

**BYLAWS  
OF  
FRIPP ISLAND COMMUNITY CENTRE, INC.  
AMENDED AND RESTATED  
EFFECTIVE FEBRUARY 10, 2016**

**ARTICLE I. NAME AND OFFICES**

The name of the corporation is Fripp Island Community Centre, Inc., a South Carolina non-stock, nonprofit corporation, organized under the Laws of the State of South Carolina, hereinafter referred to as the Community Centre. The principal office of the Community Centre is in the County of Beaufort, State of South Carolina at 205 Tarpon Boulevard, Fripp Island, South Carolina 29920. The Community Centre may have such other offices, either within or without the State of South Carolina, as the Board of Directors may designate or as the business of the Community Centre may require from time to time.

**ARTICLE II. PURPOSE AND POLICY**

The purpose of the Community Centre is to promote and support an all faiths (non-sectarian) chapel and community center in order to further the religious, spiritual and cultural growth of Fripp Island. The Association will act in accordance with and under the provisions of the South Carolina Nonprofit Corporation Act of 1994, as amended.

The Community Centre is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Community Centre shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Community Centre shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the Community Centre shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Community Centre shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Community Centre shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE III. MEMBERS**

**Section 1. Members.** Members, when referred to in these Bylaws, are property owners or full time residents of Fripp Island dwelling units and lots platted for dwelling units.

**Section 2. Voting Rights of Members.** A Member has only one vote, regardless of the number of properties owned by a Member. Where there are two or more owners of a single property, only one owner can exercise the voting right of the property.

**Section 3. Annual Meeting.** The annual meeting of the Members is to be held in the month of February each year, at a time and place determined by the Board of Directors. The purpose of the meeting is to elect Directors, for the presentation of reports from the President, Treasurer, and Directors and to conduct such other business as may properly come before the meeting.

**Section 4. Special Meetings.** Special meetings of the Members, for any purpose or purposes, may be called by the President or by a majority of the Board of Directors, and must be called by the President at the request, through petition, of not less than twenty five Members of the Community Centre. The agenda for such special meeting is limited to the consideration of only those matters for which the meeting is called.

**Section 5. Place of Meetings.** The President may designate any place, within the County of Beaufort, State of South Carolina, as the place of meeting for any annual meeting or for any special meeting of the Members. If no designation is made, the place of meeting is the office of the Community Centre in the State of South Carolina.

**Section 6. Notice of Annual and Special Meetings.** Written notice stating the place, date and hour of an annual or special meeting and the purpose or purposes for which the meeting is called, must appear in the Community Centre's monthly newsletter published immediately prior to such meeting. In addition, such notice must be posted on the Community Centre's bulletin board and website, and communicated via email to Members through various social media and email lists so as to include as many Members as possible in the communications.

**Section 7. Quorum.** Provided due notice as provided above has been given, those Members of the Community Centre present, represented in person or by proxy, regardless of number, constitute a quorum at a meeting of Members. Those Members present, in person or by proxy, at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of Members from such meeting.

**Section 8. Majority of Quorum.** Any action that may be taken at a meeting of the Members of the Community Centre must be taken by a majority of a quorum of the Members of the Community Centre, unless otherwise provided in these Bylaws.

**Section 9. Proxies.** At all meetings of Members, a Member may vote in person or by proxy executed in writing and signed by the Member or by his or her duly authorized attorney in fact. Such proxy must be filed with the Secretary of the Community Centre before or at the time of the meeting. No proxy is valid after eleven months from the date of its execution, unless otherwise provided in the proxy. Facsimile proxies will be accepted; email proxies will not.

**Section 10. Conduct of Meeting.** All meetings of Members are governed by Robert's Rules of

Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws or the South Carolina Nonprofit Corporation Act of 1994, as amended.

#### **ARTICLE IV. BOARD OF DIRECTORS**

**Section 1. Number, Tenure and Qualifications.** Effective February 10, 2007, the number of Directors of the Community Centre is nine persons, each of whom must be a Member of the Community Centre.

