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### Article I: Corporate Affairs

#### 1.1 Name

The name of the Corporation is 3cross Brewing Company (hereinafter referred to as the “Corporation”).

#### 1.2 Registered Office

The address of the registered office of the Corporation is 26 Cambridge Street, Worcester, MA 01603.

#### 1.3 Mission

To produce carefully crafted fermented products and to provide a focal point for community engagement and interaction.

#### 1.4 Guiding Principles

- a) Produce and sell high quality fermented foods in a cooperative manner that promotes goodwill among the community;
- b) Develop an attractive and successful model for community- and worker-ownership and local economic development;
- c) Create jobs that are secure and educational and that support the dignity of all workers of the Corporation;
- d) Promote the responsible consumption of alcohol;
- e) Develop more environmentally sound business practices.
- f) Promote cycling as a fun, healthy and environmentally friendly means of transportation and sport.

#### 1.5 Fiscal Year

The fiscal year of the Corporation shall end on the last day of December in each year.

#### 1.6 Execution of Instruments

All deeds, leases, contracts, bonds, notes and other obligations authorized to be executed on behalf of the Corporation shall be signed by the President or the Treasurer or the Secretary except as the directors may otherwise determine.

#### 1.7 Corporate Records

Copies of the following documents shall be kept at the principal office of the Corporation or at the office of the Secretary, but need not all be kept at the same office: the Articles of Organization and By-laws and records of all meetings or incorporators, directors and members and the record address and the stock held by each. These records shall be available to members for inspection at reasonable times and for purposes consistent with good faith exercise of membership rights and responsibilities in corporate affairs.

#### 1.8 Articles of Organization

The Articles of Organization are hereby made a part of these By-laws, and the purposes of the Corporation shall be as set forth in the Articles of Organization. In the event of any inconsistency between the Articles of Organization and these By-laws, the provisions of the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as amended from time to time.

### Article II: Common Stock (Membership and Membership Shares)

#### 2.1 Membership Organization

The Corporation shall operate on a cooperative basis, with earnings and losses allocated on the basis of patronage in accordance with Article III and with voting by the members in accordance with Article IV.

#### 2.2 Eligibility

Membership shall be limited to natural persons who patronize the Corporation and have paid a membership fee in an amount determined by the Board of Directors. Neither the Board nor its designees may discriminate on the basis of race, age, sex, sexual orientation, religion or national origin when considering a person for membership.

### **2.3 Classes of Membership**

There shall be two classes of membership: members and worker-members. Worker-members are those members that are employed by the Corporation on a full-time or part-time basis after a twelve (12) month trial period, approval by consensus of all working members and payment of an additional capital investment in an amount to be determined by the Board of Directors from time to time. Each class of membership shall be equal in all respects except as expressly defined in these by-laws.

### **2.4 Patronage**

For the purposes of eligibility, patronage will be defined as purchasing products and services directly from the Corporation. For worker-members, patronage also includes contribution of labor to the Corporation.

### **2.5 Membership Share and Membership Fee**

Each member shall own at least one share of Common Stock (hereinafter referred to as "membership share") and only members may own such shares. The cost of a membership share shall be determined by the Board of Directors and shall be designated as the "membership fee". Existing members shall have no preemptive rights to membership shares issued to new members.

### **2.6 Transfer Restrictions**

No membership share or interest therein may be sold, assigned or otherwise transferred, voluntarily or involuntarily, by operation of law or otherwise, except for a transfer to the Corporation.

### **2.7 Membership Inactivation**

All members without valid mailing addresses (physical and electronic), or having no other activity with the Corporation for a period of 2 years, may have their membership inactivated under certain circumstances, and once inactivated are not entitled to any benefits of membership. Inactive members may have their membership reactivated upon filing a valid address or becoming active with the Corporation.

### **2.8 Membership Termination**

Either party may terminate membership through the procedures given below.

#### **2.7.1 Withdrawal**

Members may withdraw their membership at any time. Resigning members shall provide a written resignation and an address to which the Corporation may send confirmation of their resignation.

#### **2.7.2 Expulsion**

Any member whose activity endangers effective operation of the Corporation for the mutual benefit of its members may be recommended for expulsion from the Corporation by the worker-members or the Board of Directors. After written notice to the member of the reasons for the recommendation and reasonable opportunity for a hearing before the council, the council may, in its discretion, terminate the membership. The member may appeal the decision at a membership meeting, the decision and announcement of the appeal having been included in the notice of such meeting. The decision of a majority of the members voting at such a meeting will be binding upon the expelled member and upon the Corporation. The membership capital of an expelled member will be redeemed for the amount paid by such member.

