

Proposed changes to the Bylaws of the Virginia Housing Coalition

Current Text

BY-LAWS OF
VIRGINIA HOUSING COALITION, INC.

ARTICLE I

Offices

Section 1.01. Offices. The principal office of the corporation shall be located in the Commonwealth of Virginia, at such place as shall be designated by resolution of the Board of Directors. The corporation may have such other offices within the Commonwealth of Virginia as the Board of Directors may from time to time determine or the purposes of the corporation may require.

ARTICLE II

Membership

Section 2.01. Eligibility. Any natural person or organization which subscribes to the purposes and policies of the corporation, participates in its activities and pays the dues set by the corporation shall be eligible for membership.

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Bylaws of the
Virginia Housing Coalition, Inc.,
a Virginia Non-stock Corporation

ARTICLE I. Name, Principal Office, Purpose and Restrictions.

Section 1.01. Name. This organization shall be known as the Virginia Housing Coalition (VHC or the Coalition) and is incorporated under the laws of the Commonwealth of Virginia.

Section 1.02. Offices. The principal office of the corporation shall be located in the Commonwealth of Virginia, at such place as shall be designated by resolution of the Board of Directors. The corporation may have such other offices within the Commonwealth of Virginia as the Board of Directors may from time to time determine or the purposes of the corporation may require.

Section 1.03. Purpose. The Virginia Housing Coalition is a membership organization dedicated to advocating for affordable housing in the Commonwealth.

Section 1.04. Restrictions. All policies and activities of the Coalition will be consistent with applicable federal, state and local laws, antitrust trade regulations and other legal requirements.

ARTICLE II. Membership.

Section 2.01. Eligibility. Any natural person or organization which subscribes to the purposes and policies of the corporation, participates in its activities and pays the dues set by the corporation shall be eligible for membership. The Board of Directors shall have the final authority to determine the qualifications of any person or organization for membership.

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Section 2.02. Application for Membership.

Application for membership shall be in such written form as may be prescribed by the Board of Directors, and all such applications shall be accompanied by the payment of membership dues prescribed by the corporation. Membership shall become effective upon the corporation's receipt of such application and dues payment.

Section 2.03. Transfer of Membership. A

membership shall not be transferable.

Section 2.04. Meetings. The membership shall

meet annually or more often at the call of the Board of Directors, or by written petition of at least ten percent of the membership to the President of the corporation. All such meetings shall be held in the Commonwealth of Virginia.

Section 2.05. Notice of Meetings. Written notice

of the date, time and place of each annual and special meeting of the membership shall be given, either personally or by mail, to each member of record no less than fourteen or more than sixty days before the date of the meeting; except that a meeting to act on an amendment of the articles of incorporation, a plan of merger, a proposed sale of all or substantially all the assets of the corporation or the dissolution of the corporation shall be given not less than twenty-five days before the meeting. Notice of an

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Section 2.02. Application for Membership and Payment of Dues.

Application for membership shall be in such written or electronic form as may be prescribed by the Board of Directors, and all such applications shall be accompanied by the payment of membership dues prescribed by the corporation. Membership shall become effective upon the corporation's receipt of such application and dues payment. No refunds of dues will be made unless membership is rejected upon application.

Section 2.03. Transfer of Membership. A membership shall not be transferable.

Section 2.04. Meetings. The membership shall meet annually or more often at the call of the President or a majority of the Board of Directors, or by written petition of at least ten percent of the membership to the President of the corporation. All such meetings shall be held in the Commonwealth of Virginia. Special membership meetings may be called by the Board, or by Members as detailed in the current Virginia Non-Stock Corporation Act. At a special meeting, no business shall be transacted and no corporate action shall be taken other than that stated in the notice of the meeting.

Section 2.05. Notice of Meetings. Written or electronic notice of the date, time and place of each membership meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be mailed, by U.S. Postal Service, overnight courier, or electronically, to each member of record at the member's address or e-mail address which appears in the records of the Corporation no less than ten (10) or more than sixty (60) days before the date of the meeting; except that, pursuant to the Virginia Non-Stock Corporation Act, a meeting to act on an amendment of the articles of incorporation, a plan of merger, a proposed sale of all or substantially all the assets of the corporation or the dissolution of

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annual meeting need not state the purpose or purposes for which the meeting is called. Notice of a special meeting shall state the purpose or purposes for which the meeting is called. If an annual or special meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

Section 2.06. Quorum. Ten percent of the membership of the corporation shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the members present at any membership meeting at which a quorum is present shall be the act of the membership.