The term of office of a Director is three years and each Director is eligible to serve no more than two successive full terms as a Director. A Director having served two successive full terms cannot be elected to an additional three year term or selected to fill an unexpired term on the Board of Directors until the passage of one year from the end of the term of service, to the effective date of the term for which he or she is nominated, or the effective date to fill an unexpired term.

Each Director so elected is to hold office until his or her successor has been duly elected and qualified or until his or her death or until he or she resigns or has been removed in the manner hereinafter provided.

**Section 2. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the Board of Directors by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors.

A Director elected to fill a vacancy is elected for the unexpired term of his or her predecessor in office. Any replacement Director may run for election at the expiration of his or her replacement term and will be subject to the term limitations stated in Section 1 of this Article, except that if the replacement term is over one year, then he or she is eligible to be elected to only one three-year term.

**Section 3. Removal of Directors.** A Director may be removed by a two-thirds vote of the Members of the Community Centre present, in person or by proxy, and voting at a special or annual meeting of the Members, provided notice and purpose of such meeting is given to the Members.

**Section 4. Powers and Duties.** The business and affairs of the Community Centre are managed by its Board of Directors. The Board of Directors has the powers and duties necessary to

administer the affairs of the Community Centre and to manage the operation and maintenance of its property. In general, the Board of Directors has the responsibility to oversee the administration of the Community Centre and, subject to the provisions of these Bylaws and the South Carolina Nonprofit Corporation Act of 1994, as amended, to do all of those things necessary and reasonable to carry out the governing and operation of the Community Centre. Such powers and duties of the Board of Directors include, but are not limited to, the following:

a. To establish, make and enforce compliance with such rules, regulations and policies as may be necessary for the operation and use of all of the property owned by or under the control of the Community Centre.

b. To incur such costs and expenses as may be necessary to keep in good order, condition and to repair and replace all property owned by or under the control of the Community Centre.

c. To obtain and maintain all insurance for the Community Centre required or otherwise deemed advisable from time to time by the Board of Directors.

d. To prepare and adopt a budget for the Community Centre in a manner sufficient to determine the amount of the annual income needed and sufficient to meet the operating expenses and reserves of the Community Centre. The Board of Directors must approve changes in the allocation of operating expenses and other line items stated in the budget.

e. To borrow funds to pay for any expenditure or outlay required and to execute all such instruments evidencing and securing such indebtedness as the Board of Directors may deem necessary, subject to the authority granted by the provisions of these Bylaws. The persons who shall be authorized to execute promissory notes, security instruments and pledges of collateral on behalf of the Community Centre are: (a) the President or Vice President, Treasurer or Assistant Treasurer and (b) Secretary or Assistant Secretary.

f. To establish bank accounts for the separate deposit of the funds of the Community Centre.

g. To hold regular meetings at least monthly and to do so at the time and place established by the Board of Directors.

h. To cause all officers and employees having financial responsibilities to be bonded, if and as it may deem appropriate and economically feasible/practical.

i. To establish, and make appointments of Members to such committees deemed necessary to conduct the affairs of the Community Centre. The appointments are to be made upon the recommendation of the President, and with the advice and consent of the Board of Directors.

At the time a committee, board or commission is created by the Board of Directors, its purpose, authority, scope and power must be stated in the establishing resolution. The purpose, authority, scope and power may be changed from time to time by the Board of Directors.

j. To purchase and sell real and personal property and to enter into such real and personal property leases as may from time to time be in the best interests of the Community Centre.

k. To employ the services of a Certified Public Accountant.

**Section 5. Regular Meetings.** Regular meetings of the Board of Directors are, subject to the provisions of Article IX, open to the Members and are held without other notice than the schedule of meetings approved by the Board of Directors. The Board of Directors must provide, by resolution, the time and place for the holding of its regular monthly meetings, without other notice than such resolution. Such notice must be posted on the Community Centre's bulletin board, monthly newsletter, and website. Such time and place may be changed upon two weeks notice posted on the

Community Centre's bulletin board and website. The President, upon polling the Board of Directors, may cancel a regular meeting, when it is deemed unnecessary to have the meeting. Immediately following the decision to cancel a regular meeting, notice of such cancellation must be placed on the Community Centre's bulletin board and website.

