

ORDINANCE NO.: 47 -2008  
INTRODUCED BY: All of Council

**AN ORDINANCE AUTHORIZING THE FORMATION OF A NON-PROFIT CORPORATION TO BE KNOWN AS THE "GREENWOOD FARM HISTORICAL, CULTURAL & ARTS ASSOCIATION, INC." FOR THE PURPOSE OF OPERATING, MAINTAINING, RESTORING AND PROGRAMMING OF THE USE OF GREENWOOD FARM IN THE CITY OF RICHMOND HEIGHTS PURSUANT TO A LEASE AGREEMENT WITH THE CITY; AUTHORIZING THE INITIAL ARTICLES OF INCORPORATION AND BY-LAWS OF THE CORPORATION; CONFIRMING THE MAYOR'S APPOINTMENT OF TWO OF THE INITIAL DIRECTORS OF THE CORPORATION; AND DECLARING AN EMERGENCY.**

WHEREAS, the City of Richmond Heights owns certain lands known as Greenwood Farm at or about 264 and 266 Richmond Road in the City of Richmond Heights and which this Council desires to be used for historical, cultural, arts and educational purposes on behalf of the public; and

WHEREAS, this Council has determined to authorize the formation of a non-profit corporation in Ohio, organized under Ohio Revised Code Chapter 1702, to be known as the "Greenwood Farm & Historical, Cultural & Arts Association, Inc." for the purpose of operating, maintaining, restoring and programming of the use of the Greenwood Farm properties pursuant to articles of incorporation and under a lease agreement to be authorized by this Council; and

WHEREAS, the Mayor and this Council desire to appoint and/or confirm the original directors of the corporation pursuant to certain by-laws for the corporation as attached hereto and incorporated herein as Exhibit A, which, along with the articles of incorporation, shall serve as the initial governing document for the corporation; and

WHEREAS, to the extent the Mayor and/or the City Council make appointments to the board of directors of the corporation who are City of Richmond Heights officials or employees, such appointees shall represent the City of Richmond Heights and its interests in their positions as directors of the corporation.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Richmond Heights, State of Ohio, that:

Section 1: The Director of Law is hereby authorized to file initial Articles of Incorporation with the Ohio Secretary of State for a non-profit corporation to be known as the Greenwood Farm Historical, Cultural & Arts Association, Inc. for the purpose of exercising all powers conferred upon not-for-profit corporations under Chapter 1702 of the Ohio Revised Code, to be operated exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code, and to specifically operate,

maintain, restore and program the use of Greenwood Farm in the City of Richmond Heights pursuant to any lease agreement which may be entered into between the City of Richmond Heights and such non-profit corporation.

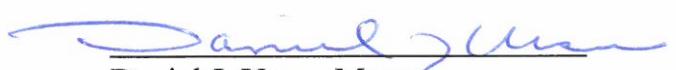
Section 2: This Council hereby authorizes the initial By-laws of the Greenwood Farm Historical, Cultural & Arts Association, Inc. in a form as attached hereto as Exhibit A, and to be signed and authorized by the three initial directors of the corporation set forth in the Articles of Incorporation, and requires that any and all City of Richmond Heights officials and employees who may be appointed to serve as directors of the non-profit corporation shall do so in their official capacities as City officials or employees and shall represent the City of Richmond Heights and its interests on the board of directors.

Section 3: The Council hereby confirms the appointments of City Council President David Roche and Councilperson Kathryn Gambatese as initial directors of Greenwood Farm Historical, Cultural & Arts Association, Inc. for purposes of the filing of the initial Articles of Incorporation with the Ohio Secretary of State, and to serve along with the Mayor, or his designee, as initial directors for a term of one-year commencing on July 1, 2008, and that such directors shall represent the City of Richmond Heights and its interests on the board of directors.

Section 4: It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council, and of any of its committees, that resulted in such formal action were in meetings open to the public in compliance with all legal requirements.