Section 2.07. Voting. At every meeting of the membership, each member present shall have the right to cast one vote on each question and never more than one vote. Any organization which is a member of the corporation shall designate, by written notice to the Secretary, its representative who will be entitled to cast such organization's vote at any meeting. The vote of the majority of those present shall decide any question brought before such meeting, unless the question is one which, by express provision of statute, a different vote is required, in which case such express provision shall control. No member or representative of an organizational member shall be eligible to vote or to be elected to the Board of Directors if such member is shown on the records of the corporation to be in arrears in the payment of dues.

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the corporation shall be given not less than twenty-five days before the meeting. Meetings may be held without notice if all members entitled to vote at the meeting are present in person or if notice is waived in writing by those not present, either before or after the meeting.

Section 2.06. Quorum. Ten percent of the membership of the corporation shall constitute a quorum for the transaction of business at any meeting. Members shall be present in person or participating by any means allowed under the Virginia Non-Stock Corporation Act. The act of a majority of the members present at any membership meeting at which a quorum is present shall be the act of the membership.

Section 2.07. Voting. At every meeting of the membership, each member in good standing present shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of those present shall decide any question brought before such meeting, unless the question is one which, by express provision of statute, a different vote is required, in which case such express provision shall control.

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Section 2.08. Proxies. Voting by proxy at any meeting of the membership shall not be permitted.

Section 2.09. Expulsion. The membership may, by a vote of not less than four-fifths of the members present and voting at any meeting, expel from membership any member whose activities are adverse to the purposes of the corporation.

ARTICLE III

Board of Directors

Section 3.01. Board of Directors. The business property and affairs of the corporation shall be managed by a Board of Directors composed of not less than twelve or more than twenty-five directors. The term of office of each director shall be three years. One-third of the directors shall be elected to such three year term at each annual meeting of the membership. The directors shall hold office until their terms expire or until their successors are elected and qualified. Each director shall be an individual member or an official representative of an organizational member of the corporation in good standing.

Section 3.02. Meetings. The regular annual meeting of the directors shall be held as soon as practicable following the annual meeting of the membership each year. At least three regular meetings of the directors shall be held annually. Special meetings may

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Section 2.08. Proxies. Voting by proxy at any meeting of the membership shall not be permitted.

Section 2.09. Expulsion. The membership may, by a vote of not less than two-thirds of the members present and voting at any meeting, expel from membership any member whose activities are adverse to the purposes of the corporation.

Section 2.10. Liability. No member will personally or otherwise be liable for any obligations of the Coalition.

ARTICLE III. Board of Directors.

Section 3.01. Board of Directors. The business, property and affairs of the corporation shall be overseen by a Board of Directors, and except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all of the powers of the Corporation shall be vested in such Board. The number of Directors constituting the Board of Directors shall be not less than eleven (11) or more than twenty-five (25) directors. The term of office of each director shall be three (3) years. One-third of the directors shall be elected to such three year term at each annual meeting of the membership. The directors shall hold office until their terms expire or until their successors are elected and qualified. Each director shall be an individual member or an official representative of an organizational member of the corporation in good standing.

Section 3.02. Meetings. The regular annual meeting of the directors shall be held as soon as practicable following the annual meeting of the membership each year. At least three regular meetings of the directors shall be held annually at times and locations fixed by resolution of the Board, or upon call of the President. Special meetings may be called by the President or by three of the directors with appropriate

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be called by the President or by five directors on at least fourteen days' notice given in person or by telegraph or mail. In the case of notice by telegraph or mail, the period of notice shall run from the time of the delivery of such notice to the telegraph company or from the time of mailing as the case may be. Meetings of the directors may be held either within or without the Commonwealth of Virginia at any place designated in the notice of meeting. At any meeting the Board of Directors may transact any business which may come before it and it shall not be necessary to specify in the notice of meeting the character of business to be transacted.

Section 3.03. Attendance at Meetings. A director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by a director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 3.04. Informal Action. Any action required to be taken at a meeting of the directors or any other action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

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notice as detailed in Section 3.03, below. Meetings of the directors may be held either within or without the Commonwealth of Virginia at any place designated in the notice of meeting. Meetings of the directors may be held through the use of telephones or other communications equipment, whereby all persons, while participating in the meeting, can communicate with each other. Participation by any Board member in a meeting so held shall constitute presence in person at the meeting, and the minutes of any such meeting shall be prepared in the same manner as a meeting of the Board held in person. At any meeting the Board of Directors may transact any business which may come before it and it shall not be necessary to specify in the notice of meeting the character of business to be transacted. All regular meetings of the Board will be open to the Members, who will have the opportunity to be heard during the meeting.

