

WISCONSIN ENERGY CONSERVATION CORPORATION

BYLAWS

ARTICLE I NAME

This nonprofit organization shall be known as the Wisconsin Energy Conservation Corporation and may be referred to hereinafter as WECC.

ARTICLE II MISSION

“Wisconsin Energy Conservation Corporation is dedicated to promoting sound energy policy, and designing and delivering innovative energy efficiency services that: provide affordable solutions to consumers’ energy needs, especially those with limited incomes; maximize the safety, comfort, durability and energy efficiency of buildings; educate consumers on options for making energy efficient choices; reduce the environmental impact of energy use; and, promote economic development by increasing profitable opportunities for energy efficiency and renewable energy.”

ARTICLE III NON-DISCRIMINATION

WECC shall not directly or indirectly discriminate against any person or organization for reason of age, race, religion, color, handicap, gender, physical condition, developmental disability, sexual orientation, national origin, ancestry, marital status, parental status, military discharge status, student status or source of income.

ARTICLE IV OFFICES

Section 1. Principal Office

The principal office of WECC shall be in the State of Wisconsin. The corporation may have other such offices, either within or outside of the State of Wisconsin, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Section 2. Registered Office and Registered Agent

WECC shall have and continuously maintain in the State of Wisconsin a registered office and a registered agent whose address is identical to the registered office. The registered office may be, but need not be, identical to the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE V
MEMBERSHIP

Section 1. Voting Members

WECC shall have no voting members. All rights and powers that might be possessed by voting members shall be vested in the Directors of the Board.

Section 2. Non-voting Members

There may be classes of non-voting members of WECC, as determined by the Board of Directors. Dues and benefits of membership shall be determined by the Board of Directors.

Section 3. Transfer of Membership

Membership in WECC is not transferable or assignable.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. General Powers

The property and affairs of WECC shall be governed by its Board of Directors. The Board may delegate to such committees, councils or other groups as it shall create any of its powers that it may deem judicious, keeping in mind that it has the ultimate responsibility for WECC and that it must ensure proper accountability by each of its committees, councils or ancillary groups.

Section 2. Duties

The duties of the Board include, but are not limited to: establish overall goals and priorities for WECC's programs and services; evaluate programs; hire and fire the Executive Director; establish governance, program, personnel and financial policies; approve an annual budget; monitor finances; and, authorize legal documents.

Section 3. Number, Election, Tenure, Qualifications

The number of Directors shall be at least 9 but not more than 15. One-half of the Directors shall be elected each year by the Board at the annual meeting or at such other meeting as shall be called for that purpose. Each Director shall serve a term of two years following election and until the successor shall have been elected and qualified or until the Director becomes disqualified to hold office. No Director shall serve more than four consecutive terms. Inasmuch as possible, the Board shall reflect a diverse constituent mix, and meet additional requirements as recommended by the Board Development Committee and approved by the Board. With respect to the historical and ongoing relationship with the Wisconsin Community Action Program Association (WISCAP), the composition of the Board shall include at least one Director from WISCAP. The Board of Directors of WISCAP will nominate no less than three potential candidates to the Board Development Committee of WECC for consideration as a nominee, when the term of the Director representing WISCAP expires.

Section 4. Annual Meeting

The annual meeting of WECC shall be held in the month of June each year or at such other time, as shall be called as long as the time does not exceed six months after the end of the fiscal year.

Section 5. Regular Meetings

Regular meetings of the Board of Directors shall be held at least quarterly throughout the year, or at other shorter, regular intervals, at such place, times and upon such notice as the Board of Directors may determine within its discretion.

Section 6. Executive Session

Executive session may be called by a majority vote of the Board of Directors. Executive session will be closed to all, except the Board of Directors, unless the Board chooses to invite additional individuals for the purpose of clarifying the issue at hand. It is expected that the Executive Director will be included in executive session, unless the Board is discussing an item involving the Executive Director and then the Board President shall request that the Executive Director leave the meeting for the duration of the executive session. Executive session may be called in the case of sensitive personnel matters, matters of either pending or possible litigation, or other such matters that would be detrimental to WECC if discussed in an open meeting.

Section 7. Special Meetings

Special meetings of the Board of Directors may be called at the request of the President or upon the written request of at least three of the Directors of the Board. The person or persons authorized to call special meetings of the Board may designate any place, either within or outside of the State of Wisconsin, for holding any special meeting of the Board. No special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least 14 days prior to such meeting.