Section 5: This Ordinance is hereby declared to be an emergency measure necessary for furtherance of the public health, safety and general welfare of the City of Richmond Heights and its citizens and properties in order to form an effective entity which will maintain and enhance the Greenwood Farm properties in the City at the earliest possible time; wherefore, if this Ordinance receives the affirmative vote of five members of Council, it shall take effect immediately upon its passage and execution by the Mayor; otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

PASSED: June 10, 2008

  
Daniel J. Ursu, Mayor

APPROVED: June 10, 2008

  
David H. Roche  
President of Council

ATTEST: Betsy Traben  
Betsy Traben  
Clerk of Council

# BY-LAWS OF GREENWOOD FARM HISTORICAL, CULTURAL & ARTS ASSOCIATION, INC.

*(an Ohio non-profit corporation organized under O.R.C. Chapter 1702)*

The By-Laws of **Greenwood Farm Historical, Cultural & Arts Association, Inc.** are adopted this 24<sup>th</sup> day of June, 2008.

## ARTICLE I Purpose

The purpose of **Greenwood Farm Historical, Cultural & Arts Association, Inc.** (the "Corporation") shall be as set forth in the Articles of Incorporation of the Corporation, as amended from time to time.

## ARTICLE II Directors

**Section 2.1. Qualifications, terms, and election.** The Corporation shall be governed by a Board of an odd number of no less than nine (9) and no more than fifteen (15) Directors who shall be voting members of the Corporation in good standing. The initial number of Directors' positions on the Board of Directors shall be nine (9) in total and shall be for staggered terms as follows:

The person serving as Mayor of the City of Richmond Heights ("Mayor") or the Mayor's designee, shall be a Director with no term as a Director. However, if the Director is the Mayor's designee, that person shall serve at the pleasure of the Mayor and shall not serve beyond the designating Mayor's term of office without being reappointed to the Director's position by the designating Mayor's successor in Office.

Four (4) of the initial nine (9) Directors shall be appointed by the Mayor of the City of Richmond Heights for a two-year term with the concurrence of four votes of Councilmembers of the City of Richmond Heights ("Councilmembers"). The remaining four (4) Directors of the initial nine (9) Directors shall be appointed by the Mayor to one-year terms with the concurrence of four votes of Councilmembers. The terms of all nine (9) of the initial Directors shall begin on the same date.

Upon the expiration of the terms of the eight (8) Directors initially appointed to the Board, two of the Director positions whose terms expire after the one-year term shall be appointed by the Mayor. The remaining two Director positions whose terms expire after the one-year term shall be appointed by an affirmative vote of four (4) Councilmembers. Those four (4) initial Directors' positions that expire after one year shall thereafter be for two-year terms and the manner of appointment of those four (4) Director positions shall thereafter continue as set forth in this paragraph.

The four (4) initial Directors' positions that expire after two years shall be filled upon expiration of the initial two-year term, and every two years thereafter, through an election by the members of the Corporation at the annual meeting and pursuant to the nomination procedures of Section 2.2 herein.

Any Director who is a duly elected or appointed governmental official or employee shall at all times be deemed to be serving as a Director and Member, and in some cases Officer, in his or her official capacity in furtherance of his or her duties and obligations as such governmental official or employee.

A vacancy occurring in any of the two (2) Director positions appointed by the Mayor or the two (2) Director positions appointed by Councilmembers, caused by resignation from, or the failure to be re-elected or re-appointed to, the position of governmental official or employee, or by death, shall be filled by appointment by the Mayor with respect to the Mayor's appointments or by appointment by the Councilmembers with respect to the Councilmembers' appointments.

Employees of the Corporation are not eligible to serve on the Board of Directors, though they are permitted to attend Board meetings, except for executive sessions.

In the event the Board of Directors wishes to increase the number of Directors to an odd number greater than nine (9) but not to exceed fifteen (15), it may do so through an affirmative vote of two-thirds of the then current authorized number of Directors. Any additional Directors greater than the original nine (9) Director positions shall be elected by the members of the Corporation at the annual meeting, shall be voting members of the Board, and shall be nominated pursuant to the nomination procedures in Section 2.2 herein. The additional Directors shall serve two-year terms beginning on the date of their election at the annual meeting.

At least two-thirds (2/3) of all the Directors shall be citizens of the City of Richmond Heights, Ohio.

**Section 2.2.      Nomination of Directors.** Nominations for Director positions that are not appointments by the Mayor or Councilmembers shall be proposed by members of the Board of Directors. The President shall also call for nominations from the floor of the annual meeting at which an election will be held.

**Section 2.3.      Ex-officio.** The Board of Directors may nominate and elect by unanimous vote any other person(s) as an Ex-officio Director(s), who shall be an honorary non-voting member of the Board.

