

# **DRAFT**

## **ITAC-It Takes a Community of New York, Inc.**

### **BYLAWS**

*Adopted: **Date***

### **PREAMBLE**

#### **I. Background Principles:**

ITAC-It Takes a Community of New York, Inc. (“ITAC”) exists to address underage substance abuse in the vicinity of Elma, Marilla and Wales, New York. ITAC shall focus upon both underage individuals and their families. Factors that impact youth and the degree of their substance use/abuse include, but are not limited to:

- Social norms and trends
- School expectations and policies
- Governmental laws and law enforcement
- Church and other community groups that promote healthy attitudes and behaviors
- Social service agencies that assist in education and intervention

#### **II. Definitions:**

Prevention: primary, secondary, and tertiary. **Primary prevention** is an active and assertive process of creating conditions and/or personal attributes that promote the wellbeing of people.” **Secondary prevention** or the early detection and intervention to reduce the potential severity of a problem. **Tertiary prevention** which could be defined as direct personal intervention to secure treatment and rehabilitation of those affected with severe disorders or dysfunction. ITAC will be engaged in primary prevention activities.

**III. Vision:** Provide a community that (a) helps our youth; (b) educates the general public on resources and interventions to address substance abuse; (c) listens to concerns; and (d) prevents substance misuse.

#### **IV. Acceptable Means:**

- A. Conduct primary and secondary assessments (Gathering Data)
- B. Engage in the analysis of findings
- C. Educate
- D. Engage and advocate action by community sectors
- E. Enter into contractual agreements

## **ARTICLE 1**

### **Name and Mission**

The name of the organization is ITAC-It Takes a Community of New York, Inc. (“ITAC”). ITAC’s mission is to increase awareness of substance misuse within the community and to enhance communication between parents, youth, educators, and residents, while utilizing available data to select prevention efforts, promote education, and implement support and environmental strategies.

## **ARTICLE II**

### **Purpose and Goals**

ITAC’s purpose is to engage and educate parents, youth, educators, and community partners in reducing the use of alcohol, marijuana/cannabis, tobacco, and other substances among youth in our community.

ITAC’s goals, through the use of evidence-based and effective environmental practices are to:

- I. Strengthen and diversify community collaboration among local government, schools, parents, youth, media, business, youth serving organizations, law enforcement, religious and fraternal groups, health care and substance misuse treatment agencies, civic and volunteer groups, parenting education services, and institutions of higher education.
- II. Reduce substance misuse among youth.
- III. Address factors that increase risk of substance misuse and other high-risk behavior.
- IV. Promote the protective factors that minimize the risk and tendency of substance misuse.

## **ARTICLE III**

### **Organization Structure**

ITAC is comprised of a leadership committee (hereinafter referred to as the Steering Committee), which serves as the organization’s Board of Directors, working committees (hereinafter referred to as “Slice Committees”) and individuals that retain their own identity and agree to work together toward the common goals of ITAC. ITAC will strive to ensure a demographic and culturally diverse membership representative of the Community. Individuals representing the following sectors are eligible to serve on ITAC: local government, schools, parents, youth, media, business, youth serving organizations, law enforcement, religious and fraternal groups, health care and substance misuse treatment agencies, civic and volunteer groups, parenting education services, institutions of higher education, along with other interested community members.

Roles and Responsibilities of ITAC members are laid out and defined here in the Bylaws, and any changes to those roles or responsibilities will be approved by the Steering Committee.

Any member or sector of the community is welcome to attend meetings and become a member of ITAC unless the Steering Committee may deem them unfit or a negative influence on the community.

### **Representation of ITAC:**

No member may speak for, or in the name of ITAC unless said comments have been approved by a majority of those members of the Steering Committee present during a regular or special meeting.

When members of ITAC Steering Committee are speaking publicly, information offered needs to be qualified as to whether it is personal opinion, specific organizational interests, or a position agreed upon by ITAC. This includes interviews with a media representative.

*When a hired or appointed staff member of ITAC is speaking ... There shall be no discrimination on the basis of race, color national origin, sex, religion, age, marital status, sexual orientation, gender identity, military status, source of income or disability.*

## **ARTICLE IV Steering Committee**

The Steering Committee shall meet monthly to set ITAC meeting agenda, to coordinate the calendar of events, to ensure resources and opportunities are distributed fairly across all Slice Committees, to oversee any grant requirements, to orient new members, and to ensure Slice Committee work is aligned with ITAC purposes.

