

AUSTIN BLUES SOCIETY, INC.

FIRST AMENDED BYLAWS

ADOPTED BY BOARD OF DIRECTORS

Originally adopted August 30, 2006

Revisions effective August 27, 2014

ARTICLE I
PURPOSES AND GOALS

The general purpose of the Austin Blues Society, Inc., hereinafter also referred to as the society, and incorporated as a non-profit corporation organized exclusively for charitable, educational, religious, or scientific purposes within a meaning of Section 501(c)(3) of the Internal Revenue Code, shall be: 1) to preserve, cultivate, and support blues in Central Texas, and to promote the growth and appreciation of blues music and musicians, on all possible levels and in multiple venues, 2) To provide current blues news and events for members, 3) To increase awareness of and appreciation for the blues through society sanctioned educational efforts, and 4) To provide a network of association for area blues lovers and blues musicians.

ARTICLE II
DIRECTORS

Section 1. Powers

The business and affairs of the society, including the control and disposition of its property and funds, shall be governed and controlled by a Board of Directors.

Section 2. Duties

The Board of Directors shall establish the policies governing all activities of the society and shall direct the conduct of its business. The Board shall be responsible for the finances of the organization and for the well being of its various asserts.

Section 3. Composition and term of service

The government of the society shall be vested in a Board of Directors of no less than three (3) nor more than twenty (20) Directors as may be determined from time to time by the Board of Directors. The Directors shall be elected by members of the Board of Directors at a meeting designated by the Board or at any time when a vacancy occurs. Service shall be for a term of two years or until each of their successors is duly qualified and elected. No Director shall be elected to more than three consecutive two-year terms.

Section 4. Election to the Board of Directors

Election to the Board of Directors shall be by vote of the members of the Board. A majority of the votes cast shall be required to elect. Should there be three or more candidates for one seat on the board, a plurality shall be required to elect.

Section 5. Vacancy

Any vacancy occurring in the Board of Directors, whether by resignation, removal, death, or by an increase in the number of Directors, may be filled by the affirmative vote of the majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 6. Resignation and Removal

Any member of the Board may resign at any time by giving written notice to the President or the Secretary, and the acceptance of such resignation shall not be necessary to make it effective. Members of the Board may be removed from office by a majority vote of the members of the Board then in office.

Section 7. Meetings and Quorum

The Board of Director meetings shall be held at least three (3) times yearly. Special meetings may be called by the President or upon written request of two (2) Board members. Reasonable notice via electronic mail sent to all Board members shall be given at least seven (7) days in advance of a meeting, and may be amended up to four (4) days in advance of the meeting. A majority of the members of the Board of Directors then in office shall constitute a quorum.

An agenda listing anticipated issues to be discussed and voted upon may be attached to the notice or amended notice of meeting, however, the Board is free to discuss and vote on any issue affecting the Society, regardless of whether the issue is listed on the agenda. The Board may discuss proposed revisions of the bylaws, but may not vote on their adoption unless the requirements of Article XI have been met.

Nothing in this Section shall be construed to restrict the Board's authority to modify the Society's policies and procedures, or to vote on resolutions.

Section 8. Rules of Order

The business of the society and all of its component parts shall be governed by parliamentary procedure as set forth in Robert's Rules of Order, Newly Revised, except as otherwise set forth herein. Errors in procedure may by Board resolution be deemed harmless, and the action taken may be ratified. Resolutions of this nature need not be listed on the meeting agenda.

Section 9. Advisory Appointments

The Board of Directors may appoint, from time to time, persons to serve the Board in an advisory capacity for a minimum one-year term, with the possibility of reappointment. These persons shall serve ex officio without the right to vote. These appointments may be made to persons who have demonstrated their interest in the organization and its objectives and goals and to persons who are eminently qualified in one or more aspects of the organization's activities or interest. The Board of Directors shall determine the duties and responsibilities of these advisors.

ARTICLE III OFFICERS

Section 1. Officers

The officers of the organization shall consist of a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be Directors. In addition, the Board may appoint

such officers and agents as the Board shall deem necessary, each of whom shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board by resolutions not inconsistent with the bylaws.

Section 2. Election of Officers

The officers shall be elected by the members of the Board. Each officer shall be a Board member of the organization.