**Section 2.4. Duties and powers.** The Board is responsible for the management and control of the affairs, funds, and property of the Corporation. Its powers are commensurate with its duties, subject to the Articles of Incorporation and the By-laws and subject to the specified powers of the members at the Annual Meeting or a special meeting.

The Board may adopt rules and regulations governing the operations and activities of the Corporation as the Board deems necessary and advisable.

The Board may also appoint standing and special committees and change committee personnel at will, terminate membership, remove officers for cause, fill vacancies in any office or its own membership (except those Directors appointed by the Mayor and Councilmembers) and otherwise exercise such powers as are conferred by law on Boards of Directors of non-profit corporations, consistent with the Articles of Incorporation and By-laws.

**Section 2.5. Volunteer Services.** The Directors shall offer their expertise to the Corporation, and to matters referred by the Corporation, on a volunteer basis and without compensation from the Corporation or otherwise, except that expenses incurred "out-of-pocket" by a Director for the benefit of the Corporation may be reimbursed upon the production of a receipt for those goods or services expenditures.

**Section 2.6. Meetings and Notice.** The Board shall meet no less than once each year and at such other times as it shall deem appropriate. Special meetings of the Board or of a committee may be called by the President and shall be called by him/her on the written request of any three (3) Directors. Meetings shall be held at a convenient time and place as the President or Board may direct.

Notice of the date, time and place of any meeting shall be given by personal delivery or by U.S. mail, electronic mail, or facsimile transmission at least twenty-four (24) hours before the

meeting; oral or telephone notice is sufficient if given personally to the Director and at least twenty-four (24) hours prior to the meeting.

When necessary due to emergency or other circumstances, a Board meeting by other means (such as telephone conference, etc.) may be held, provided that notice to all Directors is given at least two (2) hours in advance and provided that at least two-thirds (2/3) of the Directors approve of such a meeting venue.

Unless otherwise specified in these By-laws, all meetings shall be conducted according to *Roberts' Rules of Order*.

**Section 2.7. Quorum.** At any regular or special meeting of the Board of Directors, one-half of the current voting Director roster shall constitute a quorum for the transaction of business.

**Section 2.8. Proxy.** Directors may not vote by proxy.

**Section 2.9. Termination, attendance and resignation.** A Director may be removed for cause including, but not limited to, the failure to follow the Articles of Incorporation, the By-laws, or policies adopted by the Corporation. Removal may be initiated at any time upon the recommendation of any member of the Board; a two-thirds (2/3) vote of the entire authorized Board membership is required to remove a Director from the Board.

Any Director may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Director from the obligation to pay any dues, assessments, or other obligations, financial or otherwise, accrued and unpaid.

### ARTICLE III Officers

**Section 3.1. Qualifications; elections; terms.** There shall be an Executive Committee of the Board of Directors which shall consist of a President, Vice-President, Secretary, Treasurer, and

no more than two (2) additional Directors. All officers of the Corporation shall be members of the Corporation and of the Board of Directors for the Corporation.

All officers shall be elected by the Board of Directors at the Annual Meeting and shall assume their responsibilities immediately upon the close of the Annual Meeting.

Officers shall serve in terms of one (1) year, or until the next Annual Meeting.

**Section 3.2. Duties.** In addition to the duties stated below each officer shall perform such other duties as may be required by the Articles of Incorporation or the By-laws, or as may be assigned from time to time by the members or Directors, as well as duties customarily incident to his/her office.

(a) *President.* The President shall preside at all meetings of the members, Directors, and Executive Committees and is an Ex-officio non-voting member of all committees. The President shall sign all agreements and formal instruments for the Corporation; shall perform such other duties as may be prescribed in the By-laws or assigned to him/her by the Board of Directors; and shall coordinate the work of the officers and any committees of the Corporation in order that its purposes may be promoted.

(b) *Vice-president.* The Vice-president shall act as an aide to the President. In the event of the absence or disability of the President, the Vice-president shall perform all of the President's duties. In the event that the President and the Vice-president are absent or disabled, the members or Directors may appoint a President Pro Tempore and he/she shall be authorized to perform all of the duties normally assigned to the President and such other duties as the Board may require until such time as either the President or Vice-president is able to return to their duties.

