



# TOK COMMUNITY UMBRELLA CORPORATION



## BYLAWS

### Chapter 1. Board Of Directors

**Section 1. Directors:** Directors shall act in good faith as representatives of the members of the corporation.

**Section 2. Term Of Office:** The terms of all directors elected by the members will be for three years from the time of his or her election at the annual meeting until his or her successor has been elected and qualified. All officers (president, vice president, secretary and treasurer) are elected by and from the directors for one year terms, in accordance with the Articles of Incorporation.

**Section 3. Quorum:** Three members of the Board of Directors constitute a quorum for the transaction of business at any meeting of the board. Three affirmative votes are required for any action taken by the board. Voting by proxy is prohibited.

**Section 4. Vacancies:** Except as otherwise provided, any vacancy occurring in the Board of Directors, either by resignation or removal, may be filled by a majority vote of the remaining directors. Such appointment will remain in effect until the next annual meeting, at which time the membership shall elect a director to fill the remaining portion of the term. In the event of the resignation and/or removal of three or more directors, the membership shall hold a special membership meeting within 15 days to hold new elections to fill those vacant positions on the board. Those directors so elected will serve for the remaining portion of the terms.

**Section 5. Removal of directors:** A meeting of the membership to remove directors may be called upon petition signed by at least 10 members of the corporation or 10 percent of the number of members who voted at the most recent election, whichever is greater. Such a meeting must have notice posted in at least 3 prominent locations in the community at least 10 days before the meeting. Any director may be removed, with or without cause, prior to the normal expiration of his/her term at such a meeting by a majority of the members who vote on the issue.

A director may also be removed prior to the expiration of his/her term by two-thirds (2/3) of the Board of Directors whenever, in their judgment, the best interests of the corporation would be served by so doing.

**Section 6. Meetings:** The Board of Directors may meet regularly on the 2nd Thursday of each month. Meetings shall be conducted according to Robert's Rules of Order. All board actions shall occur at a properly noticed public meeting. Though not legally required under state statute, TCUC Directors shall follow the rules and procedures set out for municipalities in the "Open Meetings Act."

### Chapter 2. Executive Officers

**Section 1. President:** The president will be the principal executive officer of the corporation and shall, in general, supervise and control all the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors. He shall sign contracts or other instruments which the Board of

Directors has authorized to be executed. He shall be responsible for the filing of any required reports to State and Federal agencies.

**Section 2. Vice-President:** In the absence of the president, or in the event of his inability or refusal to act, the vice-president will perform the duties of the president, and when so acting, will have all the powers of and be subject to all the restrictions upon the president.

### **Section 3. Secretary And Treasurer:**

#### **The Secretary Shall:**

1. Keep a journal of proceedings of the corporation, record all votes at meetings of the corporation, and provide for the electronic recording of meetings of the corporation whenever possible.
2. Provide for the standardization and maintenance of all forms, books and records of the corporation.

#### **The Treasurer Shall:**

1. Manage, deposit and invest all funds of the corporation as directed by the Board of Directors.
2. Distribute money for all corporate obligations.
3. Keep regular books or accounts of all corporate financial transactions and provide for financial reports for audits as directed by the Board of Directors.

### **Chapter 3. Contracts, Checks, Deposits And Funds**

**Section 1. Contracts:** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances as authorized by the Board of Directors.

**Section 2. Checks, Drafts, Etc.:** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation and in such manner as shall from time to time be determined by the Board of Directors, shall be signed by two directors.

**Section 3. Deposits:** All funds of the corporation shall be deposited from time to time to the credit of the corporation 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 corporation any contribution, gifts, bequests or device for any special purpose of the corporation.

### **Chapter 4. Books And Records**

The corporation shall keep correct and complete records of financial transactions and accounts, and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the corporation may be inspected by any member or his agent or attorney at any reasonable time. There shall be an internal audit conducted prior to the annual meetings or at any change of treasurer. The audit committee shall consist of at least one board member and two members at large.

## **Chapter 5. Annual Meeting.**

The Annual Meeting of the corporation shall be held at 7:30 p.m. on the 3rd Thursday of April. The annual audit will be presented to the membership at the annual meeting. The Annual Meeting is a membership meeting where members may make motions and vote on any issues which come before the body.

## **Chapter 6. Special Membership Meetings:**

Special meetings of the membership may be called by or at the request of the chair or any three directors or upon a petition of 10 members or 10% of the number of members who voted at the last annual meeting, whichever is greater. At special membership meetings members have the right to vote on and decide any matter which might come before the corporation, including but not limited to removal of directors or filling of vacancies on the Board of Directors. 10 members in attendance constitute a quorum. These meetings shall be public and shall be publicly noticed at least 10 days in advance by posting the date, time, place, and purpose of the meeting in at least three prominent, public locations in the community. The members may not address any matter that is not stated in the public notice as the purpose of the meeting.

## **Chapter 7. Amendments to Bylaws.**

Amending these Bylaws shall require two readings and two affirmative votes of the general membership at either Board of Directors regular meetings or Special/ Annual membership Meetings held at least 10 days apart. Amended Bylaws shall be signed by at least three officers of the Board and made available to the membership, and shall supersede all previous By-laws and policies. Notice of any proposed bylaw revision must be posted in at least three prominent locations, including the Post-Office, at least 10 days in advance of the meeting.

## **Chapter 9. Adoption Of Bylaws**

**Section 1.** This is to certify that the above bylaws were adopted by the Board of Directors at a meeting on the 26th day of April 2016.

Signed by:

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/s/

/s/

Date: \_\_\_\_\_