

PASADENA AUDUBON SOCIETY
– PROPOSED AMENDED BYLAWS –
For Members’ review and vote at the December 18, 2024 Meeting

ARTICLE I
NAME

SECTION 1. NAME

This corporation shall be named the Pasadena Audubon Society, hereinafter referred to as the “Society.”

ARTICLE II
PURPOSE

SECTION 1. OBJECTIVES AND PURPOSES

This corporation is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes. The purpose of the Society is “to bring the excitement of birds to our community through birding, education and conservation of bird habitats.”

The Society shall be a chapter of the National Audubon Society and shall observe its principles and policies. The relationship between this Society and the National Audubon Society shall be governed by the National Audubon Society Chapter Policy.

SECTION 2. DEDICATION OF ASSETS

The Society’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation shall inure to the benefit of any private purpose or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE III
MEMBERSHIP

SECTION 1. MEMBERSHIP

Any person interested in the purposes and objectives of this Society is eligible to apply for membership. Membership is conditioned on a member’s payment of dues. The Board of Directors may establish dues requirements, classes of general membership, and additional conditions of membership.

SECTION 2. DUES

Payment of National Audubon Society annual membership dues shall entitle individuals to a joint membership in the National Audubon Society and this Society, and to a subscription both to Audubon magazine and the Pasadena Audubon Society newsletter, *The Wrentit*. National Audubon Society shall establish their dues policy.

Payment of Pasadena Audubon Society annual membership dues shall entitle individuals to a membership in this Society and to a subscription to the Pasadena Audubon Society newsletter, *The Wrentit*. Pasadena Audubon Society shall establish their dues policy.

SECTION 3. MEETINGS

General meetings shall be held for Society members at least annually (“General Meetings”). The time, location, and subject of the program of each General Meeting shall be announced on the website and/or in an issue of *The Wrentit* and/or emailed to the Society’s membership list preceding the meeting. Unless otherwise stated in the announcement, General Meetings shall be open to the public.

SECTION 4. VOTES

Each member shall be entitled to one vote at the annual election of officers or other meeting requiring a vote of members; a family membership shall entitle two members of each family to cast votes.

Members entitled to vote must cast their votes in person at a duly called meeting. Voting by proxy is expressly prohibited.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. COMPOSITION AND NUMBER OF DIRECTORS

The governing body of the Society shall be called the Board of Directors, hereinafter also referred to as “the Board.” The Board shall consist of the elected officers, the chairs of the Standing Committees (the “Standing Committee Chairs”) and additional members who shall be called Members-at-Large.

The elected officers shall be referred to herein as “Officers.” The Standing Committee Chairs and Members-at-Large, who are appointed by the President subject to Board approval, shall be referred to herein as “Appointed Directors.” Collectively, the Officers and Appointed Directors may be called “Directors” or “the Directors.”

The Board shall consist of at least ten (10) but no more than fifteen (15) Directors unless changed by amendment to these Bylaws.

SECTION 2. GENERAL POWERS

The function of the Board shall be to conduct and direct the business of the Society subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or Bylaws of the Society.

SECTION 3. SPECIFIC POWERS

Without prejudice to the general powers set forth in **Article IV, Section 2** of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

- A. act as a liaison between the Pasadena Audubon Society and the regional and national offices of the National Audubon Society; represent the Society in the Society's relationship with other organizations.
- B. appoint and remove officers and directors, agents and employees, and prescribe power and duties for them as are consistent with the law, the Articles of Incorporation and these Bylaws; fix their compensation; and supervise their performance.
- C. establish dues requirements, class of general membership, and additional conditions of membership.
- D. change the principal office or the principal business office in California from one location to another, and to conduct its activities in or outside of California.
- E. change the name of the Society, subject to vote and plurality approval by Society membership.
- F. borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt and securities.
- G. authorize any officer or agent of the Society to enter into any contract or execute and deliver any instrument in the name of and behalf of the Society, and such authority may be general or confined to specific instances. Except for matters pertaining to the ordinary and necessary operation of the business of the Society, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Society by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
- H. accept on behalf of the Society any contribution, gift, bequest, or devise for the charitable or public purposes of the corporation.

**ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS**

SECTION 1. PLACE OF BOARD MEETINGS

Meetings of the Board shall be held at the Society's principal office unless another location is designated in the notice of the meeting.

Any Board meeting may be held by conference telephone, video screen communication, or other communications platform. Participation in a meeting under this Section shall constitute presence in person at the meeting if the Board can verify the identity of the person participating and the participant can communicate concurrently with all other members and the Board.

SECTION 2. ATTENDANCE

Directors must inform the Secretary, in advance of a scheduled meeting date, if they will not attend a meeting. A Director who misses three consecutive Board meetings without advance notice to the Secretary may forfeit his/her Board position.

SECTION 3. REGULAR MEETINGS

The Board shall meet at least six times a year. A statement of the Board's meeting time and place shall be announced on the website and/or in an issue of *The Wren Tit* and/or emailed to the Society's membership list; the specific time and place of each upcoming Board meeting

shall appear in the minutes of the previous meeting.

SECTION 4. SPECIAL MEETINGS

Special meetings of the Board (“Special Meetings”) may be called by the President, the Executive Director, the Secretary, or by any two Directors at any time. All Directors shall be given written notice of the Special Meeting, which notice shall state the time and place of the Special Meeting. If the Special Meeting is intended to be opened to the general membership, then notice of the time and place of the Special Meeting shall be announced on the website and/or in an issue of *The Wrentit* and/or emailed to the Society’s membership list. The purpose of the Special Meeting must be specified in the notice.

SECTION 5. QUORUM

A quorum of 50% of filled Board positions shall be required to conduct business.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

SECTION 6. WAIVER OF NOTICE AND CONSENT TO HOLD MEETING

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as above described, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice.

SECTION 7. ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Society authorize the Board to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE VI ELECTED OFFICERS

SECTION 1. OFFICES HELD AND RESPONSIBILITIES

The offices of the Society shall be a President, Vice President, Secretary, and Treasurer (each, an “Officer” and collectively, “Officers”).

A. Responsibilities of the President

The President shall:

- i. chair Board meetings and conduct the Society business part of the General Meeting;
- ii. maintain familiarity with Society policies and assist with prompt application thereof;
- iii. subject to the control of the Board, oversee and control the affairs of the Society, the activities of the Officers, and the Executive Director;
- iv. participate in evaluation of Society staff;
- v. except as otherwise expressly provided by law, the Articles of Incorporation, or by these Bylaws, execute, or cause to be executed, any such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board; and
- vi. perform any such other duties as may be prescribed from time to time by the Board.

B. Responsibilities of the Vice President

The Vice President shall:

- vii. in the absence of the President, chair Board meetings and assume the role of conducting the Society business part of the General Meeting;
- viii. maintain familiarity with Society policies and assist with prompt application thereof;
- ix. assist with planning agendas for Board meetings and the business part of General Meetings;
- x. participate in evaluation of Society staff;
- xi. proofread drafts of Society publications (such as *The Wrentit* newsletter); and
- xii. perform any such other duties as may be prescribed from time to time by the Board.

C. Responsibilities of the Secretary

The Secretary shall:

- i. attend all meetings of the Board and give timely reports;
- ii. in the absence of both the President and Vice President, the Secretary shall call meetings to order and preside until a President Pro Tem is elected;
- iii. maintain custody, order and access to records of the chapter, including taking and distributing minutes of meetings. This shall include the archiving and maintenance of records in the Society's records and at the Pasadena Museum of History;
- iv. send notice of meetings to appropriate members of the Chapter and Board if so requested by the President;
- v. record minutes of all membership and board meetings and share with the board at subsequent board meetings. Make copies and mail or email the minutes to all board members prior to the next meeting. Minutes should include: the name of the chapter and type of meeting, date and a list of attendees. For board meetings there should be a brief description of the business that was discussed and any decisions that were made; the exact wording of any motions, including the names of persons making and seconding the motions; and the resulting votes. Once approved, the minutes should be signed and dated;

- vi. inform the Board if a Director misses three meetings in a row without notice;
- vii. manage Board governance matters, including tracking and reporting Board openings; and
- viii. perform any such other duties as may be prescribed from time to time by the Board.