(c) *Secretary.* The Secretary shall keep an accurate record of all transactions of the Corporation, members, Directors, and Executive Committee. He/she shall give all notices required by law, the Articles of Incorporation, or the By-laws. He/she shall prepare, countersign and issue all membership cards, as well as maintain a current roster of members. He/she shall keep a minute book and record in it the minutes of the meetings and other transactions of the members, Directors, and Executive Committee. He/she shall keep documents, correspondence and other corporate records which are necessary or advisable to preserve. He/she shall hold all the books, papers and other property in his/her custody and make them available for inspection by the Directors or persons appointed by them and when he/she leaves office, and shall turn the same over to the successor or to the President within fourteen (14) days after the Annual Meeting or other meeting at which the new Secretary is elected.

(d) *Treasurer.* The Treasurer shall receive and safely keep all money, notes, securities and similar property belonging to the Corporation and deposit, invest, or disburse the same in a timely manner under the direction of the Board of Directors or Executive Committee. He/she shall keep complete, accurate accounts of all money, property, other assets, liabilities and other financial transactions of the Corporation; shall prepare financial statements and render an account of the financial position of the corporation at the Annual Meeting of the members and at such other times as the members or Directors may require; and shall file all necessary documents with the Internal Revenue Service and any state revenue departments as required. He/she shall hold all books, accounts, statements, vouchers, money, securities, and other property in his/her custody ready for inspection or audit at any time by the Directors or persons appointed by them and when he or she leaves office shall turn the same over to the successor or to the President

within fourteen (14) days after the Annual Meeting or other meeting at which the new Treasurer is elected.

**Section 3.3. Election of Officers.** The election of officers shall be held and the new officers installed at the Annual Membership Meeting.

**Section 3.4. Proxy.** Officers may not vote by proxy.

**Section 3.5. Resignation and Termination.** Any officer may resign his/her position by filing a written resignation with the Secretary, but such resignation shall not relieve the Director from the obligation to pay any dues, assessments, or other obligations financial or otherwise, accrued or unpaid. Unless stated otherwise, resignation from an office does not automatically include a resignation from the Board of Directors.

An officer may be removed for cause, including but not limited to, failure to follow the Articles of Incorporation, the By-laws, or policies of the Corporation, upon the recommendation of any member of the Board, at any time, and by a two-thirds (2/3) vote of the Board.

#### **ARTICLE IV** **Committees**

The Board or the President may establish any committee necessary to realize the purposes and goals of the Corporation. Committee membership is not limited to Directors, although members must belong to **Greenwood Farm Historical, Cultural & Arts Association, Inc.** Committee authority may be as limited or as broad as deemed necessary by the Board; however, a committee's authority cannot extend into matters prohibited by the Articles of Incorporation or these By-laws.

#### **ARTICLE V** **Members**

**Section 5.1. Definition.** Any individual, corporation, partnership, association or firm which subscribes to the purposes of the Corporation may become a member of the Corporation through payment of the prescribed annual membership dues and shall thereafter be considered a voting member in good standing. The members of the Corporation are those who are current in the payment of their annual dues. Each member shall receive a membership card which will entitle the member to all the benefits established by the Board.

**Section 5.2. Classes, dues, and rights.** The Board shall define and clarify the classes of membership and may alter the fee schedule for the classes of membership as deemed appropriate. Members shall have the right to attend meetings of the members, to vote on each matter submitted to the members for a vote, to serve on committees, and to become Directors, if properly appointed or nominated and elected.

**Section 5.3. Voting.** One vote per membership shall be allowed for all classes of membership. A corporation, partnership, association, or firm shall designate in writing an individual as its single voting representative. The rights of a corporation, partnership association, or firm member shall be exercised through its voting representative.

**Section 5.4. Proxy.** Members may not vote by proxy.

**Section 5.5. Termination and Refusal.** The Board of Directors may suspend or expel any member for any act or omission deemed by it to be inconsistent with or harmful to the accomplishment of the purposes of the Corporation. Such membership shall be terminated by a majority vote by the Board present at a regularly scheduled or special meeting of the Directors. Similarly, a person's tender of membership fees does not automatically entitle him/her to membership in **Greenwood Farm Historical, Cultural & Arts Association, Inc.** The Board may reject an application for membership for the same reasons that a membership may be

terminated. Failure to pay the prescribed annual membership dues shall automatically terminate membership.

