

# Bylaws of Capitol City Sisters: Abbey of the Divine Light

A California Nonprofit Corporation

## **ARTICLE 1. CORPORATE NAME**

The name of this Corporation shall be Capitol City Sisters: Abbey of the Divine Light.

## **ARTICLE 2. OFFICES**

### SECTION 1: PRINCIPAL EXECUTIVE OFFICE

The Corporation's principle executive office shall be fixed and located at such place as the Board of Directors (Board) shall determine within Sacramento, CA. The Board is granted the power and authority to change said principle executive office from one location to another.

### SECTION 2: OTHER OFFICES

The Board may, at any time, establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

## **ARTICLE 3. OBJECTIVES AND PURPOSES**

### SECTION 1: SPECIFIC PURPOSE

- A. This Corporation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
- B. The Primary purpose of the Capitol City Sisters: Abbey of the Divine Light is to perform public service, present theatrical productions and educate the public.

### SECTION 2: GENERAL PURPOSE

The general purpose of the Corporation shall be to educate the community on safety and health issues, promote awareness, spiritual enlightenment and the abolishment of bigotry and hatred. Capitol City Sisters: Abbey of the Divine Light shall work to raise funds for worthy organizations and needy individuals. The members of Capitol City Sisters: Abbey of the Divine Light shall work to bring an end to stereotypes of all kinds.

## **ARTICLE 4. NONPARTISAN ACTIVITIES**

The Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities or earnings shall be used to publish or disseminate materials whose purpose would be to attempt to influence legislation and the Corporation shall not substantially participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation will not substantially participate or intervene on behalf of or against any cause or measure being submitted to the public for a vote. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## **ARTICLE 5. DEDICATION OF ASSETS**

The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, gains, profits, dividends or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this Corporation. On liquidation or dissolution, all properties, assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes consistent with this Corporation's philosophy, provided that the Corporation continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

## **ARTICLE 6. MEMBERSHIP**

### **SECTION 1: POWERS AND DUTIES**

The Voting Members of the General Membership (GM) shall have power to elect the Board of Directors, they shall have sole authority to grant new membership, change the status of Members or remove Members in accordance with these bylaws. They shall have the power to remove any Board Member for cause in accordance with these bylaws.

### **SECTION 2: CLASSIFICATION OF MEMBERS**

The General Membership (GM) of The Capitol City Sisters shall consist of four (4) types of Members: Fully Professed Members (FPMs), Novices, Postulants and Retired Members. No Member may transfer a membership or any right arising thereof.

- A. *Fully Professed Members.* Fully Professed Members shall consist of *Sister/Guard/Father/Friar/Brother(s)*. FPMs shall be Members for life except in the case of resignation or removal (as specified in Sections 5 and 6 of this Article).  
Fully Professed Members shall have the right to hold any Office, be elected to the Board, have the right to vote on all issues brought up in GM meetings at which they are deemed to be in good standing, and may sponsor new Members.  
As a newly forming house, the founding members of the Capitol City Sisters: Abbey of the Divine Light shall be afforded the same rights and responsibilities of a Fully Professed Member, within this house. Additionally, while the house is in Mission Status with the Sisters of Perpetual Indulgence, Inc, (SPI) additional members that have reached Novice status may hold office and serve on the Board of *Directors*, chair committees, vote on any matter before the Board or General membership and perform any other function in the same manner as the founding members. These Novice members may continue to hold office, if still serving once the house elevates to a Fully Professed House with SPI. The Board of Directors in consultation with the General Membership may extend any additional power or authority to these members as it deems necessary for the efficient running of the corporation.
- B. *Novices.* Novices are in training to become FPMs. They have no voting rights, may not hold office, sit on the Board or speak on behalf of the Order to the press or the public. They must maintain a Fully Professed Sister as a sponsor until they are elevated to an FPM. Novices are not agents of the Corporation and may not take on any duties without the express approval of a Sister. The GM may define other rights and/or restrictions as necessary. After a period to be determined by the GM, the Novice may be voted to progress to FPM at a GM meeting.
- C. *Postulants.* Postulants are new Members in training. They have no voting rights, may not hold office, sit on the Board or speak on behalf of the Order to the press or the public. They must maintain sponsorship at all times. Postulants are not agents of the Corporation and may not take on any duties without the express approval of a Sister. The GM may define other rights and/or restrictions as necessary. After a period to be

determined by the GM, the Postulant may be voted to progress to Novice at a GM meeting.