Section 3. Terms of Office

The officers shall take office on the first day of January of each calendar year, and shall serve for one year, or until his/her successor is elected and qualified, or until his/her death, resignation, or removal from office. The officers shall be limited to three consecutive one-year terms.

Section 4. Filling of Vacancies

If a vacancy occurs in any office, the Board of Directors shall fill the vacancy for the remainder of the term by appointment of a person eligible to be elected or appointed to the office, as provided in the foregoing sections of this article.

Section 5. Duties

- A) The President shall preside at all meetings of the organization, at the Board of Directors' meetings, and shall appoint all committees. All such appointments shall be subject to the approval of the Board of Directors. He/She shall see that all policies and resolutions of the Board of Directors are carried into effect. He/She shall be an ex officio member, without vote, of all committees. The President shall have the authority to sign all contracts and other instruments of writing which have been approved by the Board of Directors.
- B) The Vice-President shall have all powers and perform all duties of the President in his/her absence and have other duties as deemed appropriate by the Board of Directors. The Vice President shall assist the President at all meetings of the General Membership or Board of Directors and shall act as presiding officer in the absence of the President. The Vice President shall act in an advisory capacity to the President.
- C) The Secretary shall attend all meetings of the Board of Directors, and General Membership. He/She shall record or cause to be recorded all the proceedings of such meetings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and of the General Membership. The Secretary shall perform other such duties and have other such authority as the President, the Board of Directors, or these bylaws may delegate.
- D) The Treasurer shall have general supervision of the funds and securities of the organization and shall cause full and accurate accounts and records of receipts, disbursements, and other financial transactions to be kept in books belonging to the organization, and shall cause all monies to be deposited in the name and to the credit of the organization in such depositories as may be designated or approved by the Board of Directors. The Treasurer shall disburse the funds of the organization as may be ordered

by the Board of Directors, and shall render to the President and Board of Directors, at its regular meetings, an account of all transactions under his/her supervision as Treasurer, and of the financial condition of the organization. All checks and withdrawals in excess of \$100.00 from the society account shall be cosigned by the Treasurer and the President, or two (2) other duly authorized members of the Board of Directors in the event that either the President or Treasurer is unable to perform such duties. Such authorization must pass the Board of Directors by a simple majority. Checks and withdrawals in amounts less than \$100.00 may be signed by the Treasurer, the President, the Board of Directors or their appointee.

Section 6. President-Elect

The incoming President-Elect shall serve on the Board of Directors for one year before entering the office of President.

Section 7. The Executive Director

The Board of Directors may employ an Executive Director who shall be responsible for the execution of the organization's programs in accordance with the policies established by the Board of Directors.

ARTICLE IV
COMMITTEES

Section 1. Standing Committees

The Board of Directors by resolutions shall determine the composition, number of members and approve the specific duties and responsibilities of standing committees. The President shall appoint such members, or delegate this authority to the chairman of the standing committee.

Each committee shall adopt its own rules of procedure, but not less than a majority of such committee shall be necessary to constitute a quorum, and the affirmative vote of not less than a majority of the members present at any meeting at which there is a quorum shall be necessary for taking of any action by the committee.

Section 2. Ad Hoc Committees

The President shall establish Ad Hoc Committees not in the bylaws, for specified periods of time and as are necessary to carry out the governance and programs of the organization.

ARTICLE V
MEMBERSHIP PARTICIPATION

Section 1. Prospective Members

Prospective members of the society must tender written application for membership to the society by either completing and returning the society's standard application form or otherwise providing all information requested thereon, in accordance with such procedures as may be established by the Board of Directors.

Section 2. Dues and Responsibilities

Annual dues for Active Membership shall be determined by the Board of Directors. Annual dues shall be payable to the society during the anniversary month of original membership and shall be considered delinquent if not paid by the first day of the succeeding month. All membership privileges shall lapse thirty (30) days after becoming delinquent. Active Members who allow their membership to lapse shall be treated as new applicants if applying for membership at a later date.

