BYLAWS OF THE COLUMBIA STREET WATERFRONT ASSOCIATION, INC.

Article I: Name and Purpose

Section 1.1. Name.

The name of the corporation shall be the Columbia Street Waterfront Association, Inc. ("the Association").

Section 1.2. Purpose

The purposes for which the Association is formed are set forth in full in the Association's Certificate of Incorporation (the "Certificate"), among which includes but is not limited to:

1. To promote the health, vitality and character of the Columbia Street Waterfront District neighborhood.
2. To advocate for the interests of residents, businesses and others with a stake in the Columbia Street Waterfront community.
3. To do any other act or thing incidental to, or connected with or in advancement of the foregoing purposes, but not for the pecuniary profit or financial gain of its Members, Directors, or Officers except as permitted under the Not-For-Profit Corporation Law.

At all times the Association will conduct its affairs for the promotion of the common good and general welfare of the community.

Section 1.3. Legal and Tax Status

The Association will be a not-for-profit corporation organized under the laws of the State of New York, and is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the Association shall be the carrying on of lobbying or attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article II: Geographic Boundaries

Section 2.1. Geographic Boundaries

For purposes of this organization, the Columbia Street Waterfront is defined as located in Brooklyn, NY, bounded to the north by Atlantic Avenue, to the east by the Brooklyn Queens Expressway, to the south by Hamilton Avenue, and to the west by the East River.

Article III: Membership

Section 3.1. Eligibility

Any individual over the age of eighteen (18) who meets all of the following criteria applicable to their membership class may become a member of the Association and shall be considered a member in Good Standing:

1. Subscribes to the purposes set forth in Article I of these Bylaws.
2. Resides within the geographic boundaries of the Neighborhood as defined in Article II, or has a demonstrable connection to the community as defined by the Board of Directors for specific membership classes.
3. Completes and submits a membership application form as determined by the Board of Directors.
4. Pays the Annual Dues of the Association, if applicable.

Members in Good Standing are entitled to the rights and privileges outlined in these Bylaws.

Section 3.2. Non-Discrimination

Membership in the Association shall be open to all eligible individuals regardless of race, color, religion, gender, age, sexual orientation, national origin, disability, or any other characteristic protected by law.

Section 3.3. Classes of Membership

1. The Board of Directors shall have the authority to establish and define multiple classes of membership to reflect the diverse interests within and connected to the Columbia Street Waterfront. These classes may include, but are not limited to:
    a. Individual Members whose principal place of residence lies within the boundaries set forth in Article II or who owns property within these boundaries
    b. Business Members which operate a business within the boundaries set forth in Article II . This does not include LLCs, but does include non-profits.
    c. Affiliate Members: anyone who wishes to join the Association and does not meet the requirements to be an Individual or Business Member as described above.

2. The Board of Directors shall establish the criteria for each class of membership and may set different privileges, responsibilities, and dues amounts accordingly.

Section 3.4. Voting Rights

1. The right to vote on matters brought before the general membership, including the election of officers, shall be limited to Individual and Business Members in good standing who either reside within the boundaries set forth in Article II, own property within those boundaries, or operate a business there.
2. Each Individual or Business Member in good standing shall be entitled to one (1) vote on each matter submitted to the membership for a vote. If a person is both an Individual and Business Member, they shall be entitled to two (2) votes.
3. Unless otherwise specified in these Bylaws, voting shall be conducted in person at general membership meetings. The Board of Directors may establish procedures for absentee voting or electronic voting for specific matters, provided such procedures ensure the integrity and transparency of the voting process.

Section 3.5. Rights of Members

Members in good standing shall have the right to:

1. Attend all general membership meetings of the Association.
2. Participate in discussions and express their views on matters brought before the membership, subject to the rules of order.
3. Be considered for appointment to committees of the Association.
4. Nominate and be eligible for nomination to the Board of Directors if they meet the eligibility requirements outlined in these Bylaws.
5. Receive all regular communications notices of membership meetings from the Association
6. Have reasonable access to the Bylaws and publicly available meeting minutes of the Association.
7. Petition the Board of Directors to consider specific issues or proposals, following a procedure established by the Board.
8. Vote on all relevant matters as described in Section 3.4.

Article IV: Dues

Section 4.1. Annual Dues

The Board of Directors shall determine the annual dues, if any, payable by the various classes of membership.