### **I. Roles and responsibilities of Committee Members:**

Steering Committee functions include:

- A. Perpetuating ITAC and fulfilling the purpose and objectives of ITAC as set forth in these by-laws.
- B. Approving and overseeing all activities carried out in the name of ITAC.
- C. Overseeing the operations of ITAC, including the selection and oversight of a fiscal agent to support ITAC's work plan based upon need and available grant opportunity.
- D. Developing and approving a Memorandum of Understanding between ITAC and any administrative agent that describes the roles and responsibilities of each party.
- E. Approving an annual operating budget, periodically reviewing fiscal

reports, and amending the budget as needed with appropriate fiscal or similar counsel.

F. Participating actively in regular meetings and projects of ITAC.

G. Steering Committee Attendance Requirements: To remain in good standing, a representative will attend at least eight of the twelve scheduled meetings per year as well as participate on at least one standing Slice Committee.

## **II. Governance**

A. Management of Corporate Affairs. Except as otherwise provided by law, the certificate of incorporation of the corporation or these by-laws, the activities, property, and affairs of the corporation shall be managed by the Board of Directors.

B. Number and Qualifications. The Board of Directors shall consist of at least five (5) directors, who shall be elected by the Voting Members at the annual meeting of the Members for two-year terms. The directors may increase or decrease the number of directors of the corporation by a vote of the majority of the entire Board, but the number of directors constituting the entire Board shall at no time be less than three. No decrease in the number of directors shall shorten the term of any incumbent director. All of the directors shall be at least eighteen (18) years of age.

C. Election and Term of Office. Except as otherwise provided by law or these by-laws, directors of the corporation shall be elected at each annual meeting of Voting Members or at any meeting of the Voting Members held in lieu of such annual meeting, which meeting, for the purposes of these by-laws, shall be deemed the annual meeting, and shall hold office until the expiration of the term of office of such directors and until successors have been elected and qualified.

D. Vacancies. Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, or any such newly created directorships and vacancies occurring in the Board of Directors for any reason may be filled by vote of the Voting Members at any meeting of Voting Members, notice of which shall have referred to the proposed election. If any such newly created directorships or vacancies occurring in the Board of Directors for any reason shall not be filled prior to the next annual meeting of Voting Members, they shall be filled by vote of the Voting Members at the annual meeting. A director elected to fill a vacancy, unless elected by the Voting Members, shall hold office until the next meeting of Voting Members at which the election of directors is in the regular order of business, and until his or her successor has been elected and qualified.

E. Resignation. Any director of the corporation may resign at any time by giving his or her resignation to the Chairman, the President, the Vice President, or the Secretary. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

F. Removal. Any director may be removed with or without cause by the affirmative vote of the Voting Members or with cause by the affirmative vote of a majority of the Board of Directors at any meeting of the Board, notice of which shall have referred to the proposed action. Unexcused absence from two regular meetings in any 12-month period shall, without limitation, be cause for removal.

G. Compensation. No director of the corporation shall receive, directly or indirectly, salary, compensation, or emolument from the corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the corporation.

H. Special Advisors. From time to time, the Board of Directors may designate as special advisors a chosen number of outstanding persons from the community who are interested in the objectives of the corporation to assist the corporation in its operations. Selection as a special advisor shall not confer upon those selected any right to vote or to participate in the management of the corporation, nor any liability with respect thereto.

### **III. Meetings of the Steering Committee**

A. Regular Meetings. Regular meetings of the Board of Directors shall be held at the main office of the corporation, except as otherwise fixed by the Board of Directors.

B. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or in his or her absence or disability, the Vice-President, and must be called by such officer on written request by one-fifth of the entire Board of Directors. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

C. Annual Meeting. The annual meeting of the Board of Directors shall be the regular meeting held immediately following the annual meeting of the Members, or such other regular meeting as the Board of Directors shall designate.

D. Notice of Meetings. Notice of each regular or special meeting of the Board of Directors stating the time and place thereof shall be given by the President, the Vice-President or the Secretary to each member of the Board not less than three (3) days before the meeting, by mailing the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business, or not less than two (2) days before the meeting, by delivering the notice to each member of the Board personally, by electronic mail, by facsimile telecommunication, or by telephone.

