

Constitution and Bylaws of the Illinois Chess Association

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Constitution of the Illinois Chess Association

(approved by ICA Board of Directors on June 14 and July 12, 2012)

Article I: Name and Office

The name of this association shall be the Illinois Chess Association, Incorporated. The association shall maintain in the state of Illinois a registered office and a registered agent at such office, and may have other offices within the state.

Article II: Purposes

Section 1. Purposes. The Illinois Chess Association, Inc. (hereafter referred to as the ICA) is organized for educational, cultural, and philanthropic purposes.

Section 2. Accomplishment of Purposes. The purposes of the ICA shall be accomplished through, but not limited to, the following:

- A. Disseminate chess information by means of a website and webzine.
- B. Provide a program of competition for individuals in a non-athletic atmosphere where physical power does not control the outcome of the contest and in which physically challenged are able to participate in competition.
- C. Provide and promote tournaments and other inter-cultural chess events.
- D. Hold annual state chess championships of interest to the chess playing community of Illinois.
- E. Develop chess as art, recreation, and scientific game that improves thinking skills and social behavior.
- F. Recognize the talent displayed in the mastery of the game through awards and titles.
- G. Cooperate with schools, community centers, recreation departments, and other groups and institutions in teaching chess, conducting tournaments, and other activities as shall promote the game and assist in pursuit of learning and improving in its skill.
- H. Provide competition in which the rules are based on the assumption that the competitors will behave in an honorable manner thereby fostering respect for people from a variety of sub-cultures within American society and that calls upon each competitor to behave in a socially acceptable manner.
- I. The sponsorship of chess lectures and exhibitions aimed at improving the chess capabilities of the public.
- J. Provide grants and gratuities to talented and/or disadvantaged chess participants for financial and instructional assistance.
- K. Receive contributions and use them in the manner intended in section 501(c)(3) and exempt from taxation under 501(a) of the Internal Revenue Code.

Section 3. USCF: The ICA shall be the official state affiliate of the United States Chess Federation (hereafter referred to as USCF). The ICA shall work together with the USCF in the annual selection of USCF Delegates for Illinois.

Article III: Members

Section 1. Classes of Members and Dues. The ICA shall have the following classes of members, with dues to be set by the Board of Directors and displayed on the ICA website.

Regular: Basic membership.

Scholastic: Under age 19.

Patron: Those wishing to provide additional support at an intermediate level.

Benefactor: Those wishing to provide additional support at a higher level.

Affiliate: Chess organizations in Illinois wishing to affiliate with the ICA and be separately listed.

Corporate: Corporate sponsors.

Section 2. Voting Rights. All active members who are age 19 or older shall have one vote on any matter submitted to a vote of the members. Affiliate and Corporate members are not entitled to vote. For purposes of this section, an “active member” is one who has been a member for at least 30 days prior to the vote in question.

Section 3. Termination of Membership. The Board of Directors by affirmative vote of two-thirds of all the members of the Board may suspend or expel a member for cause after an appropriate hearing.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay dues, assessments, or other charges theretofore accrued and unpaid.

Section 5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Executive Board may, by affirmative vote of 2/3 of the members of the Executive Board, reinstate such former member to membership upon terms as the Executive Board may deem appropriate.

Section 6. Transfer of Membership. Membership in the ICA is not transferable or assignable.

Article IV: Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held during the fourth quarter (October 1 through December 31) of each year for the purpose of conducting such business as may come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called by either the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any site in Illinois as the place of meeting for any annual meeting or any special meeting.

Section 4. Notice of Meetings. Written notice stating the place, date, and hour of any meeting, not less than ten nor more than forty days before the date of such meeting, shall be sent to all members eligible to vote at the meeting. In case of a special meeting or when required by statute or by this constitution, the purpose for which the meeting is called shall be stated in the notice. Notice of the annual meeting shall be deemed as given when prominently displayed on the ICA website with the place, date and hour and purpose of said meeting. The notice of special meetings, if mailed, shall be deemed delivered when deposited in the United States mail in a sealed envelope addressed to the member as it appears on the records of the association with postage thereon prepaid. The notice of special meetings, if e-mailed, is deemed delivered when sent to the address as it appears on the records of the association.