**Section 5.6. Nontransferability.** Membership is not transferable or assignable without the written consent of the Board.

## **ARTICLE VI** **Meetings**

**Section 6.1. Annual Meeting of Members.** The Annual Meeting of the membership shall be held at a time and place set by the Board. Written notice shall be sent to all current members at least fifteen (15) days prior to the meeting. The business of the meeting shall include the election of those Directors subject to election by the members and the Officers of the Board. Any other business that is required or necessary shall also be included on the Annual Meeting agenda.

**Section 6.2. Special Meetings of Members.** Special meetings of the membership shall be held upon call of the President or the majority of the Directors at such times and places as he/she or they shall determine. Written notice of a special meeting shall be sent to all members at least fourteen (14) days prior to the meeting.

**Section 6.3. Quorum.** A quorum for a membership meeting shall be 20% of the current dues-paying members as of the meeting date. Directors, who have paid their annual membership dues, are counted as dues-paying members.

## **ARTICLE VII** **Tax Exempt Status**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or the By-laws, the Corporation shall not carry on any other activities not permitted to be carried on: a) by a corporation exempt from federal income tax under §501(c) (3) of the Internal Revenue Code; or, b) by a corporation, contributions to which are deductible under §170(c) (2) of the Internal Revenue Code.

## ARTICLE VIII Conflicts of Interest

**Section 8.1. Purpose** The purpose of this Conflict of Interest Policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 8.2. Definitions**

(a) *Interested Person.* Any Director, Officer, or member of a committee with Board of Director delegated powers, who has a direct or indirect financial interest, as defined below, is an "interested person".

(b) *Financial Interest.* A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment in any entity with which the Corporation has a transaction or arrangement;
- (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (3) A potential ownership or investment in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as contributions or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 8.3(b) herein, a person who has a financial interest may have a conflict of interest only if the appropriate Directors or committee decides that a conflict of interest exists.

The participation of a Director who is an officer or employee of the City of Richmond Heights, or a designee or appointee of the Mayor or Council of the City of Richmond Heights, in discussions and voting upon a lease of City properties does not constitute a conflict of interest.

### **Section 8.3. Procedures**

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she will leave the Board or committee meeting while the determination of a conflict of interest is

discussed and voted upon. The remaining Board or committee members will decide if a conflict of interest exists.

(c) *Procedures for Addressing a Conflict of Interest.*

(1) An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she will leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairperson of the Board or committee will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board or committee will determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee will determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board or committee will make its decision as to whether to enter into the transaction or arrangement.

(d) *Violations of the Conflicts of Interest Policy.*

(1) If the Board or committee has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it will inform the interested person of the basis for such belief and afford the interested person

an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, the Board or committee will take appropriate disciplinary and corrective action.

**Section 8.4. Records of Proceedings** The minutes of the Board meeting and all committees with board delegated powers will contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 8.5. Compensation**

(a) A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that committee member's compensation.

(c) No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 8.6. Annual Statement** Each Director, Officer and member of a committee with Board-delegated powers will annually sign a statement which affirms such person:

- (a) Has received a copy of the Conflicts of Interest Policy;
- (b) Has read and understands the Policy;
- (c) Has agreed to comply with the Policy; and
- (d) Understands the Corporation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Section 8.7. Periodic Reviews** To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 8.8. Use of Outside Experts** When conducting periodic reviews as provided for in Section 8.7 the Corporation may, but need not, use outside advisors. If outside experts are used, their use will not relieve the Board of its responsibility for ensuring periodic reviews are

conducted.

## ARTICLE IX Amendments

The Articles of Incorporation and these By-laws may be amended, repealed and reenacted, or repealed outright by the proposal of two-thirds of the authorized number of Directors. Written notice shall be sent to all Directors at least ten (10) days prior to the meeting at which a vote is taken by the Board of Directors specifying the proposed amendment(s). The proposed amendment(s) must be ratified by a vote of two-thirds (2/3) of the membership in good standing and present at the Annual Meeting or at a special meeting called for that purpose.

THE END

  
PRINT NAME: Kathryn E. Gambatese, Initial Director

  
PRINT NAME: David H. Roche, Initial Director

  
PRINT NAME: Lee E. Gase, Initial Director