Section 8. Quorum

A majority of the filled seats of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A Director may attend any meeting of the Board of Directors through use of a conference telephone or other communications equipment, so long as all persons participating in the meeting may simultaneously hear each other during the meeting or all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to send messages to all other participating Directors. Business may be transacted at a meeting with less than a quorum upon unanimous vote of those Directors in attendance, but any action undertaken by the Directors present at such meeting must be ratified in writing as provided in Section 17, Informal Action by Directors. If such action is not so ratified, it is null and void.

Section 9. Proxies

There shall be no proxies. At any meeting of the Board of Directors, a Director will vote by voice or ballot.

Section 10. Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

Section 11. Removal

A Director may be removed from the Board after two consecutive absences from regular meetings of the Board. Any Director may be removed at a regular meeting of the Board by a two-thirds vote of the Board when in its judgment the best interests of WECC shall be served

thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 12. Resignation

Any Director may resign from the Board of Directors at any time by giving a written notice to the President or Secretary of the Board. 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 be effective.

Section 13. Vacancies

Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the Board. A Director may be nominated, accepted and seated at any regular or special meeting of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of the previous Director.

Section 14. Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to Directors of the Board.

Section 15. Compensation

No Director shall receive any compensation for services as a Director or officer.

Section 16. Conflict of Interest

The Board shall ensure that no actual or appearance of conflict of interest by Board Directors will improperly or adversely impact WECC, and therefore, will maintain and abide by WECC's policy statement.

Section 17. Informal Action by Directors

An action required or permitted to be taken at a Board meeting may be taken without a meeting if a consent in writing setting forth the action is signed by all of the Directors then in office. A consent has the same force and effect as a vote of the Board of Directors taken at a meeting. The written action is effective when signed by the required number of Directors, unless a different effective date and time are specified in the written consent. All approvals shall be delivered to the Executive Director or the Secretary of the Board to be filed in the corporate records and the action taken shall be effective only when all the Directors have approved the consent, unless the consent specifies a different effective date. A summary of such actions shall be duly noted in the minutes of the next meeting of the Board of Directors.

Section 18. Notice

Notice of any meeting of the Board of Directors shall be given at least 5 days previously thereto, unless otherwise specified by law or these bylaws, by written notice to each Director at the address shown by the records of the corporation, or by direct verbal communication to the Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Written notice directly to the Director through the use of a facsimile machine or other electronic device shall be deemed deliverable when the notice is successfully transmitted to a number supplied by the Director. The date, time, place and nature of the business to be transacted at, or the purpose of, any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

ARTICLE VII OFFICERS

Section 1. Officers

The officers of the Board of Directors shall be the President, Vice President, Treasurer, Secretary, and such other offices that may be created by the Board.

Section 2. Elections and Term of Office

Officers shall be elected annually from and by a majority of the Board of Directors at the annual meeting of the Directors or at such other meeting of the Directors as shall be called for that purpose. Vacancies may be filled and new offices may be created and filled at any meeting of the Board of Directors. Officers elected shall hold office for the ensuing year or until their successors are duly elected and qualified. Officers may be elected for two additional, consecutive terms to the same office.

Section 3. Removal

Any officer elected by the Board of Directors may be removed by a vote of a majority of the Directors whenever in their judgment the best interests of the corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other reason may be filled for the unexpired portion of the term by a majority vote of the Directors.

Section 5. President

The President shall preside at all meetings of the Board of Directors. Subject to the direction and mandate of the Board, the President shall be in charge of the property and affairs of the corporation; shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board; shall appoint all chairpersons of committees; shall supervise the Executive Director; and, in general, shall discharge all duties as may be prescribed by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer, employee, or agent of the corporation, or a different mode of execution is expressly prescribed by the Board or these bylaws, the President may execute for WECC any contracts, deeds, mortgages, bonds, or other instruments that the Board has authorized to be executed; the President may accomplish such execution either individually or with any other officer thereunto authorized by the Board, according to the requirements of the form or the instrument.

Section 6. Vice President

In the absence of the President or in the event of the President's inability to act, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Treasurer

The Treasurer shall be the principal financial officer of WECC and shall oversee financial transactions. The Treasurer shall see that adequate financial books and records are instituted and maintained for WECC; shall ensure that all payments due by WECC are paid; shall ensure that all monies due and payable to WECC are received and that these monies are deposited in the name of WECC in such banks or other depositories as shall be selected by the Board of Directors. The Treasurer shall ensure that a financial statement is presented at all regular meetings of the Board. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary

The Secretary shall ensure that minutes of the meetings of the Board of Directors and Executive Committee are kept; see that all notices are duly given in accordance with the provisions of these bylaws and as required by law; ensure that a register of the names and addresses, phone and facsimile numbers of each Director is maintained; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board of Directors.

