

**BYLAWS OF THE  
SHASTA GROWERS ASSOCIATION  
An Unincorporated Association**

**ARTICLE I. GENERAL**

**1.01 Name.** The name of the Association is the **SHASTA GROWERS ASSOCIATION.**

**1.02 Principal Office.** The principal office for the transaction of activities, affairs and business of the Association (“principal office”) shall be located in Shasta County, California at such place or places as are designated by the Board of Directors (“the Board”). At least one such principal office shall be maintained at all times.

**1.03 Specific Purpose.** The specific and primary purpose of the Association is to operate an agricultural association which organizes and operates certified farmers markets in accordance with applicable laws, ordinances, rules and regulations for the benefit of its’ members and shall be known as the “Redding Certified Farmers’ Market” and various SGA satellite markets.

**1.04 General Purposes and Powers.** The general purposes and powers of the Association are set forth in the Articles of this Association.

**ARTICLE II. MEMBERSHIP**

**2.01 Classes and Qualifications.**

**(a) Classes.** The Association has three (3) classes of members:

(1) **Certified Producers,** who are growers currently certified by and in good standing with Shasta County under applicable regulations;

(2) **Non-Certified Agricultural,** who are participants in the SGA’s various “Certified Farmers’ Markets” offering for sale non-certifiable agricultural products they produce, i.e. meat, wool, herbal tinctures, etc.

(3) **Non-Agricultural,** who are participants in the SGA’s various “Certified Farmers’ Markets” who sell approved non-agricultural products.

**(b) Qualifications.** In addition to the Qualifications described for each class of member in subsection 2.01 (a) above, a person shall also;

(1) be dedicated to the purposes of the Association;

(2) agree to and comply with the rules and regulations of applicable governmental authorities and of the Association;

(3) pay such dues and fees as the membership may fix from time to time;

(4) be approved by the Board for membership after submission of the membership application.

(5) A membership is held by the individual(s) who own a business, as identified on the membership application. It is not held by the business. If a member business is sold/transferred to new ownership the membership is not transferable.

**2.02 Voting Members.** All members in good standing

**2.03 Dues and Fees.** Each member must pay, within the time and on the conditions set by the Board, the dues and fees in amounts fixed from time to time by the Members (after recommendation by the Board).

**2.04 Good Standing.** Those members who have paid the required dues and fees, in accordance with these Bylaws and who are not suspended shall be Members in good standing.

**2.05 Causes of Termination.** A Membership shall terminate on the occurrence of any of the following events:

- (1) Resignation of the Member, on reasonable notice to the Association;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Association. Any renewing member must pay their annual membership fees after the January membership meeting and prior to the selection of stall spaces at the Spring meeting, in order to renew membership. Memberships run from January to January, with returning members allowed to pay membership fees after the January meeting and before the Spring meeting selection of stall spaces. Any renewing member who chooses to pay membership dues after stall space selection will be treated as a new applicant, without guarantee of renewal. New members or late renewing members must pay fees at time of acceptance;
- (3) Failure of the Member to pay the membership dues or fees when they become due and payable.
- (4) Occurrence of any event that renders the Member ineligible or unqualified for membership; or
- (5) Expulsion of the Member under subsection 2.05(d) of these Bylaws based on the good faith determination by the Board, or a recommendation of a committee authorized and appointed by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the Association's rules, or has engaged in conduct prejudicial to the purposes and interests of the Association.

A person whose membership is suspended shall not be a Member during the period of suspension.

**(c) Grounds for Disciplinary Action.**

(1) **General Grounds.** The failure by a member to observe the rules of the Association or conduct of a Member which is prejudicial to the purposes of the Association is grounds for disciplinary action.

(2) **Specific Grounds.** Specific examples of such failure to observe rules and prejudicial conduct are described below, but not limited to such examples.

- (A) Failure or refusal to submit all documentation required by the rules and regulations of the Association or applicable governmental authorities;
- (B) Failure or refusal to promptly pay dues or fees required under these Bylaws;
- (C) Selling produce not grown by the Member in violation of Association rules;
- (D) Failure or refusal to comply with the rules and regulations of the Association or applicable governmental authorities;
- (E) Revocation of a Member's producer certificate by the issuing county or county of destination;
- (F) Gross verbal abuse in public of a fellow Member(s), customer or person associated in any way with the Association; or
- (G) Physical assault or threat on any person.

