

BYLAWS  
NATIONAL HYDROPOWER ASSOCIATION

ARTICLE I. Name

The name of this corporation shall be the National Hydropower Association, Inc., hereinafter referred to as NHA.

ARTICLE II. Objectives

The objects and purpose of this association shall be:

- A. To unite in common organization any person, trade union, firm, company, corporation, partnership, trade association, governmental entity or other organization which owns a hydropower facility, or which is engaged, directly or indirectly, in the manufacture of hydropower equipment or the development, financing, licensing, operation, or maintenance of hydropower facilities; or in providing services to the hydropower industry.
- B. To encourage, stimulate and promote cooperation among the members of the hydropower industry;
- C. To promote the common interests of its members and improve their business condition; and
- D. To conduct other such activities as may be within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954, as amended. Specifically, these may include but shall not be limited to:
  - 1. Influencing legislation of interest to NHA members by appearances before, submittal of statements to, and transmittal of communications to committees and individual members of Congress with respect to legislation or proposed legislation.
  - 2. Promoting better understanding of the hydropower industry by regulatory agencies and review and comment on regulations or proposed regulations affecting the industry.
  - 3. Improving hydropower's public image by conducting a public relations program, including preparing and publishing material to educate the public, energy stakeholders and other interested entities about hydropower.
  - 4. Developing programs and the holding of seminars and lectures for the education of its members and the general public.
  - 5. Promoting research on and analysis of methods and effects of increasing the utilization of hydropower in the United States.
  - 6. Helping generator members achieve a high level of operational excellence in their hydropower operations.

## ARTICLE III. Members

**Section 1. Requirements.** Membership in NHA shall be limited to any person, trade union, firm, company, corporation, partnership, trade association, governmental entity, or other organization which:

- A. Owns or leases a hydropower facility, or
- B. Is engaged, directly or indirectly, in the manufacture of hydropower equipment; the development, financing, licensing, operation or maintenance of hydropower facilities; or in providing services to the hydropower industry.

**Section 2. Classification.** There shall be two classes of membership, voting and associate; the voting class shall be made up of three grades of membership, Generator members, Service Industry members, and supporting members:

- A. The Generator grade shall:
  - 1. Include members that own, directly or indirectly, hydropower facilities in operation.
  - 2. Be comprised of two levels of membership:
    - a. Leadership Level – generators with an installed capacity greater than or equal to a capacity established by the Board of Directors.
    - b. Contributing Level – generators with an installed capacity less than the limit set for the Leadership Level as established by the Board of Directors.
  - 3. Have full voting and participation rights in NHA.
- B. The Service Industry grade shall:
  - 1. Include members that provide services or manufacture equipment to the hydropower industry.
  - 2. Be comprised of two levels of membership:
    - a. Leadership Level – Service Industry members with annual revenues from the hydropower industry greater than or equal to an amount established by the Board of Directors.
    - b. Contributing Level – Service Industry members with annual revenues from the hydropower industry less than the limit set for the Leadership Level as established by the Board of Directors.
  - 3. Have full voting and participation rights in NHA.
- C. The Supporting grade shall:
  - 1. Include members who are individuals, partnerships, corporations, or associations involved in any aspect of the hydropower industry described in Section 1 of this Article III , whose size or stake in the hydropower industry is small relative to Contributing Service Industry members;
  - 2. Have full voting and participation rights in NHA.

D. The Associate class shall:

1. Include members who are individuals, companies, educational institutions, governmental entities or associations with an interest in NHA.
2. Have no voting rights, but shall be allowed to attend annual meetings, conferences, and seminars and participate as otherwise directed by the Board of Directors.

The differences set forth distinguishing among the classes, grades, and levels of membership may be waived by the Chief Executive Officer, with the concurrence of the Executive Committee, for good cause. The Board of Directors shall be notified of any such waiver at its next regularly scheduled meeting.

**Section 3. Admission of Membership.** Admission of membership shall be obtained by eligible persons, as defined in this Article, Section 2, A, B, C, D, upon written application, and full payment of dues.

