

ALLIANCE FOR

HISPANIC
ADVANCEMENT

AHA By-Laws

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BY LAWS
OF THE ALLIANCE FOR
HISPANIC ADVANCEMENT

May 4, 1995 With Amendments Dated October 28, 1997 Incorporated

**WITH AMENDMENTS-ADOPTED
MARCH 9, 2010 & September 11, 2012**

ARTICLE I

Name, Office, Seal

- Section 1 This Non-Profit Organization shall be known as the ALLIANCE FOR HISPANIC ADVANCEMENT or THE ALLIANCE.
- Section 2 The principle office of the Corporation shall be located within the County of Sutter or County of Yuba and may be changed at any time, or from time to time, at the discretion of the Board of Directors.
- Section 3 The corporate seal of the Corporation, if one is desired and provided for, shall have inscribed thereon the name of the Corporation and the year of its corporation.

ARTICLE II

Purpose and Objectives

- Section 1 Mission Statement of the Alliance shall be to take a leadership role in improving the quality of life for people of Hispanic heritage in our local communities. Alliance for Hispanic Advancement intends to accomplish this mission through community action, educational enhancement and economic development.
- Section 2 To develop and recognize leadership skills of Hispanics.
- Section 3 To maximize the participation of Hispanics in business, civic, and governmental affairs.
- Section 4 To create a public presence on behalf of members.
- Section 5 To promote a positive and accurate image of members as businesspersons, consumers, and individuals.
- Section 6 To build a partnership between members and the leaders of the private and public sectors.
- Section 7 Limitations of Methods. The Alliance shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501-(c)3* of the Internal Revenue Code. Membership is open to all without regard to race, color, creed, age, handicap, or sex.

ARTICLE III

Members, Directors, And Officers

- Section 1 Management: The business and affairs of the Corporation shall be managed by the Board of Directors.
- Section 2 Compensation: The Corporation shall not compensate its Members, Directors, or Officers for their services as such, however, the Board, by Resolution, may provide for payments to Members, Directors, or Officers to defray actual expenses incurred in pursuit of their corporate responsibilities, and may compensate, at fair market value, services rendered in

capacities other than Member, Director or Officer. **Amendment to the Bylaws-March 9, 2010**

Section 3 General Members. Any person(s) or group associated with, concerned with, or interested in actively participating in community action, educational and economic development and improving the quality of life for Hispanics.

Section 4 Admission to Membership: Any person(s) or entity shall be admitted to membership only on the approval of the Board of Directors based upon an application submitted by such person in such form and in such manner as shall be prescribed by the Board of Directors and the first annual dues as specified in below.

Section 5 Admission to membership shall require the majority vote of the Board of Directors.

Section 6 Applications for Membership: Applications for membership shall be made in writing to the Board of Directors, and the application shall be regarded as guarantee on the part of the applicant of their interest in and sympathy with the purpose of the Alliance, and their adherence, if elected, to its by-laws, rules and regulations.

Section 7 Non-liability of Members: A member shall not solely, because of such membership, be personally liable for the debts, obligations or liabilities of the Alliance.

Section 8 Number of Memberships: Any person or entity as defined in Section 4 above shall be limited to one membership.

Section 9 Termination:

- a. A member may resign from the Alliance upon a written/verbal request to the Board of Directors. **Email/electronic message to the President is also acceptable. The President must print out a hard copy for the Secretary for proper record retention***
- b. A member may be terminated for:
 1. Nonpayment of annual dues after 60 days on or before their due date, unless extended by the Board of Directors.
 2. Conduct unbecoming a member or prejudicial to the aims or repute of the Alliance. If the Board of Directors determines that termination is warranted, the member to be terminated shall be given fifteen (15) days' notice of the intended termination by Certified Mail addressed to the member at the last address shown on the records of the Alliance.

The Notice shall state the reason for termination, the effective date, and a time and place for a rebuttal hearing. The request to be heard may, at the election of such member, be oral or in writing notification to the Alliance address and shall occur not less than five (5) days before the effective date of the termination.

The Board of Directors shall conduct the hearing at the time and place set forth in the Notice.

