal of Officers**

Any officer may be removed for cause, after due investigations, by two-thirds (2/3) majority of the directors present and voting.

#### **Section 6. Vacancies of Offices**

If the office of Secretary, Treasurer or Executive Director becomes vacant, the President shall appoint a Director to fill the vacancy for the remainder of the term, or until a new officer has been elected and assumes the office, with the consent and advice of the Board of Directors. If the office of Vice President or President becomes vacant the remaining Presidential Officers shall perform the duties of President or Vice President until the next election. If/when the office of the Immediate Past President becomes vacant it shall remain vacant until the President assumes that office.

### **ARTICLE IX BOARD OF DIRECTORS COMMITTEES**

#### **Section 1. Executive Committee**

The Executive Committee of the Board shall consist of the Officers of the Corporation with the President as chair. The Executive Committee shall act on behalf of the Board of Directors on urgent matters when it is not feasible or possible to convene the entire Board. A majority of the Executive Committee shall constitute a quorum and a simple majority vote is required for official action, except as required by law, the Articles of Incorporation or the Bylaws. The President will use his/her discretion in convening the Executive Committee.

#### **Section 2. Finance Committee**

The Finance Committee of the Board is charged with studying the economic and financial needs of and potential resources for the Fellowship; providing oversight and guidance to fund raising projects, investments and indebtedness; and preparing reports for the Board and members. The Treasurer is Chair of the Finance Committee and the Executive Director is a voting member. The President shall appoint one at large member of the Board as a voting member of the Finance Committee. The staff person responsible for day to day administration of financial matters shall be a non-voting member of the finance committee. This committee is charged with developing the annual budget for approval by the Board of Directors and is charged with arranging for an independent audit of the financial reports, papers and statement of the Corporation for accuracy and adherence to good accounting procedures. The administrative staff may be delegated the day to day activities including maintenance of records and preparation of reports.

### **Section 3. Membership Committee**

The Membership Committee is charged with recruiting and recommending new members, retaining current members and soliciting renewal of past members. The Vice President shall be the chair of the Membership Committee. The President shall appoint two regular members to the Membership Committee. The staff person responsible for day to day management of membership records and communications shall be a non-voting member of the membership committee.

### **Section 4. Nominations Committee**

The Nominations Committee is charged with nominating candidates for the respective offices, preparing the ballot and conducting and certifying elections. The Nominations Committee is responsible for developing and maintaining policies and procedures for the nominations and election process consistent with the Bylaws. These operating policies and procedures and any changes to them shall be approved by the Board. Administrative staff may be delegated to assist the Nominations Committee in its activities. The Secretary shall be the chair of the Nominations Committee and the Immediate Past President shall be a voting member of the Committee. The President shall appoint one or two at large voting regular members.

### **Section 5. Other Board Committees**

The Board of Directors may from time to time establish Ad Hoc Board Committees to carry out specific functions assigned by the Board (i.e. By-laws review committee) . Such Committees shall be assigned a specific time frame in which to complete their work and will be disbanded upon completion.

## **ARTICLE X COMMITTEES**

### **Section 1. Number, Nature of Committees**

The Board of Directors may establish committees, either standing or ad hoc as seems desirable, by resolution adopted by majority vote setting forth the nature and scope of the charge of the committee, the number of members and reports in addition to the committees described below.

### **Section 2. Educational Affairs Committee**

The Educational Affairs Committee is charged with studying the educational needs of CPFI regular and student members. Such educational needs should focus on those that are distinctively Christian in content, significance or implication. The President shall appoint at least two regular members. The National Student Council may appoint a voting student member. The Educational Affairs Committee in conjunction with the Board of Trustees shall appoint a Student Chapter Advisory Committee and a Student Scholarship Committee (see ARTICLE XI Ministry Groups Section 3 Student Pharmacist Affairs).

### **Section 3. Annual Meeting(s) Committee**

The Annual Meeting Committee is charged with planning, arranging, conducting and evaluating the Annual Meeting of Members and the Board of Directors meeting held in conjunction with the members' meeting and other meetings as directed by the Board of

Directors. The Executive Director is a voting ex-officio member of the Annual Meeting Committee. The President shall appoint a chair from the regular membership (if possible a current member of the Board of Directors) and at least one other regular member to the committee. The National Student Council may appoint a student voting member to the committee. The Administrative Director is a voting member of the committee.

#### **Section 4. Publication Committee**

The publications Committee is charged with studying the need for various publications and making recommendation(s) for additions or discontinuance of publications, general supervision of the various publications (such as newsletters, journals and brochures) and the establishment of policies for publications. Policies must be approved by the Board of Directors before becoming official policies. The Publications Committee may operate through subcommittees. The President shall appoint an at large Board Member as Chair of the Publications committee. The editor(s) of the Journal and/or newsletter shall be voting members of the committee, the Administrative Director shall be an ex-officio voting member of the committee and the National Student Council may appoint a voting student member.

