

# LOW IMPACT HYDROPOWER INSTITUTE

## BY-LAWS

### ARTICLE I

#### GOVERNING BOARD

SECTION 1. MANAGEMENT: Subject to any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs of the Low Impact Hydropower Institute (“the Corporation”) shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, known as the Governing Board. The Governing Board will conduct business as appropriate to advance the goals and objectives of the Low Impact Hydropower Institute, including those tasks outlined in the Low Impact Hydropower Certification Program’s Certification Handbook. The Governing Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 2. BALANCE OF VOTING BOARD MEMBERS: One half or more of the Governing Board members shall be from Environmental Organizations. For the purposes of these by-laws, “Environmental Organization” shall mean a private non-profit organization with a primary purpose of environmental protection. The remainder of the voting members shall be from industry or organizations such as: recreational boating, resource agencies, native American tribes, recreational fisheries, commercial fisheries, small consumer advocacy organizations, academic posts with industry interests, or others the Governing Board deems appropriate. In addition, the Governing Board shall ensure regional representation. While serving in an individual capacity, Governing Board members serve by virtue of their organizational affiliation.

SECTION 3. NUMBER OF VOTING BOARD MEMBERS: The number of Board Members shall be as elected annually by the Governing Board less any resignations and shall be no more than 21, nor less than seven.

SECTION 4. NON-VOTING BOARD MEMBERS: Non-voting members shall be notified of and may participate in all Governing Board proceedings. The non-voting members shall be selected from among the Appeals Panel Chair (or co-chairs), the Hydropower Industry Advisory Panel Chair (or co-chair), the Renewable Markets Advisory Panel Chair (or co-chairs), Technical Advisors, or others the Governing Board deems appropriate.

SECTION 5. ADVISORY PANELS: The Governing Board shall establish Advisory Panels to advise the Board on various technical issues. These panels and their members are not parties to decisions on certification, and, therefore, are not subject to liability and indemnification.

(a) HYDROPOWER INDUSTRY ADVISORY PANEL: The Hydropower Industry Advisory Panel will advise the Institute’s Governing Board on industry concerns related to the Low Impact Hydropower Certification Program, including the criteria; implementation; certification process; technical issues related to hydropower projects, operations and management; and on other matters as requested by the Governing Board. Membership on the Hydropower Industry Advisory Panel shall be at the invitation of the Governing Board. Panel members shall either: (a) Own or lease a hydropower facility; or (b) Be engaged, directly or indirectly, in the manufacture of hydropower equipment; the development, financing, operation, maintenance or marketing of hydropower facilities; or in providing services to the hydropower industry. The Panel will be composed of five to 15 members. The Hydropower Industry Advisory Panel will be led by the Advisory Panel Chair (or Co-Chairs), who will sit as a non-voting member of the Governing Board. Advisory Panel meetings will be open to any member of the hydropower industry.

(b) RENEWABLE MARKETS ADVISORY PANEL: The Renewable Markets Advisory Panel will advise the Institute's Governing Board on strategies that facilitate greater participation by Certified projects in renewable energy markets, both voluntary and compliance oriented. The Renewable Markets Advisory Panel will be composed of five to 15 representatives from the energy markets community and other qualified individuals as the Governing Board deems appropriate. Membership on the Renewable Markets Advisory Panel shall be at the invitation of the Governing Board. The Renewable Markets Advisory Panel will be led by a Renewable Markets Advisory Panel Chair (or Co-Chairs), who will sit as a non-voting member of the Governing Board.

(c) EXECUTIVE ADVISORY PANEL: The Executive Advisory Panel will advise the Governing Board's Chair on strategies to enhance the overall effectiveness and durability of the corporation. It will consist of former officers of the corporation and others as the Governing Board deems appropriate. Membership on the Executive Advisory Panel shall be at the invitation of the Chair.