**Section 4. Annual Dues.**

- A. Annual dues for each grade and class of membership shall be established by the Board of Directors.
- B. Annual dues are payable prior to February 15 and are considered delinquent after March 1.
- C. Members whose current dues are not paid in full before April 1 or the Annual Conference (whichever comes first) shall cease to be a member of NHA. Any such member shall be eligible to reapply for membership without prejudice.

The Board of Directors may revise dues from previously established amounts upon a 2/3 majority vote of the Directors at a meeting for which advance notice of pending dues revision of at least 10 days has been given or by a unanimous vote of all Directors without notice of such pending dues revision.

**Section 5. Resignation.**

- A. A member may resign from NHA by giving notice to the Chief Executive Officer and any such resignation shall be presented at the next meeting of the Board of Directors.
- B. Dues shall not be refunded to a member presenting its resignation.

**Section 6. Suspension and Expulsion.** Members must remain in good standing to retain their membership privileges. Good standing includes, but is not limited to, keeping current with dues and other payments to NHA and acting in a manner not prejudicial to the best interests of NHA or its members. The Board of Directors shall have the power to suspend or expel any member, for cause, which may include a violation of any provision of these bylaws.

## ARTICLE IV. Board of Directors

### Section 1. Composition.

- A. The members of the Board of Directors shall be:
  - 1. The 20 elected Directors;
  - 2. The Chief Executive Officer;
  - 3. The General Counsel;
  - 4. The three most recent Past Chairmen;
  - 5. Up to five (5) additional persons, appointed by the Board of Directors, for no more than a one-year period.
- B. Voting Rights of Directors. Only the 20 elected Directors and the immediate Past Chairman have the right to vote.

### Section 2. Nomination and Election of Voting Directors.

- A. Nomination.
  - 1. Eligibility for office as a voting Director.
    - a. Only individuals of Generator, Service Industry, or Supporting grade members of NHA in good standing shall be eligible to be nominated, elected or serve as a voting Director.
    - b. Individuals from a member company with a representative already serving as a voting Director shall not be eligible to be nominated, elected or appointed to serve as a voting Director during the same term.
    - c. No Director shall serve more than eight (8) consecutive years as an elected Director.
  - 2. The Chairman shall appoint a Nominating Committee of five (5) members of the Board of Directors in consultation with the Executive Committee, and shall designate one member to serve as Chair of the Committee. The members shall serve staggered two-year terms. The Chairman and Chief Executive Officer shall serve as advisory members of the Nominating Committee.
  - 3. The Nominating Committee shall propose no less than ten (10) and no more than twelve (12) nominees to the Board of Directors for its consideration as candidates to be submitted to the membership for election to the Board.
  - 4. The Nominating Committee shall solicit recommendations from the NHA membership for nominations for Board candidates.
  - 5. The Board of Directors shall approve a list of ten (10) candidates for election to the Board of Directors, no more than two (2) of whom may be incumbent voting Directors.
  - 6. The consent of each candidate must be obtained before his or her name is placed on the ballot for election.

7. If sufficient candidates withdraw their names from the election so that the total number of candidates is less than the number of seats to be filled, any unfilled seat shall be treated as a vacancy and filled by an election by the Board of Directors.
8. Representation. So far as possible, the Board of Directors should include:
  - a. Representation from the following industry groups:
    - 1) Manufacturers and suppliers.
    - 2) Developers.
    - 3) Consultants and engineers.
    - 4) Industry.
    - 5) Municipalities.
    - 6) Public and private utilities.
    - 7) Independent power producers.
    - 8) Contractors.
  - b. Representation should be as regionally balanced as possible, without excluding any member on that basis alone.

**B. Elections.**

1. Election of Directors may be conducted by mail, electronic voting, or other such method as determined by the Board of Directors,
2. Election shall be by ballot. Ballots shall be sent no later than twenty-one (21) days prior to the date of the fall Board of Directors meeting.
3. Members shall vote for five of the ten nominees. The five candidates receiving the highest vote totals shall be deemed elected.
4. In the event there is a tie for the fifth Board position, that Board position is deemed to be vacant. By election of the Board of Directors, with a minimum of eleven (11) affirmative votes, the vacancy shall be filled from among those nominees who tied for the fifth Board position.