D. Responsibilities of the Treasurer

The Treasurer shall work closely with, and provide oversight of, the Executive Director in the management of all financial matters including:

- i. development of the annual budget for submission to the Board for approval;
- ii. monitoring of the budget against actual results throughout the year, including presentations to the Board at the regular meetings;
- iii. reviewing and monitoring all bank accounts and investment accounts;
- iv. annually coordinating the preparation and review of the Form 990 and insuring it is filed on time;
- v. preparing and submitting Annual Reports to the Board;
- vi. reviewing and monitoring internal controls to help ensure that all financial resources are adequately protected; and
- vii. performing any such other duties as may be prescribed from time to time by the Board.

SECTION 2. ELECTION OF OFFICERS

Each year by the first of March the Board shall appoint three members of the Society, at least one of whom is a member of the Board, to a nominating committee to solicit candidates to fill offices with vacancies starting the following fiscal year. The names of the nominating committee members shall be announced on the website and/or in an issue of *The Wrenit* and/or emailed to the Society's membership list to encourage the recommendation of candidates for the committee's consideration.

Nominated candidates shall be members of the Society. One month before elections, names of the candidates nominated for election shall be announced on the website and/or in an issue of *The Wrenit* and/or emailed to the Society's membership list.

Officers shall be elected annually at a General or Special Meeting immediately preceding the start of the following fiscal year. Nominees who receive a plurality of the vote of the members present shall be considered elected.

SECTION 3. TERMS AND TERM LIMITS

Newly-elected Officers shall begin their terms at the start of the fiscal year immediately following the election. Officers shall be elected for a term of two (2) years and shall be permitted to serve up to three consecutive elected two-year terms, for a total of six (6) consecutive years (i.e., a six year "Term Limit").

Following expiration of an Officer's Term Limit, the Officer must leave the Board for a minimum of one year. Notwithstanding the foregoing, should the Board make a finding that there is no suitable candidate to replace the Officer reaching the Term Limit, the Board may vote to allow that member to continue to serve for an agreed-upon period of time necessary until a suitable replacement is found and elected to the Board to replace the extended Officer.

SECTION 4. COMPENSATION

Officers shall serve without compensation, but may receive such reimbursement of expenses as the Board may approve or direct as just and reasonable.

SECTION 5. RESIGNATION OF OFFICERS

Any Officer may resign at any time by giving written notice to the Board and Executive Director. The resignation shall be effective when the notice is received unless it specifies a later time for the resignation to become effective.

SECTION 6. REMOVAL OF OFFICERS

Any Officer may be removed with or without cause by a vote of two-thirds of the members of the entire Board at a Special Meeting called for that purpose or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in **Article V, Section 4**.

Any Officer who has missed three consecutive Board meetings without prior notice of planned absence may be automatically removed without the need for a Special Meeting unless (a) the Officer requests a leave of absence for a limited period of time and the leave is approved by the Board at a regular meeting or Special Meeting (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present), or (b) the Officer suffers from an illness or disability that prevents the Officer from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection.

Any vacancy caused by the removal of an appointed Officer shall be filled as provided in **Article VI, Section 7** of these Bylaws.

SECTION 7. VACANCIES OF OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for normal election to that Office, provided, however, that vacancies need not be filled on an annual basis. If an Officer is elected to fill a vacancy through an off-cycle election and holds the Office for less than four months before the next normal election cycle, then the Officer's first, partial year shall not be counted toward the six-year Term Limit.