(d) **Procedure.** If grounds appear to exist for expulsion or suspension of a Member under this section 2.05 of these Bylaws, the procedure set forth below shall be followed:

(1) **Immediate Suspension.** If grounds for such action appear to any two (2) Members of the Board to endanger the purpose or interests of the Association, the offending Member shall be immediately suspended pending an investigation and hearing, whereupon the Board, or a committee appointed by the Board, shall investigate the allegations and, within ten (10) days thereafter issue a registered letter to that Member containing a copy of the specific allegations and notice of the hearing in the manner described below. All affidavits and supporting evidence concerning the allegations shall be then lodged with the Board.

(2) **Other Disciplinary Action.** In case of other actions not requiring such interim suspension, a disciplinary action against a Member may be initiated by the Board of Directors or by petition submitted by the majority of voting Members, for valid cause.

(3) **Notice of Hearing.** In the case of any proposed expulsion or suspension, the Member shall be given seven (7) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by registered mail to the Member's last address as shown on the Association's records, postage prepaid, and shall include a copy of the allegations, the time and place of the hearing, and a statement of the Member's right to be present at the hearing, to present a defense, and to be represented by counsel at the Member's own expense, and to receive a copy of any record of the proceedings.

(4) **Hearing.** The Member shall be given an opportunity to be heard, either orally or in writing, by council or by the Member, at the hearing. The hearing shall be held, or the written statement considered by the Board or by recommendation of a committee authorized by the Board to determine whether the expulsion or suspension should take place.

(5) **Decision.** The Board, or recommendation of a committee, shall decide in a timely manner, and based upon the evidence and issues presented, on a vote of a majority, whether or not the Member should be suspended, expelled or sanctioned in some other way. The decision of the Board, or committee shall be final.

(6) **Further Actions.** Any action challenging any disciplinary action under this section 2.05, including a claim alleging defective notice, must be commenced within six (6) months after the date of the decision described in section 2.05(d)(5) above.

2.06 **Transfer of Membership.** No membership or right arising from membership shall be transferred. All membership rights cease on the Member's death.

### **ARTICLE III. MEETINGS OF MEMBERS**

3.01 **Place of Meeting.** Meetings of the Members shall be held at any place within Shasta County, California designated by the Board or by the written consent of a majority of Members entitled to vote at the meeting, given before the meeting. In the absence of any such designation, Members' meetings shall be held at the Association's principle office.

3.02 **Meetings.** Unless the Board fixes another date and/or time and so notifies Members, the meetings of Members shall be held as follows:

(a) **Annual Meeting.** Set by the Board and noticed to the Membership in the month of January for the purpose of reviewing and approving annual reports, election of officers and directors and other noticed agenda items.

(b) **Spring Meeting.** At a time fixed by the Board, to consider old and new business, adoption of the year's budget, and the assignment of reserved spaces at the market.

(c) **Fall Meeting.** At a time fixed by the Board, to consider old and new business and general information and inquires from members.

### 3.03 **Special Meetings.**

(a) **Persons Authorized to Call.** A special meeting of the Members for any lawful purpose may be called at any time by the Board, or by the President, or Secretary, or by thirty percent (30%) or more of the Members.

(b) **Calling Meetings.** A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the Association. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with section 3.04 of these Bylaws stating that a meeting will be held at a specific time, date and place fixed by the Board, provided however, that the meeting date shall be at least ten (10) but no more than thirty (30) days after receipt of the request. If the notice is not given within ten (10) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of Members may be held when the meeting is called by the Board.

(c) **Proper Business.** No business, other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at the special meeting.

### 3.04 **Notice Requirements for Members Meetings.**

(a) **General Notice Requirements.** Whenever Members are required or permitted to take any action at a meeting, except for the scheduled Annual Meeting, a written notice of the meeting shall be given, in accordance with section 3.04 (b) of these Bylaws, to each Member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and for a special meeting, the general nature of the business to be transacted.