**Section 6. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or by the Board of Directors. When requested by a majority of the Directors, the President must give notice of the meeting within four days of the request. Special meetings of the Board of Directors are, subject to Article IX, open to the Members.

**Section 7. Notice of Special Meeting.** Notice of any special meeting of the Board of Directors must be given at least six days prior thereto by written notice delivered personally or by email to each Director at his or her designated address. In addition, such notice must be posted on the Community Centre's bulletin board and website.

Any Director may waive notice of any meeting. The attendance of a Director at a meeting constitutes a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully or properly called or convened.

**Section 8. Agenda of Regular Board of Directors Meeting.** The agenda of all regular meetings of the Board of Directors shall include, but not be limited to the following:

Call to Order

Determine the Presence of a Quorum of Directors

Approval of Minutes of Last Meeting

Discussion of Matters Deferred to This Meeting

Report From the President

Report from Officers

Report From Directors

Committee Reports

Comments and Questions From Board Members

Statement of Matters Deferred to Next Meeting

Date of Next Meeting

Adjourn

**Section 9. Telephone Meetings.** Members of the Board of Directors may participate in any meeting of the Board of Directors, by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation constitutes presence at the meeting.

**Section 10. Quorum.** A majority of Directors constitutes a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. A quorum having been established at the beginning of a meeting, no further calls for the determination of a quorum may be heard.

**Section 11. Manner of Acting.** Unless otherwise stated in these Bylaws, the action of the

majority of the Directors, voting at a meeting at which a quorum has been established, constitutes an action of the Board of Directors.

**Section 12. Presumption of Assent.** A Director who is present at a meeting of the Board of Directors at which action on any Community Centre matter is taken is presumed to have assented to the action taken unless her or his dissent is entered in the minutes of the meeting or unless he or she files written dissent to such action with the Secretary or person acting as the clerk of the meeting, before the adjournment thereof or forwards such dissent by registered mail or email to the Secretary of the Community Centre immediately (within six hours) after the adjournment of the meeting. Such right to dissent does not apply to a Director who voted in favor of such action.

**Section 13. Rules of Conduct for Meetings.** The Board of Directors has the authority to establish such rules of conduct and procedures for the participation of Members at its meetings, as it may deem advisable from time to time. Such rules of conduct and procedures must be adopted by a majority of the Members of the Board of Directors, plus one.

**Section 14. Conduct of Meeting.** All meetings of the Board of Directors are governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Bylaws or the South Carolina Nonprofit Corporation Act of 1994 (as amended).

**Section 15. Action Without a Meeting.** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a majority of the Directors, unless such action requires a greater number of affirming Directors under these Bylaws.

**Section 16. Compensation.** No salary as Director and no fixed sum or expenses for attendance at meetings of the Board of Directors can be paid to a Director. Provided however, the Treasurer and Assistant Treasurer, should either or both be a Director, may receive a salary at the discretion of the Board of Directors.

**Section 17. No Waiver of Rights.** The omission or failure of the Community Centre, the Board of Directors, any committee appointed by the Board of Directors, to enforce the provisions of the Articles of Incorporation, these Bylaws or the rules, regulations and policies adopted pursuant hereto, shall not constitute or be deemed a waiver, modification or release thereof, and the Board of Directors or any such committees appointed by the Board of Directors shall have the right to enforce the same thereafter.

## **ARTICLE V. OFFICERS**

**Section 1. Number.** The officers of the Community Centre are a President, a Vice President, a Secretary, a Treasurer, and an Assistant Treasurer. The President and Vice President are to be elected from the Board of Directors. All other officers are to be elected from the Members, except the Board of Directors has the discretion to elect such other officers from among the Board of Directors.

Other officers and assistant officers, as may be deemed necessary, may be elected by the Board

of Directors. Any two or more offices may be held by the same person, except the offices of President, Vice President and Secretary. The officers of the Community Centre shall be persons of the age of eighteen years or older.

**Section 2. Election and Term of Office.** The officers of the Community Centre shall be elected annually by the Board of Directors at an organizational meeting held in executive session of the Board of Directors, immediately following the Annual Meeting of the Members. Officers so elected serve until the Annual Meeting of the following year. Each officer so elected is to hold office until his or her successor has been duly elected and qualified or until his or her death or until he or she resigns or has been removed in the manner hereinafter provided.