Members must pay dues as structured in the society's standing rules, and otherwise comply with conditions set forth in this document. The general membership of the society shall not have the right to notice of meetings of the Board of Directors, and shall not have the right to vote at any meeting of the Board of Directors, and shall have no rights or responsibilities except those granted by their category of membership or support by the Board. Members are expected to further the purposes and goals of the society as outlined in Article I, and to respect its procedures and powers.

Section 3. Membership

- A) Active Members. Any individual interested in promoting the purpose and goals of the society may become an Active Member. Paid memberships shall be entitled to all society privileges, including the right to vote on resolutions at General Membership meetings and eligibility to hold office, unless otherwise prohibited within this document. Members shall pay dues as determined by the Board of Directors.
- 1) Membership levels and fees shall be set by Board resolution.
 - 2) The Board may create promotional memberships from time to time, as the Board deems appropriate.
 - 3) The society may communicate with members via methods the Board deems appropriate.
- B) Organizational Memberships. Any sole proprietor, business association or other entity contributing to the society may be deemed a Sponsor of the society, and shall be recognized as such during the sponsorship period. The Board of Directors shall set the minimum amount of financial contribution for each level of sponsorship. A Sponsor shall not be entitled to vote or eligible to hold office.

ARTICLE VI GENERAL MEMBERSHIP MEETINGS

Section 1. General Meetings

General meetings of the membership of the society will be held at least two (2) times per year. General meetings will be open to all members in good standing of the society. The times and places of the general meetings shall be determined by the Board of Directors.

The members shall be notified of the meeting by electronic mail at their last known email address, and by way of postings on the board's social media and website. An agenda shall

accompany the notice. The members shall be notified at least twenty-one (21) days prior to the meeting. The notice of meeting and any amended notice of meeting shall state the date, time and location of the meeting. An agenda, also in electronic format, shall accompany the notice and any amended notice. The board shall not be required to prepare any hard copies of the notice of meeting or the agenda, and shall not be required to distribute or publish the notice or the agenda by any other method than the method set forth in this Section.

The notice of meeting may be amended and distributed together with an amended agenda. The members shall be notified of any amended notice of meeting and amended agenda no later than seven (7) days prior to the meeting.

The members may discuss, but not vote on, a proposed change in the bylaws.

Nothing in Article VI shall be construed to limit the Board's powers and duties granted in Article II.

Section 2. Rules of Order

The business of the society and all of its component parts shall be governed by parliamentary procedure as set forth in Robert's Rules of Order, Newly Revised, except as otherwise set forth herein. Errors in procedure may by Board resolution be deemed harmless, and the action taken may be ratified. Resolutions of this nature need not be listed on the meeting agenda.

Section 3. Quorum

At all meetings of the General Membership, twenty (20) members in good standing shall constitute a quorum.

Section 4 Quorum Not Present

If the General Membership has been notified of a general meeting and quorum is not present, the meeting may still be held, but no action shall be binding until the next general meeting, at which time a simple majority must approve the actions of the previous meeting, regardless of the presence of quorum at the subsequent meeting.

Section 5. Special Membership Meetings

Special meetings require a quorum of active members in attendance, and every member must be attempted in good faith to be notified no less than seven (7) days before the meeting. Special meetings may be called by the President or by order of a majority of the membership at a general meeting.

Section 6. Agenda

The Board of Directors shall be responsible for setting the agenda, procedures, and activities of the general meetings. The President, Vice-President, or the President's appointee from the Board, shall preside over the general meetings. Active Members of the society who are 18 years of age or over shall have the right and responsibility to vote on such matters and issues as shall be raised or suggested by the Board at the general meetings of the society. All

members may and are welcome to suggest agenda items, voting issues, or general meeting activities to the Board of Directors.

The agenda and any amended agenda shall contain a statement that:

"The Austin Blues Society's Board of Directors and Officers appreciate your commitment to the rich heritage of the blues. All members are encouraged to participate in this meeting. There will be a comment period reserved for all members that wish to suggest new events and programs, and share their ideas, suggestions and opinions on matters affecting the policies, direction and financial stability of the society. Your ideas are valuable and always welcome."

ARTICLE VII PERSONAL LIABILITY

Section 1(a). Liability

All persons or corporations extending credit to, contracting with, or having claims against the society shall look only to the funds and property of the society for payment of any contract, claim, debt, judgment, damage, personal injury, decree, or cause of action. Neither the individual members of the society, nor the past or present officers, nor the individual members of the Board of Directors, past or present, shall be held personally responsible for any claim against the society.

