

BYLAWS
OF
GEORGETOWN DIVIDE READY BY 21, INC.

ARTICLE I
PURPOSES AND LIMITATIONS

Section 1.1 General Purposes. The objectives of this corporation shall be:

- (1) To foster and promote the physical, social, educational, vocational and character development of youth ages 0-21, of those living in the Georgetown Divide area of El Dorado County.

Section 1.2 Limitations. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The corporation is organized exclusively for such purposes and shall satisfy the requirements of:

- (1) Section 501(c)(3) of the Internal Revenue Code of the United States;
- (2) Section 23702(d) of the California Revenue and Taxation Code; and
- (3) Section 214 of the California Revenue and Taxation Code.

In particular, no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or private person; no substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; and the corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. The property of the corporation is irrevocably dedicated to the above-stated purposes.

Upon dissolution or winding up of the corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for the specific and primary purpose set forth hereinabove and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefore by the Attorney General or by a person concerned in the litigation, in a proceeding to which the Attorney General is a party.

ARTICLE II
OFFICES

Section 2.1 Principal Office. The Principal office of the corporation is hereby located in the County of El

Dorado, State of California. The exact location is to be determined by the Board of Directors.

CHANGE OF ADDRESS

Section 2.2 The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of El Dorado, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE III

MEMBERSHIP

Section 3.1 There shall be no voting “members” of the corporation and all voting and other rights ordinarily vested in a corporation membership shall be vested in the Board of Directors, granting privileges and subject to terms and conditions as specified by the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

NUMBER

Section 4.1 The corporation shall have no more than eleven (11) and no less than three (3) Directors. Collectively, the Directors shall be known as the Board of Directors. It will be the intent of the corporation to have at least one (1) Director who is under the age of 25.

QUALIFICATIONS

Section 4.2 Directors shall be residents of the State of California, or its legal successor in interest. Sixty percent (60%) of Directors must be residents of the Georgetown Divide, residing between the south and middle forks of the American River. Board members under the age of 18 will not be allowed to sign contracts with vendors nor vote on contract issues.

TERMS OF OFFICE

Section 4.3.1 Each Director shall hold office for a period of three (3) years, and until such Director's successor is elected and qualifies under Section 4.2 of these Bylaws. As a first time board is seated, 4 directors will be elected for 3 years, 4 directors will be elected for 2 years, and 3 directors will be elected for one year terms in order to stagger terms of office.

NOMINATION

Section 4.4 Any person qualified to be a Director under Section 4.2 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. Should two (2) properly elected members of the board not be residents of the Georgetown Divide then no person not a resident of the Georgetown Divide may be nominated to a position on the board.

ELECTION

Section 4.5 Of the three-eleven (3-11) directors on the board, all shall be elected by the board itself.

COMPENSATION

Section 4.6 The Directors shall serve without compensation.

RESIGNATION & MEETINGS

Section 4.7 Resignation. Any director may resign at any time by giving written notice to the President or Vice President and, if the resigning director is the only director, to the Attorney General. Any such resignation shall take effect on the date of receipt of such notice or any permissible later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.8 Regular Meetings. Regular meetings of the Board shall be held, without the necessity of notice, on the 2nd Wednesday of the month, once per quarter, beginning in July of each year, at 6:00 pm or at such other time as the President may set by giving notice thereof.

Section 4.9 Special Meetings. Special meetings of the Board, for any purpose or purposes, may be called at any time by the President, the Vice President, or any three (3) directors.

Section 4.10 Annual Meetings. Meetings of the Board, members of the community, and participants in the coalition may be held annually at any place designated by the Board.

Section 4.11 Place of Meetings. Meetings of the Board may be held at any place designated from time to time by act of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 4.12 Notice of Meetings. Notice of the time and place of each meeting of the Board for which notice is or must be given shall be given to each director by one of the following methods:

- (1) By personal delivery of written notice;
- (2) By first-class mail, postage paid;

- (3) By telephone communication, either directly to the director or to a person who would reasonably be expected to communicate such notice promptly to the director; or
- (4) By telegram, charges prepaid.
- (5) By email or fax.