The Board conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The Board shall have the exclusive power and authority to decide upon the notice of termination. ***Amendment to Bylaws-March 9, 2010**

c. *Any member terminated for conduct unbecoming should render all properties o the Alliance for Hispanic Advancement. (10-28-97 amendment to 5-4-95 by-laws).*

*Section 9 Effect of Termination. (DELETED) All rights of a member in the Alliance shall cease upon Termination of such member’s membership. Termination shall not relieve the Member from any obligation for charges incurred or dues owed. (10-28-97 amendment to 5-4-95 by-laws)

Section 10 Dues: The annual dues shall be in such amounts as shall be determined by resolution of the Board of Directors. Such determination is to be reviewed annually in conjunction with the Budget approval by a two-thirds (2/3) vote of the total Board of Directors.

Section 11 Voting Privileges: Every general member of the Alliance in good standing is entitled to one vote in any general election, referendum or membership meeting No voting by proxy shall be permitted. Absentee voting is not allowed.

Any person/business paying for more than one membership would be entitles to only one vote. (10-28-97 amendment to 5-4-95 by-laws)

ARTICLE IV

Meetings of Members

Section 1 Meetings: There shall be a meeting of the general membership held annually during the month of March. Notice shall be provided in the manner set out in Section 3 below.

Section 2 Notice of Board of Directors: The Board may call special meetings of the general membership whenever it may be considered necessary or desirable.

Section 3 Notice of Meeting: Notice of the annual meeting of the general membership shall be given at least four (4) days in advance. In the case of a special or emergency meeting, notice shall be given at least 24 hours in advance. Notice of meeting shall be given to each member who on the record date for notice of the meeting is entitled to vote at the meeting. The Notice shall state the place, date and time of the meeting and,

- a. In the case of a special or emergency meeting, the general nature of the business to be transacted, or
- b. In the case of the annual meeting, those matters which the Board, at the time the Notice is given, intends to present for action.

Section 4 Special Meeting: May be called by the Membership. The Board of Directors shall call a meeting of the membership upon petition signed by not less than 25% of the members.

Section 5 Quorum for Meetings: A quorum shall consist of twenty-five (25%) of the general membership. Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by a least a majority of the members still present. In the absence of a quorum, information may be disseminated but no business transacted until a quorum is obtained. Any member may ask for adjournment if no quorum is present.

Section 6 Voting: Each general member, as defined in Article III, Section 3 is entitled to one (1) vote on any matter submitted to a vote of the membership. Cumulative voting shall not be

authorized for any purpose. There shall be no voting by proxy. Absentee voting is not allowed.

Section 7 Action Without Meeting by Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board of Directors shall individually or collectively consent in writing to such action. The written consent shall be filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as the unanimous vote of the Board of Directors. As Defined in Article V, Section 14. Unless otherwise provided by these bylaws, and subject to any guidelines and procedures that the Board may adopt from time to time, the terms “written” and “in writing” as used in these bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or email, provided (1) for electronic transmissions to this Corporation, this Corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and (2) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into clearly legible tangible form. (*Amendment by-laws 09/11/2012*)

Section 8 Conduct of General Meetings: Meetings of the Alliance shall be presided over by the President of the Board, or in his/her absence by the Vice-President of the Board, or *the Secretary/Treasurer (10-28-97 amendment to 5-4-95 by-laws)* or in the absence of each of these persons, by a Chairperson (*10-28-97 amendment to 5-4-95 by-laws*) chosen by a majority of the general members present at the meeting. The Secretary of the Board shall act as Secretary of all general meetings, provided that in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert’s Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these by-laws, with the Articles of Incorporation of this corporation, or with the provisions of law

ARTICLE V

Directors

Section 1 Number: The Alliance shall have *eleven (11) total in the Board of Directors, including officers (10-28-97 amendment to 5-4-95 by-laws)* and collectively they shall be known as the Board of Directors. The number may be changed by amendment of these by-laws, or by repeal of these by-laws, as provided in these by-laws. **The number of Directors shall constitute 25% of the general membership. ***

Section 2 Qualifications: Any person or representative of a person or entity who is a regular member of the Alliance in good standing shall be qualified to serve on the Board of Directors.