SECTION 6. TERM OF OFFICE: For the first two years, all Board Members will remain in office. Upon the end of the first two years, Governing Board members will be divided into three classes to serve a one, two, and three year term. Every year thereafter, one-third of the Governing Board will be renewed and those new members shall be appointed by the Governing Board from a list submitted by any interested parties. After terms are staggered at the end of the first two years, Governing Board Members shall be appointed for a term of three years. Each term shall begin on the day of the Corporation's annual meeting and shall expire on the day of the annual meeting three years thereafter. For the purposes of this article, a year is desired as the periods between two successive annual meetings.

SECTION 7. TERM LIMITATIONS: No director may serve more than three successive three-year terms, unless the Governing Board votes to extend that Director's term for an additional three years (a vote of two-thirds majority of the Board Members present is necessary) A person who has formerly served as a Director for three successive three-year terms and has not been granted a term extension, may be elected again to the Board of Directors provided there has been a period of at least one year between the expiration of the former term(s) and the new term. For purposes of this section, the initial two-year term plus the succeeding term of one, two, or three years shall count as a single term.

SECTION 8. VACANCIES: In case of any vacancy in the Governing Board through death, resignation, disqualification or other cause, a majority of the remaining Board Members shall elect a successor, within sixty (60) days after such vacancy, to hold office for the unexpired portion of the term of the Member whose place shall be vacant. Such term shall not count for the purposes of the term limitations of Section 7 if it is less than two years.

SECTION 9. PLACE OF MEETING: The Board Members may hold their meetings in such place or places as the Board Chair may from time to time determine.

SECTION 10. REGULAR MEETINGS: The regular meetings of the Governing Board shall be held quarterly on the day and time and location designated in the notice of said meeting. One of such regular meetings shall be designated the annual meeting and shall be held within six months following the end of the calendar year. The number of regular meetings may be decreased or increased by Chair based on need and work load.

SECTION 11. SPECIAL MEETINGS: Special meetings of the Governing Board shall be held whenever called by the Chair Person, Secretary or Treasurer. Board Members may also request a special meeting from the Chair and the Chair shall be required to call such a meeting upon request of any two Board Members.

SECTION 12. NOTICE OF MEETINGS REQUIRED: It shall be the duty of the Secretary to cause notice of Meetings of the Governing Board to be mailed to each Governing Board member and all advisors and panel members at least ten (10) days prior to the date of the meeting. At any meeting at which every Board Member shall be present, even though without notice, any business may be transacted.

SECTION 13. QUORUM: A majority of the Board Members present at the beginning of a meeting shall constitute a quorum for the transaction of business. A lesser number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. Board Members and any panel designated by the Board Members, may participate in a meeting of such Governing Board or panel by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such a manner shall constitute presence in person at such meeting for all purposes.

SECTION 14. VOTING: At each meeting of the Governing Board, every voting Governing Board member shall be entitled to one vote. The votes need not be by ballot except upon demand of any Governing Board member. Votes by ballot shall be administered confidentially by the Secretary. The Governing Board may hold votes by e-mail, so long as the vote is subsequently ratified at the next regularly scheduled Governing Board meeting.

SECTION 15. RECUSAL FROM VOTING: Board Members will recuse themselves from voting on certification applications where they have a direct financial, legal or administrative interest in the outcome of the decision. The Governing Board may develop specific policies to govern conflict-of-interest procedures.

SECTION 16. PUBLIC MEETINGS: Governing Board debate and voting on contested, or otherwise controversial, certification applications (as determined by the Board) will be conducted at an open meeting. The Governing Board may also meet in executive session when needed.

SECTION 17. ACTION WITHOUT A MEETING: Any action required or permitted to be taken by the Governing Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action; provided, however, that the preceding provision shall not include the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in § 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 and shall have the same force and effect as the unanimous vote of such directors.