All such notices shall be sent to the director's address or given at the director's telephone number as shown on the records of the corporation. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or telegraph shall be delivered, telephoned, or telegraphed at least forty-eight (48) hours before the time set for the meeting. Notice need not state the purpose of the meeting.

Section 4.13 Waiver of Requirements. The transactions of any meeting of the Board, however called and noticed and wherever held, shall be as valid as though the meeting had been regularly called, noticed and held, if: i) either before or after the meeting, each of the directors not present at the meeting signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes, which waiver, consent or approval is filed with the corporate records or made a part of the minutes of the meeting, and, ii) each director who attends the meeting either signs such a waiver consent, or approval, or fails to protest, before or at the commencement of the meeting, the impropriety in notice, location, or call thereof.

Section 4.14 Meetings by Telephone. Directors may participate in and thereby "attend" any meeting of the Board through the use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another.

Section 4.15 Quorum. The smallest whole number which is not less than the majority of the directors in office.

Section 4.16 Acts of the Board. Except as otherwise provided in the Articles of Incorporation, these Bylaws, or the law, the following are the only valid exercises of the corporate authority vested in the Board:

- (1) Basic Rule. Every act, resolution, or decision approved by a majority of the directors present at a duly held meeting of the Board at which a quorum is present; and
- (2) Majority of Quorum Rule. Every act, resolution or decision approved by at least a majority of a quorum at a duly held meeting at which a quorum is initially present, but as to which the withdrawal of directors from there reduces the number present below a quorum.

Section 4.17 Adjourned Meetings. A meeting duly called, noticed, and held may be adjourned to another time or place by resolution approved by a majority of the directors present, whether or not a quorum is present. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than forty-eight (48) hours, in which case notice of the time and

place shall be given to the directors who were not present at the time of the adjournment.

Section 4.18 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to such action and such written consent or consents are filed with the minutes of the proceedings of the Board. Such action shall have the same force and effect as the unanimous vote of such directors at a duly held meeting.

ARTICLE V

COMMITTEES

Section 5.1 Executive Committee. At the discretion of the Board, there may be an Executive Committee of the Board which shall, subject to review by the Board, exercise all of the powers of the Board, except as hereafter stated. Each director of the corporation who is the President, the Vice President, the Secretary, the Treasurer, or a Chair of a Committee shall be a member of the Executive Committee. One-half (½) of the members of the committee shall constitute a quorum. Otherwise, meetings of the Executive Committee shall be held in accordance with the rules stated in Sections 4.8 through 4.18, inclusive of Article IV.

The Executive Committee of the Board shall not have authority with respect to any of the following matters:

- (a) The election or removal of a director or the filling of vacancies on the Board;
- (b) The fixing of compensation of a director as employee of the corporation;
- (c) The amendment or repeal of bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment or removal of members of the Executive Committee, the President, Vice President, Secretary, or Treasurer, including the filling of vacancies in such committee or offices;
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (g) The approval of any self-dealing transaction;
- (h) The amendment of the Articles of Incorporation;
- (i) The approval of a merger or agreement of merger by the corporation with another corporation;
- (j) The approval of a sale or contract of sale of substantially all the assets of the corporation

not in the regular course of business;

(k) The election of the corporation voluntarily to dissolve.

Section 5.2. Additional Committees. The Board, Executive Committee, or any officer may establish other committees for any specified purpose within the authority of the party establishing the committee and may appoint as members thereof such persons as are deemed appropriate. All such committees shall report their actions and recommendations to the party establishing the committee. Such other committees may not exercise the authority of the Board.

ARTICLE VI

OFFICERS OF THE CORPORATION

Section 6.1 Officers. The corporation shall have a President, Vice President, Secretary, and a Chief Financial Officer (the "Treasurer"). Each of such officers shall be a director, shall be appointed by the Board, and shall perform the duties specified in these Bylaws. In addition, the Board may from time to time appoint such other officers as it may deem expedient, each of whom shall perform duties designated by the Board. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

The Board may authorize the execution of any contract, deed, or document by one or more officers of the corporation or by other person or persons. The President and the Secretary, or such other officer or officers as the Board may select for that purpose, are each authorized to vote, represent and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority granted in these Bylaws to vote or represent this corporation arising from any voting securities held by this corporation in any other corporation or corporations may be exercised either by the officers in person or by any person authorized to do so by proxy or power of attorney duly executed by the officers.