Section 1(b). Liability

To the fullest extent permitted by Texas law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitations of liability than permitted prior to such amendment), a director of this corporation shall not be liable to the organization or its members or any other party or entity for monetary damages for an act or omission of the director made in the director's capacity as a director. Any repeal or amendment of this Article shall be prospective only.

Section 1(c). Liability

To the fullest extent permitted by Texas law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitations of liability than permitted prior to such amendment), an officer of this corporation shall not be liable to the organization or its members or any other party or entity for monetary damages for an act or omission of the officer made in the officer's capacity as an officer. Any repeal or amendment of this Article shall be prospective only.

Section 2. Insurance

The organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the organization, or who is or was serving at the request of the organization as a director, officer, employee, agent, partner, joint venturer, proprietor, trustee or similar functionary of another foreign or domestic organization, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against him and incurred by him in such a capacity or arising out of this status as such a person, whether or not the organization would have the power to indemnify him/her against the liability.

Section 3. Indemnification

If and when the organization has purchased the above mentioned insurance the organization shall undertake to defend and indemnify, according to the terms of the insurance policy, every person who was or is a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, arbitrate or investigative by reason of the fact that he is or was a director, officer, employee, or agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, agent, partner, joint venturer, proprietor, trustee or similar functionary of another organization, partnership, joint venture, trust, employee benefit plan, sole proprietorship or other enterprise, against expenses (including counsel fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, to the full extent permitted by applicable law.

Section 4. Actions of Non-Members Claiming Association

Neither the society, the past or present Officers, the Board of Directors, nor its individual members, past or present, shall be held liable for the activities of any non-member claiming association with the society.

ARTICLE VIII FISCAL POLICIES

Section 1. Accounting Records

The accounting records of the organization shall be set up as a double-entry system of bookkeeping which will correctly reflect the financial position and the operations of the Operating Fund, the Endowed funds and other special funds designated by the Board of Directors.

Section 2. Operating Fund

An operating fund shall be established for the purpose of paying the operating expenses of the organization. The Board of Directors shall review and approve an annual budget for the ensuing year and instruct the Treasurer to present it at the first board meeting of each fiscal year for adoption.

Section 3. Endowed Funds

Endowed Funds shall be established for the purpose of providing a permanent source of income to perpetuate the activities of the organization. Generally, the corpus of these types of funds are to be invested in bonds interest-bearing securities, certificates of deposit, etc. under the direction and approval of the Executive Committee with the interest income of these funds being transferred to the Operating Fund as deemed by the Executive Committee. However, absent restrictions to the contrary, corpus withdrawals for specific purposes may be authorized by the Executive Committee.

Any specific instructions, restrictions or conditions placed on endowment funds shall be made a part of the records of the organization and kept on file at the principal office.

Section 4. Other Special Funds

The Board of Directors shall establish as many special funds as it deems necessary to meet the specific needs of the organization and to correspond with the wishes of donors and testators. The Board of Directors shall approve all expenditures made from special funds.

Section 5. Accountabilities

The Treasurer shall be responsible for the accountabilities of the operating fund, endowed funds and other special funds designated by the Board of Directors. He/she shall oversee the preparation of all financial statements and reports requested by the President or the Executive Director and one other member of the Executive Committee, designated by the Executive Committee, and may be empowered to sign checks and disburse funds for the organization.

Section 6. Fiscal Year

The fiscal year of the society shall be the calendar year.

ARTICLE IX
MISCELLANEOUS PROCEDURES

Section 1. Favoritism

No officer or member, while acting on behalf of the society, shall personally accept free or reduced price goods or services from individuals or businesses selling products to or soliciting the business of the society without the approval of the General Membership.

The Board may accept, on behalf of the society, merchandise to be used as prizes at society meetings or events.

Section 2. Profits

Items may be purchased by the society for resale purposes and may be sold at a reasonable profit. Any such activity must be authorized by the Board of Directors.