Section 4.2. Payment

Dues, if any, shall be due and payable in advance on the first day of each fiscal year or subject to a grace period as defined by the Board of Directors.

Section 4.3. Defaults and Terminations

Any member who has not paid dues, if applicable, shall no longer be a member in good standing and shall be in default and subject to termination as determined by the Board of Directors.

The Board shall have the right to give a member a "grace period" of up to 30 days for the member to pay dues and avoid termination.

Section 4.4. Reinstatement

The Board of Directors may establish a process and any applicable fees for the reinstatement of membership for individuals who are no longer in good standing or were previously terminated for non-payment of dues.

Section 4.5. Waivers or Adjustments

The Board of Directors may, at its discretion, waive or adjust dues for members who demonstrate an inability to pay due to significant financial hardship and determine how to handle such waivers or adjustments in a confidential manner.

Article V: Board of Directors

Section 5.1. Composition

The Board of Directors (hereinafter referred to as the "Board") shall consist of not fewer than five (5) and not more than eleven (11) Directors, including the elected officers of the Association.

The Board shall make all efforts to strive for Board representation from:

> Two (2) non-officer Directors as “Homeowner,” defined as an individual who resides in a residential unit that is owned by the individual or someone else in their household or as an individual who may not reside in the residential unit that is owned by the same individual, and
>
> Two (2) non-officer Directors shall be a “Renter,” defined as an individual who resides in a residential unit subject to a lease for a premises that the individual does not own.

Section 5.2. Eligibility for Director

To be eligible to be nominated or elected as a Director, an individual must:

1. Be an Individual or Business Member in good standing of the Association.
2. Have signified their consent to serve if elected.
3. Agree to any code of conduct and conflict of interest policy as determined by the Board and required by law.

Section 5.3. Initial Board of Directors

The initial Board of Directors shall consist of the following persons, appointed by the organizer(s) of the Association:

James DeFilippis
John Leyva
Lucia Di Rosa
Debra Tackney
Randy Gordon
Lynette Wood
Gregory T. O’Connell
Eli Gottleib
Erika Svendsen

The initial Board of Directors shall serve until the first annual election of Directors, at which time Directors shall be elected as provided in Section 5.4. The initial Board of Directors shall have all of the powers and duties of the Board as set forth in these bylaws.

Section 5.4. Terms

At the first election of Directors following the service of the initial Board of Directors, the terms shall be staggered to establish continuity. The President, Vice President, Secretary, and Treasurer shall be elected for initial terms of three (3) years. Three (3) additional directors shall be elected for initial terms of two (2) years, and Two (2) additional directors shall be elected for initial terms of one (1) year.

Thereafter, all Directors, including officers, shall be elected for terms of three (3) years and shall assume office following the close of the Annual Meeting at which they were elected and shall serve until their successors are duly elected and qualified. To maintain staggered terms after the initial election, approximately one-third of the Directors shall be elected each year for three-year terms.

The initial elected Board shall determine by lot which of the non-officer Directors shall serve the one-year and two-year terms.

Section 5.5. Nominating Committee

The Board of Directors shall appoint a Nominating Committee, composed of not less than five (5) members of the Association in Good Standing who are not current members of the Board, no later than sixty (60) days prior to the Annual Meeting. The Nominating Committee shall be responsible for identifying and nominating candidates for the Board of Directors and officer positions. The Nominating Committee will request recommendations for candidates for whom the Committee will nominate at their discretion.

Section 5.6. Powers and Duties

The Board of Directors shall have the authority and responsibility to oversee the management and affairs of the Association. This shall include, but not be limited to: establishing policies and procedures; approving the annual budget; authorizing expenditures; appointing committees and defining their responsibilities; calling general and special meetings of the membership; representing the Association in communications with external parties; and interpreting and enforcing these bylaws. Moreover, the Board of Directors shall determine what positions the Association will take on matters of public concern.

Section 5.7. Removal of Directors

A Director may be removed from office for cause by a greater than or equal to two-thirds vote of the entire Board of Directors, provided that the Director in question has been given at least thirty (30) days written notice of the proposed removal and the reasons therefore, and has been afforded an opportunity to be heard by the Board. Examples of causes for removal include, but are not limited to, actions taken for personal gain, actions in violation of applicable non-profit organization laws, and actions in violation of these Bylaws.