E. Quorum and Action by Board. At all meetings of the Board of Directors, except as otherwise provided by law, the certificate of incorporation or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than one-third of the entire Board, and the vote of a majority of the directors present at the time of a vote, if a quorum is present at such time, shall decide any question that may come before the meeting, provided that directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of this paragraph. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

F. Procedure. The order of business and all other matters of procedure at every meeting of the directors may be determined by the person presiding at the meeting.

G. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The consent may be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

H. Presence at the Meeting by Telephone. One or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation in a meeting by such means shall constitute presence in person at the meeting, as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the board or committee.

**IV.** The Steering Committee shall designate one Steering Committee member to serve as President of ITAC, one member to serve as Vice-President, one member to serve as Secretary, and one member to serve as Treasurer

A. Authority in ITAC resides in the assembled Steering Committee at regularly and specially called meetings.

B. The Steering Committee of ITAC shall periodically review the membership and initiate recruitment efforts as needed to assure that ITAC has active members capable of fulfilling the responsibilities of ITAC.

C. Information about prospective members to ITAC will be presented to and reviewed by the Steering Committee. Members of the Steering Committee will meet with individuals who may have the interests, skills, and perspectives needed by ITAC.

- D. The Steering Committee will assure that all new members are fully oriented and aware of their role and responsibility. All members will receive monthly and annual updates.
- E. All members of the Steering Committee and ITAC are strongly encouraged to serve on one or more Slice Committees or to serve as a liaison to other allied community groups.
- F. The Steering Committee is responsible for the management and administration of potential or approved grants. This committee shall review overall ITAC progress toward approved grant designated goals, complete required reports, grant administrative work, maintain, and provide oversight for by-laws, policies, and mediation of possible concerns. The Steering Committee shall also be responsible to periodically review membership of ITAC and initiate recruitment efforts.

**V. Roles, Duties, and Responsibilities:**

In addition to the specific responsibilities detailed for each role herein, all officers, members of the Steering Committee, staff members, and ITAC members at large are expected to:

- A. Become knowledgeable about ITAC and the issues surrounding underage alcohol, tobacco, and other drug use.
- B. Follow ITAC bylaws.
- C. Provide input and feedback into the formulation of ITAC goals, objectives, and strategic plans.
- D. Serve on one of ITAC Slice Committees.
- E. Come to ITAC meetings well-prepared and well-informed about issues on the agenda.
- F. Consider others' point of view, make constructive suggestions, and help ITAC make decisions that benefit those ITAC serves.
- G. Represent ITAC to individuals, the public and other organizations.
- H. Support the on-going process of recruitment of new ITAC members and community partners.
- I. Provide training and information in order to orient new members.

In Addition, Sector Representatives shall:

- A. Be willing to serve as a community liaison to the sector they represent.
- B. Appoint a representative to participate on ITAC if they themselves cannot be present.
- C. Contribute to the strategic planning process.
- D. Clearly communicate between their sector and ITAC.
- E. Participate in sustaining ITAC's capacity, involvement, and energy.
- F. Demonstrate cultural competence.

**President:** The President shall be appointed by the Steering Committee and shall serve as principal officer for the organization. The President shall participate in the strategic planning and ongoing planning and implementation of prevention initiatives designed to ensure every youth in our community grows up in an environment that is purposefully drug free. The Following duties and responsibilities are required but not limited to:

- A. The President shall conduct the regular meetings of the Steering Committee and serve as Chair for Steering Committee meetings.
- B. The President shall act as spokesperson for ITAC or may, under special circumstances, delegate another ITAC member or staff member to serve as spokesperson.

**Vice-President:** The Vice-President shall be appointed by the Steering Committee and shall assume the responsibility and authority of the President in his or her absence. The Vice-President shall participate in the strategic planning and ongoing planning and implementation of prevention initiatives designed to ensure every youth in our community grows up in an environment that is purposefully drug free. Duties and responsibilities include but are not limited to:

- A. Act as the spokesperson for ITAC as required.
- B. Become knowledgeable about ITAC and the issues surrounding underage alcohol, tobacco, and other drug use.