#### **2.7.3 Return of Capital Investment**

Members who withdraw from the Corporation shall be refunded the full value of their investment once new membership capital is acquired. Members who are expelled from the Corporation shall be immediately refunded the full value of their investment provided that such refund does not jeopardize the fiscal solvency of the Corporation. Member capital investment shall be returned subject to offset by any debt owed to the Corporation by the withdrawing or expelled member. Any additional conditions and terms for the refund of membership capital that may be established by the Board of Directors shall apply to all members equitably.

### **2.9 Certificates of Membership Shares**

Each member is entitled to a certificate representing his or her membership share in such form as prescribed by the Board of Directors. The certificate shall be signed by the President and by the Treasurer or Secretary when it is issued. Each certificate shall set forth conspicuously on the face or back either: (1) the full text of restrictions prescribed in Section 6, or (2) a statement of the existence of such restrictions and a statement that the Corporation will furnish a copy of such restrictions to the holder of such certification upon written request and without charge. In case of the loss, destruction or mutilation of a membership certificate, a duplicate certificate may be issued in its place, upon such terms as the Board of Directors may prescribe.

## Article III: The Internal Capital Accounts

### 3.1 Internal Capital Accounts - Definitions

The Corporation shall have a system of internal capital accounts to reflect its net worth and to reflect the allocation of the net worth among the members and the preferred shareholders. The following definitions shall apply to terms used in this Article.

- a. The **net worth** is the difference between the assets and liabilities on the corporate books (kept according to the Generally Accepted Accounting Principles (GAAP)).
- b. The **internal capital accounts** consist of **individual capital accounts** and the **collective account**. The sum of the (net credit) balances in the internal capital accounts is the net worth of the Corporation.
- c. An **individual capital account** is maintained for each member, and it records the part of the net worth ultimately to be returned to each member.
- d. The **collective account** is the un-individualized portion of the net worth that is not to be returned to the individual members during the lifetime of the Corporation.
- e. The **accounting net income** is the book net income for the fiscal year computed in accordance with the GAAP. The accounting net income, positive or negative, is divided into the collective net income and the individual net income.
- f. The **individual net income** shall be no less than twenty percent (20%) of the accounting net income. It is that part which is immediately or ultimately to be allocated to the individual members capital accounts as patronage allocations.
- g. The **collective net income** shall be no more than eighty percent (80%) of the accounting net income. It is that part which will only affect the collective account.
- h. The **corporate taxes** to be subtracted from the collective net income are all those taxes including the Federal corporate income tax, which have not been treated as an expense in determining the accounting net income.
- i. The **self-insurance allocation** is the collective net income minus corporate taxes.
- j. The **purchasing patronage** of a member is the measure of a member's purchases directly from the Corporation, entitling such member to a patronage dividend as defined herein.
- k. The **labor patronage** of a member is the measure of a worker-member's contributions of labor to the Corporation on a full-time or part-time basis, entitling such member to a patronage dividend as defined herein.
- l. The **patronage dividend** is the positive amount of net income that is allocated to the members in proportion to patronage as described in section 1381 of the Internal Revenue Code of 1954 as amended (hereinafter referred to as the IRC). It can take the form of **non-qualified patronage dividends** (as defined in section 1388(d) of the IRC) or **qualified patronage dividends** (as defined in section 1388(c) of the IRC). A non-qualified or qualified written notice of allocation is the certificate issued to each member specifying the amount of the respective non-qualified or qualified patronage dividend allocated to the member and retained in the Corporation.
- m. The **negative patronage allocation** is the negative amount allocated to the individual capital accounts of the members in proportion to their current patronage. A negative patronage allocation results from current losses. The patronage calculations and allocations for a fiscal year are to be completed within the payment period for the fiscal year.
- n. The **payment period for the fiscal year** is eight and one-half months after the end of the fiscal year.
- o. The **individual capital account statement** is an accounting statement issued to each member during the payment period for a fiscal year that details all the changes in the member's individual capital account for that fiscal year.
- p. The **capital contributions** to the internal accounts include the membership fee and any additional paid-in capital in excess of the membership fee.
- q. The **membership fee** is the cost of the membership share.
- r. A **redemption of a written notice of allocation** is a distribution of the amount of the notice in cash and other property to the member, ordinarily a fixed number of years after the issuance of the notice.
- s. The **termination distribution** refers to the distribution of cash and/or notes of indebtedness to an ex-member or an ex-member's estate which is not a payment in redemption of a written notice of allocation and which is triggered by either the termination or retirement of a worker-member or the withdrawal or expulsion of a consumer-member.