(b) **Notice of Certain Agenda Items.** Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states nature of the proposal or proposals:

- (1) Removing a Director without cause;
- (2) Filling vacancies on the Board
- (3) Amending the articles of Association or Bylaws; or
- (4) Electing to wind up and dissolve the Association

(c) **Manner of Giving Notice.** Notice of any meeting of Members shall be in writing and shall be given at least ten (10) but no more than thirty (30) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication,

charges prepaid, and shall be addressed to each Member entitled to vote, at the address given by the Member to the Association for the purpose of notice.

(d) **Affidavit of Mailing Notice.** An affidavit of the mailing of any notice of any Members' meeting, or of the giving of such notice by other means, may be executed by the Secretary of the Association, and is so executed, shall be filed and maintained in the Association's minute book.

### 3.05 **Voting.**

a) **Eligibility.** For the Annual January meeting, voters must have been members in good standing in the prior year ending December 31<sup>st</sup>.

(b) **Manner of Casting Votes.** Voting may be by voice or ballot, except that any election of Directors must be by ballot.

(c) **Voting.** Each Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members.

(d) **Approval by Majority.** If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Members unless the vote of a greater number, or voting by classes, is required for such matter by the Articles of Association or by these Bylaws.

3.06 **Action Without a Meeting by Unanimous Consent.** Any action required or permitted to be taken by the Members may be taken without a meeting, if all Members consent in writing to the action. The written consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

### 3.07 **Election of Directors.**

(a) **Nominations.** Nominations to be put on the ballot shall be placed with the Secretary not less than fifteen (15) days prior to the January Members' meeting. Also:

- (1) Nominations may be made from the floor.
- (2) Candidates may run as a slate.

(b) **Solicitation of Votes.** The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to Members the nominee's qualifications and the reasons for the nominee's capacity, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

(c) **Support of Nominees.** No association funds may be expended to support a nominee for Director.

3.08 **Conduct of Meetings.** All meetings of Members shall be conducted under the rules contained in the Standard Code of Parliamentary Procedure, 3<sup>rd</sup> Edition, and to resolve problems not covered by these Bylaws.

## ARTICLE IV. DIRECTORS

### 4.01 Powers.

(a) Notwithstanding the powers designated herein, the Membership reserves the right to accept, reject, or modify any action taken by the Board.

(b) **General Powers.** Subject to the provisions and limitations of any other applicable laws, and subject to any limitations of the Articles of Association or Bylaws regarding actions that require approval of the Members, the Association's activities and affairs shall be managed, and all powers shall be exercised, by or under the direction of the Board.

(c) **Specific Powers.** Without prejudice to the general powers set forth in section 4.01(a) of these Bylaws, and subject to the same limitations, the Board shall have the power to:

(1) Appoint and remove, at the pleasure of the Board, all of the Association's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Association, and with these Bylaws; fix their compensation, if any, and require from them security for faithful performance of their duties.

(2) Change the principal office from one location to another; and designate any place in Shasta County for holding any meeting of Members.

(3) To conduct, manage and control the business and affairs of the association, and to recommend such rules and regulations as are deemed to promote the best interests of the Association, consistent with existing law, to be ratified by the Membership.

(4) To enter into leases, contracts, or other agreements reasonably necessary or desirable for the accomplishment of the Association's purposes.

(5) To recommend annual membership dues and fees.

(6) To prepare an annual budget for ratification by the members at the Spring Membership meeting.

(7) Within the restrictions of the Articles and Bylaws, change the nature or extent of the activities and business of the Association.

4.02 **Restriction on Powers.** The Board shall not have the power to borrow money or incur indebtedness.

4.03 **Number of Directors.** The authorized number of Directors shall be seven (7) and consist of:

- (1) President
- (2) Vice President
- (3) Treasurer

- (4) Secretary
- (5) Three (3) elected members at large

4.04 **Qualifications of Directors.** In order to serve as Director of the Association, such person must be a voting Member of the Association in good standing.