Section 3 Powers: The activities and affairs of this Alliance shall be conducted by or under the direction of the Board of Directors.

Section 4 Duties: It shall be the duty of the members of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Article of Incorporation of this Alliance, or by these by-laws, including, but not limited to providing general direction, and long-range planning and execution for the Alliance’s purpose and objectives.

- b. Appoint and remove, and, except as otherwise provided by these by-laws, prescribe the duties of all officers or agents of this Alliance.
- c. Supervise all officers or agents of the Alliance to assure that their duties are performed properly.
- d. Meet at such times and places as required by these by-laws.
- e. Register their addresses with the Secretary of the Alliance, and notices of meetings mailed to them at such addresses shall be valid notices thereof.

Section 5 Terms of Office:

- a. *One-half of the directors shall be elected annually and shall take office on June 1st*

****Amendment to Bylaws-March 9, 2010***

next following their election, and shall hold office for two years from that time, or until their successors shall have been elected and qualified, with the exception that at the first election held after the adoption of this constitution and by-laws, one half of the directors shall be elected for two years' terms and the other one half of the directors shall be elected for one year terms. (10-28-97 amendment to 5-4-95 by-laws)

- b. *The election shall be by ballot by those present and qualified to vote. A plurality vote shall be necessary to elect. (10-28-97 amendment to 5-4-95 by-laws)*
- c. *Vacancies on the board of Directors shall be handled in accordance with Article V, Section 17. (10-28-97 amendment to 5-4-95 by-laws)*

Section 6 Conflict of Interest: Members of the Board of Directors shall not:

- a. Engage in any employment, activity or enterprise for compensation which is incompatible, inconsistent, in conflict with, or inimical to his/her duties as a board member.
- b. Be financially interested in any contract made by them in their official board capacity and
- c. Influence the execution of contracts of any other matters directly or indirectly to promote their personal interests.

Section 7 Place of Meetings: Regular meetings of the Board shall be held at the place and time as determined from time to time by the resolution of the Board of Directors.

Section 8 Regular Meetings: Regular meetings of the Board of Directors shall be held at least monthly. The meeting dates shall be determined by a majority of the Board of Directors.

Section 9 Special Meetings: Special meetings of the Board of Directors may be called by the President of the Board, Vice-President, the Secretary/*Treasurer (10-28-97 amendment to 5-4-95 by-laws)* or by 25 % of the total membership and such meeting shall be held at the place designated by the person or persons calling the meeting.

Section 10 Notice of Regular Meetings: Regular meetings of the Board may be held without notice.

Section 11 Notice of Special Meetings: Special meetings of the Board shall be held upon two (2) days' notice by first class mail or notice delivered personally by telephone or telegraph.

If sent by mail or telegram, the Notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the Telegraph Company.

Such notices shall be addressed to each member of the Board of Directors at his or her address as shown on the books of the Alliance.

Notice of time and place of holding an adjourned meeting need not be given to absent Board members if the time and place of the adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting.

Notice shall be given of any adjourned regular or special meeting to Directors absent from original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Phone call vote may be made in case of emergencies and such action will be submitted to the board for approval. (10-28-97 amendment to 5-4-95 by-laws)

Section 12 Contents of Notice: Notice of meetings not herein dispensed with shall specify the place, day and hour of meeting. The purpose of any Board meeting need not be specified on the notice.

Section 13 Waiver of Notice and Consent to Holding Meetings; The transaction or any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereafter defined, is present and provided that either before or after the meeting each Board member not present signs a waiver of notice, a consent to holding the meeting, or approval of the minutes thereof. All such waivers, consents or approvals shall be made a part of the minutes of the meeting.

Section 14 Quorum for Meetings: A quorum shall consist of fifty-one (51) percent of the seated Board of Directors. No business shall be considered by the Board at any meeting at which a quorum is not present. The Board members present at a duly called and held meeting at which a quorum is initially present may continue to do business even if one or more Board members leave the meeting resulting in the loss of a quorum, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such a meeting. Every act or decision done or made by a majority of the Board members present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

Section 15 Conduct of Meetings: Meetings of the Board of Directors shall be presided over by the President of the Board, or in his/her absence by the Vice-President of the Board or *Secretary or Treasurer (10-28-97 amendment to 5-4-95 by laws)* or in the absence of each of these persons, by a *Chairperson (10-28-97 amendment to 5-4-95 by-laws)* chosen by a majority of the Board members present at the meeting.