**Section 3. Term of Office.** An elected Director's term of office shall begin on January 1 and shall be for a period of four (4) years.

**Section 4. Vacancy in Office.**

- A. Any Director who no longer meets the eligibility for office requirements provided by these bylaws or who submits to the Chairman a notice of resignation from the Board shall cease to be a member of the Board of Directors creating an immediate vacancy.
- B. A vacant Board position shall be filled by election by the Board of Directors within a reasonable time. Prior to any such election, the Executive Committee shall prepare a list of nominees for the Board's consideration to fill the vacancy.
- C. A Director elected to fill a vacancy shall hold office for the remainder of the term of the Director whose Board position has been vacated.

**Section 5. Authority and Responsibility.**

- A. The Board of Directors shall be the governing body of NHA and shall have responsibility for its general supervision and strategic direction. In fulfilling this responsibility, the Board of Directors shall have the authority to:
1. Hold meetings at such times and places as it thinks proper.
  2. Admit, suspend or expel members.
  3. Print and circulate documents and publish articles.
  4. Retain a President who shall be NHA's chief executive officer ("Chief Executive Officer") and other officers as necessary, and shall appoint a General Counsel.
  5. Establish bank accounts as may be necessary to carry out the purposes of NHA.
  6. Devise and carry out such other measures as it deems proper to promote the objectives of NHA.
  7. Elect the Board Officers at the fall Board meeting and fill any vacancies in office as needed.
  8. Have the authority to adopt special rules of order or standing rules to govern its own proceedings.
  9. Establish business and financial policies and procedures consistent with sound business practices.

#### **Section 6. Meetings.**

- A. Regular.
1. At least four regular meetings of the Board of Directors shall be held each year. At least twenty (20) days' notice shall be given each member of the Board of Directors.
  2. The meetings shall be held at times and places to be determined by the Board of Directors.
  3. Any NHA member in good standing may attend meetings of the Board of Directors.
- B. Special. Special meetings of the Board of Directors may be called by the Chairman or upon written request of five (5) Directors. At least ten (10) days' notice shall be given each member of the Board of Directors.

**Section 7. Ratification of Board Action.** Any action that is not supported by the vote of at least eleven (11) Directors shall be submitted to the full Board by mail or electronic mail within ten (10) days for ratification.

**Section 8. Action Without Meeting.** Except for actions requiring two-thirds (2/3) majority vote, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, through other means of direct communication.

**Section 9. Quorum.** Eleven (11) voting members of the Board of Directors participating in the meeting either in person or by other means of direct communication

shall constitute a quorum, provided however that such direct communications shall not include the granting of a proxy by one Director to another.

## ARTICLE V. Board Officers

**Section 1. Elected Officers.** The elected Board officers of NHA shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer.

**Section 2. Appointed Officers.** Appointed Board officers shall be the Chief Executive Officer and the General Counsel who shall be the chief legal officer of NHA. The Chief Executive Officer and General Counsel shall attend all meetings of the Board of Directors and Executive Committee in an advisory capacity.

### **Section 3. Nomination and Election of Officers.**

#### A. Qualifications.

1. Nominees for the offices of Chairman and Treasurer shall be individuals who during the term of office for which they are nominated shall be one of the twenty (20) elected Directors and shall have served on the Board as an elected or advisor Director for at least one year during the seven years prior to their prospective term of office.
2. Nominees for the offices of Vice Chairman and Secretary shall be individuals who during the term of office for which they are nominated shall be one of the twenty (20) elected Directors.
3. Nominees for elected offices must be an individual of a company or organization, during their term of office, which is a Generator or Service Industry or Supporting member of NHA.

B. Nominations. The Nominating Committee shall provide a slate of candidates for Board officers.

C. Representation. In developing a slate of candidates, the Nominating Committee shall consider the following:

#### i. Representation from the following industry groups:

1. Manufacturers and suppliers.
2. Developers.
3. Consultants and engineers.
4. Industry.
5. Municipalities.
6. Public and private utilities.
7. Independent power producers.
8. Contractors.

ii. Representation should be as regionally balanced as possible, without excluding any member on that basis alone.