SECTION 8. LIMITED LIABILITY OF OFFICERS

Subject to their fiduciary responsibilities or standards of conduct for Officers, including, but not limited to, the duty of care, the duty of loyalty and other duties imposed by law, the Officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

ARTICLE VII APPOINTED DIRECTORS

SECTION 1. APPOINTMENT OF DIRECTORS

The President shall appoint Standing Committee Chairs and Members-at-Large (the "Appointed Directors"), subject to approval by the Board. Appointments shall be voted on

annually at the Board meeting immediately preceding the start of the following fiscal year. Prior to the meeting, the President, or the Secretary at the President's request, shall provide information about proposed Appointed Director candidates for the Board's consideration. Nominees who receive a majority of the vote of the members present shall be considered elected.

SECTION 2. TERMS AND TERM LIMITS

New Appointed Directors shall begin their terms at the beginning of the following fiscal year. Appointed Directors shall be appointed for a term of one (1) year, and shall be permitted to serve up to six consecutive one-year terms, for a total of six (6) consecutive years (i.e., a six year "Term Limit").

In the event an Appointed Director is approved to fill a vacancy throughout the year, the member's term shall renew on the following first of July; if appointed for an initial partial term of less than four months, the Appointed Director is subject to the Term Limit without consideration of their first, partial year.

Following the expiration of an Appointed Director's Term Limit, the Appointed Director must leave the Board for a minimum of one year before being appointed again. Notwithstanding the foregoing, (a) should the Board make a finding that there is no suitable candidate to replace the Appointed Director reaching the Term Limit (particularly if they serve as a Board Standing Committee Chair), the Board may vote to allow that member to continue to serve for an agreed-upon period of time necessary until a suitable replacement is found and appointed to the Board to replace the extended Appointed Director, and (b) should an Appointed Director in their sixth year be nominated for, and elected to, an Officer position, the member may continue on the Board as an elected Officer subject to a refreshed Officer Term Limit.

SECTION 3. COMPENSATION

Appointed Directors shall serve without compensation, but may receive such reimbursement of expenses as the Board may approve or direct as just and reasonable.

SECTION 4. RESIGNATION OF APPOINTED DIRECTORS

Any Appointed Director may resign by giving written notice to the Board and Executive Director. The resignation shall be effective when the notice is received unless it specifies a later time for the resignation to become effective.

SECTION 5. REMOVAL OF DIRECTORS

Any Appointed Director may be removed with or without cause by a vote of two-thirds of the members of the entire Board at a Special Meeting called for that purpose or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in **Article V, Section 4**.

Any Appointed Director who has missed three consecutive Board meetings without prior notice of planned absence may be automatically removed from the Board without the need for a Special Meeting unless (a) the Appointed Director requests a leave of absence for a limited period of time and the leave is approved by the Board at a regular meeting or Special

Meeting (if such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present), (b) the director suffers from an illness or disability that prevents the Appointed Director from attending meetings and the Board by resolution waives the automatic removal procedure of this subsection.

Any vacancy caused by the removal of an appointed Board member shall be filled as provided in **Article VII, Section 6** of these Bylaws.

SECTION 6. VACANCIES

A vacancy or vacancies of Appointed Directors shall occur in the event of (a) the death, removal, or resignation of any Appointed Director or (b) the increase of the authorized number of Appointed Directors through amendment of these Bylaws.

Vacancies may be filled by the President, with approval of the Board at any Board meeting, subject to the approval process in **Article VII, Section 1**.

SECTION 7. LIMITED LIABILITY OF DIRECTORS

Subject to their fiduciary responsibilities or standards of conduct for directors, including, but not limited to, the duty of care, the duty of loyalty and other duties imposed by law, the directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Article VIII COMMITTEES

SECTION 1. PURPOSE

The Society shall have committees as designated from time to time by resolution of the Board. Committees shall act in an advisory capacity only to the Board and may consist of persons who are not also members of the Board.

SECTION 2. STANDING COMMITTEES

The Board may create Standing Committees to help with long-term initiatives and goals. The President shall appoint a chair of each Standing Committee (each, a "Standing Committee Chair"), subject to the approval of the Board. Each Standing Committee Chair shall be a member of the Board. Once appointed and approved, the Standing Committee Chairs may appoint additional committee members and conduct the business of the Standing Committee, subject to any governing guidelines set forth in the Board's authorizing resolution.