**Section 3. Removal.** Any officer may be removed by vote of a majority of the Board of Directors, plus one, whenever in its judgment, the best interests of the Community Centre will be served thereby.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. President.** The President:

- a. Presides at all meetings of the Board of Directors and all meetings of the Members and has the right and privilege to vote as any other Member of the Board of Directors.
- b. Sees that orders and resolutions of the Board of Directors are carried out and signs all leases, mortgages, deeds, promissory notes and other written instruments with the Secretary of the Association.
- c. Supervises the preparation of the agenda for all meetings of the Board of Directors and the Members.
- d. Performs such other customary duties incident to the office of President.

**Section 6. Vice President.** In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President must perform the duties of the President, and when so acting, has all the powers and duties of, and is subject to all the restrictions upon, the President. The Vice President performs such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

**Section 7. Secretary.** The Secretary:

- a. Is responsible for the taking and keeping of the minutes of the proceedings of the Members and of the Board of Directors. Sees that all notices are duly given in accordance with the provisions of these Bylaws.
- b. Is custodian of the Community Centre's records and of the seal of the Community Centre, should there be one, and sees that the seal of the Community Centre is affixed to all documents, the execution of which on behalf of the Community Centre is under its seal, is duly authorized or required. In regard to the Community Centre's records, sees that all such records are open for inspection by any Member, with forty-eight hours prior notice.
- c. Signs all leases, mortgages, deeds, promissory notes and other written instruments with the President of the Community Centre.
- d. In general, performs all duties incident to the office of Secretary and such other duties as

from time to time may be assigned to him or her by the President or by the Board of Directors.

**Section 8. Treasurer.** The Treasurer:

- a. Has charge and custody of and is responsible for all funds and securities of the Community Centre.
- b. Sees that all moneys due and payable to the Community Centre from any source whatsoever are received, properly accounted for, and then deposited in the name of the Community Centre in such banks, trust companies or other depositories as selected in accordance with the provisions of Article VIII of these Bylaws.
- c. Will present at the annual meeting of the Members, a complete income statement and balance sheet as of the end of the previous year and a projected budget for the ensuing year.
- d. In general, performs all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer may be bonded for the faithful discharge of these duties in such sum and with such surety or sureties as the Board of Directors shall determine, such bond to be at the expense of the Community Centre.

**Section 9. Assistant Treasurer.** The Assistant Treasurer is responsible for receiving and accounting for all income and maintaining records of such income, a copy of which is turned over to the Treasurer, along with the income for deposit by the Treasurer. In addition, the Assistant Treasurer sends an annual notice to donors, sufficient to satisfy the requirements of the Internal Revenue Service.

The Assistant Treasurer reports only to the President.

If required by the Board of Directors, the Assistant Treasurer may be bonded for the faithful discharge of these duties in such sum and with such surety or sureties as the Board of Directors shall determine, such bond to be at the expense of the Community Centre.

## **ARTICLE VI. COLUMBARIUM**

**Section 1. Creation.** The Columbarium located next to the All Faiths Chapel is a memorial garden created as a resting place for the ashes of deceased residents, property owners and their families. The Columbarium is supervised by a committee appointed by the Board of Directors. The Board of Directors and Columbarium Committee members are obligated to assure that the Columbarium is maintained and operated efficiently.

**Section 2. Separate Funds and Accounts.** A separate fund must be used to provide perpetual care maintenance of the Columbarium. Fund minimum and working amounts are determined by the Board of Directors, in conjunction with the Columbarium Committee.

## **ARTICLE VII. ELECTIONS**

**Section 1. Nominating Committee.** On or before the first day of December of each year, the President, with the advice and consent of the Board of Directors, must appoint a Nominating Committee consisting of three Members, two of whom must be members of the Board of Directors. The President is to designate one of the members of the Nominating Committee from the Board of Directors to act as chairman.