Section 6.2 Appointment and Term of Office. Officers required to be appointed by the Board, and other officers appointed by the Board, shall be appointed at the **annual July (this is summer...are we setting up a problem here in terms of a quorum?)** meeting of the Board. Officers shall serve for three year terms, until their successors are appointed, or until they resign or are removed or disqualified from serving as officers.

Section 6.3 Removal and Resignation. Any officer, employee or agent of the corporation may be removed by the Board, either with or without cause. Any officer or agent of the corporation may resign at any

time by giving written notice to the Board or to the President or the Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or any later time specified therein. Unless otherwise specified therein, the acceptance of the resignation shall not be necessary to make it effective.

- Section 6.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled by the Board and each officer appointed to fill a vacancy shall serve for the unexpired term of such officer's predecessor and until such officer's successor is appointed, or until such officer resigns or is removed or ceases to be eligible to serve.
- Section 6.5 President. Subject to the control of the Board, the President shall have general supervision, direction and control of the affairs of the corporation. The President shall preside at all meetings of the Executive Committee of the Board and all meetings of the Board. The President shall have such other powers and duties as may be prescribed by the Board.
- Section 6.6 Vice President. The Vice President shall assist the President in the performance of the President's duties. In the absence of the President, the Vice President shall perform all of the functions of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President and shall not act as Secretary or Treasurer. The Vice President shall have such other powers and such other duties as may be prescribed by the Board.
- Section 6.7 Secretary. The Secretary shall attend all meeting of the Board, keep or cause to be kept the books and records of the corporation, and shall give, or cause to be given, notice to directors of all meeting of the Board. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board.
- Section 6.8 Treasurer. The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank designated by the Board and shall disburse the funds of the corporation only as authorized by the President or the Board and only upon checks of the corporation signed by any two officers, or such other person or persons as the Board may specify by resolution. The Treasurer shall keep and maintain current books and records of account of the corporation, and shall render to the President and to the Board, upon request, an account of all transactions by the Treasurer and of the financial condition of the corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by these Bylaws and by act of the Board.

ARTICLE VII

RESPONSIBILITIES OF MANAGEMENT

Section 7.1 General Standard of Conduct for Directors. Except as otherwise provided by law:

- (1) A director shall perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes 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.
- (1) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - (a) One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
 - (b) Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
 - (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as, in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 7.2 Self-Dealing Transactions.

- (1) Except as provided in subsection (b), for the purpose of this section, a self-dealing transaction means a transaction to which the corporation is a party and in which one or more of its directors has a material financial interest. Such a director is an "interested director" for the purpose of this section.
- (2) The provisions of this section do not apply to any of the following:
 - (a) An action of the Board fixing the compensation of a director as a director or officer of the corporation.
 - (b) A transaction which is part of a public charitable program of the corporation if it:
 - (i) is approved or authorized by the corporation in good faith and without unjustified favoritism; and
 - (ii) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program.
 - (c) A transaction, of which the interested director or directors have no actual knowledge, and which does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding fiscal year or one hundred thousand dollars (\$100,000).

- (3) The corporation shall not enter into a self-dealing transaction unless either:
- (a) The transaction is for the benefit of the corporation;
 - (b) The transaction is fair and reasonable as the corporation;
 - (i) Prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith by a vote of a majority of the directors then in office without counting the vote of the interested director or directors, and with knowledge of the material facts concerning the transaction and the director's or directors' interest in the transaction. Except as provided in paragraph (2) of this subsection, action by a committee of the Board shall not satisfy this paragraph; and
 - (ii) Prior to authorizing or approving the transaction, the Board consider and in good faith determine after reasonable investigation under the circumstances that the corporation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances or the corporation in fact cannot obtain a more advantageous arrangement with reasonable effort under the circumstances; or
 - (c) A committee or person authorized by the Board approves the transaction in a manner consistent with the standards set forth in paragraph (1) of this subsection;
 - (i) It is not reasonably practicable to obtain approval of the Board prior to entering into the transaction; and
 - (ii) The Board, after determining in good faith that the conditions of subparagraphs (a) and (b) of this paragraph have been satisfied, ratifies the transaction at its next meeting by a vote of the majority of the directors then in office without counting the vote of the interested director or directors.
- (4) At a meeting of the Board or committee of the Board, which authorizes, approves or ratifies a contract or transaction, a quorum shall be required to act, but interested directors may be counted in determining the presence of the quorum.