Section 3. Discrimination

The society, or any officer or member acting on behalf of the society, shall in now way discriminate on the basis of: race, creed, color, national origin, religion, age, gender, marital status, veteran status, disability, or sexual orientation.

Section 4. Debt

The society shall not incur deficit spending.

Section 5. Authority to sign contracts

The Board of Directors may authorize any officer of the organization, in addition to the officers so authorized in the bylaws, to enter into any contract in the name of and on behalf of the organization, and such authority must be confined to specific instances.

Section 6. Records

The organization shall keep its historical, legal, and business record on file at the principal office. These records shall include among other things: the organization's original constitution, bylaws, and amendments and revisions thereto; past minutes and resolutions of the organization.

Section 7. Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes or shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Service Code of 1986 or the corresponding provision of any future United States Internal Revenue law as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the court of common pleas of the county in which physical office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X POTENTIAL CONFLICTS OF INTEREST

Section 1. Purpose

The purpose of the conflicts of interest policy is to protect the society's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, minister, or board member, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

Interested Person. Any director, principal officer, or member of a committee with Board of Director's delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A) An ownership or investment interest in any entity with which the society has a transaction or arrangement,
- B) A compensation arrangement with the society or with any entity or individual with which the society has a transaction or arrangement, or

- C) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the society is negotiating a transaction or arrangement.

Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors determines that a conflict of interest exists.

Section 3. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees Board of Directors' delegated powers considering the proposed transaction or arrangement

Section 4. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 5. Procedures for Addressing the Conflict of Interest

- A) An interested person may make a presentation at the Board of Directors' meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest,
- B) The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement,
- C) After exercising due diligence, the Board of Directors shall determine whether the society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest, and
- D) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 6. Violations of the Conflicts of Interest Policy

- A) If the Board of Directors have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, they shall inform the member of the

basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- B) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determine the member has failed to disclose an actual or possible conflict of interest; it shall take appropriate and corrective action.

Section 7. Records of Proceedings

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee's decision as to whether a conflict of interest in fact existed, and
- B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 8. Compensation

- A) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the society for services is precluded from voting on matters pertaining to that member's compensation.
- B) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the society for services is precluded from voting on matters pertaining to that member's compensation.
- C) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the society, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- D) The voting decision of every member of the Board of Directors who participates in a vote on a proposition to provide compensation to a member of the Board of Directors, indirectly or directly, from the society shall be individually recorded in the society's books and records.
- E) The Board of Directors shall not approve compensation for a member of the Board of Directors, indirectly or directly, from the society without the receipt of information about compensation paid by similarly situated organizations for similar services, such as compensation surveys, actual written offers, or other information that is reasonably reliable in indicating market conditions. Any such information relied upon shall be recorded in the Board of Directors' minutes.

Section 9. Annual Statements

Each director, principal officer and member of a committee with Board of Directors' delegated powers shall annually sign a statement which affirms such person:

- A) Has received a copy of the conflicts of interest policy,
- B) Has read and understands the policy,
- C) Has agreed to comply with the policy, and
- D) Understands the society is a non-profit and in order to maintain its federal tax exemption it must engage in activities which accomplish one or more of its tax-exempt purposes.

Section 10. Periodic Reviews

To ensure the society operates in a manner consistent with its purposes, periodic reviews shall be conducted at least once annually. The reviews shall, at a minimum, include the following subjects:

- A) A review of the financial records of the society to ensure that all of the expenditures are consistent with the society's non-profit purposes as set forth in Article I, and are not incurred in connection with activities that could jeopardize its tax-exempt status,
- B) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining, and
- C) Whether partnerships, joint ventures, and arrangements with management organizations conform to the society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- D) The periodic review may be conducted by the Board or by a standing committee, who will make a report to the Board. If conducted by committee, the Board may accept or reject the report by resolution.

Section 11. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 10, the society may, but need not, use outside accountants or other advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI AMENDMENTS

Section 1. Amendments

These bylaws may be amended, altered, or repealed, or new bylaws may be adopted at any regular or special meeting of the Board of Directors, at which a quorum is present, provided that notice of the proposed changes or amendments shall have been sent by mail or email at least twenty-five (25) days in advance of any such meeting. A two-thirds majority of the Board is necessary to amend the bylaws.