- t. The **dissolution distribution** refers to a distribution, if any, of cash or other property to members and ex-members in redemption of a written notice of allocation in the case of the dissolution of the Corporation.

### **3.1.1 Individual Capital Accounts**

Each member shall have an individual capital account. The balance in the individual capital account results from and is increased by the initial membership fee and the written notice of allocation of patronage dividends issued to the member. The balance is decreased by the application of negative patronage allocations (losses from current operations) or the redemption in cash or notes of indebtedness of a written notice of allocation previously issued to the member and recorded in the member's account.

### **3.1.2 The Collective Account**

The balance in the collective account results from and is increased by: (a) the self-insurance allocation, (b) any gifts or grants to the Corporation which are not to be allocated to the individual capital accounts. The balance of the collective account is decreased by negative self-insurance allocations.

## **3.2 Net Income**

The accounting net income of the Corporation shall be allocated among the internal capital accounts in accordance with these By-laws.

### **3.2.1 Interest on Individual Capital Accounts**

The individual capital accounts shall not accrue interest.

### **3.2.2 Patronage Allocations**

In accordance with the law, patronage dividends shall not be declared on non-member patronage, nor shall they exceed the tax-basis net income. Fifty percent (50%) of the individual net income shall be allocated on the basis of purchasing patronage and fifty percent (50%) of the individual net income shall be allocated on the basis of labor patronage.

#### **3.2.2.1 Positive Patronage Allocations**

If the individual net income is positive, then the Corporation shall declare that patronage net income as a patronage dividend in accordance with section 1381 of the IRC.

#### **3.2.2.2 Negative Patronage Allocations**

If the individual net income is negative, the shortfall shall be debited from member's individual capital account in a proportion to their patronage.

#### **3.2.2.3 Individual Capital Account Statements**

During the payment period for a fiscal year and after all the internal account changes that relate to that fiscal year, each member shall be issued an individual capital account statement. This statement shall include the previous balance in the member's account, the positive and/or negative patronage allocations to the account, the redemptions or distributions from the account, and the resulting current balance in the member's account. If all or part of any written notices of allocation were canceled by any negative patronage allocations to the account, then the account statement shall specify the notices and amounts canceled.

### **3.2.3 Collective Net Income - General**

No more than eighty percent (80%) of the accounting net income (positive or negative) shall be the collective net income. The collective net income minus the applicable corporate income taxes yields the self-insurance allocation to the collective account.

#### **3.2.3.1 Federal Corporate Income Tax**

As described in Subchapter T of the IRC, the Corporation, as a Corporation operating on a cooperative basis, shall deduct from taxable income: (a) any amounts paid during the payment period for the fiscal year as patronage dividends paid in cash, qualified written notices of allocation, or other property (except non-qualified written notices of allocation), and (b) any amounts paid in redemption of the non-qualified written notices of allocation. Otherwise, the Federal corporate income tax shall be computed as in a Corporation not operating on a cooperative basis.

#### **3.2.3.2 The Self-Insurance Allocation**

Positive self-insurance allocations shall be credited to the collective account. The net income credited to the collective account may be used for any and all corporate purposes. Negative self-insurance allocations shall be debited from the collective account.

## **3.3 Capital Contributions and Distributions**

### **3.3.1 Membership Fee**

Each member shall pay to the Corporation in cash or other property an initial membership fee in an amount determined from time to time by Board of Directors. The membership fee shall be credited to the member's individual capital account. Any additional capital paid in by a member in excess of the membership fee shall be credited to the member's internal capital account.

