

St Helena Police Officers' Foundation By Laws

Revised January 20th, 2010 at the general membership meeting.

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ARTICLE I. NAME

This organization shall be known as the St. Helena Police Officers Foundation. Its principal offices shall be located in the City of St Helena, County of Napa, and the State of California.

ARTICLE II. OBJECTS

Section 1. The objects of this Foundation shall be:

- To unite into one employee organization the community service officers, dispatchers, officers and sergeants of the St Helena Police Department as defined herein below, regardless of religion, sex, race, creed, color, national origin or age, within our jurisdiction.
- To engage in organizing unorganized police and law enforcement employees and to provide services to those who are organized.
- To secure improved wages, hours, working conditions and other economic advantages through organization, negotiations and bargaining. Also, through advancement of our standing in the community and in the law enforcement field through legal and economic means, and other lawful methods.
- To provide educational advancement and training for employees, members and officers.
- To safeguard, advance, and promote the principle of free negotiations and bargaining, the rights of employees of the Police Department, and the security and welfare of all the people by political, education and other community activities.
- To engage in cultural, civic, legislative, political, fraternal, educational, charitable, welfare, social and other activities which further the interests of this organization and its membership, directly or indirectly.
- To provide assistance, financial, moral, or other, to other police and law enforcement organizations or other bodies having purposes and objectives in whole or in part similar or related to those of this organization.
- To engage in community activities which will advance the interests of this organization and its members in the community and in the nation, directly or indirectly.
- To protect and preserve the Foundation as an institution and to perform its legal and contractual obligations and to carry out the objectives of the Foundation.

· To receive, manage, invest, expend or otherwise use the funds and property of this organization to carry out the duties to achieve the objectives set forth in these bylaws.

Also, for such other additional purposes and objects not inconsistent therewith as will further the interests of this organization and its members, directly or indirectly.

Section 2. It is recognized that the problems with which this employee organization is accustomed to dealing with are not limited to organization and negotiations alone. These issues may also encompass a broad spectrum of economic and social objectives set forth above and as the Foundation may determine from time to time. We determine and assert that the participation of this Foundation individually and with other organizations, in the pursuit and attainment of the objectives set forth herein is for the sole benefit of the organization and its members.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility to membership shall be as set forth in these bylaws and applicants for membership shall comply with and be subject to the requirements imposed by these bylaws.

Section 2. The Foundation shall have three classes of members as follows:

(a) Regular Member. A regular member shall be a full-time or part-time employee of the St. Helena Police Department, including any employee who serves three-fourths time, but excluding the Lieutenant (if and when this position is filled) and the Chief of Police."

(b) Associate Member. An associate member may include a retired regular member of the St Helena Police Department who shall be a life member of the Foundation. Associate members shall have no vote, pay no dues, nor draw any benefits.

(c) Honorary Member. An honorary member shall be a person who has shown particular interest in the objectives of the Foundation. Honorary members shall be appointed by the Board of Directors, however, an honorary member shall have no vote, pay no dues, nor draw any benefits.

Section 3. Membership in good standing includes any person who has fulfilled the requirements for membership in this Foundation and who has not voluntarily withdrawn, become ineligible for continued membership, or been suspended or expelled as provided in the bylaws of this Foundation. A member by virtue of his membership in this Foundation is obligated to adhere to and follow the terms of the Foundation's bylaws with respect to his rights, duties, privileges, and immunities conferred by them and by statute. Each member shall faithfully carry out such duties and obligations and shall not interfere with the rights of fellow members. Rank shall not exist in the Foundation except that the duly

elected officers of the Foundation shall have full authority to the office to which they were elected in order that they may fully and faithfully discharge their duties.

Section 4. Membership in this Foundation shall not vest any member thereof with the right, title or interest to or in the funds, property or other assets belonging to the Foundation now or hereafter to be acquired and no member shall have a property right to membership in this organization.

Section 5. A member shall lose his good standing in the organization by suspension or expulsion from membership after appropriate proceedings consistent with the bylaws, or by becoming three months in arrears in the payment of dues.

Section 6. Retirement Badges. The St Helena Police Officers' Foundation will only issue retirement badges to retirees who are issued an identification card by the Chief of Police and/or the City of St Helena, designating them as a retired member of the St Helena Police Department. Any member losing his good standing status shall not be entitled to attend the meetings or to any of the benefit of this Foundation. Any member losing his good standing status because of being three months in arrears in payment of dues may be reinstated by the payment of a reinstatement fee which shall be determined by the Board of Directors, and subject to the approval of the membership.