Section 5.8. Vacancies

Vacancies on the Board of Directors occurring between Annual Meetings may be filled by a majority vote of the remaining Directors. A Director appointed to fill a vacancy shall serve for the remainder of the unexpired term. In the event of a vacancy between Annual Meetings, the Board of Directors must elect as a replacement Director an individual from the same category (as defined in Section 5.1) as the departing Director.

Article VI: Election of Officers

Section 6.1. Nominating Committee Responsibilities

The Nominating Committee, appointed by the Board of Directors as outlined in Article V, shall:

1. Meet and identify qualified candidates for the Board of Directors to fill the terms of retiring members.

2. Nominate candidates for the officer positions of President, Vice-President, Secretary, and Treasurer, as these terms become vacant.
3. Be permitted to nominate any member in good standing of the Association, including members of the Nominating Committee itself, provided such individuals have consented to serve if elected. If the Nominating Committee is nominating a member who serves on the Nominating Committee, such member shall recuse themselves from discussions and vote on their specific nomination.
4. Complete its nominations and submit a report of its proposed slate of candidates to the President no later than thirty (30) days prior to the Annual Meeting.

Section 6.2. Report of Nominations

Upon receiving the Nominating Committee's report as outlined in Section 6.1.4, the President shall ensure that this report, containing the list of nominated candidates for the Board of Directors and officer positions, is communicated to all members of the Association via electronic mail or other reasonable means of communication at least fifteen (15) days prior to the Annual Meeting.

Section 6.3. Eligibility to be Nominated or Elected

1. Eligibility for Director or Officer: As defined in Section 5.2.
2. General Eligibility: No individual shall be eligible to be nominated or elected to the Board of Directors or as an officer if they have been removed from the Board for cause within the past three (3) years.

Section 6.4. Voting Procedure

1. Voting at Annual Meeting: Voting for Directors and officers shall take place at the Annual Meeting of the Association.
2. In-Person Voting: Members attending the Annual Meeting in person shall cast their votes by ballot. The ballot shall list the names of all nominated candidates for each open position. Members shall have the opportunity to vote for up to the number of open Director positions in each category and for one candidate for each officer position.
3. Electronic Voting: If the Board of Directors determines to permit electronic attendance and voting at the Annual Meeting (e.g., via secure online platform), the Board shall establish clear procedures for electronic balloting.
4. For in-person and electronic voting, the Board will establish clear procedures that ensure protection of the identity of the voter and the confidentiality of their vote. These procedures must be communicated to the membership in advance of the Annual Meeting.
5. Prohibition of Proxy Voting: Proxy voting shall not be permitted. Members must cast their votes personally, either in person or electronically if such a method is officially implemented by the Board.

6. Ballot Collection and Counting: The Secretary, assisted by the Vice-President or other designated tellers, shall be responsible for collecting the ballots cast in person and any electronic votes submitted. They shall count the votes accurately and shall report the election outcomes, as described in Section 6.5, to the presiding officer of the Annual Meeting.

Section 6.5. Election Outcome

1. Election of Directors: The candidates for Director who receive the highest number of votes corresponding to the number of open Director positions shall be declared elected, subject to the Board composition requirements described in Section 5.1.
2. Election of Officers: The candidate for each officer position (President, Vice-President, Secretary, and Treasurer) who receives a majority of the votes cast for that specific office shall be declared elected to that position.
3. Run-off Election for Officers: If no candidate for a particular officer position receives a majority of the votes on the first ballot, a run-off election shall be held immediately between the two candidates who received the highest number of votes for that office. The candidate receiving a majority of the votes in the run-off shall be declared elected.

Section 6.6. Uncontested Elections

Notwithstanding the foregoing voting procedures, if, at the close of nominations, there is only one candidate nominated for any elective office, or if the number of candidates nominated for Director positions is equal to the number of open Director positions, subject to the Board composition requirements described in 5.1, it shall be in order for a motion to be made and seconded that the Secretary be instructed to cast a single ballot on behalf of the membership for the election of the unopposed candidate or candidates. If such a motion is approved by a majority vote of the members present and voting at the Annual Meeting, the unopposed candidate(s) shall be declared duly elected.

Article VII: Officers

Section 7.1. Elected Officers

The elected officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall be members of the Board of Directors and shall be elected by the membership as outlined in Article VI of these bylaws.