ARTICLE VIII COMMITTEES, COUNCILS, AND ANCILLARY GROUPS

Section 1. Standing Committees

The Board of Directors shall designate and establish standing committees that shall have and exercise the authority of the Board in the management of WECC. The President of the Board shall appoint Chairpersons of each committee who shall be Directors of the Board. The committee chairperson shall recruit additional members of the committee who need not be Directors, as long as there are at least three Directors on each committee, including the committee chairperson.

Section 2. Executive Committee

There shall be an Executive Committee composed of the four elected officers. The purpose of the Executive Committee is to ensure the orderly transaction of the business of WECC and to conduct the affairs of the corporation between meetings of the Board.

Section 3. Other Committees, Councils, and Ancillary Groups

The Directors may from time to time create other committees, councils, and ancillary groups at a regular or special meeting of the Board. The direction and guidelines of such groups shall be provided by the Board of Directors. The chairpersons or convenors of such groups shall be appointed by the President. Other committees or work groups designed to involve consumers and market providers for program feedback may be created by the staff. These groups are not to be considered as part of the corporate structure and do not need to follow the guidelines set forth in the bylaws.

Section 4. Removal

Any chairperson of a committee, council, or ancillary group may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of WECC would be served thereby.

Section 5. Quorum

A majority shall constitute a quorum, unless otherwise provided in the resolution of the Board of Directors designating a committee, council or ancillary group.

Section 6. Rules

Each committee, council or ancillary group may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 7. Vacancies

Vacancies in the membership of any committee, council or Board may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Prohibitions

No committee, council, or ancillary group shall have the authority to:

- a. amend or repeal the bylaws;
- b. amend or repeal the Articles of Incorporation;
- c. elect, appoint or remove any Director, officer or committee member of WECC;
- d. adopt a plan of merger or consolidation;
- e. authorize sale, lease, exchange or mortgage of all or substantially all of the property of the corporation;
- f. authorize dissolution;
- g. adopt plans for distribution of the assets; or
- h. amend, alter or repeal any resolution of the Board of Directors.

ARTICLE IX STAFF

Section 1. Executive Director

The Executive Director shall be the chief executive officer of WECC and shall administer the day-to-day operations of WECC; shall serve as its official representative as directed by the Board; shall supervise other staff; shall submit to the Board of Directors such reports, plans and other information as may be periodically required; shall execute Board decisions as directed; shall attend all Board meetings except when excused by the Board; shall serve as a regular or ex-officio member of committees; shall report to the Board on the program, finances and staffing of WECC; and, shall consult with the Treasurer to file required financial and legal documents.

Section 2. Responsibilities

The staff shall function according to established policies and procedures in keeping with WECC's purposes and shall comply with Board decisions.

Section 3. Relationship to the Board

As designated by the Executive Director, the staff may attend regularly scheduled Board meetings and may serve on committees.

ARTICLE X
BUSINESS ADMINISTRATION

Section 1. Contracts

The Board of Directors may authorize any officer or officers, employee or employees, agent or agents of WECC, in addition to the officers so authorized by these bylaws, to enter into any contract or execute any contract or execute and deliver any instrument in the name of and on behalf of WECC and such authority may be general or confined to specific instances.

Section 2. Loans

No indebtedness for borrowed money shall be contracted on behalf of WECC and no evidences of such indebtedness shall be issued in the name of WECC unless authorized by or under the authority of a resolution of the Board of Directors. Such an authorization may be general or confined to specific instances.

Section 3. Payments

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of WECC, shall be signed by such officer or officers, employee or employees, agent or agents of WECC in such manner as shall from time to time be specified in the financial policies. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and counter-signed by the Treasurer of the Board of Directors. Bonding through insurance protection may be required by the Board covering all officers, employees or agents who handle money for WECC.

Section 4. Deposits

All funds of WECC shall be deposited to the credit of Wisconsin Energy Conservation Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Funds

The Board of Directors, President, Executive Director, and their designees may accept on behalf of WECC any contribution, gift, bequest or devise for the general purpose or for any special purpose of WECC.