- D. *Retired Members.* Retired Members are encouraged to participate in functions as Capitol City Sisters: Abbey of the Divine Light members when they can. They are not expected to attend meetings or pay dues. They have no formal obligation to the Corporation other than to act in an appropriate manner when identifying as a Member. Retired Members are not agents of the Corporation, may not represent the Order to the press or the public and have no voting rights. The GM may define other rights and/or restrictions as necessary. They must petition the GM to regain full membership status and must receive a simple majority vote at a GM to return as an FPM.

### SECTION 3: VOTING RIGHTS

Only Fully Professed Members who are otherwise in good standing have the right to vote at a GM meeting.

### SECTION 4: GOOD STANDING

A Member shall be considered in good standing if:

1. They have attended a minimum of three (3) out of five (5) of the prior GM meetings, or have participated in at least 50% of the house-sponsored events/manifestations in the previous 90 days.
2. They have paid any applicable dues or fees, as set by the Board, in a timely manner.
3. They are not on sabbatical.
4. They have not been censured nor had any rights restricted by the GM.

### SECTION 5: ACTIVE STATUS

To be considered an Active Member, an FPM must work at two (2) official Capitol City Sister events or attend three (3) GM meetings for any given twelve (12) month period. Any Member failing to meet this minimum requirement will be considered inactive.

Once inactive, the Secretary shall mail notice to the last known address of the Member advising them of their inactive status and informing them that they have six (6) months to attend the minimum events/meetings or they will be considered Retired. Once the Secretary has sent notice to the Member, the Secretary must report the inactive status to the GM. The Secretary must send a second notice thirty (30) days prior to any action being taken by the GM.

Prior to the end of this six (6) month inactive period, a Member may request the GM to give them dispensation to remain inactive for up to an additional twelve (12) months. Dispensation must be approved by a majority vote at a regular GM meeting. The Member may request renewal of inactive status every twelve (12) months. The GM may choose to extend dispensation for an indefinite time to certain individuals of merit by a majority vote at a GM meeting. Revocation of dispensation for inactive status shall also require a majority vote at a GM meeting.

Members on sabbatical are considered active during their sabbatical.

### SECTION 6: RESIGNATION, SABBATICAL, REMOVAL AND CENSURE

- A. *Resignation.* Resignation of a Member shall be effective upon receipt of written or verbal notice to any Officer of the Corporation. Resignations may be rescinded by the resigning Member up to 48 hours after receipt of the resignation notice. Notice of resignation shall be read into the minutes of the subsequent GM meeting.
- B. *Sabbatical.* A Member may request a sabbatical or leave of absence from The Capitol City Sisters for a specified period of time. A Member may also be placed on sabbatical by a majority vote at a GM meeting. During sabbatical, a Member loses

any voting rights and any right to represent the Capitol City Sisters in public. A Member on sabbatical is not responsible for paying regular dues or fees during the absence but is responsible for any other financial debts to the Corporation.

C. *Censure And Suspension Of Rights.* Any Member may be censured and have any or all of their rights as expressed in these bylaws or any other document of the Corporation suspended for a specific time. To censure and/or suspend a Member's rights, including the right to vote, requires a two-thirds (2/3) vote at a GM meeting or Special Meeting. A Board Member must be informed of the motion to censure or suspend rights, to whom it pertains and the reasons for the motion at least twenty-four (24) hours in advance of the GM or Special meeting in which the motion will be presented. The motion to suspend rights and/or censure must include the reason for the action, the rights that are to be suspended and the duration of the suspension. A Suspended Member's rights are automatically restored to the same status as before the suspension at the end of the stated time, unless another vote to extend the suspension is passed in the same manner as stated above before the end of the original suspension period.