Section 5. Quorum. Members holding one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At the resumption of any adjourned meeting at which a quorum shall have been present, any business may be transacted which might have been transacted at the original meeting withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6. Results of Members' Meetings. Matters passed by a majority of members present shall be sent as a recommendation to the Board of Directors for possible action.

Article V: Board of Directors

Section 1. General Powers. A Board of Directors shall manage the affairs of the ICA.

Section 2. Number, Tenure, and Qualifications. The Board of Directors shall consist of ten members. The Board of Directors must include the Executive Board. Those individuals on the Board of Directors who are not on the Executive Board shall be termed General Members of the Board of Directors. At least two General Members of the Board of Directors shall reside in Cook County or the Collar Counties (DuPage, Kane, Lake, McHenry, and Will), and at least two shall reside outside those counties. Election of General Members of the Board of Directors shall occur in odd numbered years. Each Director shall hold office until his successor shall have been selected and qualified. Directors shall be residents of Illinois and members of the ICA. The number of Directors may be decreased to not fewer than three by amendment of this article or any bylaw.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board.

Section 4. Special Meetings. The President or any three members of the Executive Board may call a special meeting of the Board of Directors. The person or persons calling a special meeting of the Board shall fix the time and place for holding said special meetings.

Section 5. Notice. Notice of any meeting of the Board of Directors shall be given at least ten days previous thereto by written notice to each Director at his address shown by the records of the association. If mailed, such notice is deemed delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If e-mailed, such notice is deemed delivered when sent to the address as it appears on the records of the association.

Section 6. Quorum and Voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Except as provided in Article V of the bylaws, no individual shall be entitled to more than one vote on any matter brought before the Board of Directors.

Section 7. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless statute, this constitution, or the articles of incorporation require the act of a greater number.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors may be filled by a majority vote of the Executive Board.

Section 9. Removal. A Board Member may be removed with or without cause, but only after written notice of any vote for removal is sent to all ICA members eligible to vote. The notice may be sent by email but must be sent at least 20 days prior to the meeting at which the vote is to be taken. Removal must be approved by two-thirds of those voting, whether they do so in person, by proxy, or by email. Any such removal shall be without prejudice to the contract rights, if any, of the person removed.

Section 10. Compensation. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the association in any other capacity and receiving reasonable compensation therefore.

Article VI: Executive Board

Section 1. Members. The Executive Board of the ICA shall consist of its officers: the President, Metro Vice-President, Downstate Vice-President, Treasurer, and Secretary.

Section 2. Election, Term of Office, and Vacancies. The officers of the ICA shall be elected every even numbered year by the membership via ballot following such procedures as set forth in the bylaws. Vacancies may be filled at any meeting of the Board of Directors by a majority vote of those present. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, or until death or resignation, or until removal in the manner hereinafter provided. The Officers may succeed themselves unless prohibited by Illinois law or provisions of the IRS code for 501c3 organizations.

Section 3. Removal. The removal procedure for officers shall be the same as that specified in the previous Article for other members of the board

Section 4. President. The President shall be the principal executive officer of the association. Subject to the direction and control of the Board of Directors, the President shall be in charge of the business and affairs of the association. The President shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the association or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, the President may execute for the association any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and the President may accomplish such execution either under or without the seal of the association and either individually or with the Secretary, or with any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities that the association is entitled to vote, except as and to the extent, such authority shall be vested in a different officer or agent of the association by the Board of Directors.