SECTION 18. VOTE NECESSARY: A vote of two-thirds majority of the Board Members present and voting shall be necessary for Governing Board decisions on: (1) certification applications and appeals, unless an application is within a category that the Board has delegated to the Technical Committee or staff, in which event that entity will make the decision; (2) amendments to requirements of the Low Impact Hydropower Certification Program; and (3) amendments to bylaws of the Low Impact Hydropower Institute. A vote of a majority of the Board Members present and voting shall be necessary for all other Governing Board decisions. In no event may Governing Board action be taken without the affirmative vote of at least three Board Members. No vote may be taken without a quorum of Board Members present.

SECTION 19. ORDER OF BUSINESS; PRESIDING OFFICER: At meetings of the Governing Board, business shall be transacted in such order, as from time to time the Board Members may determine by resolution. At all meetings of the Governing Board, the Chair Person or his or her designee shall preside.

SECTION 20. ELECTION OF THE GOVERNING BOARD: At the first meeting of the Governing Board in each year (at which a quorum shall be present), the Governing Board shall proceed to the election of the Governing Board Members of the Low Impact Hydropower Institute.

SECTION 21. LIST OF GOVERNING BOARD: At each election of Governing Board members, a full, true and complete list in alphabetical order, of all of the Governing Board entitled to vote at such election, certified by the Secretary, shall be furnished.

SECTION 22. REVIEW OF CERTIFICATION CRITERIA: The Governing Board will annually review the Low Impact Hydropower Certification Program to ensure that it meets its goals and objectives. The Governing Board will also periodically review the goals, objectives and accomplishments of the Certification Program to ensure that the Program should continue to exist. The Governing Board will develop

a long-term plan for the Certification Program and review the Certification Program annually pursuant to the procedures set forth in the Low Impact Hydropower Certification Program's Certification Package.

## **ARTICLE II EXECUTIVE DIRECTOR**

The Governing Board may employ an Executive Director (or other title as is determined from time to time by the Governing Board) to serve as chief executive of the corporation. The Executive Director shall be charged with the management of the affairs of the corporation, subject to the oversight of the Governing Board.

The Executive Director shall be an *ex officio* Governing Board Member and member of the Executive Management Committee without voting privileges. He/she is not subject to term limits and shall not be counted as one of the total 21 Board Members.

## **ARTICLE III OFFICERS**

SECTION 1. OFFICERS: The Officers of the Low Impact Hydropower Institute shall be a Governing Board Chair Person, a Vice Chair, a Secretary, and a Treasurer, who shall each be elected by Governing Board Members. Every year the Chair shall appoint a Nominating Committee, which shall be chaired by the Vice Chair. The Nominating Committee will recruit and nominate Governing Board members and officers for the following year, which it will present to the Governing Board at its annual meeting each year.

SECTION 2. OTHER OFFICERS: The Governing Board may appoint such other officers as it shall deem necessary, who shall have authority and shall perform such duties as from time to time may be prescribed by the Governing Board.

SECTION 3. TERM OF OFFICE: The term of each officer shall be one year. All officers and agents shall be subject to removal at any time by the Governing Board whenever in its judgment the best interest of the Low Impact Hydropower Institute will be served thereby. All officers, agents and employees, other than officers appointed by the Governing Board, shall hold office at the discretion of the Governing Board or of the officer appointing them.

SECTION 4. POWERS AND DUTIES OF THE CHAIR PERSON: The Chair, or his or her designee, shall preside at all meetings of the Governing Board. Subject to the Governing Board, s/he shall have general charge of the business of the Low Impact Hydropower Institute. S/he will be responsible for keeping the Governing Board fully informed and shall freely consult them concerning the business of the Low Impact Hydropower Institute. S/he, or a delegate with written authorization, may sign and execute all authorized contracts, checks or other obligations in the name of the Low Impact Hydropower Institute. With the Secretary, the Chair shall sign all Certificates for facility owners that have met the criteria of the Low Impact Hydropower Certification Program, unless recused. If recused, the Chair shall designate in writing another voting Governing Board Member (other than the Secretary) who is not recused to sign the Certificate.