Section 6. Audit

An audit shall be conducted annually by an independent certified public accountant, who is approved by the Board of Directors.

Section 7. Legal Counsel

The WECC Board Directors shall approve the selection of legal counsel to address its corporate legal needs.

ARTICLE XI
BOOKS AND RECORDS

Wisconsin Energy Conservation Corporation shall keep as permanent records at its principal office minutes of all meetings of the Board, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board. WECC shall maintain appropriate accounting books and records. A Director or a Director's agent or attorney may inspect WECC's records for any proper purpose at a reasonable time and reasonable location.

ARTICLE XII
INVESTMENTS

Wisconsin Energy Conservation Corporation shall have the right to retain all or any part of any securities or property acquired in any manner; and shall have the right to invest and reinvest any funds, according to the judgment of the Board of Directors. However, no action shall be taken by or on behalf of WECC if such action is made subject to special penalties under applicable federal or state law; or if such action would result in the loss of tax-exempt status under Sections 501 of the Internal Revenue Code of 1986 and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE XIII
VOTING UPON STOCK OF OTHER CORPORATIONS

The Board of Directors shall have full power and authority to vote on behalf of Wisconsin Energy Conservation Corporation at any meeting of stockholders of any corporation in which WECC may hold stock; and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock. The Board of Directors may delegate these powers to any person, and at its convenience may revoke any such powers granted.

ARTICLE XIV
FISCAL YEAR

The fiscal year of Wisconsin Energy Conservation Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XV
INDEMNIFICATION

Section 1. Indemnification for successful defense

The Wisconsin Energy Conservation Corporation shall indemnify a Director or Officer, to the extent that the Director or Officer has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the Director or Officer was a party because the Director or Officer is a Director or Officer of WECC. The indemnification payment shall be made by WECC within thirty days of receipt of the written request and proper documentation of expenses incurred.

Section 2. Other Indemnification

In cases not included under Section 1 of this Article, WECC shall indemnify a Director or Officer against all liabilities and reasonable expenses incurred by the Director or Officer in a proceeding to which the Director or Officer was a party because the Director or Officer is a Director or Officer of WECC, unless liability was incurred because the Director or Officer breached or failed to perform a duty owed to WECC and the breach or failure to perform constitutes any of the following:

- A. A willful failure to deal fairly with WECC or its Directors in connection with a matter in which the Director or Officer has a material conflict of interest.
- B. A violation of the criminal law, unless the Director or Officer had reasonable cause to believe that the Director's or Officer's conduct was lawful or no reasonable cause to believe that the Director's or Officer's conduct was unlawful.
- C. A transaction from which the Director or Officer derived an improper personal profit or benefit.
- D. Willful misconduct.

The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the Director or Officer is not required.

Section 3. Written request: Nonduplication

A Director or Officer who seeks indemnification under this Article shall make a written request to WECC. Indemnification is not required if the Director or Officer has previously received indemnification, reimbursement or allowance of expenses from any person, including WECC, in connection with the same proceeding.

Section 4. Determination of Right to Indemnification

Unless otherwise provided in the articles of incorporation or by written agreement between the Director or Officer and WECC, the Director or Officer seeking indemnification under Section 2 of this Article shall select one of the following means for determining the Director's or Officer's right to indemnification:

- A. By majority vote of a quorum of the Board of Directors consisting of Directors who are not at the time parties to the same or related proceedings; if a quorum of disinterested Directors cannot be obtained, by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two or more Directors who are not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee.
- B. By independent legal counsel selected by a quorum of the Board of Directors or its committee in the manner prescribed in subparagraph A. of Section 4 of this Article, or if unable to obtain such a quorum or committee, by a majority vote of the full Board of Directors, including Directors who are parties to the same or related proceedings.
- C. By panel of three arbitrators consisting of one arbitrator selected by those Directors entitled under subparagraph B. of Section 4 of this Article, one arbitrator selected by the Director or Officer seeking indemnification, and a third arbitrator selected by the two arbitrators previously selected.
- D. By a court under sec. 181.0879 of the Wisconsin Statutes.