- a. The Board of Directors must inform the Nominating Committee of the number of Directors to be elected and the class year of such number. The class year is the year in which the term of the director ends.

b. On or before February 1, the Nominating Committee will prepare a list of nominees it feels are qualified for office, in accordance with the number and class year. The Nominating Committee's list of nominees shall consist of one nominee for each director to be elected. The report of the Nominating Committee is to be made at the Annual Meeting of the Members, and nominations will remain open at that meeting until closed by motion duly made seconded and passed. When the nominations are closed, the Members will elect the members of the Board of Directors from those nominated.

## **ARTICLE VIII. CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** Subject to the limitations stated in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Community Centre, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans can be contracted on behalf of the Community Centre and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors after the procedural requirements of these Bylaws having been met. Such authority may be general or confined to specific instances. Provided, however, in the event of a disaster which causes damage to the property of the Community Centre, the Board of Directors may, upon the approval of two-thirds of its members voting, enter into a short term loan, not to exceed one year, for funds necessary to complete the repairs of such damaged property.

**Section 3. 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 Community Centre, are to be signed by such officer or officers, agent or agents of the Community Centre and in such manner as from time to time may be determined by resolution of the Board of Directors.

**Section 4. Deposits.** All funds of the Community Centre are to be deposited from time to time to the credit of the Community Centre in such banks, savings institutions, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE IX. EXECUTIVE SESSION OF BOARD OF DIRECTORS**

**Section 1. Calling an Executive Session.** The Board of Directors may call an executive session for the following reasons:

- a. To discuss the reputation, character, physical condition or mental health of a member of the Board of Directors.
- b. To discuss strategy with respect to litigation, if an open meeting may have a detrimental effect on the Community Centre's bargaining or litigating position.
- c. To discuss charges of misconduct of employees, agents and general contractors of the Community Centre.
- d. To consider the purchase, exchange, lease, or value of real property, if an open meeting may have a detrimental effect on the negotiation position of the Community Centre.
- e. To receive legal advice on any matter.

**Section 2. Procedure for Convening an Executive Session.** The following procedure must be followed when convening an executive session of the Board of Directors.

- a. The vote to call an executive session must be held in an open meeting.

- b. The President must announce the purpose or purposes of the executive session, which will serve as a specific limitation on the matters to be discussed during the executive session.
- c. A majority of the Board of Directors present must vote to go into executive session in the open meeting.
- d. The President must announce whether the regular meeting of the Board of Directors will reconvene in open session following the executive session.
- e. Should the Board of Directors vote in executive session, such vote must be recorded in the minutes of the reconvened meeting of the Board of Directors, or during the next regular meeting of the Board of Directors, but the matter discussed shall not be made available to the members or anyone else until decided by the Board of Directors and published in the minutes.

## **ARTICLE X. DIRECTOR OR OFFICER CONFLICTS OF INTEREST**

**Section 1. Conflict of Interest Transaction.** No Director or officer of the Community Centre, or any Family Member of such Director or officer, or any corporation, partnership, association, trust or other entity in which such Director or officer, or Family Member of such Director or officer, serves as a director, officer, partner or trustee, or has a financial interest shall be permitted to enter into any contract or transaction with the Community Centre unless:

Such Director or officer discloses to the Board of Directors the material facts as to his or her or his or her Family Member's relationship with or interest in the entity proposing to enter into the contract or transaction with the Community Centre, and the Board of Directors authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors (even though the disinterested Directors may constitute less than a quorum).

**Section 2. Definition of Family Member.** For the purpose of this Article X, the term 'Family Member' means children, the spouses of children, brothers and their spouses, sisters and their spouses, parents, spouse, and the parents of a spouse.

**Section 3. Remedies for Violation of Conflict of Interest Requirements.** If a Director or officer of the Community Centre, or any Family Member of such Director or officer, or any corporation, partnership, association, trust or other entity in which such Director, officer or Family Member of such Director or officer serves as a director, officer, partner or trustee, or has a financial interest, enters into any contract or transaction with the Community Centre without complying with the requirements described above, the Board of Directors may, in its sole discretion:

- a. Void the contract or transaction in its entirety and recover from such Director or officer any damages and expenses suffered or incurred by the Community Centre as a result of the contract or transaction; or
- b. Modify the price and terms of the contract or transaction so that the Community Centre receives a price and terms comparable to what the Community Centre would receive in an arm's-length negotiation.