D. *Removal.*

1. *Any member* may be removed from the Corporation by a 2/3 majority vote at a GM meeting or special meeting.

#### SECTION 7: DUES & FEES

Each Member in good standing shall pay, within the time and on the conditions set by the Board, any initiation fee and/or annual dues in the amount to be fixed by the Board. The fees and dues shall be equal for each type of Member, but the Board may, at its discretion, adjust the fees and dues.

### **ARTICLE 7. MEETINGS**

#### SECTION 1: REGULAR MEETINGS

Regularly scheduled meetings of the GM shall be held not less than every two months. Members in good standing must be notified of a GM meeting at least seventy-two (72) hours before the meeting by phone, email or other electronic means, in person or by written notice mailed to their address of record at least five (5) days prior to the meeting.

#### SECTION 2: ANNUAL MEETING

The regular December meeting of the GM shall be considered the Annual Meeting. Elections of Officers and Board Members shall be conducted at the Annual Meeting.

#### SECTION 3: SPECIAL MEETINGS

Any Board Member in good standing or any five (5) FPMs in good standing may call special meetings of the GM at any time. Members in good standing must be notified of a Special GM meeting at least seventy-two (72) hours before the meeting by phone, email or other electronic means, in person or by written notice mailed to their address of record at least five (5) days prior to the meeting. The notice shall state the time, place and purpose of the meeting.

#### SECTION 4: QUORUM

A quorum for GM meetings shall consist of a simple majority (50%+1) of all FPMs who are in good standing

#### SECTION 5: PROXIES

No proxies are accepted on any vote.

#### SECTION 6: PHONE / EMAIL / ELECTRONIC VOTING

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When an issue comes before the Board, or GM that requires resolution before the next scheduled GM meeting and a special meeting cannot be called, the issue may be voted on by phone, email or other electronic means, including social media. Any Board Member in good standing, or any five (5) FPMs in good standing may call a phone, social media or email vote. However, only Capitol City Sisters Officers are authorized to conduct the vote. Additionally, the vote shall be conducted under the following guidelines and shall be considered binding when:

1. Any conditions that would normally be attached to the vote in a GM meeting are attached to the phone/email/social media vote. For example, if the vote requires a two-thirds (2/3) majority, the phone/email/social media vote also requires a 2/3 majority.
2. The reason for the vote, the pro and con sides of the issue and the motion must all be presented using the exact same language to each Member voting.
3. The Officer conducting the vote cannot campaign either pro or con for the issue nor can they respond to questions about the issue.
4. The vote must be completed forty-eight (48) hours after the first Member is contacted and the complete text of the motion must be sent to the Secretary.
5. Enough Members must respond to satisfy quorum.
6. The results of the voting, including total number of respondents and total yes and no votes, may be released via email or social media, and must be announced at the next GM meeting.

#### SECTION 7: PARLIAMENTARY AUTHORITY

GM meetings, although informal, shall be conducted with *The Standard Code of Parliamentary Procedure* as a general guide.

### **ARTICLE 8. BOARD OF DIRECTORS**

#### SECTION 1: COMPOSITION

The Board shall be composed of up to seven (7) members: the President (chair), Vice President (alternate chair) Secretary and Chief Financial Officer (CFO) of the Corporation and three (3) At-Large Directors all of whom may also hold any other corporate office. At-Large Directors shall be elected after the election of Corporate Officers at the Annual Meeting.

#### SECTION 2: GOOD STANDING

- A. A board member shall be considered in good standing if all the conditions in Article 6 Section 4 have been met (exceptions made for non-manifesting board members), and the board member has attended 3 of the last 5 regularly scheduled or special Board Meetings.