D. Nominations for elected Board officers may also be made by a Director at the summer and fall Board meetings.

- E. Elections. Elections of officers shall take place at the fall Board of Directors meeting with a quorum of Board members present. A majority vote of the Directors shall constitute election.

**Section 4. Term of Office.** All elected officers shall take office on January 1 and shall serve for one year. An officer may be removed for cause at any time by the vote of two-thirds (2/3) of the Board of Directors at a meeting of which at least 10 days' notice of such removal issue has been given, and shall automatically lose their office if his or her membership or the membership of their organization lapses for any reason as provided in these bylaws.

**Section 5. Duties of Officers.** Officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority.

A. The Chairman shall:

1. Be the Chairman of the Board of Directors and be an official spokesperson of NHA.
2. Preside at the meetings of the membership, the Board of Directors, and the Executive Committee.
3. Appoint the chair and co-chairs of all Standing Committees and Councils, with consultation with the Executive Committee.
4. Be a member of all committees, with the exception of the Nominating Committee of which he or she serves as an advisor.
5. Make recommendations to the members and the Board of Directors at the annual meeting and at other appropriate times on ways to promote the goals of NHA.
6. Fulfill such other duties as may be assigned by the Executive Committee or the Board of Directors.

B. The Vice Chairman shall:

1. Assist the Chairman and preside at meetings in the absence of the Chairman.
2. Serve as acting Chairman until a new Chairman is selected by the Board of Directors, if a vacancy occurs in the office of Chairman.
3. Fulfill such other duties as may be assigned by the Chairman, the Executive Committee or the Board of Directors.

C. The Secretary shall:

1. Record the minutes of Board of Directors meetings and Executive Committee meetings.
2. Provide copies of the minutes of the Board meetings to each member of the Board and to such other persons as may be directed by the Chairman or the Board of Directors.
3. Furnish a copy of the minutes of Executive Committee meetings to each member of that committee and to the Chief Executive Officer.
4. Fulfill such other duties as may be assigned by the Chairman, the Executive Committee or the Board of Directors.



- D. The Treasurer shall:
1. Monitor the financial affairs of NHA.
  2. Make financial reports at each meeting of the Board of Directors and to the Executive Committee when requested.
  3. Submit an audited annual report at the annual meeting.
  4. Deliver to his or her successor all books and records.
  5. Fulfill such other duties as may be assigned by the Chairman, the Executive Committee or the Board of Directors.
- E. Delegation of Duties. The Board officers may from time to time delegate the performance of their duties outlined in this section to the Chief Executive Officer, or with consultation with the Chief Executive Officer, to other salaried NHA employees, but in any case such Board officer shall remain responsible for assuring that his or her assigned duties are properly discharged.

## ARTICLE VI. Executive Committee of the Board

**Section 1. Composition.** Members of the Executive Committee shall be the elected Board officers and the immediate Past Chairman. The Chief Executive Officer and General Counsel shall attend Executive Committee meetings in an advisory capacity.

**Section 2. Duties.** The Executive Committee shall:

- A. Have general supervision of the affairs of NHA between meetings of the Board of Directors.
- B. Conduct business that may be referred to it by the Board of Directors.
- C. Consult on committee, council and other appointments by the Chairman as provided in these bylaws.
- D. Formulate recommendations and policies to be submitted for approval by the Board of Directors
- E. Have the authority to adopt special rules of order or standing rules to govern its own proceedings.
- F. Perform such other duties as defined in these bylaws or as specified by action of the Board of Directors or the membership at a general meeting.

**Section 3. Meetings.** Meetings of the Executive Committee shall be at the call of the Chairman, or at the request of three (3) members of the committee. At least five (5) days' notice shall be given each member of the committee, except for a meeting called during a session of the Board of Directors or at a membership meeting.

**Section 4. Business.**

- A. Business may be conducted by mail, electronic mail or telephone conference when necessary.

- B. Action taken by mail, electronic mail or telephone conference shall be ratified and made a part of the minutes of the next meeting of the Executive Committee.

**Section 5. Quorum.** Three (3) members, including at least the Chairman or Vice Chairman, of the Executive Committee shall constitute a quorum.