Section 3.03. Notice of Meetings. Written notice of meetings will be given by e-mail, facsimile, or mail to the Members of the Board at least seven (7) days prior to the meeting. Notice of special meetings shall be sent to all Members of the Board not less than seventy-two (72) hours before said meeting.

Section 3.04. Attendance at Meetings. A director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by a director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 3.05. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if each Director signs and delivers to the Corporation a consent describing the action to be taken. A written consent described in this section and the signing thereof can be accomplished by one or more electronic transmissions. The resolution and the Directors' written consents shall be filed with the minutes of the Board.

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Section 3.05. Resignation and Removal. A director may resign at any time by delivering a written resignation to the Secretary, and such resignation shall take effect immediately upon its receipt by the Secretary. A director may be removed from office with our without cause by a vote of two-thirds of the directors present at a meeting called expressly for the purpose. Any director who is absent from three consecutive regular meetings of the Board of Directors shall vacate such directorship, unless the Board of Directors, by a vote of two-thirds of the directors present at a meeting at which a quorum is present, excuse such absences for good cause.

Section 3.06. Quorum. At all meetings of the Board of Directors, a majority of the directors in office shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law.

Section 3.07. Vacancies in the Board of Directors. Vacancies in the Board of Directors arising from death, resignation, removal or otherwise shall be filled by a majority vote of the directors present at the next meeting of the Board of Directors. Any director so elected shall serve until the next annual meeting of the membership when a successor is elected for any remainder of an unexpired term.

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Section 3.06. Resignation and Removal. A director may resign at any time by delivering a written resignation to the Secretary, and such resignation shall take effect immediately upon its receipt by the Secretary. A director may be removed from office with our without cause by a vote of two-thirds of the directors present at a meeting called expressly for the purpose. Absence from three consecutive meetings of the Board of Directors may be cause for removal.

Section 3.07. Quorum. At all meetings of the Board of Directors, one-third (1/3) of the Directors in office shall constitute a quorum for the transaction of business. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law.

Section 3.08. Voting. Each Member of the Board present shall be entitled to one vote on any items of business before the Board. Proxy voting will not be permitted.

Section 3.09. Vacancies in the Board of Directors. Vacancies in the Board of Directors arising from death, resignation, removal or otherwise shall be filled by a majority vote of the directors present at the next meeting of the Board of Directors, and the term of office of any director so elected shall expire on the date fixed for the original term of office to which the director was elected.

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Section 3.08. Committees. The principal officers of the corporation shall constitute an Executive Committee. The Executive Committee shall have such power and duties as may from time to time be delegated to it by the directors. The Executive Committee may exercise any or all of the powers and perform any or all of the duties of the directors whenever the directors are not in session. The executive Committee, however, shall have no power to amend these Bylaws or to fill vacancies in its own membership. The Executive Committee shall keep regular minutes of its transactions and shall cause them to be recorded in a book kept for that purpose, and shall cause said minutes to be submitted to the directors when next in session. The directors or the President may from time to time in their discretion appoint any other committee or committees, the composition of which may include others who are not directors, and may delegate to such committee or committees such powers and duties as they may from time to time determine.

Section 3.09. Annual Report. The Directors shall prepare for the annual meeting of the Board of Directors of the corporation a report of the activities of the corporation during the preceding year. The report shall be in such form, printed or oral, and shall contain such information as the directors deem necessary.

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Section 3.10. Annual Report. The Directors shall prepare for the annual meeting of the Board of Directors of the corporation a report of the activities of the corporation during the preceding year. The report shall be in such form, printed or oral, and shall contain such information as the directors deem necessary.

Section 3.11 Compensation for Services. The directors shall not receive any compensation for services provided to the corporation. The directors may authorize the payment of reasonable compensation for services actually performed to carry out the exempt purposes of the corporation by employees and agents of the corporation and reimbursement for any actual expenses incurred by them in attending meetings or in attending to the business of the corporation.

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ARTICLE IV

Officers

Section 4.01. Officers. The officers of the corporation shall be a President, one or more Vice Presidents as determined by the Board of Directors, a Treasurer, a Secretary and such other officers as may be elected or appointed by the directors. Any two offices may be held by the same person except the offices of President and Secretary.