#### **Section 5. Missions Committee**

The Missions Committee is charged with promoting missionary and outreach involvement of CPFI members and other Christian pharmacists throughout the United States, developing aids, training programs and other means of facilitating pharmacists' involvement in mission work and outreach-foreign and domestic and reporting needs, participation and results of missionary and outreach efforts through the newsletter and other media. The Missions Committee is responsible for administering CPFI scholarships or financial aid for pharmacists or students who apply for such aid. The missions committee may form a sub-committee to administer such aid. The President shall appoint the Mission Committee chair from regular membership, an at large member from the Board of Directors and up to three other regular voting members. The National Student Council may appoint a student voting member to the committee.

#### **Section 6. Awards and Recognition Committee**

The purpose of this committee is to recommend and administer awards and recognitions for CPFI including but not limited to the Annual Warren Weaver award and Student Chapter awards. The Immediate Past President is the chair of this committee. The President shall appoint at least two additional regular members and the National Student Council shall appoint one member.

#### **Section 7. Standing Committee Policies and Procedures**

Each Standing Committee is responsible to establish Operating Policies and Procedures to be approved by the Board of Directors. Each Committee's Operating Policies and Procedures shall be reviewed at least every three years by the Committee. If changes or updates are needed a report with the committee's recommendations shall be submitted to the Board of Directors for approval.

## **ARTICLE XI MINISTRY/STUDENT GROUPS**

### **Section 1. Establishment**

The Board may authorize as it deems necessary the formation of various ministry groups within the organization including: commissions to accomplish a particular aspect of our mission; local ministry groups that serve students, graduates or spouses in local or regional areas; and professional sections that can foster ministry within identifiable groups of pharmacy practitioners.

### **Section 2. Duties and Supervision**

A temporary group, a commission for example, should receive a specific charge and time frame determined by the Board. Permanent groups, Student Chapters for example, should have a Policy and Procedure manual that establishes the duties and responsibilities of that group.

### **Section 3. Student Pharmacist Affairs**

- A. A School Chapter of CPFI may be established at any college/school of pharmacy.
- B. Student Chapter Advisory Committee – The CPFI Board of Directors in conjunction with the Educational Affairs Committee shall appoint this committee from the CPFI Membership to oversee all aspects of Student Chapters within CPFI. The committee shall prepare the Policies and Procedures that will determine eligibility of an institution to establish a school chapter, confer charters, provide oversight of school chapters, advise/collaborate with the National Student Council, assist in developing student programming for the annual meeting and support regional student retreats. At least one member of this committee shall be a current member of the Board of Directors.
- C. National CPFI Student Council (NSC) – The NSC is constituted according to the Policies and Procedures of the Student Chapter Advisory Committee. The NCS is authorized to appoint student members to various CPFI committees and its President serves as a voting member of the Board of Directors.
- D. CPFI Student Scholarship Committee – The CPFI Board of Directors in conjunction with the Educational Affairs Committee appoints this committee from the CPFI membership to administer the student scholarship program. At least one member of this committee shall be a current member of the Board of Directors. The Treasurer serves as an ex-officio voting member. .

## **ARTICLE XII FISCAL YEAR, FINANCIAL DOCUMENTS**

### **Section 1. Fiscal Year**

The fiscal year shall begin January 1 and end December 31, and shall be concurrent with the operational or administrative year, except the terms of elected office shall run from one annual meeting of the members to the next.

### **Section 2. Financial Documents**

All checks, drafts, notes or other obligations shall be signed by two (2) of the officers, except that checks issued for expenses incurred in ordinary operations may be signed by one

designated person. The Board of Directors may give an operating officer permission to sign checks with only one signature on a year to year basis.

## **ARTICLE XIII CORPORATE SEAL**

### **Section 1.**

The Corporation is authorized to purchase and use a corporate seal for certain official documents. The seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization, the words "Corporate Seal" and "Virginia."

## **ARTICLE XIV AMENDMENTS**

### **Section 1. Amendments Other Than Article I and Section 2 of This Article XIV**

Amendments of these Bylaws shall be proposed in writing and presented by mail, electronically or at one meeting of members, and then discussed and voted on at the next meeting of the members. Passage shall require the vote of two-thirds (2/3) of the members present and voting; provided, however, any amendment of Section 2 of this Article XIV of the Bylaws shall require the vote of two thirds (2/3) of the entire membership.

Alternatively after proposal and discussion at one members' meeting, the proposed amendment may be mailed to all members with an explanation and a ballot upon which each member can indicate approval or disapproval of the proposed amendment. Passage shall require the vote of two-thirds (2/3) of the membership casting ballots.

### **Section 2. Amendments Concerning Purpose of the Corporation**

Amendments to the stated purposes of this corporation as set forth in its Articles of Incorporation must be proposed in writing at one annual meeting of members, included in the written notice of and discussed at the next annual meeting of members, and voted on by mail or electronic ballot. Passage shall require the vote of two-thirds (2/3) of the entire membership.

### **Section 3. Effective Date of Implementation of Bylaws**

These Bylaws shall become effective after notice has been given to the membership of their adoption at an annual meeting of members or adoption via mail or electronically by a vote of two-thirds (2/3) of those present and voting.

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