Section 7.2. Terms of Office

The terms of office for the President, Vice-President, Secretary, and Treasurer shall be three (3) years. Officers shall assume their duties following the close of the Annual Meeting at which they were elected and shall serve until their successors are duly elected and qualified, or until their earlier resignation, removal, or death. No member shall be eligible to serve more than three (3) consecutive three-year terms as President. After serving three consecutive terms as President, an individual shall be eligible to run for President again after a lapse of at least one (1) year.

Section 7.3. President

The President shall be the chief executive officer of the Association and shall preside at all meetings of the members and of the Board of Directors. The President shall:

1. Be the chief executive officer of the Association.
2. Preside at all meetings of the members and of the Board of Directors.
3. Have general supervision of the affairs of the Association.
4. Perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
5. Present an annual report of the activities of the Association to the membership at the Annual Meeting.
6. Have the authority to sign contracts and other legal documents on behalf of the Association as authorized by the Board of Directors.
7. Be the primary spokesperson for the Association in convening a message and/or position that is consistent with that of the Board of Directors.

Section 7.4. Vice-President

In the absence or disability of the President, the Vice-President shall perform the duties of the President. The Vice-President shall also:

1. Assist the President.
2. Perform such other duties as may be assigned to them by the President or the Board of Directors.
3. The Board of Directors may assign the Vice-President to oversee specific areas of the Association's activities or committees.
4. In the event of a vacancy in the office of President, the Vice-President shall assume the duties of that office until a successor is duly elected, as per Section 7.7.

Section 7.5. Secretary

The Secretary shall be responsible for:

1. Keeping accurate minutes of all meetings of the members and of the Board of Directors.
2. Maintaining the official records of the Association, including but not limited to the membership list, official correspondence, and governing documents.
3. Ensuring that proper notice is given for all meetings of the members and the Board of Directors.
4. Performing such other duties as may be assigned to them by the President or the Board of Directors.

5. The Secretary shall be the custodian of the Association's corporate seal, if one is adopted.

Section 7.6. Treasurer

The Treasurer shall be the chief financial officer of the Association and shall be responsible for:

1. The custody of its funds and securities.
2. Maintaining accurate and complete financial records, including records of all income and expenses, in accordance with generally accepted accounting principles.
3. Managing the Association's bank accounts and ensuring that all funds are properly deposited and disbursed.
4. Preparing and presenting financial reports to the Board of Directors and the membership, including an annual financial report at the Annual Meeting.
5. Overseeing the preparation of the annual budget, in coordination with the President and the Board of Directors.
6. Ensuring that all necessary tax filings are prepared and submitted in a timely manner.
7. The safekeeping of all financial documents.
8. Performing such other duties as may be assigned to them by the President or the Board of Directors.
9. Being held accountable for all funds.
10. Giving an accounting at each general meeting.
11. Receiving, safekeeping and disbursing the Association funds, but such disbursement shall require the signature of one other Board member.

Section 7.7. Vacancies

A vacancy in any officer position may be filled by a majority vote of the Board of Directors for the remainder of the unexpired term.

Article VIII: Meetings

Section 8.1. Membership Meetings

This section governs meetings of the general membership of the Association.

1. Regular Membership Meetings:
    a. There shall be at least two (2) regular meetings of the Association each year, with the dates, times, and locations determined by a majority vote of the Board of Directors.
    b. The purposes of the regular meetings shall be to receive reports from officers and committees, to establish programs and budgets, and to conduct other business that may properly come before the meeting.

2. Annual Meeting:
    a. One (1) of the regular meetings, held in the fall of each year, shall be designated the Annual Meeting.
    b. At the Annual Meeting:
        – The President shall report on the state of the Association.
        – The Treasurer shall present an annual financial report.
        – Elections for Directors and Officers shall be held.
3. Special Membership Meetings:
    a. Special meetings of the membership may be called by the President, by a majority vote of the Board of Directors, or upon the written request of one-fourth (1/4) or more of the voting members of the Association.
    b. The call for a special meeting shall state the purpose(s) of the meeting, and no business other than that specified in the call shall be transacted.
4. Notice of Membership Meetings:
    a. For all membership meetings (regular and special), notice shall be given to each member in good standing at least thirty (30) days prior to the meeting.
    b. The notice shall state the date, time, and place of the meeting and, for special meetings, the purpose(s) of the meeting.
    c. The method of providing notice (e.g., written, telephone, electronic) shall be determined by the Board of Directors.
5. Agenda:
    a. The President shall prepare the agenda for all membership meetings.
    b. Any member may suggest agenda items by submitting them in writing to the Board of Directors at least fourteen (14) days before the meeting.
6. Quorum:
    a. At all regular and special membership meetings, the presence in person of at least 50 Individual and Business members in good standing or ten percent of the Individual and Business Members in good standing, whichever is less, shall be necessary to constitute a quorum. For all other special meetings, the number of members in attendance shall constitute a quorum.
7. Voting:
    a. Individual and Business members will be entitled to vote as described in Section 3.4. Voting Rights.
    b. Voting shall be conducted during attendance at the meeting. Proxy voting is not permitted.
    c. Except as otherwise provided in these bylaws or by law, all matters shall be decided by a majority vote of the members present and entitled to vote.
8. Electronic Participation:
    a. The Board of Directors may authorize and regulate participation in membership meetings by electronic means (e.g., telephone conference, video conference, online platform), provided that such means allow all participants to hear each other simultaneously.
    b. Participation by such means shall constitute presence in person for the purposes of quorum and voting.