Section 4.02. Election and Term of Office. The officers of the corporation shall be elected annually by a majority vote of the directors present at the regular annual meeting of the directors. Vacancies shall be filled by a majority vote of the directors present at any meeting of the directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death or until he/she shall resign or shall have been removed in the manner herein provided.

Section 4.03. Resignation and Removal. Any officer may resign at any time by giving notice to any director in writing, and such resignation shall take effect immediately upon its receipt by the director. Any officer may be removed from office at any time, with or without cause, by an affirmative vote of a majority of the directors present at any meeting of the Board of Directors.

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ARTICLE IV. Officers.

Section 4.01. Officers. The officers of the corporation shall be a President, Vice President, a Treasurer, a Secretary and such other officers as may be elected or appointed by the directors. Any two offices may be held by the same person except the offices of President and Secretary.

Section 4.02. Election and Term of Office. The officers of the corporation shall be elected annually by a majority vote of the directors present at the regular annual meeting of the directors. Vacancies shall be filled by a majority vote of the directors present at any meeting of the directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death or until he/she shall resign or shall have been removed in the manner herein provided.

Section 4.03. Resignation and Removal. Any officer may resign at any time by giving notice to any director in writing, and such resignation shall take effect immediately upon its receipt by the director. Any officer may be removed from office at any time, with or without cause, by an affirmative vote of a majority of the directors present at any meeting of the Board of Directors.

Section 4.04. Vacancies. If for any reason any office becomes vacant, the Board will elect a Director to serve the remainder of the term. If a vacancy occurs in the office of the President, the Vice President will become President for the remainder of the President's term and the Board will elect a Director to assume the duties of Vice President for the remainder of the Vice President's term.

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Section 4.04. Powers and Duties of the President. The President shall be the chief executive officer of the corporation, and shall be responsible for the day-to-day operations of the corporation, the general and active management of the affairs of the corporation, and assuring that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all documents requiring a seal, under the word “seal,” except where the signing and execution thereof shall be expressly delegated by the directors to some other officer or agent of the corporation.

Section 4.05. Powers and Duties of the President-Elect. The Board of Directors may create an office of President-Elect, and may appoint to the office any member of the Board of Directors in good standing. In the absence or disability of the President, the President-Elect shall perform the duties and exercise the powers of the President, and shall have such other powers and duties as the directors shall prescribe. The term of office shall be for a period of one year, or until a successor is selected. At the expiration of the term of the President, the President-Elect shall assume the office of the President.

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Section 4.05. Powers and Duties of the President. The President shall be the chief executive officer of the corporation and shall, subject only to the ultimate authority of the Board of Directors, facilitate the day-to-day operations of the corporation, the general and active management of the affairs of the corporation, and assuring that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute all documents requiring a seal, under the word “seal,” except where the signing and execution thereof shall be expressly delegated by the directors to some other officer or agent of the corporation. The President shall preside at all corporate meetings. In addition, the President shall serve as an ex-officio member of all committees, except the Nominating Committee, and shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned him/her by the Board of Directors.

Section 4.05. Powers and Duties of the Vice President. The Board of Directors may may appoint to the office of Vice President any member of the Board of Directors in good standing. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President, and shall have such other powers and duties as the directors shall prescribe. The term of office shall be for a period of one year, or until a successor is selected.

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Section 4.06. Powers and Duties of the Secretary. The Secretary shall attend all meetings of the directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/she shall give, or cause to be given notice of all meetings of the directors and shall perform such other duties as may be prescribed by the directors or the President, under whose supervision he/she shall be.

Section 4.07. Powers and Duties of the Treasurer.

The Treasurer shall have the custody of the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Trustees. The Treasurer shall disburse the funds of the corporation as may be ordered by the directors, shall take proper vouchers for such disbursements and shall render to the President at the regular annual meeting of the directors, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial condition of the corporation. If required by the directors, the Treasurer shall give a bond for his/her faithful discharge of his/her duties in such form with such surety and in such amount as the directors may direct.