**Secretary:** The Secretary will be appointed by the Steering Committee. The Secretary's responsibilities will be supported by the Steering Committee and ITAC Program Director. The secretary shall participate in the strategic planning and ongoing planning and implementation of prevention initiatives designed to ensure every youth in our community grows up in an environment that is purposefully drug free. The secretary is responsible for all documentation pertaining to ITAC. The following duties and responsibilities are required but not limited to:

- A. Record all ITAC meeting minutes.
- B. Distribute the prior meeting minutes at least one week before each ITAC meeting.
- C. Maintaining all ITAC records, including a current membership roster.
- D. Support ITAC chair with setting meetings, preparing agendas, and shaping the specific work of the ITAC in relation to the broad mission of ITAC.
- E. Act as the spokesperson for ITAC as required.

**Treasurer:** The Treasurer will be appointed by the Steering Committee and will manage funds, act as a second signature on required purchases. The treasurer shall participate in the strategic planning and ongoing planning and implementation of prevention initiatives designed to ensure every youth in our community grows up in an environment that is purposefully drug-free. The treasurer is responsible for all financial records pertaining to ITAC. The Following duties and responsibilities are required but not limited to:

- A. Prepare a monthly report on the bank account status for each ITAC meeting.
- B. Pay all bills for ITAC.

- C. Support ITAC chair with setting meetings, preparing agendas, and shaping the specific work of ITAC in relation to the broad mission of the organization.
- D. Act as the spokesperson for ITAC as required.
- E. If there is a fiscal agent, the Treasurer will work in conjunction with them on managing grant appropriated funding and reports

**Program Director:**

Based on the guidelines of current grant funding, and direction of the Steering Committee, the Program Director shall lead the strategic planning and ongoing planning and implementation of prevention initiatives designed to ensure every youth in our community grows up in an environment that is purposefully drug-free. The Program Director shall oversee all committees and workgroups of ITAC and report to the Steering Committee the progress of those workgroups. The Following duties and responsibilities are required but not limited to:

- A. Lead all ITAC member meetings and activities.
- B. Oversee the work of all of the committees and work groups formed by ITAC.
- C. Responsible for setting meetings, preparing written agendas, and shaping the specific work of the ITAC in relation to the broad mission of ITAC with the assistance of ITAC Director.
- D. Notify ITAC of meetings one week prior to the meeting.
- E. Act as the spokesperson for ITAC as required.
- F. Lead the on-going process of recruitment of new ITAC members and community partners.

**Project Coordinator:**

Based on the guidelines of current grant funding, and direction of the Steering Committee, the Project Coordinator shall assist the Program Director in leading the strategic planning and ongoing planning and implementation of prevention initiatives designed ensure every youth in our community grows up in an environment that is purposefully drug-free. The Project Coordinator shall also assist the Program Director with overseeing all committees and workgroups of ITAC and report to the Steering Committee the progress of those workgroups. The Following duties and responsibilities are required but not limited to:

- A. The Project Coordinator shall assume the duties of the Program Director in his/her absence to lead the ITAC meetings and activities.
- B. Support ITAC chair to oversee the work of all of the committees and work groups formed by ITAC.
- C. Support ITAC chair with setting meetings, preparing agendas, and shaping the specific work of ITAC in relation to the broad mission of ITAC.
- D. Act as the spokesperson for ITAC as required.
- E. Lead the on-going process of recruitment of new ITAC members and community partners.

**Other Staff Positions and Support:**

The Steering Committee will, as grant funding enables, post, screen, select and hire staff

members to direct and augment the work of ITAC within the purpose and goals set forth within these bylaws, and as elaborated with the position Job Description. Needs addressed shall likely include, but not be limited to the following:

- Administrative
- Personnel Management
- Program Oversight
- Financial

**Members:** The Members shall participate in the strategic planning and ongoing planning and implementation of prevention initiatives designed to ensure every youth in our community grows up in an environment that is purposefully drug free. Duties and responsibilities include those detailed at the beginning of this section.