ARTICLE IV. MEETINGS

Section 1. Annual Meetings. An annual meeting of the members shall be held in June of each year at a date and time designated by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 2. Regular Meetings. Regular meetings shall be held once each quarter at a date and time designated by the President and or by the Board of Directors.

Section 3. Special Meetings. Special meetings of the Foundation shall be called by the President at the request of the Board of Directors or at the request of five members. Reasonable notice of such special meetings shall be given to the membership which notice shall specify the business to be brought before such meeting, and only the business so specified shall be considered at the meeting. The subject of such special meeting shall only be urgent or an emergency matter(s) which cannot be postponed to the next regular meeting. Items considered at such special meeting may be brought up for reconsideration at the next regular meeting.

Section 4. Board members shall stay in regular contact with each other regarding association matters. Face to face board meetings shall be held as necessary, at a date and time designated by the President and agreed upon by the Board.

Section 5. Notices of Meetings, posting. Notice of regular meetings shall be posted or communicated via e-mail at least 120 hours (5 days) prior to the meeting. In the case of a special or emergency meeting, notice of time and place and general subject matter shall be posted at least 96 hours (4 days) prior to the meeting.

Section 6. Order of Business at Meetings. The order of business at any regular meeting shall be as follows:

- (a) Call the meeting to order.
- (b) Reading of minutes and approval.
- (c) Reading of communications
- (d) Committee reports.
- (e) Unfinished business.
- (f) Business.
- (g) Adjournment.

The order of business at special meetings shall be as follows:

- (a) Call the meeting to order.
- (b) Consideration of urgent or emergency matter(s)
- (c) Action or recommendation on urgent or emergency matter(s)
- (d) Adjournment.

Section 7. Members present at any meeting shall constitute a quorum and are qualified to transact any business, with the exception of contract (collective bargaining) votes and the yearly election of Board Members. These two exceptional situations will be voted on by numbered ballot, which will be mailed to each member and returned to a ballot box that will be in a location accessible to all members. A reasonable period of time will be allotted for the return of ballots. However, the minimum period of time will be two weeks from the mailing date. Absentee ballots are available at the Board's discretion. The vote can also be phoned into the President. Upon the expiration of this time period, the S.H.P.O.F.. Board shall convene, count the ballots and post the results of the vote. *[Revised January 20th, 2010 at the general membership meeting.]*

ARTICLE V. OFFICERS

Section 1. The officers of the Foundation shall consist of a President, Vice-President, Secretary/Treasurer and five (5) Directors selected pursuant to the bylaws. The aforementioned officers and directors shall constitute the Board of Directors.

Section 2. The President of the St Helena Police Officers' Foundation, at his or her discretion, may appoint a Retiree Representative to the Board of Directors. An honorably

retired member of the St Helena Police Department may only fill this position. For the purposes of this section honorably retired will meet the criteria of Article III Sections 2 (b) and 6. This position will have no vote and pay no dues. The Retiree Representative will serve only as an advisor to the Board and shall serve at the sole discretion of the President.

ARTICLE VI. DUTIES OF THE PRESIDENT

Section 1. It shall be the duty of the President to preside at meetings of this Foundation and of the Board of Directors, to preserve order therein, and to enforce these bylaws and the rules of order; He shall also have the right to serve on all committees by virtue of his office, and in general, shall perform all duties incident to the office of President, and such other duties of membership from time to time.

Section 2. The President shall decide all questions of order, subject to an appeal to the membership. He shall have the right to vote in the election of officers; shall cast the deciding vote when a tie occurs on any question; shall announce the result of all votes and enforce all fines and penalties.

Section 3. The President, together with the Secretary/Treasurer shall sign all official documents, deeds, mortgages, bonds, contracts, or other instruments, all checks on bank accounts, and perform all other such duties as the bylaws may require of him.

Section 4. The President shall appoint any and all committees, both general and special as may be required from time to time by this organization.

Section 5. The President shall act in the capacity of Secretary/Treasurer in the absence of the latter.

ARTICLE VII. DUTIES OF THE VICE-PRESIDENT

The Vice-President shall preside at Foundation meetings in the absence of the President. He shall perform all such other duties and render such assistance as may be directed by the Board of Directors.