## **ARTICLE XI. INTERPRETATION OF BYLAWS**

**Section 1. Authority of Board of Directors.** The Board of Directors has the power and authority to determine the interpretation or construction of the Bylaws, or any parts thereof, which may be in conflict or of doubtful meaning, and its decision is final and conclusive, provided the procedure set forth below is followed.

In the event there is a conflict between the governing documents, the following order of priority is to apply: first, the South Carolina Code of Laws; second, these Bylaws.

**Section 2. Procedure.** When it is felt that, (a) any parts of the Bylaws are in conflict or there is doubtful meaning of a part of the Bylaws, the Board of Directors must, by resolution stated in positive language, vote on such meaning or conflict. Should the motion receive affirmative votes from a majority of the members of the Board of Directors, plus two, it must be placed in the minutes of that meeting and distributed in the manner of the distribution of all draft minutes of meetings of the Board of Directors, including being posted on the Community Centre’s bulletin board and website. At the next following regular meeting of the Board of Directors, the motion is to be read and another vote taken. Should the second reading of the motion receive affirmative votes from a majority of the Members of the Board of Directors, plus two, the motion is deemed the resolution of the conflict or clarification of the doubtful meaning.

**Section 3. Form of Resolution.**

(a) Resolved, that the term \_\_\_\_\_ found in Article \_\_\_\_, Section \_\_\_\_ of the Bylaws be interpreted \_\_\_\_\_ to \_\_\_\_\_ mean \_\_\_\_\_

(b) Resolved, that there appearing to be a conflict in the provisions of Article \_\_\_\_, Section \_\_\_\_ and Article \_\_\_\_, Section \_\_\_\_ of the Bylaws such conflict is resolved by determining \_\_\_\_\_

**ARTICLE XII. INDEMNIFICATION**

The Community Centre will indemnify and hold harmless any person who serves or has served as a director, officer, employee or agent of the Community Centre against expenses (including reasonable attorney’s fees), judgments, fines, taxes, penalties, interest and payments in settlement, in connection with any threatened, pending or completed action or proceeding, and to pay any such expenses in advance of the final disposition of any such action or proceeding, arising out of his or her status as such, in the good faith exercise of his or her duties. The Community Centre is specifically empowered and authorized to purchase and maintain, at the expense of the Community Centre, insurance on behalf of any such director, officer, employee or agent against any liability asserted against him or her in such capacity.

**ARTICLE XIII. FISCAL YEAR**

The fiscal year of the Community Centre begins on January 1 and ends on December 31 in each year.

**ARTICLE XIV. ARTICLE XV. WAIVER OF NOTICE**

Whenever any notice is required to be given any Member or Director of the Community Centre under the provisions of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, constitutes the equivalent to the giving of such notice.

#### **ARTICLE XV. AMENDMENTS**

These Bylaws may be altered, amended, repealed and new Bylaws adopted by a majority affirmative vote of the Members at any regular or special meeting of the Community Centre, provided a copy of such proposed change must appear in the Community Centre's monthly newsletter published immediately prior to such meeting. In addition, such notice must be posted on the Community Centre's bulletin board and website and communicated via email to Members through various social media and email lists so as to include as many Members as possible in the communications, within the time limitations stated above.

Action to amend the Bylaws may be initiated by the Board of Directors or by petition of twenty five or more Members.

#### **ARTICLE XVI. SUPERSEDER**

Effective February 10, 2016, these Bylaws supersede all prior Bylaws of the Community Centre, and all amendments thereto.

#### **ARTICLE XVII. DISSOLUTION**

In the event of dissolution of the Community Centre, all real and personal property then owned by the Community Centre shall be conveyed, transferred and paid over to such charitable corporation or purposes, certified as income tax exempt by the Internal Revenue Service, in such shares, amounts and proportions as the Board of Directors shall select and determine as being most in furtherance of the Community Centre's purposes and in no event shall any of the assets of the Community Centre accrue to the individual benefit of any Director, Officer or Member except that the Board of Directors may, in their discretion, pay salaries for work actually performed and shall reimburse Directors and Officers for their out of pocket expenses.