Section 8.2. Board of Directors Meetings

This section governs meetings of the Board of Directors.

1. Regular Board of Directors Meetings:
    a. Regular meetings of the Board of Directors shall be held at least quarterly or as needed, at such times and places as the Board may determine.
    b. At least seven (7) days' notice of regular Board meetings, including the date, time, and place, shall be given to all Directors.
2. Special Board of Directors Meetings:
    a. Special meetings of the Board of Directors may be called by the President or by a majority of the Directors.
    b. The call for a special meeting shall state the purpose(s) of the meeting, and only business specified in the call shall be transacted.
    c. At least seven (7) days' notice of special Board meetings, including the date, time, place, and purpose(s), shall be given to all Directors.
3. Quorum:
    a. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
4. Voting:
    a. Each Director shall have one (1) vote.
    b. Decisions of the Board of Directors shall be made by a majority vote of the Directors present and entitled to vote, provided a quorum is present.
5. Email Voting: If, in the judgment of the President, a matter arises that requires approval by the Board prior to the next Board meeting, the Secretary shall arrange for a vote by email, ensuring that Directors have access to all relevant information and ensuring an opportunity for questions and comment prior to the conduct of the vote.
6. Electronic Participation:
    a. Directors may participate in regular and special meetings of the Board of Directors by electronic means (e.g., telephone conference, video conference) as authorized and regulated by the Board, provided that all participating Directors can hear each other simultaneously.
    b. Participation by such means shall constitute presence in person for the purposes of quorum and voting.

Section 8.3. Rules of Order

All meetings of the Association, including meetings of the Board of Directors and committees, shall be conducted in accordance with Robert's Rules of Order Newly Revised, or such other recognized manual of parliamentary procedure as the Board of Directors may adopt, insofar as such rules are not inconsistent with these bylaws, the articles of incorporation, or any applicable law.

Section 8.4. Adjournment

Any meeting of the members or the Board of Directors, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members or Directors present and entitled to vote, without notice other than by announcement at the meeting.

Section 8.5. Minutes

1. The Secretary shall keep accurate minutes of all meetings of the members and the Board of Directors.
2. The minutes of each meeting shall be approved by the members or the Board of Directors, as applicable, at the next meeting, and upon approval, shall be signed by the presiding officer and the Secretary.
3. The minutes shall be maintained as part of the official records of the Association.

Article IX: Committees

To facilitate the work of the Association, the Board of Directors may establish both standing and special committees.

Section 9.1. Establishment of Committees

1. The Board of Directors shall have the authority to establish and dissolve committees, both standing and special.
2. The Board of Directors shall approve the purpose, scope, and budget for each committee.

Section 9.2. Types of Committees

1. Standing Committees: Standing committees are those established to carry out ongoing responsibilities of the Association. The Board will maintain a separate document which outlines each standing committee’s purpose and scope.
2. Special Committees: Special committees are those established for a specific purpose and with a limited duration. Upon completion of its assigned task, a special committee shall be dissolved.

Section 9.3. Appointment of Committee Members and Chairs

1. The President, with the approval of the Board of Directors, shall appoint the members and chairs of all committees, both standing and special.
2. The Board of Directors may establish guidelines for committee membership, including any eligibility requirements.
3. The chair of each committee shall be responsible for:
    a. Presiding over committee meetings.

b. Developing and implementing the committee's work plan, in coordination with the Board of Directors.
c. Reporting on the committee's activities and recommendations to the Board of Directors.