#### SECTION 3: OFFICERS OF THE BOARD

- A. *Chair*. The Chair of the Board shall be responsible for preparing the agenda of the Board meeting and conduct and arbitrate all meetings of the Board. The Chair shall help to prepare a budget for the Board within thirty (30) days of election. The Chair shall appoint special committees for the Board as necessary and shall report all Board actionable agenda items to the GM at the subsequent GM meeting.
- B. *Alternate Chair*. The Alternate chair shall be responsible for all duties of the Chair in the Chair's absence.

- C. *Secretary.* The Secretary of the Board shall take the minutes of the Board meeting, keep the roster of attendance at Board meetings and notify all Board members of upcoming meetings of the Board or Board events.
- D. *Treasurer.* The Treasurer of the Board shall handle all monies of the Board and see that accurate records are kept on expenditures. Within thirty (30) days of election, the Treasurer shall submit a Board budget for the Board's approval.

#### SECTION 4: QUALIFICATIONS OF DIRECTORS

- A. *Requirements.* All candidates for the Board must be FPM's eligible to vote at the annual meeting.
- B. *Restrictions.* Not more than forty-nine percent (49%) of the Board serving at any time may be interested persons. An interested person is anyone being compensated by the Corporation for services rendered to it within the previous or subsequent twelve (12) months of the Annual Meeting as well as any immediate family member, spouse or domestic partner. Directors may not serve as employees of the Corporation and hold a seat on the Board concurrently.

#### SECTION 5: POWERS AND DUTIES

The Board will: advise the GM on the planning of the functions of the Corporation and its activities; exercise all of the powers of the Corporation and supervise and control its business and affairs, subject only to the limitations and restrictions provided by law and these bylaws; authorize the execution of contracts, incur indebtedness and other agreements necessary in the name of and to the efficient conduct of the business of the Corporation (with the exception of the President who may incur indebtedness in the name of the Corporation not to exceed \$100 without prior Board approval); propose the annual budget, supervise credits and debits and review or revise systems setup for auditing, cash flow and inspection of all Corporate assets. The Board may, from time to time, add or subtract subcommittees needed to fulfill the requirements of the activities of the Corporation. Directors will also exercise such other powers and perform such other duties as may be prescribed elsewhere in these bylaws. *The Standard Code of Parliamentary Procedure* will be used to determine those powers or duties not specified.

#### SECTION 6: QUORUM

A simple majority of the seated Directors (including the Chair or the Alternate Chair) must be present at a meeting to constitute a quorum for the transaction of business.

#### SECTION 7: PROXIES

Proxies shall not be accepted on any vote.

#### SECTION 8: ELECTION AND TERM OF OFFICE

Directors shall be elected by the eligible voting members at the GM Annual meeting and will hold office until the close of the next Annual Meeting. Directors elected to fill vacancies shall also serve until the close of the next Annual Meeting. Candidates may not participate in any activities that can be interpreted as procuring of votes, nor may they establish an election campaign that utilizes monies or donated services from any individual or group.

#### SECTION 9: VACANCIES

A vacancy in any Director's position may be deemed to exist on the occurrence of resignation, removal or death; the absence from three (3) consecutive Board meetings; the failure to fill all positions at the annual GM meeting; or amendment to these bylaws to increase the size of the Board. No amendment to reduce the number of directors will affect Directors currently serving. Elections to fill vacancies on the Board shall be held at the first GM meeting following the vacancy.

## SECTION 10: RESIGNATIONS

Members of the Board wishing to resign shall provide written notification to any currently seated member of the Board. At the sole discretion of the remaining members of the Board, the effective date of the resignation may be immediate, or at some mutually agreed upon future time. Purse holding members shall surrender and debit or credit cards, checks or other instruments in their possession at the time of their resignation and shall be removed from all bank accounts within 3 business days.