The Secretary of the Board shall act as Secretary at all meetings of the Board, provided that in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar, as such rules are not inconsistent with or in conflict with these by-laws, with the Articles of Incorporation of the Alliance, or with provisions of law.

Section 16 Action by Unanimous Written Consent Without Meeting: Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent

in writing to such action. For all purposes of this section only, “all members of the Board” shall not include any “interested director” as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Board members.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the by-laws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 17 Vacancies: Vacancies on the Board of Directors shall exist: 1) whenever a Board member’s term of office has expired, 2) on the death, resignation, or removal of any Board member, and 3) whenever the number of authorized Board members is increased. Board of Directors may declare vacant the office of a Board member who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 et seq. of the California Nonprofit Public Benefit Corporation Law.

Vacancies on the Board may be filled by a majority vote of the Board members **by the Board selection process*** A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors.

Section 18 Terminations: The Board of Directors may declare vacant the office of a Board member who has missed three consecutive Board meetings. Board members may be removed without cause by a majority of; the members of the Board of Directors then in office.

Any Board member may resign effective upon giving written **or electronic*** notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. **If notification was received electronically, the President must print out notification to give to the Secretary for proper record retention. ***

Section 19 Non-Liability of Board Members: The Board members shall not be personally liable for the debts, liabilities, or other obligations of the Alliance.

Section 20 Indemnification by Alliance of Board Members, Officers, and Other Agents: To the extent that a person, who is, or was, a Board member, officer or other agent of this Alliance has been successful on the merits in defense of any civil, criminal, administrative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Alliance, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claims or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Alliance but only to the extent allowed by, and in accordance with the requirements of, Section 5230 of the California Nonprofit Public Benefit Corporation Law.

Article VI
Officers

- Section 1 Number of Officers: The officers of this Alliance shall be a President, a Vice-President, a Secretary, and a Treasurer.
- Section 2 Election and Term of Office: Officers shall be elected from the Board membership by a majority vote of the Board of Directors at the annual meeting of the Board of Directors. Officers shall be elected to one-year terms and may be re-elected until such time as their term of office as a Board member has expired. The annual meeting of the Board of Directors will occur in June of each year designated.
- Section 3 Removal and Resignation: the Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Board. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein.
- Section 4 Vacancies: Any vacancy caused by the death, resignation, removal, disqualification, or ***Amendment to Bylaws-March 9, 2010**
- Otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy
- Section 5 Duties of the President. The President shall:
- a. Plan and develop, the agenda for all meetings of the Board of Directors
 - b. Preside at all meetings of the Board
 - c. Appoint officers as vacancies arise during except for the office of President
 - d. Appoint committee members
 - e. Serve as an ex-officio member of all committees
 - f. *Can call a special meeting (10-28-97 amendment to 5-4-95 by-laws)*
- Section 6 Duties of the Vice-President.
- a. The Vice-President shall assume the duties of the President in his/her absence
- Section 7 Duties of the Secretary.
- a. The Secretary shall certify and keep the original, or copy, of these by-laws as amended or otherwise altered to date as well as record the minutes of all Board of Director meetings.
 - b. The Secretary will also keep a book of minutes of all meetings including minutes of committee meetings.
 - c. *The Secretary shall assume duties of President/Vice President only in their absence. (10-28-97 amendment to 5-4-95 by-laws)*

Section 8

Duties of the Treasurer. The Treasurer shall:

- a. Have charge and custody of, and be responsible for all funds and securities of the Alliance, and deposit all such funds in the name of the Alliance in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b. Receive, and give receipt for, monies due and payable to the Alliance from any source whatsoever
- c. Disburse or cause to be disbursed the funds of the Alliance as may be directed by the Board of Directors, taking proper vouchers for such disbursements
- d. Keep and maintain or cause to be kept and maintained adequate and correct accounts of the Alliance's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses
- e. Exhibit at all reasonable times the books, accounts and financial records to any Board member of the Alliance or to his or her agent or attorney, upon request therefore
- f. Render to the President and members of the Board whenever requested, an account of any or all of his/her transactions as Treasurer and of the financial condition of the Alliance
- g. Prepare, or cause to be certified, the financial statements to be included in any required reports
- h. In general, perform all duties incident to the office of Treasurer and such other duties a may be required by law, by the Articles of Incorporation of the Alliance, or by these by-laws, or which may be assigned to him or her from time to time by the Board of Directors.
- i. *Treasurer: to maintain two separate bank accounts, one for administration and one for Scholarships. Such account funds may not be transferred from one account to another without Board approval. (10-28-97 amendment to 5-4-95 by-laws)*
- j. *Assume the duties of President/Vice President/Secretary only in their absence (10-28-97 amendment to 5-4-95 by-laws)*

Section 9

Duties of the Financial Secretary. Financial Secretary shall:

- a. Assist the Treasurer with all duties incident to the office of the Treasurer and such other duties a may be required by law, by the Articles of Incorporation of the Alliance, or by these by-laws, or which may be assigned to him or her from time to time by the Board of Directors.
- b. Financial Secretary will look over an accountant's work, double-checking financial forms and tax papers to make sure they are free from errors.
- c. Financial Secretary will compile data for financial reports, correct identified discrepancies and maintain AHA general ledger.
- d. Financial Secretary will account membership dues received.
- e. Financial Secretaries may have to make deposits to the bank, if Treasurer is unable to deposit monies.
- f. Financial Secretary will take the deposit receipts and enter it into their records.

- g. Additional job duties may be assigned to ensure the Alliance for Hispanic Advancement operations are efficient.

ARTICLE VII
Parliamentarian

- Section 1 Duties of the Parliamentarian;
- a. Parliamentarian must be an AHA member in good standing.
 - b. Appointed by the AHA Board.
 - c. Report to the Executive Board
 - d. Attend and assume the role of Parliamentarian during the meetings.
 - 1. Function in the role of the Parliamentarian as a non-voting and impartial member.
 - 2. Assist and support the President in maintaining order and adhering to time schedules as approve by the Board or AHA membership
 - e. Be available to confer with the President as needed.
 - f. Be available to meet with the Board at meeting whenever needed, as assigned by the President.
 - g. Be available to the membership during normal conference hours or after meetings to answer questions about the role and function of the Parliamentarian and Parliamentarian Procedure.
 - h. Be available to work on other tasks as assigned by the President.
 - i. Assist with coordination of motions and resolutions as requested.
 - j. Assist with elections and voting procedures.
 - k. Other services as determined by the President.
 - l. Provide full philosophical support for the Board in all matters related to the conference and meetings. (*amendment by-laws 09/11/2012*)

ARTICLE VIII
Committees

- Section 1 Duties of Membership. The Board of Directors shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who were not also members of the Board. *Committee chair-members shall be appointed by the President and approved by the Board (10-28-97 amendment to 5-4-95 by-laws).* The Board shall appoint committee members. These committees shall act only in an advisory capacity to the Board and shall be clearly titled as “advisory” committees.

ARTICLE IX
Execution of Instruments, Deposits and Funds

- Section 1 Execution of Instruments. The Board of Directors, except as otherwise provided by these by-laws, may authorize any officer or agent of the Alliance to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Alliance, and such authority may be general or confined to specific instances.

Unless so authorized, no officer or agent shall have any power of authority to bind the Alliance by any contract or engagement or to pledge its credit to render it liable monetarily for any purpose or in any amount.

- Section 2 Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Alliance shall be signed by any two of the following; Treasurer, President, or Vice President.

Section 3 Deposit. All funds of the Association shall be deposited from time to time to the credit of the Alliance 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 Alliance any contribution, gift, bequest, or devise for the charitable or public purpose of this Alliance.

Gifts must be specified by the donator if for Administration or Activities. (10-28-97 amendment to 5-4-95 by-laws)

ARTICLE IX

Amendment of By-Laws

Section 1 Amendment. These by-laws may be amended or repealed *by (10-28-97 amendment to 5-4-95 by-laws)* two-thirds (2/3) vote of the Board of Directors.