In the absence of the President or in the event of the President's inability or refusal to act, the Board of Directors shall select a temporary or permanent replacement who, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 5. Metro Vice-President. The Metro Vice-President shall assist the President in the discharge of the duties of President as the President may direct and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Metro Vice- President shall serve as the major communications link between the ICA and affiliates and members in the metropolitan Chicago area. The Metro Vice-President shall reside in Cook County or the Collar Counties (DuPage, Kane, Lake, McHenry, or Will).

Section 6. Downstate Vice-President. The Downstate Vice- President shall assist the President in the discharge of the duties of President as the President and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Downstate Vice-President shall serve as the major communications link between the ICA and affiliates and members outside the metropolitan Chicago area. The Downstate VP shall not reside in Cook County or the Collar Counties.

Section 7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the association. The Treasurer shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the association (b) have charge and custody of all funds and securities of the association, and be responsible therefore, and for the receipt and disbursement thereof and (c) shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

Section 8. Secretary. The Secretary shall record the minutes of the meetings of members, the Executive Board, and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the association records and of the seal of the association; keep a

register of the post office and e-mail address of each member which shall be furnished to the Secretary by such member; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Assistant Officers. Assistants may be appointed by the Executive Board to perform such duties as shall be assigned to them by the President or the Executive Board.

Article VII: Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the association. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. Such a committee may have other ICA members as associate committee members for advisory purposes.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors may be formed by a majority of the Executive Board. Except as otherwise provided in such resolution, members of each such committee shall be members of the association and the President of the association shall appoint the members thereof. The person(s) authorized to appoint a committee member may, whenever in their judgment the best interests of the association shall be served, remove that committee member.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the association and until his successor is appointed, unless the committee shall be terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairmen. The President, subject to confirmation by the Executive Board, shall appoint one member of each committee chairperson.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointment.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with this constitution or with rules adopted by the Board of Directors.

Article VIII: Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the association, in addition to the officers so authorized by this constitution, to enter

into any contract or execute and deliver any instrument in the name of and on behalf of the association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the association, shall be signed by such officer or officers, agent or agents of the association and in such a manner as shall from time to time be determined by resolution of the Board of Directors. Such instruments in the amount exceeding six hundred dollars shall be signed by the Treasurer and countersigned by the President, a Vice-President or the Secretary of the association. Such instruments equal to or less than six hundred dollars may be signed by the Treasurer or President, or a Vice-President, or the Secretary of the association without being countersigned.

Section 3. Deposits. All funds of the association shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the association any contribution, gift, bequest or device for the general purposes or for any specific purpose of the association.

Article IX: Certificates of Membership

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the association which shall be in such form as may be determined by the Board. The President shall sign such certificates.

The name and address of each member shall be entered on the records of the association. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid the required dues, a certificate of membership shall be issued in his name and delivered to him, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

Article X: Books and Records

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors. ICA's Membership Secretary shall maintain a record of the names and addresses of members entitled to vote. A member, or their agent or attorney, may inspect for any proper purpose at any reasonable time all books and records of the association.

Article XI: Fiscal Year

The fiscal year of the association shall be fixed by resolution of the Board of Directors.

Article XII: Dues

Section 1. Annual Dues. The Board of Directors shall set the annual dues payable to the association by members of each class in the bylaws.

Section 2. Payment of Dues. Dues shall be payable prior to the last day of the month of an individual's expiration date.

Section 3. Default And Termination Of Membership. When any member of any class shall be in default of payment of dues for a period of one month from the beginning of the period for which such dues became payable, his membership is thereupon terminated.

Article XIII: Seal

The association shall have inscribed thereon the name of the association and the words "Corporate Seal Illinois".

Article XIV: Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the constitution of the association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XV: Sundry Provisions

Section 1. Rules of Order. Robert's Rules of Order shall govern the proceedings of all meetings of the association.

Section 2. Activities Permitted. Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Law) or (2) by a corporation, contribution to which is tax deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Law).