4.05 **Election and Term of Directors.**

- (a) Directors shall be elected at the annual January Membership meeting.
- (b) Members wishing to nominate themselves or others may notify the Association Secretary not less than fifteen (15) days prior to that January meeting in order to be put on the ballot.
  - (1) Nominations also may be made from the floor.
  - (2) Candidates may run as a slate.
- (c) Election shall be by majority vote of members at the meeting.
- (d) In the event of a tie vote, if neither candidate wishes to withdraw, a second ballot shall be conducted.
- (e) Directors shall serve a one-year term commencing the day following the election.

4.06 **Vacancies on the Board.**

- (a) **Events Causing Vacancy.** A vacancy or vacancies of the Board shall exist on the occurrence of the following:
  - (1) the death or resignation of any Director;
  - (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared unsound of mind by a court' order, convicted of a felony, or the vote of a majority of the Board to remove a Director for failure to attend meetings as described in section 4.07 of these Bylaws;
  - (3) the vote of a two-thirds (2/3) majority of all Members present to remove any director(s);
  - (4) the increase of the authorized number of Directors;
  - (5) the failure of the Members, at any meeting of Members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting; or
  - (6) where the membership of a director has been terminated, suspended, or the Director-Member is not in good standing.
- (b) **Resignations.** Except as provided below, any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.
- (c) **Filling Vacancies.** Except for a vacancy created by the removal of a Director by the Members, vacancies on the Board may be filled by a vote of the majority of the Directors then in office, whether or not less than a quorum, or by sole remaining Director. The Members may fill any vacancy or vacancies not filled by the Directors.
- (d) **No Vacancy on Reduction of Number of Directors.** No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

#### 4.07 **Directors' Meetings.**

- (a) **Place of Meetings.** Meetings of the Board shall be held in Shasta County at a place designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Association.
- (b) **Meetings by Telephone.** Any meeting may be held by conference telephone or similar communication as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.
- (1) Any issue resolved by a telephone poll of the Board is to be added to the minutes of the next Board Meeting.
- (c) **Special Meetings.**
- (1) **Authority to Call.** Special meetings of the Board for any purpose may be called at any time by the President, the Vice President, the Secretary or any two (2) Directors.
- (2) **Notice Procedure.** Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage prepaid; (c) by telephone, either directly to the Board member or to a person at the Director's office or home who would reasonably be expected to communicate that notice promptly to the Director; or by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Association.
- (3) **Notice Time Requirements.** Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.
- (4) **Notice Contents.** The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Association. It need not specify the purpose of the meeting.
- (d) **Quorum.** Five (5) Members of the Board shall constitute a quorum for the transaction of business, except to adjourn and except if there are any vacancies on the Board, in which case the quorum requirement shall be reduced by each such vacancy. Every action taken by a majority of the Directors present at a duly-held meeting shall be the act of the Board.
- (e) **Waiver of Notice.** Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.
- (f) **Adjournment.** A majority of the Directors, whether or not a quorum is present, may adjourn a meeting to another time and place.
- (g) **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

- (h) **Attendance of Meetings.** Should any Board Member fail to attend two (2) consecutive Board meetings without cause, commencing with the first meeting after the annual meeting of the year, the Board may, at its discretion, remove such Director.
- (i) **Conduct of Meetings.** All meetings of the Board shall be conducted under the rules contained in the Standard Code of Parliamentary Procedure, 3<sup>rd</sup> Edition.

4.08 **Action Without a Meeting.** Any action that the Board is required or permitted to take may be taken without a meeting if all Members of the Board consent in writing to the action (excluding any Director with a conflict of interest). 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.

#### 4.09 **Committees.**

- (a) **Appointment and Powers.** The Board may create one or more committees, each consisting of two (2) or more Directors and persons who are not Directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more alternate members of any such committee, who may replace any absent member at any meeting. Any such committee, to the extent provided in the Board resolution, shall have all authority of the Board, except that no committee, regardless of the Board resolution may:
  - (1) Take any final action on any matter that, under California law, also requires approval of the Members or approval of a majority of all Members;
  - (2) Fill any vacancies on the Board or on any committee that has the authority of the Board;
  - (3) Fix compensation of the Directors for serving on the Board or any committee;
  - (4) Amend or repeal Bylaws or adopt new Bylaws;
  - (5) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repeal able;
  - (6) Create any other committees of the Board or appoint the Members of committees of the Board;
  - (7) Approve any contract or transaction to which the Association is a party.
- (b) **Meetings and Actions.** Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, be resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the Association records. The Board may adopt rules for the government of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

### **ARTICLES V. OFFICERS**

5.01 **Officers of the Association.** The officers of the Association shall be a President, Vice President, Treasurer and Secretary. Each officer is also a Board Member. No two offices may be held simultaneously by the same person or membership.