## **ARTICLE V**

### **Committees and Governance**

#### **Slice Committees**

The Steering Committee will monitor Slice Committee effectiveness based on the vision and mission of ITAC as stated in the Bylaws. Needs addressed shall likely include, but not be limited to the following:

- A. Assessment and Analysis: This effort shall arrange and facilitate the collection of data that is useful for measuring the need and serving as a benchmark for relevant data which may lead to action initiatives that will advance the achievement of ITAC's vision and outcomes.
  - B. Strategic Planning: This effort shall strategize action to accomplish specific, measurable, attainable, realistic, and time-bound goals in conformance to ITAC's Mission and Vision.
  - C. Underage Drinking: This shall address prevention activities and environmental changes toward reducing substance use of alcohol by our community's youth.
  - D. Marijuana, opioid and other Substance Abuse Prevention: This shall address prevention efforts, strategies, interventions, and environmental changes toward reducing substance abuse of marijuana and other substance abuse by our community's youth, based on available data.
  - E. School Activity: This effort shall coordinate prevention activities delivered to or through the Iroquois Central School District, including developing youth-led groups at school sites. The Slice Committee will also oversee the implementation of Risk and Protective Factor Surveys across the school district.
  - F. Outreach and Recruiting: This effort shall build capacity and community readiness through publicity and promotion of ITAC initiatives, volunteer and professional recruitment, and community mobilization.
- I. Slice Committees shall be appointed by the Steering Committee as necessary to carry out the work of ITAC.
- A. Slice Committee participation is open to all members of ITAC and interested

community members. A non-ITAC consultant may be called in with the approval of the Steering Committee.

- B. Membership of each Slice Committee should include at least one member of the Steering Committee along with other members of ITAC and the community.
- C. “Point” persons are chosen by the Slice Committee members. He/she does not need to be a member of the Steering Committee. The “Point” person is responsible for scheduling meetings, communicating with the other members about meetings, and notifying the Steering Committee when and where meetings will take place. The “Point” person will either sit on the Steering Committee or will designate another member to do so for the next meeting.
- D. Each Slice Committee will appoint someone to take notes/minutes, which will be sent to their members and be made available to all Steering Committee members, and all ITAC members.

In addition, other ad hoc work groups may be appointed by the Steering Committee, as deemed necessary. Slice Committees and other committees do not have the authority to bind ITAC or make any legal decisions for the organization.

## **ARTICLE VI**

### **Membership**

- I. The membership of ITAC shall consist of (a) Voting Members and (b) Associate Members, who shall have no vote in any deliberations of the membership.
- II. Voting Members shall be those persons who shall have demonstrated a commitment to the corporation by financial and other contributions to the support and maintenance of the corporation and sustained participation in its activities, and who shall be designated as Voting Members by the Steering Committee from time to time. Any individual residing in the Western New York area may apply for membership. Upon acceptance of an application for membership by the Steering Committee, the applicant shall become a Voting Member.
- III. Associate Members shall be those persons to whom membership shall be granted from time to time, pursuant to authorization by the Steering Committee, by reason of their interest in the goals of the corporation or their desire to join in its activities. The Steering Committee may provide for different categories of Associate Members, such as honorary members or junior members.
- IV. Membership in the corporation shall be evidenced by the inclusion of the Member's name and classification, whether voting or associate, in a list of Members to be maintained under

the direction of the Secretary. In addition, the Steering Committee may authorize the President of the corporation to issue a certificate of Membership to each Member.

V. The Steering Committee may levy fees, dues, and assessments on the membership on all classes of members alike or in different amounts or proportions for different classes of members, but in all cases the fees, dues, and assessments payable by members of one class shall be determined upon the same basis. Membership shall be deemed to terminate upon the expiration of the term for which dues are paid. The corporation shall provide reasonable notice of termination of membership for non-payment of fees, dues, or assessments. Members shall not have distributive rights in the assets of the corporation upon dissolution.

VI. In conjunction with counsel, any member may be removed from ITAC or any of its committees at any time by a two-thirds vote of the general membership or a two-thirds vote of the Steering Committee, for conduct that places ITAC in a negative light or compromises its vision and mission.

## **ARTICLE VII**

### **Meetings of Members**

I. Annual Meeting. The annual meeting of the Voting Members of the corporation, for the election of directors and for the transaction of such other business as may be set forth in the notice of meeting, shall be held each year at such time and at such place within or without the State of New York as the President or Vice President shall determine and the notice of the meeting shall specify.

II. Special Meetings. Special meetings of the Voting Members may be called by the Steering Committee or by the President or Vice President and shall be called by the President or Vice President at the request in writing of three or more members of the Steering Committee, or at the request in writing of at least 40% of the Voting Members of the corporation. Such request shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Voting Members shall be held at such time and at such place within or without the State of New York as the Steering Committee or the person calling the meeting shall determine and the notice of the meeting shall specify.