Section 3. Dissolution of the Association. Upon the dissolution of the association the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the association, dispose of all the assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue

Law), as the Board of Directors shall determine and in accordance with the dissolution of not-for-profit corporation. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the association is then located, exclusively for such pursuits or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

Article XVI: Amendments

The power to alter, amend or repeal the provisions of this constitution or adopt new provisions (hereinafter referred to as amendments) shall be vested with the Board of Directors. A minimum of two meetings is required to adopt an amendment. At one or more meetings, amendments may be introduced and alterations made to a proposal. At a subsequent meeting, at which no changes have been made in the Amendment to be voted upon, amendments may be adopted by 2/3 vote of the Board of Directors present provided a written copy of the proposed amendment was sent to all Directors at least 15 days prior to the meeting.

Article XVII: Implementation

Section 1. Effective Date. This constitution shall take effect 30 days after its ratification by the majority of ICA members who vote. No provisions of the constitution shall be effective in any way retroactively.

Bylaws of the Illinois Chess Association

Article I: Chess Webzine

A website will be maintained and updated on a continuing, regular basis. The website shall provide information to keep chess players informed of scheduled tournament, chess news, games of interest, tournament results, and other matters of interest to Illinois chess players.

Article II: Editor

The Executive Board shall appoint an editor for the webzine. The editor is responsible for the selection of staff subject to approval by the Executive Board. The editor is responsible for implementation of the provisions in Article I of these Bylaws. The editor shall be provided a budget by the Executive Board to enable the editor to fulfill the duties of the editor.

Article III: Webmaster

The Executive Board shall appoint a webmaster. The webmaster is responsible for maintaining the ICA website and enables the updating of the ICA website on a continuing, regular basis by those responsible.

Article IV: Voting Procedures

Decisions of the Board of Directors and the Executive Board may be made via conference call or e-mail exchanges under the direction of the President. Any decisions made by this process must be reviewed at the next scheduled meeting.

Article V: Tie Votes

In the event of a tie vote at any meeting of the ICA over which the President presides, the President may cast a second vote to break the tie.

Article VI: Election Process for Board of Directors and Executive Board

Section 1. Schedule. Elections shall be held on the following timetable:

| | |
|--------------|---|
| September 15 | Notice of election and call for nominations |
| October 10 | Membership deadline to be eligible to vote |
| October 10 | Deadline for nominations |
| Nov. 10 | Deadline for distribution of ballots |
| Dec. 1 | Last day to mail ballots |
| Dec. 5-20 | Counting of ballots |
| Jan. 1 | Officers take office |

Section 2. Eligible voters. All active members age 19 or older shall be entitled to vote in ICA elections. Affiliate and Corporate members are not entitled to vote. For purposes of this section, an “active member” is one who is a member on October 10th of an election year, and whose membership is current when the member votes.

Section 3. Notice of elections and call for nominations. Notification of the election, the relevant dates, and procedures for voting shall be displayed on the ICA website and sent to members by September 15th. Members with an e-mail address on file with the association will be provided with this material via e-mail. Members with only a post office address on file with the association will be sent the material by regular mail. After candidates have been nominated, a sample ballot shall be placed on the ICA website.

Section 4. Nominations. Nominations shall be submitted to the Secretary in writing not later than October 10. Nominations must be supported by 10 ICA members eligible to vote, and the nominee must state his or her willingness to serve. Nominations may be made in writing, bearing the signatures of the nominators, or by email, in which event they should be sent to and gathered by the nominee and forwarded to ICA. Nominations shall specify whether they are for specific officers or for general Board positions.

Section 5. Distribution of ballots. Ballots shall be sent to eligible voters by November 10th. Eligible voters with an e-mail address on file with the association will be provided with a ballot via e-mail with instructions for submission. Eligible voters with only a post office address on file with the association will be sent a ballot and instructions by regular mail. The instructions shall provide options for voting either electronically (online or through email) or by regular mail.

Section 6. Return and receipt of Ballots. Ballots shall be completed by December 1st. If regular mail is used, the ballot shall be postmarked by December 1st.