ARTICLE VIII. DUTIES OF THE SECRETARY/ TREASURER

SECRETARY

Section 1. The Secretary shall perform all of the duties imposed upon the secretary by these bylaws and in general perform all duties incident to the office and such other duties. He shall see that all notices shall be given in accordance with the provisions of these bylaws or as required by law.

Section 2. The Secretary shall keep the minutes of all meetings of the membership and all meetings of the Board of Directors. The Secretary shall be responsible for all correspondence and communications concerning the Foundation.

TREASURER

Section 1. The Treasurer shall receive all monies paid the Foundation, giving receipt therefore for any dues, initiation fees, or other fees, assessments or fines. All monies received from any source whatever shall be deposited in such reliable bank or banks in the name of the Foundation at least twice a month, or oftener, as the Board of Directors may designate from time to time.

Section 2. The Treasurer shall also maintain a record of all members in good standing with their last known addresses and in general perform all duties incident to the office and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 3. The Treasurer shall be required to furnish a bond, the amount of which shall be determined by the Board of Directors, the cost of which shall be borne by the Foundation.

Section 4. Whenever a Treasurer's term of office expires or is otherwise terminated, he shall give to his successor all papers, documents, records, vouchers, worksheets, books, money and other Foundation property that may have been entrusted to him by virtue of his office and shall obtain an appropriate receipt therefore.

ARTICLE IX. DUTIES OF THE BOARD OF DIRECTORS

Section 1. Except as may be otherwise provided in these bylaws, the Board of Directors is authorized and empowered to conduct and manage the affairs of this organization. The Board of Directors will manage, invest, expend, contribute, use, lend and acquire Foundation funds and property in the pursuit and accomplishment of the objectives set forth in these bylaws and resolutions adopted in furtherance thereof; however the Board of Directors has no authority over contract votes, collective bargaining, or the SHPOF Memorandum of Understanding.

a) Make and change rules and regulations not inconsistent with these bylaws for the management and conduct of the affairs of this Foundation; and to transact all business between membership meetings, except as may be otherwise provided for herein.

b) Provide for the salaries, allowances, direct and indirect disbursements, expenses and reimbursement of expenses for officers, agents and employees.

c) Provide for direct and indirect loans for such purposes and with such authority, if any, as it deems appropriate, and with such arrangement for repayment as it deems appropriate, all to the extent permitted by law.

d) Provide for the employment and payment of attorneys, accountants, and such other special or expert services as may be required for the organization; to secure an audit of the books of this organization by a certified public accountant.

e) On behalf of the Foundation, its officers, employees or members, to initiate, defend, compromise, settle, arbitrate or release or to pay the expenses and costs of any legal proceedings or actions of any nature. If, in the judgment of the Board, it may be necessary or desirable to protect, preserve, or advance the interests of the organization, and/or its members.

f) Fill all vacancies in office, which occur during the term of such office for the remainder of such term unless otherwise required by law.

g) Transact all business and manage and direct the affairs of the Foundation between membership meetings except as may be otherwise herein provided for. It may delegate to any of its officers any of the functions and powers herein set forth, other than the power to fill vacancies in office.

h) To lease, purchase, or otherwise acquire in any lawful manner, for and on behalf of the Foundation, any and all real estate and other property, rights and privileges whatsoever deemed necessary or convenient for the prosecution of its affairs. And which the organization is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit, and at their discretion to pay therefore either wholly or partly in money or otherwise.

i) Sell or dispose of any real or personal estate, property, rights or privileges belonging to the organization whenever in their opinion its interests would thereby be promoted.

j) Create, issue and make deeds, mortgages, trust instruments and agreements, and negotiable instruments secured by mortgage or otherwise, and to do every other act or thing necessary to effectuate the same.

k) Create trusts, terminate and effectuate the same.

l) To designate substitutes for the President or Treasurer for the purpose of signing checks to pay bills in the event that either shall become ill or otherwise incapacitated.

m) Determine the membership which shall vote on agreements and the composition of other membership meetings, and adopt rules and regulations concerning the conduct thereof not

inconsistent with these bylaws.

n) To do all acts, whether or not expressly authorized herein which the Board may deem necessary or proper for the protection of the property of the Foundation and for the benefit of the organization and members.

Section 2. The Board of Directors shall hold regular meetings upon call of the president.