SECTION 3. SOCIETY COMMITTEES

The Board may create Society Committees to help carry out the day-to-day business of the Society, subject to any governing guidelines set forth in the Board's authorizing resolution. The appropriate Standing Committee Chair, Officer, or the Executive Director shall name Society Committee chairs, who need not be Board members but must be active members of the Society. Society Committees shall report to the appropriate Standing Committee Chair, Officer, or the Executive Director, who shall make periodic reports to the Board of each Society Committee's activities.

SECTION 4. AD HOC COMMITTEES

The Board may create Ad Hoc committees at any time to accomplish short-range projects. The Board shall appoint Ad Hoc committee chairs, who need not be Board members but must be active members of the Society. The Ad Hoc committee chairs shall appoint their committee members. Ad Hoc committees shall periodically report their progress to the Board. Upon completion of their task, the committees shall provide a final report and dissolve.

SECTION 5. MEETINGS AND ACTION OF COMMITTEES

Committee meetings may be held at the discretion of the committee chairs as deemed necessary.

All actions of committees, including the keeping and recording of minutes or reporting to the Board, shall be made pursuant to the guidelines set forth in the Board's authorizing resolution.

ARTICLE IX EXECUTIVE DIRECTOR

SECTION 1. RESPONSIBILITIES

The Board shall hire or appoint an individual to act in the capacity of Executive Director. Subject to the control of the Board, the Executive Director shall have general supervision, direction, and control of the business and programs of the Society, and general control of the employment, supervision and direction of the Society's staff.

The Executive Director may, in the name of the Society, execute such deeds, mortgages, bonds, contracts, checks or other instruments that may, from time to time, be authorized by the Board.

ARTICLE X INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under **Article X, Section 1** of these bylaws in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

SECTION 2. INSURANCE

This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such.

ARTICLE XI CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Society shall at all times maintain:

- A. Minutes of all meetings, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- B. Adequate and correct books and records of account including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- C. A copy of the Society's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors of the corporation at all reasonable times.

SECTION 2. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Society's fiscal year to all Directors, which report shall contain the following information in appropriate detail:

- A. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes for the fiscal year;
- D. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- E. Any information required by Section 3 of this Article;
- F. An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

SECTION 3. STATEMENT OF SPECIFIC TRANSACTIONS AND INDEMNIFICATIONS

As part of the annual report, the Society shall furnish to its Directors a statement of any transaction of indemnification of a kind described in Section 6322, subdivision (d) or (e) of the California Nonprofit Public Benefit Corporation Code.

- A. Any transaction (i) in which the Society was a party, (ii) in which an “interested person” had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either:
 - A. Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - b. Any holder of more than ten (10) percent of the voting power of the corporation.

The statement shall include a brief description of the transaction, the names of the interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- B. Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Article 10, Section 1 of these bylaws, unless that indemnification has already been approved by the Board under Corporations Code Section 5238(e)(2).

ARTICLE XII FISCAL YEAR

SECTION 1. FISCAL YEAR

The Society’s fiscal year shall begin on the first of July and end on the thirtieth (30th) of June of the following year.

ARTICLE XIII AMENDMENTS TO BYLAWS AND STANDING RULES

SECTION 1. AMENDMENT OF BYLAWS

The Board may recommend amendments to the Bylaws at any time. Such amendments shall be announced on the website and/or in an issue of *The Wrentit* and/or emailed to the Society’s membership list and presented for vote at the subsequent General Meeting; text of the recommended amendments shall be available to all interested members. Amendments to the Bylaws shall be accepted if, at the General Meeting, a majority of those voting members attending approve.

SECTION 2. AMENDMENT OF STANDING RULES

Establishment or amendment to the Standing Rules may be proposed by any member of the Board at any meeting of the Board. The Board shall vote on the amendment(s) at its next meeting. A Standing Rule Amendment shall pass if a majority of the Board members attending approve.