**3.3.2 Redemption of Written Notice of Allocation**

From time to time, the Board of Directors may redeem written notices of allocation credited to a member's capital account in cash. The immediately preceding sentence notwithstanding, if a subordination agreement is executed by the Corporation and the member to whom the notices of allocation were issued, then such subordination agreement shall govern the timing of payment of such written notices of allocation. The internal capital account credits, evidenced by written notices of allocation, shall be paid off in the order of their date of issuance, the oldest allocation notices first, except that the Board may give first priority to estates of deceased ex-members. In determining the oldest notices, all allocation notices of the same fiscal year shall have the same priority. If any payment is not sufficient to cover all redeemable notices, a proportionate part of the dollar amount of all the redeemable notices shall be paid. When a member's allocation notice is paid off, the member's internal capital account shall be accordingly debited,

**3.3.3 Termination Distributions**

Upon voluntary or involuntary termination of a member's membership in the Corporation, his or her membership share shall automatically be deemed to have been transferred to the Corporation in return for the consideration specified in this paragraph and the membership share certificate shall be returned to the Corporation. The account balance in the terminating person's internal capital account shall be fixed after the adjustments at the end of that fiscal year and the account shall be closed to any further patronage allocations. The written notes of allocation represented in the account shall be redeemed in accordance with Section 3.3.2 (above). After the year end adjustments, if the portion of the account not represented by written notices of allocation has a positive balance, then that balance shall be paid to the person in consideration for the membership share in some combination of cash and promissory notes as the Board of Directors shall deem appropriate. The promissory notes issued, if any, shall be payable in full within five (5) years of being issued and shall have such other terms as the Board of Directors shall deem appropriate.

The immediately preceding sentence notwithstanding, payment of notes may be subordinated to the payment of any other obligation and delayed or withheld entirely at any time in accordance with the terms of any subordination agreement to which the Corporation or the payee of the notes or both, are parties, and the maturity date of the notes may also be extended if the cooperative's Board of Directors determines that the financial condition of the cooperative necessitates such extension.

**3.3.4 Dissolution Distributions**

On the sale of all the assets, liquidation or dissolution of the Corporation, any residual assets left after the payment of all debts shall be distributed to the current members or, if said residual assets are insufficient, then on a pro rata basis in proportion to the relative balances in their internal accounts. Any assets remaining after said distribution ("excess assets") shall be distributed to a non-profit charitable organization or organizations as so determined by the Board of Directors of the Corporation.

**Article IV: Membership Meetings**

**4.1 Annual Meeting**

The annual meeting of the members shall be held on or near April 1, the exact date to be determined by the Board of Directors. The location of the annual meeting shall be fixed by the Board of Directors or by the President, Treasurer or Secretary. The annual meeting shall be held for the purpose of electing the Board of Directors, and for any other lawful purposes that are: (1) prescribed by law, by the Articles or by these By-laws, or (2) specified by the President or by the directors or by at least twenty (20%) of the members. If the annual meeting is omitted on the day specified herein, a special meeting may be held in its place and any business transacted shall have the same effect as if transacted at the annual meeting.

**4.2 Standard Meetings**

Standard meetings of the members may be held without call or formal notice at such places and as such times as the President or a majority of the members may from time to time determine, provided that each member shall be given notice of the determination.

#### **4.3 Special Meetings**

Special meetings of the members may be called at any time by the Board or by the President. Upon written application of twenty percent (20%) of the members, an officer shall call a special meeting. Special meetings may be called for any lawful purpose.

#### **4.4 Notice of Meetings**

A written notice of each annual or special membership meeting stating the time, place and purpose shall be given by the Secretary or by the officer calling the meeting, at least seven (7) days before the meeting, to each member either: (1) in person, (2) by leaving the notice at the member's residence or usual workplace, or (3) by mailing it to the member's address (physical or electronic) as shown on the records of the Corporation. Notice need not be given to a member if a written waiver of notice, executed before or after the meeting by such member, is filed with the records of the meeting. Each member shall notify the Corporation of her or his current mailing address.

#### **4.5 Quorum**

A quorum shall consist of the lesser of 50 total members or 50% of total membership and must include no fewer than a majority of the current Directors and at least three-quarters ( $\frac{3}{4}$ ) of worker-members.

Members submitting votes by mail or electronically may count towards the quorum for the issue on which they have cast a ballot.

#### **4.6 Voting and Proxies**

Each member of record at the time of the meeting is entitled to one and only one vote on any matter requiring membership voting. Voting by proxy shall not be permitted.

#### **4.7 Action at a Meeting**

The President, Chairperson or other designee, as determined by the Board of Directors shall preside at membership meetings. When a quorum is present at a membership meeting, a three-quarters ( $\frac{3}{4}$ ) vote of the members present and entitled to vote shall decide any matter to be voted upon by members, unless a larger vote is required by law or by the Articles or these By-laws. A secret ballot is required if requested by any member present at the meeting. The Corporation shall not directly or indirectly vote any share of its stock.