Section 3. A majority of the board of Directors shall constitute a quorum for the transaction of business of any meeting of the Board. The action of a majority of the Board present at a meeting at which a quorum is present shall be the action of the Board.

ARTICLE X. NOMINATION AND ELECTION OF OFFICERS

Section 1. Every officer shall be elected once every two (2) years at the annual meeting of the Foundation except that the President, Vice-President, Secretary and Treasurer shall be elected on an bi-annual basis. Officers shall hold office until their successors are duly qualified, elected and installed.

(a) Every Director shall be elected once every three (3) years at the annual meeting of the Foundation. The Directors shall serve staggered terms, with not more than two director positions being elected each year. The office of the President, Vice-President, Secretary and Treasurer shall be elected to two (2) year terms at the annual meeting of the Foundation. Officers shall hold office until their successors are duly qualified, elected and installed.

(b) The offices of the President, and Secretary shall be elected on odd numbered years. The offices of the Vice-President and Treasurer shall be elected on even numbered years.

Section 2. Nomination of Officers shall take place during the second quarterly general membership meeting of the year, which will be held in May of each year.

Section 3. At least 14 days notice shall be given prior to the nomination meeting. This notice shall be given in such manner as shall be reasonably calculated to reach all the members.

Section 4. Every member in good standing shall have the right to nominate, vote for, or otherwise support the candidate of his choice. Voting is to be conducted according to Article IV, Section 7 of these by-laws.

Section 5. Each member in good standing shall be entitled to one (1) vote.

Section 6. When there are more than two candidates for one office, the candidate or

candidates, as the case may be, receiving the most votes shall be declared elected.

Section 7. The office of any member of the Board of Directors may be declared vacant by the President where the occupant of said office, without excuse by the Board of Directors, is absent for three consecutive meetings. In the event the President fails to attend three consecutive meetings without excuse by the Board of Directors, his office may be declared vacant by a vote of the Board of Directors.

Section 8. Vacancies on the Board of Directors occasioned by resignation, death, removal or suspension shall be filled by a majority vote of the remaining Directors. Any director so elected shall hold office only until the next annual meeting of members, at which meeting a director shall be elected to complete the unexpired term, unless the term expires at the time of such meeting.

Section 9. Should there be only one nomination for any office, the nominee shall be considered elected without further formality upon the closing of nominations for that office. Elected officers shall take office effective August 1st of each year.

ARTICLE XI. REMOVAL AND RESIGNATION

Section 1. Any officer of the Foundation may be removed from office by a two-thirds (2/3) vote of the Foundation members. Any removal shall be based upon written charges as specified in these bylaws.

Section 2. Any officer of the Foundation who resigns shall be succeeded by an appointee designated by the President, with approval of the Board of Directors, who shall act in such capacity until the next regular meeting of the membership.

ARTICLE XII. INITIATION FEES AND DUES

Section 1. Initiation fees for membership in the Foundation shall be equal to one month's dues and shall be payable upon application for membership.

Section 2. Monthly dues shall be determined by a majority vote of the Foundation members present at the regular or special meeting following election of the officers of the Foundation. The amount of monthly dues may be thereafter modified, from time to time, from the amount set forth in Section 3 below, by a majority vote of the Foundation members present at a regular or a special meeting called for that purpose, upon at least 15 days notice.

Section 3. Dues shall be payable monthly to the Treasurer. Dues shall be 1% of E Step Police Officer, plus \$5.00 per month. The \$5.00 that is in excess of one percent of E Step, on a monthly basis, shall be deposited into a specifically earmarked political action fund(s) (PAC, see Section 4).

Section 4. Political Action Committee (PAC)

- (a) The SHPOF Board is authorized to establish a political action committee.
- (b) The name of the committee shall be the St Helena Police Officers Foundation Political Action Committee (SHPOFAC).
- (c) The general purpose of the PAC is to support and further the goals and policies of the Association. The specific purposes are:
 - (1) To support candidates and/or positions on ballot measures endorsed by the Foundation.
 - (2) To further the common good and general welfare of the residents by promoting improvements in and educating the public about peace officer protection and safety.
 - (3) To promote the welfare of our active and retired members and peace officers in general.
 - (4) To encourage the improvement of benefits, compensation, working conditions and retirement status of our active and retired members and peace officers in general.
- (d) Members of the Foundation may make contributions to the PAC directly or through payroll deductions. In addition, the Board of the Foundation may earmark a portion of members dues for the PAC. This amount may be changed from time to time. The PAC may accept contributions from persons who are not members subject to the approval of the Board.
- (e) The control and direction of the PAC shall be vested with a Board of Directors which shall consist, ex officio, of the members of the Board of Directors of the Foundation. The Board shall have control over the funds and affairs of the PAC and shall establish and carry out our policies and activities. The Board may delegate all or some of the responsibilities of the PAC to a committee of the Board, or a separate committee comprised of members appointed by the Board.