## SECTION 11: REMOVAL

Any Director may be removed by a 2/3 majority vote of the general membership at a regular or special GM meeting if it has been determined that s/he has had three (3) consecutive absences, acted against or jeopardized the Corporation, operated in a manner contrary to the actions of a reasonable and ordinarily prudent person and/or has given due cause for removal. Voting for removal shall be done by secret ballot. A Director may file a grievance to contest or appeal a decision for removal as outlined in Article 16, Grievances.

## SECTION 12: BOARD MEETINGS

Meetings of the Board of The Capitol City Sisters shall be open to all FPMs and any guests that are approved by the Chair or Alternate chair in the Chair's absence. Meetings will be conducted using *The Standard Code of Parliamentary Procedure* as a guide. The bylaws supersede *The Standard Code of Parliamentary Procedure* in case of conflict.

- A. *Regular Meetings.* All meetings of the Board may be held at any place within or outside the state of California that has been designated by resolution of the Board. All Board members must be notified at least seventy-two (72) hours before the meeting. Regular meetings of the Board shall be held at least once per quarter.
- B. *Special Meetings.* A special meeting may be held in person, by telephone or similar communication equipment provided that all directors participate in the same exact manner. Timing and notice requirements of meetings shall be governed by the procedures in Article 8.
- C. *Annual Meeting.* The Annual Meeting of the Board shall be held no more than thirty (30) days after the annual GM meeting.

## ARTICLE 9. COMMITTEES

### SECTION 1: CREATION AND DISSOLUTION

The Board may create or dissolve committees as desired for the operation of the group. The Board shall appoint a committee Chair. The committee shall be automatically dissolved at the completion of its task, or by majority vote of the Board.

### SECTION 2: COMMITTEE MEMBERS

The Chair of the committee recruits members of a committee. The committee may be composed of Members of The Capitol City Sisters as well as non-Members whose skills and knowledge are beneficial to the committee. Membership on a committee is voluntary.

### SECTION 3: COMMITTEE POWERS AND DUTIES

The committee shall be given its purpose, authorities and accountabilities by the Board at the time of its creation. Committees shall report their findings or progress at intervals determined by the Board.

## ARTICLE 10. INDEMNIFICATION

### SECTION 1: DEFINITIONS

For the purposes of this Article,

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- a. "Agent" means any person who is or was a Director, Officer, employee or other Agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee or Agent of a foreign or domestic corporation, partnership, joint venture, trust or other enterprise;
- b. "Proceeding," means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and
- c. "Expenses" include, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an Agent by reason of the Agent's position or relationship as Agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

#### SECTION 2: SUCCESSFUL DEFENSE BY AGENT

To the extent that an Agent of this Corporation has been successful on the merits in the defense of any Proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against the Agent, then the provisions of Sections 3 through 5 of this Article shall determine whether the Agent is entitled to indemnification.

#### SECTION 3: ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an Officer, Director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant Director was or is engaging in self-dealing within the meaning of California Corporations Code, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an Agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the processing.

#### SECTION 4: ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

- A. *Claims Settled Out Of Court.* If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.
- B. *Claims And Suits Awarded Against The Agent.* This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided both of the following are met:
  1. The determination of good faith conduct required by Section 5., below, must be made in the manner provided for in that section, and
  2. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### SECTION 5: DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an Agent in Sections 3. and 4. above is conditioned on the



following:

- A. *Required Standard Of Conduct.* The Agent seeking reimbursement must be found, in the manner provided below, that the Agent acted in good faith, in a manner that the Agent believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which the Agent reasonably believed to be in the best interest of this Corporation or that the Agent had reasonable cause to believe that the Agent's conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that the Agent's conduct was unlawful unless the matter is settled with the approval of the California Attorney General.
- B. *Manner Of Determination Of Good Faith Conduct.* The determination that the Agent did act in a manner complying with Paragraph A., above, shall be made by:
  1. The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or
  2. The affirmative vote of a simple majority of the Membership at a GM meeting; or
  3. The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney or other person is opposed by this Corporation.