Section 5. Advance Expenses

Within 10 days of receipt of a written request by a Director or Officer who is a party to a proceeding and documentation of expenses, WECC shall pay or reimburse the Director or Officer reasonable expenses as incurred if the Director or Officer provides WECC with the following:

- A. A written affirmation of good faith belief that the Director or Officer has not breached or failed to perform assigned or otherwise required duties to WECC.
- B. A written undertaking, executed personally or on the behalf of the Director or Officer, to repay the allowance (together with reasonable interest) to the extent that it is ultimately determined under Section 4 of this Article that indemnification under Section 2 of the Article is not required and the indemnification is not ordered by a court. The undertaking shall be an unlimited general obligation of the Director or Officer and may be accepted without reference to ability to repay the allowance. The undertaking may be secured or unsecured.

Section 6. Additional rights to indemnification

- A. Except as provided in subparagraph B. of this Section, Sections 2 and 5 of this Article do not preclude any additional right to indemnification or allowance of expenses that a Director or Officer may have under the articles of incorporation or bylaws of WECC, a written agreement between the Director or Officer and WECC or a resolution of the Board of Directors.
- B. Regardless of the existence of any additional right under subparagraph A. of this Section, WECC may not indemnify any Director or Officer or permit a Director or Officer to retain any allowance of expenses unless it is determined by or on behalf of WECC that the Director or Officer did not breach any of the duties enumerated in Section 2 of this Article. A Director or Officer who is a party to the same or related proceeding for which indemnification or an allowance of expenses is sought may not participate in a determination under this section.

Section 7. Insurance

WECC may purchase and maintain insurance on behalf of any Director or Officer of WECC against liability asserted against or incurred by the individual in the Director's or Officer's capacity as a Director or Officer, regardless of whether WECC is required or authorized to indemnify or allow expenses to the individual against the same liability under this Article.

Section 8. Definitions

In this Article, "Director or Officer" includes an individual who is or was a Director or Officer of WECC; "proceeding" means any threatened, pending or commenced civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of WECC or by any other person; and, "expenses" includes fees, costs, charges, disbursements, reasonable attorneys fees and any other expenses incurred in connection with a proceeding.

ARTICLE XVI
INDEMNIFICATION OF EMPLOYEES

All of the provisions of Article XV shall also apply to any employee of WECC. In this article, “employee” includes an individual who is or was an employee of WECC.

ARTICLE XVII
AGENTS AND REPRESENTATIVES

The Board of Directors may expressly authorize an agent or representative of WECC with such powers and to perform such acts or duties on behalf of WECC as the Board of Directors may authorize, so far as the authority is consistent with these bylaws, to the extent permitted by law.

ARTICLE XVIII
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Wisconsin State Statutes or under the provisions of the Articles of Incorporation or the bylaws of WECC, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at any meeting shall constitute a waiver of notice, unless the Director upon arriving at the meeting objects to the lack of notice and does not thereafter vote for or assent to the objected to action.

ARTICLE XIX
CORPORATE STATUS

Wisconsin Energy Conservation Corporation is a non-stock corporation organized under Chapter 181 of the Wisconsin Statutes, and is not conducted for pecuniary profit. All aspects of the operation of WECC shall be conducted in accordance with applicable laws, rules, and regulations of the State of Wisconsin and any funding sources of WECC.

ARTICLE XX
EXEMPT ACTIVITIES

Notwithstanding any other provisions of these bylaws, the Wisconsin Energy Conservation Corporation shall not carry on any activity not permitted to be taken or carried on:

- (a) by a corporation exempt under Section 501(c)3 of the Internal Revenue code and its regulations as they now exist or as they may hereafter be amended; or
- (b) by a corporation contributions to which are deductible under Section 170(c)2 of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XXI
LEGISLATIVE OR POLITICAL ACTIVITIES

Wisconsin Energy Conservation Corporation a) shall not attempt to influence legislation as a substantial part of its activities, and b) shall not participate in the political campaign for or against any candidate for public office.

ARTICLE XXII
DISSOLUTION

In the event of dissolution or termination of the Wisconsin Energy Conservation Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of WECC, dispose of all of the assets of WECC to such organization or organizations, which at the time qualify as exempt under section 501(c) 3 of the Internal Revenue Code or a nonprofit corporation in accordance with the Wisconsin Statutes, as the Board of Directors shall determine.

ARTICLE XXIII
AMENDMENTS

The bylaws of the Wisconsin Energy Conservation Corporation may be amended or repealed and new bylaws may be adopted by a two-thirds vote of the Board at any regular or special meeting, provided that at least 14 days written notice is given of intention to alter, amend, repeal or to adopt new bylaws at such meeting. A summary of the proposed amendment(s) or the proposed amendment(s) themselves shall be included with the notice.

Date Adopted

Secretary