Section 5. Assessments. Special assessments, not exceeding two month's dues, to cover

exigencies may be levied by a majority vote of the Board of Directors subsequent to notification to each member at least two weeks prior to the meeting at which the vote thereon is to be taken.

Section 6. Any member who is more than ninety (90) days in arrears in the payment of dues shall be suspended from membership and shall be reinstated only by the payment of all appropriate initiation fees and dues.

ARTICLE XIII. MISCONDUCT. TRIALS AND APPEALS

Section 1. Misconduct shall consist of the following:

(a) Refusal or failure without justifiable cause to comply with or abide by the provisions of these bylaws or the valid decision of any officer or officers of this Foundation.

(b) Committing any act of fraud, embezzlement, larceny or misappropriation of any funds or property or other things of value belonging to the Foundation. Or refusing, failing, or neglecting to comply with the provisions of the bylaws requiring a full and accurate accounting of all forms, property, books and records for examination and audit.

(c) Libeling or slandering or causing to be libeled or slandered any officer or member of the Foundation except in the form of charges of misconduct properly filed against an officer or member as provided by these bylaws.

(d) Failing, refusing or neglecting to appear, without proper cause, as a prosecuting witness after filing charges against a member, or officer of the Foundation.

(e) Acquiring membership by fraud, false representation or deceit.

(f) Filing false charges against any officer or member of the Foundation. Provided, however, that it is understood for the purposes of this provision false charges are not deemed to include charges of which an officer or member is acquitted; but rather charges which are filed recklessly or in bad faith without substance, foundation, or reasonable basis of support.

(g) Committing any physical assault upon any officer, member, representative or employee of the Association while such person is engaged in the performance of his duties for the Foundation.

(h) Engaging in conduct detrimental to the best interests of the Foundation and its members which places or tends to place the Foundation or its members in disrepute with other organizations, agencies or the public:

(i) Failure or refusal to abide by the rules of order or parliamentary procedure established for the conduct of meetings of the Foundation.

(j) Conduct unbecoming a member of the Foundation provided however that utilization of this provision shall be valid only when changes are set forth in specific terms, specifying the act or acts or conduct alleged to be unbecoming a member.

Section 2. Charges. Any member in good standing may prefer charges of misconduct as defined in Section 1 against any officer or member of the Foundation.

Section 3. All charges shall be preferred in the following manner:

(a) Such charges must be in writing.

(b) The party or parties preferring the same must sign such charges.

(c) Such charges must contain a statement of facts out of which such charges originated and set forth a specific act or acts alleged to constitute misconduct, the dates, places and persons involved.

(e) State the nature of the violation or violations alleged.

(d) Refer to the Articles and Sections of these bylaws, the established policies, decisions, rules and regulations or other governing laws of the Foundation which it is alleged have been or are being violated.

Section 4. Notice of charges against any officer or member of the Foundation shall be sent by the officer or member preferring the charges by registered mail to the Foundation and a copy sent by registered mail to the accused.

Section 5. Trials. Whenever charges are preferred against an officer or member of the Foundation, a Trial Board consisting of three (3) members to be selected and appointed by the President shall try the accused within forty-five (45) days. If the President is directly or indirectly involved as a party, witness, or otherwise in the conduct giving rise to the charges, another officer shall be given the authority to appoint the members of the Trial Board by the remaining members of the Board of Directors.

Section 6. No name submitted for selection as a member of a Trial Board shall be that of anyone directly or indirectly involved as a party, witness, or otherwise in the conduct giving rise to the charges. In the event any of the members are so involved they shall be disqualified to sit as a member of the Trial Board.

Section 7. Chairman of the Trial Board. Prior to proceeding with the Trial Board, the members of the Trial Board shall elect one of their group as chairman. The chairman shall preside at the trial and rule on all questions and points of order.