#### SECTION 6: LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2. or 5. B.3., in any circumstance when it appears:

- a. That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- b. That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

#### SECTION 7: ADVANCE OF EXPENSES

Expenses incurred in defending any Proceeding may be advanced by this Corporation before the final disposition of the Proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

#### SECTION 8: CONTRACTUAL RIGHTS OF NONDIRECTORS AND NONOFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this Corporation, or any subsidiary thereof, may be entitled by contract or otherwise.

#### SECTION 9: INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Corporation against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not this Corporation would have the power to indemnify the Agent against liability under the provisions of this Section.

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## **ARTICLE 11. CONFLICT OF INTEREST**

When any FPM, either on the Member's behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Member, the Member:

- a. Shall disclose the Member's interest fully at a GM or any other meeting of the Corporation in the manner prescribed by California State Law;
- b. Shall disclose the Member's interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c. Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d. Shall not in any way, whether before, after or during the meeting, influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of the Member's immediate family member(s) shall, if known to the Member, be deemed to also be the pecuniary interest of the Member. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

## **ARTICLE 12. ELECTIONS**

Nominations for the Board of Directors shall be accepted at the last regular GM meeting scheduled before the Annual Meeting and will remain open until elections at the Annual Meeting. The Corporate Officers shall be elected to office before the elections of the remaining At-Large Board positions.

## **ARTICLE 13. FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1 and end on December 31 each year.

## **ARTICLE 14. RIGHTS AND PROCEDURES**

### **SECTION 1: INSPECTION OF BOOKS AND RECORDS**

Every FPM has the absolute right at any reasonable time to inspect all books, records and documents of this Corporation. This inspection may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

### **SECTION 2. AMENDMENTS**

- A. *Bylaws*: A 2/3 majority vote at two (2) consecutive regular or special GM meetings, or by phone, email or other electronic means as defined in Article 7, section 6 required for amendment, provided that the proposed amendment has been submitted to the Secretary before that meeting and it appears on the published agenda. The amendment will become effective immediately after passing the second reading, unless it affects a term of office or specifies otherwise.
- B. *Articles of Incorporation*: A 2/3 majority vote at two (2) consecutive regular or special GM meetings, no less than 72 hours apart is required for amendment, provided that the proposed amendment has been submitted to the Secretary before that meeting and it appears on the agenda.

## **ARTICLE 15. GRIEVANCES**

Each FPM shall have the right to bring any grievances forward in a safe and just manner, without worry or risk to their position within the Corporation. The corporate Secretary must receive a letter of request for mediation and a copy of the request is then forwarded to the

President. The President shall appoint no less than three (3) persons to serve on the Mediation Committee. Members may be temporarily removed or added from this committee to guarantee a lack of bias or prejudice against the parties involved in the mediation request. The chair can call a Mediation Committee meeting or send copies of the request to the other members of the standing committee and conduct the procedure by conference call.

The first step will be to determine if this is a proper grievance to be investigated by this Corporation. Those actions that violate city, state or federal law should be referred to the proper authorities by the requester, not by the Corporation. At the option of the Mediation Committee, and with the permission of the aggrieved parties, the committee may attempt to reconcile the differences without outside assistance. If that attempt is unsuccessful, then an outside, impartial mediator will be contacted by the Committee. The mediator will meet individually with both parties and then arrange a joint meeting for resolution. Each party will be allowed to bring one witness, notarized statements from witnesses and one member of their support network (this person will not be able to address the mediator, the situation or the other parties involved). Guidelines for appropriate behavior will be drawn up and agreed upon by all parties. Repeated violation or disregard for these guidelines will result in either removal from the site or adjournment of the mediation. If the mediator cannot affect a satisfactory resolution, s/he will make a recommendation to the Mediation Committee and, subject to the approval by the Board, may suggest further action, including total dismissal.

#### **ARTICLE 16. PARLIAMENTARY AUTHORITY**

The current edition of *The Standard Code of Parliamentary Procedure* governs this organization in all parliamentary situations that are not provided for in the law or in its charter, bylaws or adopted rules.