## ARTICLE VII. Member Meetings

**Section 1. Annual Meeting.** An annual meeting of members shall be held each year in conjunction with the NHA conference. The purpose of the meeting shall be to inform the membership of the association's activities and to transact any business that may be properly brought before the meeting.

**Section 2. Special Meetings.** A special meeting of members may be called by the Board of Directors or upon written petition of twenty percent (20%) of the membership. Special meetings called as a result of written petition shall be held within 60 days of receipt of such petition.

**Section 3. Time and Place.** Notice of every meeting of members stating the location, date and time of the meeting, shall be sent to the address of each member as it appears on the records of NHA not less than 30 days (except special meetings called by petition) prior to the meeting.

**Section 4. Quorum.** The presence of 45 Generator or Service Industry or Supporting members of NHA shall constitute a quorum for the taking of votes. The Chairman, or a majority of Directors present, may direct that matters be submitted to the membership for vote.

**Section 5. Voting.** The voting rights of members shall be as stated in Article III. The affirmative vote of a majority of the votes entitled to be cast, by the members entitled to vote and present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by such members, unless a greater proportion is required by law.

## ARTICLE VIII. Committees

**Section 1. Committee Appointment.** The Chairman shall appoint the chair and co-chairs of all committees and councils or as otherwise provided in these bylaws.

**Section 2. Standing Committees.**

- A. The Board of Directors shall review the organization of established Standing Committees periodically.

- B. An annual strategic plan, developed in consultation with the Standing Committees, shall be adopted annually by the Board outlining the goals and initiatives of the Standing Committees.
- C. Committee Members. Committee membership shall be open to all Generator, Service and Supporting Grade members of NHA, and to such other NHA members as may be directed by the Board. The Chairman shall be a member of all committees.
- D. Written reports of committee work, including the Executive Committee, shall be provided to the Board of Directors at each Board meeting, unless excused by the Chairman or Chief Executive Officer.
- E. No member shall serve as chairman of more than one Standing Committee.

### **Section 3. Special Committees and Councils.**

- A. The Board of Directors may create special committees and councils as it deems appropriate.
- B. Unless otherwise directed by the Board of Directors, the Chairman shall appoint the leadership and members of special committees and councils.

## **ARTICLE IX. Headquarters**

**Section 1. Location.** The headquarters of NHA shall be located in the Washington, DC, metropolitan area at a place approved by the Board of Directors.

### **Section 2. Headquarters Staff.**

- A. Composition. The headquarters staff of NHA shall be comprised of the Chief Executive Officer and additional staff as needed.
- B. Duties.
  - 1. The Chief Executive Officer shall:
    - a. Have responsibility for the day-to-day management and activities of NHA under direction of the Chairman. The Chief Executive Officer shall be an official spokesperson of NHA.
    - b. Engage additional staff required for the operations of NHA.
    - c. Maintain job descriptions for all personnel employed on behalf of NHA.
    - d. Have the authority to waive, subject to the concurrence of the Executive Committee, established distinctions between grades of membership for good cause.
    - e. Coordinate the distribution of meeting notices, meeting minutes and other communications to the Executive Committee, Board of Directors, and the general membership.
    - f. Have custody and control of the official seal subject at all times to the orders, instructions and control of the Board of Directors.

- g. Adhere to NHA's business and financial policies and procedures.
    - h. Fulfill such other duties as may be assigned by the Chairman, the Executive Committee or the Board of Directors.
  - 2. Additional Staff. The duties of all other headquarters staff shall be defined by the Chief Executive Officer. All such staff shall be under the direction of the Chief Executive Officer.
- C. Employment of Chief Executive Officer and General Counsel. The Chief Executive Officer and General Counsel shall be employed or discharged by the Board of Directors.
- D. Compensation. Compensation for the CEO will be established by the Board of Directors.
- E. Bonding. All personnel employed by NHA who have authority to disburse funds may be bonded to levels determined by the Board of Directors.

## ARTICLE X. Fiscal Policies

**Section 1. Limitations on the Use of NHA Funds.** All NHA funds must be used for the purposes of NHA and shall not inure to the benefit of any member, officer, or director.