III. Notice of Meetings. Written notice of each meeting of the Voting Members shall be given, personally, by mail, by facsimile telecommunications, or by electronic mail not less than 10 or more than 50 days before the date of the meeting, to each Voting Member. If mailed, such notice shall be deposited in the United States mail, with first-class postage thereon prepaid, directed to the Voting Member at his or her address as it appears on the record of Voting Members. If sent by facsimile telecommunication or electronic mail, such notice is given when directed to the Voting Member's fax number or electronic mail address as it appears on the record of members, or, to such fax number or other electronic mail address as filed with the secretary of the corporation. Notwithstanding the foregoing, such notice shall not be deemed to have been given by facsimile telecommunication or electronic mail (a) if the corporation is unable to deliver two consecutive

notices to the Voting Member by facsimile telecommunication or electronic mail or (b) the corporation otherwise becomes aware that notice cannot be delivered to the Voting Member by facsimile telecommunication or electronic mail. The notice shall state the place, date and hour of the meeting, the purpose, or purposes for which the meeting is called and, unless it is the annual meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting. Except for such matters, the business which may be transacted at the meeting shall be confined to business which is related to the purpose or purposes set forth in the notice.

IV. Waiver of Notice. Whenever under any provision of these by-laws, the certificate of incorporation, the terms of any agreement or instrument, or law, the Voting Members are authorized to take any action after notice to any person or persons or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of such period of time, if at any time before or after such action is completed the person or persons entitled to such notice or entitled to participate in the action to be taken, or by his or her duly authorized attorney-in-fact, submit a signed waiver of such notice or time requirements. The waiver must be signed by the Voting Member or, if the Voting Member is not a natural person, the Voting Member's authorized officer, director, employee, or agent, by signing such waiver or causing the signature to be affixed to such waiver by any reasonable means, including, but not limited to facsimile signature. The transmission of the waiver may be sent by electronic mail as long as it sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member.

V. Quorum. At each meeting of Voting Members for the transaction of any business, a quorum for the transaction of business shall consist of Voting Members entitled to cast one hundred votes or one-tenth of the total number of votes entitled to be cast, whichever is lesser.

VI. Procedure. The order of business and all other matters of procedure at every meeting of Voting Members may be determined by the presiding officer.

VII. Voting. Each Voting Member in good standing shall be entitled at every meeting of Voting Members to one vote on all matters appropriate for consideration by the corporation's Membership. Directors elected at any meeting of the Voting Members shall, except as otherwise provided by law or the certificate of incorporation, be elected by a plurality of the votes cast. All other corporate action to be taken by vote of the Voting Members shall, except as otherwise provided by law, the certificate of incorporation or these by-laws, be authorized by a majority of the votes cast. The vote for directors, or upon any question before a meeting of the Voting Members, shall not be by ballot unless the person presiding at such meeting shall so direct or any Voting Member shall so demand.

VIII. Reports. The Steering Committee shall present at each annual meeting a report, verified by the President and Treasurer or by a majority of the directors, showing in appropriate detail the following:

(a) The assets and liabilities, including the funds, of the corporation as of the end of twelve-month fiscal period of the corporation terminating not more than six months prior to said meeting.

(b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, during said fiscal period.

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.

(e) The number of members of the corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.

Such report shall be filed with the records of the corporation and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

IX. Written Consent of the Voting Members Without a Meeting. Whenever by law Voting Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Voting Members. The consent must be signed by the Voting Member or, if the Voting Member is not a natural person, the Voting Member's authorized officer, director, employee, or agent, by signing such consent or causing the signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. The consent may be sent by electronic mail as long as the consent sets forth, or is submitted with, information from which it can reasonably be determined that the transmission was authorized by the Voting Member. Written or electronic consent thus given by all of the Voting Members shall have the same effect as a unanimous vote of the Voting Members.

## **ARTICLE VIII** **Amendment**

These bylaws may be adopted, amended or repealed (i) at any meeting of Voting Members, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the Voting Members of the organization, or (ii) at any meeting of the Steering Committee, notice of which shall have included specification of the proposed action, by the vote of two-thirds of the entire Steering Committee; provided, however, that if any by-law regulating an impending election of directors is adopted, amended or repealed by the Steering Committee, there shall be set forth in the notice of the next meeting of Voting Members for the election of directors the by-law adopted, amended or repealed, together with a concise statement of the changes made.