#### **4.8 Action without Meeting**

Any action to be taken by the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing. Such written consent shall be filed with the records of the meetings of members, and shall be treated for all purposes as a vote at a meeting.

### **Article V: The Board of Directors**

#### **5.1 Powers**

The Board of Directors may exercise all the powers of the Corporation, including the power to issue stock, except as otherwise provided by law, the Articles, or by these By-laws. In the event of a vacancy in the Board of Directors, the remaining directors may exercise the powers of the full Board until the vacancy is filled except as otherwise provided by law.

#### **5.2 Election and Size**

The Board of Directors shall consist of five (5) Directors elected annually by a simple majority at the annual meeting of members. One seat will be held by the Board President, who shall be elected by the worker-members from within their number. Fifty percent (50%) of the remaining seats will be elected by the worker-members from within their number and the fifty percent (50%) will be elected by the membership at large. If no candidate receives fifty percent (50%) of the vote, a run-off vote of the top two candidates will determine the winner.

#### **5.3 Vacancies**

Any vacancy in the Board of Directors, occurring between the annual membership meetings, may be filled at a special meeting of the members or by a majority of the directors then in office.

#### **5.4 Enlargement of the Board**

The number constituting the Board of Directors may be increased and two or more additional directors elected at the annual meeting or any special meeting of the members. Additional Directors must be elected in multiples of two.

#### **5.5 Tenure**

Except as otherwise provided by law, by the Articles or by these By-laws, directors shall hold office for three (3) years or until the successors are elected. Any director may resign by delivering his or her written resignation to any officer or to a meeting of the Board of Directors, effective upon receipt or at some later time specified. No director resigning or removed shall have any right to damages on account of such removal, unless provided by a written agreement or by a resolution of the remaining directors.

#### **5.6 Removal**

A director may at any time be removed from office (1) with or without cause by a vote of three-quarters (3/4) majority of the members or (2) for cause by the consensus of the other directors then in office. A director may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove the director.

#### **5.7 Meetings**

Regular meetings of the Board may be held at such places and times as the Board may from time to time determine. Special meetings of the Board of Directors may be called at any time by the President or by the Secretary at the request of three or more directors.

#### **5.8 Notice of Meetings**

Notice of the time, place and purposes of any meeting of the Board shall be given to each director by an officer or by one of the directors calling the meeting. Notice shall be given to each director in person or by telephone or by e-mail send to the director's last known address not less than twenty-four hours before the meeting, or by written notice mailed to such address at least 72 hours before the meeting. Notice need not be given to any director if a written waiver of notice, executed by the director before or after a meeting, is filed with the records of the meeting or to any director who attends the meeting without protesting lack of notice.

#### **5.9 Quorum**

At any meeting of the Board of Directors, a majority of the directors then in office shall constitute a quorum.

#### **5.10 Action at a Meeting**

If a quorum is present, any action may be taken on behalf of the Board of Directors with the consent of all directors present. If a consensus cannot be obtained, the directors may choose to present the action to the general membership for a vote.

#### **5.11 Action without a Meeting**

Any action by the directors may be taken without a meeting if all directors then in office consent to the action in writing and the written consents are filed with the records of the directors' meetings. Such consent shall be treated as a vote of the directors for all purposes.

#### **5.12 Committees**

The directors may elect committees and may delegate thereto some of all of their powers except those which they are prohibited from delegating by law, by the Articles, or by these By-laws. Except as the directors may otherwise determine any such committee may make rules for the conduct of its business.

### **Article VI: Officers**

#### **6.1 Elected Officers**

A President shall be elected directly by the worker-members at the annual membership meeting. A Treasurer and Secretary shall be elected annually by the Board of Directors at its first meeting following the annual membership meeting or following a special meeting held in place thereof. The Board of Directors may elect other officers at its discretion.

#### **6.2 Qualification**

Each officer shall be a director. The same person may hold any two or more offices.

#### **6.3 Tenure**

Except as otherwise provided by law, by the Articles or by these By-laws, the Board of Directors shall determine the term of office of the officers. Any officer may resign by delivering to any director his or her written resignation, effective upon receipt or at some later time specified. No officer resigning or removed shall have any right to any compensation as such officer for any period following his or her resignation or removal, or any right to damages on account of such removal, unless provided by a written agreement or by a resolution of the directors.