**Section 2. Supplemental Contributions.** In addition to annual dues, members may make supplemental contributions to NHA. The contribution may be designated by the member for a specific purpose.

### **Section 3. Handling of Funds.**

- A. Disbursements shall be made by the Chief Executive Officer or NHA staff, as designated by the Chief Executive Officer.
- B. NHA funds shall be deposited in a bank or banks or trust company approved by the Board of Directors.
- C. Records. Financial books and records of NHA shall be supervised at all times by the Board of Directors and shall be subject to its inspection and control.

**Section 4. Separate Accounts.** The Board of Directors may allocate annual dues and supplemental contributions to separate, segregated amounts for the different activities of NHA.

**Section 5. Budget.** A proposed budget shall be prepared annually by the Chief Executive Officer, reviewed by the Executive Committee, and submitted by the Chief Executive Officer to the Board of Directors for consideration, recommendations and approval. The annual budget for the following year shall be adopted by the Board of Directors before the end of the current fiscal year.

**Section 6. Audit.** The financial records of NHA shall be audited annually and at other times as requested by the Executive Committee or the Board of Directors. All audit reports shall be approved by the Board of Directors.

**Section 7. Fiscal Year.** The fiscal year for NHA shall begin on January 1 and end on December 31.

## ARTICLE XI. Diversity, Equity and Inclusion

NHA and its Board of Directors are committed to incorporating the values of diversity, equity and inclusion in the governance and operations of this association. These values shall be codified in a diversity, equity and inclusion policy adopted by the Board of Directors.

## ARTICLE XII. Contract and Indemnification

**Section 1. No Personal Liability.** No contract entered into by or on behalf of NHA shall personally obligate any NHA member, officer, director or employee authorizing such contract or executing same.

**Section 2. Indemnification.** Every director, officer, or employee shall be indemnified by NHA against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a director, officer, or employee of NHA, or any settlement thereof, whether or not he or she is a director, officer, or employee of NHA at the time such expenses are incurred.

Notwithstanding the foregoing, the indemnification provided in this section shall only apply if the indemnified party acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of NHA, and with respect to any criminal proceeding, had no reasonable cause to believe the conduct was unlawful. Moreover, the indemnification shall not apply in cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled. For purposes of the preceding right of indemnification the term “director, officer, or employee” shall be construed to include all executives, Board members, and staff employees, whether salaried or not. The Board shall have the right to approve the selection of counsel retained by the indemnified party and shall also have the right to approve any settlements (or require settlements) to resolve claims or actions giving rise to indemnification under this Section.

NHA may supplement the right of indemnification specified above by purchase of insurance, indemnification agreements and advances for related expenses of any person indemnified.

## ARTICLE XIII. Dissolution

**Section 1. Dissolution.** NHA may be dissolved upon a vote of members representing two-thirds (2/3) of the total votes of the membership entitled to vote at a duly called meeting of members.

**Section 2. Distribution of Assets.** Upon the termination, dissolution or other ending of NHA in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of NHA shall be distributed to, and only to, one or more corporations, funds or foundations, qualified for exemption from federal income taxation under either (I) Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, and organized and operated for one or more of the purposes enumerated in Article THIRD of the Articles of Incorporation or (ii) Section 501(c)(6) of the Internal Revenue Code of 1954, as amended, as may be determined by the Board of Directors.

## ARTICLE XIV. Official Seal

The Official seal of NHA shall be in the form of a circle and shall set forth the name of the association, the year of its organization and the words “CORPORATE SEAL, DISTRICT OF COLUMBIA.”

## ARTICLE XV. Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the proceedings of NHA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that NHA may adopt.

## ARTICLE XVI. Amendment of Bylaws

**Section 1. Power to Amend.** The power to alter, amend or repeal these bylaws shall be vested in the Board of Directors.

**Section 2. Notice.** Copies of proposed amendments to these bylaws shall be furnished to the Board of Directors at least ten (10) days in advance of a regular or special meeting of the Board of Directors.

**Section 3. Approval of Amendments.** Approval of amendments to these bylaws shall require a majority affirmative vote of the voting Directors as defined in Article IV, Section 1.B. herein.