Section 7. Opening and counting of ballots. Counting of the ballots shall take place between Dec. 5 and Dec. 20, by a committee of not less than three individuals selected by the Executive Board, at a time and place determined and announced by the Executive Board. To the degree possible, anonymity of voters shall be maintained and kept within the election committee. All ballots shall be checked against the ICA membership list to ensure both the eligibility of voters and that no member votes more than once.

If more than five individuals are nominated for general Board positions, the five nominees receiving the most votes shall be declared the winners. In the event the winning nominees do not satisfy the provisions of Articles V and VI of the constitution concerning geographic distribution, the nominee with the next highest number of votes from the relevant geographic area shall instead be declared the winner.

Section 8. Assumption of office. Officers and Board Members take office on January 1 of the year following an election and continue in office for two years.

Section 9. Irregularities. In the event of perceived irregularities or complaints about voting procedures, the Board shall appoint a special committee to investigate and recommend to the Board any actions which may be necessary.

Article VII: Selection of USCF Voting Members

The Executive Board shall select the required number of delegates and alternates to represent Illinois as voting members of the USCF. A notice shall be posted on the ICA website at least 30 days in advance of such selection asking those interested in serving in these positions to apply in

writing and confirm their ability and intent to attend USCF annual meetings. Selections should be based on demonstrated commitment to ICA and USCF as gauged by the length of membership and the degree of participation. Participation shall include but not be limited to organizing, promoting, writing articles, directing and playing in tournaments, participation on committees, and attendance at meetings. An effort shall be made to ensure geographic balance in the selection of delegates and alternates. Delegates may be members of the Board of Directors or the Executive Board. Delegates shall be selected annually. The Board may designate one of its delegates as Chief Delegate and shall make this designation known to USCF.

Article VIII: State Championships

Section 1. Reservation of titles. The use of Illinois Championship in connection with chess events shall not be permitted without the express consent of the ICA Executive Board.

Section 2. Titles. The ICA shall recognize, publicize, and encourage the holding of the following championships each year:

| TITLE | USUALLY HELD |
|---|-------------------|
| III. Open Chess Championship | Labor Day weekend |
| III. Class Championships | Oct. – Christmas |
| III. Blitz Chess Championship | |
| III. Girls State Championship | March - April |
| III. Girls Qualifier for Nationals | March – April |
| III. High School Individual Invitational Championship (Denker Qualifier) | Mar-Apr |
| III. High School Individual Open Championship | |
| III. High School Team Championship | Feb. – April |
| III. All-Grade Chess Championship | Oct. – Christmas |
| III. K-8 Individual and Team Championship | Feb. – March |

Section 3. Title development. Upon the demonstration of interest among Illinois chess players, the ICA shall encourage the establishment of additional state titles.

Section 4. Options for Awarding Titles; Requirement of ICA membership. The awarding of the titles in Section 2 may be through the organization by ICA of a tournament for that purpose or through the recognition of a tournament held by another organization, through the bidding process or otherwise. Membership in the ICA shall be required for all title tournaments, but this requirement may be modified or eliminated by the Board for youth tournaments. The winner of the title and trophy must be an Illinois resident.

Section 5. Compliance with ICA Guidelines. For tournaments put out to bid, the procedures contained in ICA’s Bid and Tournament Guidelines shall be adhered to.

Article IX. Amendments. The power to alter, amend or repeal the provisions of these bylaws or adopt new provisions (hereinafter referred to as amendments) shall be vested with the Board of Directors. A minimum of two meetings is required to adopt an amendment. At one or more meetings, amendments may be introduced and alterations made to a proposal. At a subsequent meeting, at which no changes have been made in the Amendment to be voted upon, amendments

may be adopted by $2/3$ vote of the Board of Directors present provided a written copy of the proposed amendment was sent to all Directors at least 15 days prior to the meeting.