SECTION 5. POWERS AND DUTIES OF TREASURER: The Treasurer shall perform, or cause to be performed, all acts incident to the position of Treasurer, subject to the control of the Governing Board. S/he shall have custody of all funds and securities of the Low Impact Hydropower Institute which may come into his/her hands and record and manage the Low Impact Hydropower Institute as directed by the Governing Board. When necessary or proper, s/he shall endorse, or cause to be endorsed, on behalf of the Low Impact Hydropower Institute, for collection, checks, notes and other obligations and shall deposit the same to the credit of the Low Impact Hydropower Institute in such bank or banks, or depository as the Governing Board may designate. S/he shall sign, or cause to be signed, all receipts and vouchers for payments made to the

Low Impact Hydropower Institute, and shall pay out and dispose, or cause to be paid, of same under the direction of the Governing Board. Whenever required by the Governing Board, s/he shall render a statement of his/her case account. S/he shall regularly enter, or cause to be entered, in books of the Low Impact Hydropower Institute to be kept for that purpose full and accurate accounts of moneys received and paid by him/her on account of the Low Impact Hydropower Institute. S/he shall make and deliver, or cause to be made and delivered, to the Governing Board such statements as are required by law. The Treasurer shall make recommendations to the Governing Board regarding budgets, financial reporting and controls, and other financial policies and fee schedules.

SECTION 6. POWERS AND DUTIES OF THE SECRETARY: The Secretary shall perform, or cause to be performed, all the duties incident to the office of the Secretary, subject to the control of the Governing Board. S/he shall record, or cause to be recorded, all notices and minutes of all meetings of the Governing Board in books provided for that purpose. S/he shall attend to the giving and service of all notices of the Low Impact Hydropower Institute. S/he shall have charge and custody of the Low Impact Hydropower Institute certification books and such other books and papers as the Board Members may direct. S/he will keep, or cause to be kept, a book containing a record of the names of the Governing Board and places of residence, and the names of those that have obtained certification and places of business. These books will always be open to the inspection of the Governing Board. With the Chair, the Secretary shall sign all Certificates for facility owners that have met the criteria of the Low Impact Hydropower Certification Program, unless recused. If recused, the Secretary shall designate in writing another voting Governing Board Member (other than the Chair) who is not recused to sign the Certificate.

#### ARTICLE IV STANDING COMMITTEES

SECTION 1: STANDING COMMITTEES. The Standing Committees of the Low Impact Hydropower Institute shall be an Executive Management Committee, a Nominating Committee, a Technical Committee, and a Finance Committee.

SECTION 2. OTHER COMMITTEES. The Governing Board may form such other committees as it shall deem necessary. Those committees shall have such authority and shall perform such duties as from time to time may be prescribed by the Governing Board.

SECTION 3. TERM OF OFFICE. All committees shall be subject to dissolution at any time by the Governing Board whenever in its judgment the best interest of the Low Impact Hydropower Institute will be served thereby. Committee leadership and members shall continue in their roles for an indefinite term or until removed by a vote of the Governing Board.

SECTION 4. MEMBERSHIP AND DUTIES OF THE EXECUTIVE MANAGEMENT COMMITTEE. The Executive Management Committee shall consist of the officers of the Low Impact Hydropower Institute and such other members as may be selected by the Governing Board. The Chair of the Governing Board shall also serve as the Chair of the Executive Management Committee. The Executive Management Committee shall oversee operations of the board; perform evaluation of and determine compensation for the Executive Director; ensure effective board processes, structures and roles, including retreat planning, committee development, and other duties as may be assigned by the Governing Board.

SECTION 5. MEMBERSHIP AND DUTIES OF THE FINANCE COMMITTEE. The Finance Committee shall consist of the Treasurer of the Low Impact Hydropower Institute and such other members as shall be selected by the Governing Board. The Treasurer shall serve as the chair of the Finance committee.

The Finance Committee shall advise and assist the Treasurer in the development of budgets, financial reporting and controls, and other financial policies and fee schedules.