5.02 **Election of Officers.** The officers of the Association shall be elected annually at the

Memberships' annual meeting in the same manner as Directors and shall serve a one-year term commencing immediately following the election.

5.03 **Removal of Officers.** Any officer may be removed in the same manner as a Member of the Board.

5.04 **Resignation of Officers.** Any officer may resign at any time by giving written notice to the Association. The resignation shall take effect as of the date the notice is received or at any later time so specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

5.05 **Vacancies in Office.** 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 vacancies on the Board.

5.06 **Responsibilities of Officers.**

- (a) **President.** Subject to the control of the Board, the President shall have general supervision and direction of the Association's activities. The President shall preside at all Members' meetings and at all Board meetings. The President shall have such other powers and duties as the Board or the Bylaws may prescribe, and shall oversee the Market Manager.
- (b) **Vice President.** In the absence of the President, the Vice President shall perform all the duties of the President and, in so doing, shall have all of the powers of the President during such period. In addition, the Vice President shall be responsible for all special events and advertising.
- (c) **Treasure.** The Treasure shall maintain financial records, pay all bills authorized by the Board of Directors, deposit funds in authorized bank accounts and prepare an annual financial statement.
- (d) **Secretary.** The Secretary shall keep Association records of the proceedings of the Board of Directors and Meetings.

## **ARTICLE VI. INDEMNIFICATION**

6.01 **Right of Indemnity.** To the fullest extent permitted by law, this Association may indemnify its Directors, officers, and employees, including persons formerly occupying any such position, against all expenses, judgments, fines settlements and other accounts actually and reasonably incurred by them in connection with any proceeding caused because of actions or inactions where such persons acted under a proper standard of conduct, and including an action by or on behalf of the Association.

6.02 **Approval of Indemnity.** On written request to the Board by any person seeking such indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because of the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formulation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine whether the applicable standard of conduct has been met and, if so, the Members present at the meeting in person or by proxy shall authorize indemnification.

## **ARTICLE VII. RECORDS AND REPORTS**

7.01 **Maintenance Of Association Records.** The association shall keep:

- (a) Adequate and correct books and records of account;

- (b) Written minutes of the proceedings of its Members, Board, and Committees of the Board; and
- (c) A record of each Member's name, address, and class of membership.

7.02 **Member's Inspection Rights.**

- (a) **Membership Records.** Any Member may do either or both of the following for a purpose reasonably related to the Member's interest as Member and in the presence of the Secretary:
  - (1) Inspect and copy records of Members' names, addresses excluding phone numbers, and voting rights during usual business hours on five (5) days prior written demand on the Association, which demand must state the purpose for which the inspection rights are requested; or
  - (2) If the Association reasonably believes the information will be used for a purpose other than one reasonably related to a person's interest as a Member, or if it provides a reasonable alternative under this section, it may deny the Member access to the Membership list.
  - (3) Any inspection and copying under this section may be made in person or by the Member's agent or attorney. The right of inspection includes the right to copy and make extracts.
- (b) **Accounting Records and Minutes.** On written request to the Association, any Member may inspect, copy and make extracts of the minutes of the proceedings of the Members, the Board, and Committees of the Board and the Association's Profit and Loss reports at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney.

7.03 **Articles and Bylaws.** The Association shall keep at its principal office, the original or copy of the Articles of Association and Bylaws, as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

7.04 **Inspection by Directors.** Every Director shall have the absolute right at any reasonable time to inspect the Association's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**ARTICLE VIII. MISCELLANEOUS MATTERS**

8.01 **Amendments.**

- (a) **By the Board.** The Board may not amend these Bylaws.
- (b) **By the Members.** New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Members. No amendment may extend the term of a Director beyond that for which the Directors was elected.