Section 9.4. Powers and Duties of Committees

1. Committees shall have the powers and duties delegated to them by the Board of Directors.
2. Committees shall operate in accordance with these bylaws and any policies or Committee Definitions established by the Board of Directors.
3. Committees shall not have the authority to bind the Association financially or legally without the express written approval of the Board of Directors.

Section 9.5. Reporting

Each committee shall provide regular reports of its activities and recommendations to the Board of Directors, as directed by the Board. The Board of Directors may request written reports or oral presentations from committees.

Article X: Fiscal Year

The fiscal year of the Association shall be from July 1 to June 30, inclusive.

Article XI: Finances/Financial Administration

Section 11.1. Budget

The Board of Directors shall adopt an annual budget for the Association, which shall outline anticipated revenue and expenses for the fiscal year. The budget shall be presented to the membership for informational purposes at the Annual Meeting.

Section 11.2. Expenditures

1. The Board of Directors shall have the authority to approve expenditures.
2. Expenditures exceeding the approved budget by more than five (5) percent of that specific budget allocation shall require the approval of a majority vote of the Board of Directors.
3. The Board of Directors may establish policies and procedures for the approval of expenditures, including delegation of authority to officers or committees for specific types or amounts of expenditures, consistent with the approved budget.

Section 11.3. Income

1. The Association shall receive income from membership dues, donations, grants, and other lawful sources.
2. All income received by the Association shall be used to further the purposes of the Association.

Section 11.4. Financial Records

1. The Treasurer shall be responsible for maintaining accurate and complete financial records, including records of all income and expenses.
2. The financial records shall be kept in accordance with generally accepted accounting principles (GAAP).

Section 11.5. Audit/Financial Review

The Board of Directors may, at its discretion or as required by law, provide for an annual audit or financial review of the Association's financial records by an independent accountant. If an audit is conducted, the report of the audit shall be presented to the Board of Directors and made available to the membership upon request, or as required by law.

Section 11.6. Contracts

1. The Board of Directors shall have the authority to enter into contracts on behalf of the Association.
2. The President, or another officer specifically authorized by the Board of Directors, shall have the authority to sign contracts on behalf of the Association, within the scope of the authority granted by the Board.

Section 11.7. Checks

1. All checks drawn on the accounts of the Association shall be signed by at least two (2) authorized officers.
2. The officers authorized to sign checks shall be the Treasurer and either the President or the Vice-President.
3. The Board of Directors may establish procedures for electronic fund transfers, consistent with sound internal controls.
4. Checks shall never be issued to the individual signing a check without prior written approval of a separate officer authorized to sign checks.

Section 11.8. Deposits

1. All funds of the Association shall be deposited in a bank or other financial institution insured by the Federal Deposit Insurance Corporation (FDIC) or other appropriate governmental agency.
2. The Treasurer shall be responsible for ensuring that all funds are promptly deposited and properly accounted for.
3. The Board of Directors may designate the specific financial institution or institutions where the Association's funds shall be deposited.

Section 11.9. Conflict of Interest

The Board of Directors shall adopt and enforce a written conflict of interest policy that complies with Section 715-a of the New York Not-for-Profit Corporation Law and IRS Form 1023 requirements.

Article XII: Amendments

Section 12.1. Proposal of Amendments

Amendments to these bylaws may be proposed by any of the following methods:

1. A majority vote of the Board of Directors.
2. A written petition signed by at least ten percent (10%) of the members in good standing of the Association.

Section 12.2. Notice to Membership

Written notice of any proposed amendment shall be sent to each member in good standing at least thirty (30) days prior to the meeting at which the amendment is to be considered. The notice shall include the full text of the proposed amendment and a statement of its purpose.

Section 12.3. Voting on Amendments

Proposed amendments shall be voted on at a regular or special meeting of the membership.

1. A quorum must be present as defined in Article VIII of these bylaws.
2. The proposed amendment must be approved by a two-thirds (2/3) vote of the eligible members.

Section 12.4. Effective Date

An amendment shall become effective upon its adoption by the membership, unless a later date is specified in the amendment itself.

Section 12.5. Changes to Certificate of Incorporation

If any amendment to these bylaws requires a corresponding change to the Association's Certificate of Incorporation, the Board of Directors shall take all necessary steps to effectuate such change in accordance with applicable law.