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Section 4.06. Powers and Duties of the Secretary. The Secretary shall oversee the collection of recordings of all meetings of the Board of Directors and members of the corporation. When requested, the Secretary shall also act as Secretary of the meetings of the committees of the Board. He/she shall oversee the collection of minutes of all such meetings and ensure that they are retained in permanent books. He/she shall see that all notices required to be given by the Corporation are duly given and served; shall have oversight of the custody of all contracts, books, records and papers of the Corporation relating to its organization and management as a Corporation, shall see that all reports, statements and other documents required by law (except tax returns) are properly filed; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

Section 4.07. Powers and Duties of the Treasurer. The Treasurer shall have charge of and be responsible for oversight of all funds, receipts and disbursements of the Corporation, and shall cause to be deposited all monies of the Corporation in such banks and depositories as shall be designated by the Board of Directors. The Treasurer shall be responsible for (1) maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (2) the preparation of appropriate operating budgets and financial statements; (3) the preparation and filing of all tax returns required by law; and (4) the performance of all duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to him/her by the Board of Directors or the President.

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Article V. Committees.

Section 5.01. Executive Committee. The principal officers of the corporation shall constitute an Executive Committee. The Executive Committee shall have such power and duties as may from time to time be delegated to it by the directors. The Executive Committee may exercise any or all of the powers and perform any or all of the duties of the directors whenever the directors are not in session. The executive Committee, however, shall have no power to amend these Bylaws or to fill vacancies in its own membership. The Executive Committee shall keep regular minutes of its transactions and shall cause them to be recorded in a book kept for that purpose. Actions of the Executive Committee shall be reported to the Board for ratification by mail or e-mail or at the next Board Meeting.

Section 5.02. Nominating Committee. The Nominating Committee shall recommend names of members eligible and desirable for positions as Directors and Officers, and report its recommendations to the Board. The report of the Nominating Committee as approved by the Board shall be presented at the annual meeting of the Association.

Section 5.03. Budget and Finance Committee. The Treasurer shall serve as the Chairman of the Budget and Finance Committee. The Committee shall review the Annual Budget for the Coalition and make recommendations to the Board of Directors and, not less than annually, shall review the books of the Coalition. The Committee may perform such other duties in connection with the finances of the Coalition as the Board of Directors may determine.

Section 5.04. Committees. The directors or the President may from time to time in their discretion establish any other committee or committees, standing or ad hoc, the composition of which may include others who are not directors, and may delegate to such committee or committees such powers and duties as they may from time to time determine.

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ARTICLE V

Checks

All checks or demands for money and notes of the corporation shall be signed by the President or Treasurer of the corporation or such officer or officers or such other person or persons as the directors may from time to time designate.

ARTICLE VI

Compensation for Services

The directors shall not receive any compensation for services provided to the corporation. The directors may authorize the payment of reasonable compensation for services actually performed to carry out the exempt purposes of the corporation by employees and agents of the corporation and reimbursement for any actual expenses incurred by them in attending meetings or in attending to the business of the corporation.

ARTICLE VII

Seal

The word “seal” shall be deemed the seal of the corporation for the purpose of any document requiring a corporate seal.

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Article VI. Miscellaneous Provisions.

Section 6.01. Seal. The word “seal” shall be deemed the seal of the corporation for the purpose of any document requiring a corporate seal.

Section 6.02. Fiscal Year. The fiscal year of the Coalition shall be the same as the calendar year.

Section 6.03.-Checks. All checks or demands for money and notes of the corporation shall be signed by the President or Treasurer of the corporation or such officer or officers or such other person or persons as the directors may from time to time designate.

Section 7.04. Bonding. Any person entrusted with the handling of funds or property of the Coalition shall, at the discretion of the Board of Directors, furnish, at the expense of the Coalition, a fidelity bond, approved by the Board, in such a sum as the Board shall prescribe.

Section 7.05. Execution of Contracts. The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition for the purpose of carrying out the business of the organization. Such authority may be general or confined to specific instances. However, unless expressly authorized by the Board of Directors or these bylaws, no officer, agent or employee of the Organization shall have any power or authority to pledge its credit. The Executive Committee, with Board authorization, shall negotiate and renew any contracts as appropriate.

Section 7.06. Dissolution. The dissolution or winding up of the Coalition will follow the requirements of the Virginia Nonstock Corporation Law. Any funds remaining after payment of all debts and obligations will be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations exempt from taxation under Section 501 of the Internal Revenue Code. Such organizations are to be selected by the Board.

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ARTICLE VIII

Amendments

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the members present at the annual meeting of the membership or a special meeting called for such purpose.

Last amended June 10, 1998

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ARTICLE VIII. Amendments.

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors.

ARTICLE IX. Effective Date.

These By-laws, as amended, are effective _____, having been approved and adopted by a majority vote of the members of the Coalition, following proper notice.

Last updated September 3, 2009.