#### **6.4 Compensation**

Officers may be compensated at the discretion of the Board of Directors. Such compensation shall not exceed that of the highest paid employee of the Corporation.

#### **6.5 Removal**

The Board of Directors may remove any officer with or without cause, with a consensus of the other directors. If any officer is removed for cause, he or she is entitled to a reasonable notice and an opportunity to be heard by the Board of Directors.

#### **6.6 Vacancies**

If any office becomes vacant for any reason, the Board of Directors may elect a successor or successors, who shall hold office to the unexpired term, except as otherwise provided by law, by the Articles, or by these By-laws.

#### **6.7 President**

The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board, have general supervision of the business of the Corporation. The President shall have such other duties and powers as the Board shall determine from time to time. The President has the power to enter into contracts in the name of the Corporation, and such contracts shall be binding on the Corporation and not subject to reversal by the members.

#### **6.8 Treasurer**

Subject to the supervision of the directors, the Treasurer shall have: **(1)** general charge of the finances and custody of the funds of the Corporation, **(2)** power to endorse for deposit or collection all notes, checks, drafts and other obligations or payments to the Corporation and to accept drafts on behalf of the Corporation and **(3)** shall keep or cause to be kept accurate books of account, which shall be the property of the Corporation. If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of duty.

#### **6.9 Secretary**

The Secretary shall be a resident of the Commonwealth of Massachusetts. The Secretary shall keep at the principal office of the Corporation those documents described in Section 7 of Article I and such other documents as the Board of Directors shall determine, and shall have such other duties and powers as determined by the Board. In the absence of the Secretary at a meeting, a Temporary Secretary designated by the person presiding at such meeting shall perform the duties of the Secretary.

### **Article VII: Indemnification and Insurance**

#### **7.1 Indemnification**

The Corporation shall indemnify each of its directors and officers against all liabilities and expenses, including amounts paid in satisfaction of judgements, in compromise, or as fines and penalties, and counsel fees reasonably incurred or paid by him or her in connection with the defence or disposition of any action, suit or other proceeding (whether civil or criminal) in which he or she may be involved, while in office or thereafter, by reason of his or her having been such a director or officer; except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation, or with respect to any matter as to which he or she shall agree or be ordered by any court of competent jurisdiction to make payment to the Corporation. The right of indemnification herein provided for shall be in addition to any other right which any person may have or obtain, shall continue as to any such person who has ceased to be a director or officer, and shall inure to the benefit of the heirs of any such person.

#### **7.2 Insurance**

The Corporation may purchase insurance to cover any liability or expense reasonably incurred by members, officers or directors by reason of their having been members, officers or directors.

### **Article VIII: Amendments**

#### **8.1 Amendments to the By-Laws**

By-laws may be amended by both the membership and the Board of Directors, subject to any established Operating Rules and the following provisions:

##### **8.1.1 By Members**

The members, subject to the provisions of Section 2 of Article IV, shall have the power to make, amend or repeal these By-laws by a vote of three-quarters ( $\frac{3}{4}$ ) of the members present at a membership meeting, provided that the notice for such meeting indicated a change in the by-laws was to be considered.

##### **8.1.2 By Directors**

The Board of Directors, subject to the provisions of Section 2 of Article IV, shall have the power to make, amend or repeal these By-laws by consensus of all current directors, provided that:

- a) The Board may not make, amend or repeal any provision of these by-laws which by law, by the Articles or by these By-laws requires an action by the membership;
- b) The Board may not make, amend or repeal any part of Article I.
- c) The Board may not make, amend or repeal any provision of these By-laws which alters the procedure for making, amending or repealing the By-laws or which alters the provisions for the removal of directors;
- d) Not later than the time of giving notice of the membership meeting next following the adoption, amendment or repeal by the directors of any by-law provision, notice thereof stating substance of such adoption, amendment or repeal shall be given to all members.

## **Article IX: Establishment of the Operating Rules**

### **9.1 Operating Rules**

Written rules, separate from these By-laws, may be established by the members or by the Board of Directors. These Operating Rules may be added to, amended, or repealed by consensus at any meeting of the Board of Directors or by a majority of the quorum at any meeting of the members. The Operating Rules shall be binding on all members and directors, unless inconsistent with the law, the Articles, or these By-laws. The Secretary shall maintain a current copy of the Operating Rules, and a copy shall be available to any member requesting a copy.