Section 8. It shall be the duty of each member of the Trial Board to attend all sessions of the trial. In the event that a member is unavoidably absent from a session of the trial, it may proceed providing that a majority of the Trial Board members are present.

Section 9. Rules for Trials. Except as otherwise provided in this Section, Trial Boards may establish their own rules for the conduct of the trial, which shall be in writing and a copy given to the accused and to the party preferring charges, in advance of the date set for commencement of the trial. The Trial Board during the course of the trial may determine additional rules of procedure if situations not covered by the rules adopted should occur. Unless otherwise agreed by the accused, the trial shall be held within forty-five (45) days after the receipt of the charges by the accused and not less than two weeks after notification to the accused of the composition of the Trial Board and the date and place of the trial. If a Trial Board should fail for any reason to convene within the time period prescribed by this Section for the commencement of the trial, it shall be dissolved and a new Trial Board constituted by the appointing officer and convened within the time limits herein required. Each party to the proceedings shall have the right to be represented by any member in good standing, except a member involved in the proceedings. For good cause shown, the accused or the party preferring the charges may request a postponement of the date set for trial. Such motion may be addressed to the chairman of the Trial Board and shall be subject to approval or rejection within the discretion of the members of the Trial Board. The Trial Board shall select a qualified stenographer to take the official verbatim transcript of the trial proceedings. The Trial Board shall preserve all documents or other items offered as exhibits. A copy of the official minutes or transcript shall be furnished to each party without cost. Should the accused fail to appear for trial after due notice.

Or should the accused appear but refuse to comply with the rules for the conduct of the trial prescribed by the Trial Board. Or should the accused engage in conduct designed to obstruct his trial; then in that event the Trial Board shall proceed to conduct his trial in his absence. The accused, the party preferring charges, their representatives, or any witnesses or spectators who are guilty of misconduct before the Trial Board, at the discretion of the chairman of the Trial Board, shall be excluded thereafter from the trial proceedings and the trial shall continue in their absence.

After all evidence has been presented and arguments made by all parties and their representatives, the Trial Board shall conclude the trial and, as soon as may be practicable, assemble for consideration of its decision.

Section 10. The decision of the Trial Board shall be by majority vote of its members. The

decision shall be put in writing, and shall contain a statement of the pertinent facts involved, the violations charged, reference to all relevant Articles and Sections of these bylaws and any other governing laws involved. The decision shall also include a pronouncement of the guilt or innocence of the party charged, the penalty to be imposed in the event the verdict is one of guilt, which may be reprimand, fine, suspension from office or suspension or expulsion from membership.

Section 11. Decisions of Trial Board shall be submitted by the Trial Board to the Secretary of the Foundation and shall be read at the next regular meeting. Decisions of the Trial Board shall be final and binding unless reversed or modified by the membership.

Section 12. Copies of the decision of all Trial Board proceedings shall be sent by registered mail to the parties involved, by the Secretary of the Foundation.

ARTICLE XIV. EXHAUSTION OF REMEDIES

Unless otherwise provided by statute, no member or officer of this Foundation shall resort to any court or any agency outside the Foundation unless and until he has exercised all his rights as a member and all forms of relief and avenues of appeal as provided by these bylaws have been exhausted.

ARTICLE XV. AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of the membership present at any regular meeting. Proposed amendments to the bylaws must be submitted at least one meeting prior to the meeting at which they will be considered for vote. Any five (5) members or the Board of Directors may propose amendments to the bylaws.

ARTICLE XVI. GENERAL MATTERS

Roberts' Rules of Order shall govern the conduct of matters and meetings except in cases where such rules conflict with the bylaws in which event these bylaws shall take precedence.

ARTICLE XVII. SAVING CLAUSE

If any provision of these bylaws shall be declared invalid or inoperative, by any competent authority of the Executive, Judicial or Administrative branch of federal or state government; the Board of Directors shall have the authority to suspend the operation of such provision during the period of its invalidity and to substitute in its place and stead a provision which will meet the objections to its validity and which will be in accord with the intent and

purpose of the invalid provision. If any Article or Section of these bylaws should be held invalid by operation of law or by any tribunal of competent jurisdiction; the remainder of these bylaws or the application of such Article or Section to persons or circumstances other than those to which it has been held invalid, shall not be affected thereby.