SECTION 6. MEMBERSHIP AND DUTIES OF THE TECHNICAL COMMITTEE. The Technical Committee shall consist of at least three voting members of the Governing Board and other such members as shall be selected by the Governing Board. The chair of the committee must be a member of the Governing Board and shall be selected by the Governing Board. The Technical Committee shall periodically review the criteria and eligibility requirements for certification and shall provide recommendations to the Governing Board regarding program changes. In addition, the Technical Committee shall work with the Executive Director to review applications for certification and make certification decisions, as delegated by the Board.

## **ARTICLE V CERTIFICATES OF CERTIFICATION**

The certificates of certification of the Low Impact Hydropower Institute shall be prepared by staff and approved by the Governing Board. The Chair and the Secretary, or their designees in the case of recusal, shall sign the certificates. All certificates shall be consecutively numbered. The name of the person owning the facility represented thereby, with all certification information and the date of issue, shall be entered on the Low Impact Hydropower Institute's books.

## **ARTICLE VI INDEMNIFICATION**

SECTION 1. DEFINITIONS: For the purposes of this Article, “agent” means any person who is or was a Governing Board Member, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic Corporation which was a predecessor Corporation of the Corporation or of another enterprise at the request of such predecessor Corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5(b) of this Article.

SECTION 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES: The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under § 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable causes to believe that the person’s conduct was unlawful.

SECTION 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE

CORPORATION: The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under § 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

SECTION 4. INDEMNIFICATION AGAINST EXPENSES: To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 4.02 or 4.03 of these Bylaws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

SECTION 5. REQUIRED DETERMINATIONS: Except as provided in Section 4 of this Article, any indemnification under this Article IV shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article, by:

(a) A majority vote of a quorum consisting of s who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

SECTION 6. ADVANCE OF EXPENSES: Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article IV.

SECTION 7. OTHER INDEMNIFICATION: No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles of Incorporation, Bylaws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with this Article IV. Nothing contained in this Article IV shall affect any right to indemnification to which persons other than such director and officers may be entitled by contract or otherwise.

SECTION 8. FORMS OF INDEMNIFICATION NOT PERMITTED: No indemnification or advance shall be made under this Article IV, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in

which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**SECTION 9. INSURANCE:** The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article IV, provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of § 5233 of the California Nonprofit Public Benefit Corporation Law (or any successor provision thereto).

**SECTION 10. NONAPPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS:** This Article IV does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in 1 of this Article. The Corporation shall have power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of § 207 of the California General Corporation Law.

**SECTION 11. CHAPTER 42 TAXES:** In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as amended ("Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment should constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941(d) or 4945(d), respectively, of the Code.

If any part of this Article IV shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

## **ARTICLE VII MISCELLANEOUS PROVISIONS**

**SECTION 1. FISCAL YEAR:** The Fiscal Year of the Low Impact Hydropower Institute shall end on the 31<sup>st</sup> day of December.

**SECTION 2. PRINCIPAL OFFICE:** The principal office of the Low Impact Hydropower Institute is located at 131 Martha Road, Harrington Park, New Jersey 07640.

**SECTION 3. NOTICE AND WAIVER OF NOTICE:** Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated or required by law; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed post-paid wrapper, addressed to the person entitled thereto at his last known post office address, and such notice shall be deemed to have been given on the day of such mailing. Notice may also be given orally by telephone; in person to the recipient; to a person at the office of the recipient who the person delivering the notice has reason to believe will promptly communicate it to the intended recipient; or by electronic means so long as proof of receipt is available. Notice of any Governing Board meeting may be in like manner waived by any Governing Board Member. Notice of the time, place and purpose of any Governing Board meeting may be dispensed with if every Governing Board Member shall either attend in person or by phone, or, if absent, shall, by writing filed with the records of the meeting, waive such notice. Any notice required to be given under these Bylaws may be waived by the person entitled thereto.



## **ARTICLE VIII**

### **AMENDMENT OF BYLAWS**

These Bylaws or any of them, may be amended, altered or repealed at any regular or special meeting of the Governing Board by a two-thirds majority of the Board Members present and voting.