Section 7.3 Interlocking Directorates.

- (1) Neither the Board nor a committee thereof shall authorize, approve, or ratify any contract or other transaction with another domestic or foreign corporation, firm or association of which one or more directors are also directors of this corporation unless:
- (a) The material facts as to the transaction as to such director's other directorship are fully disclosed or known to the Board or committee, and the Board or committee authorizes,

approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director or directors, although such common director or directors may be counted in determining whether a quorum is present; or

(b) As to contract or transactions not approved as provided in paragraph (1) of this subsection, the contract or transaction is just and reasonable as to the corporation.

(2) This section does not apply to transactions covered by Section 7.2.

Section 7.4 Compensation of Officers and Directors.

(1) Board may, by regular act of the Board, fix just and reasonable compensation of a director as an employee or officer of the corporation.

(2) The corporation shall not make any loan of money or property to or guarantee the obligation of any director or officer, unless approved by the Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation or of its parent or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director, provided that in the absence of such advance, such director or officer would be entitled to be reimbursed for such expenses by the corporation, its parent, or any payment of premiums in whole or in part by the corporation on a life insurance policy on the life of a director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.

Section 7.5 Investment Responsibilities.

(1) This section applies to all assets held by the corporation for investment. Assets which are directly related to the corporation's public or charitable programs are not subject to this section.

(2) Except as provided in subsection(c), in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the corporation's investments, the Board shall do the following;

(a) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the corporation's capital; and

(b) Comply with additional standards, if any, imposed by express terms of an instrument or agreement pursuant to which the assets were contributed to the corporation.

(3) No investment violates this section where it conforms to the provision authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation. No investment violates this section or Section 1 of this Article where it conforms to provisions requiring such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation.

Section 7.6 Indemnification of Directors, Officers, Employees and Other Agents.

- (1) Definitions. For the purpose of this section:
 - (a) “Agent” means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, 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 that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;
 - (b) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
 - (c) “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against any agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this section.
- (2) Successful Defense by Agent. To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this section, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settled any such claim or sustained a judgment rendered against him, then the provisions of subsections (c) through (e) shall determine whether the agent is entitled to indemnification.
- (3) Actions Brought by Persons Other Than the Corporation. Subject to the required findings to be made pursuant to subsection (e) below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of Section 2 of this Article, or by the Attorney General or a person granted related status by the Attorney General for any breach of a duty relating to the assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.
- (4) Action Brought by or on Behalf of the Corporation
 - (a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a

threatened or pending action brought by or on behalf of this corporation with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

- (b) Claims and Suits Awarded Against Agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

- (i) The determination of good faith conduct required by subsection (b) below is made in the manner provided for therein; and
- (ii) Upon application, the court in which the action was brought determines that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred.

- (5) Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in subsections (a) and (b) above is conditioned on the following:

- (a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he/she believed to be in the best interest of this corporation, and (in the case of a criminal proceeding) without reasonable cause to believe his/her conduct was unlawful, and (in the case of an action brought by or on behalf of the corporation) with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act within these required standards.

- (b) Manner of Determination of Good Faith Conduct. The determination that the agent did not act in a manner complying with paragraph (1) above shall be made by:

- (i) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (ii) The court in which the proceeding is or was pending upon application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is

opposed by this corporation.

- (6) Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this section.
- (7) Limitations. No indemnification or advance shall be made under this section, except as provided in subsection (b) or (e)(2)(B), in any circumstance when it appears:
 - (a) That the indemnification or advance would be inconsistent with a provision of the Articles of Incorporation 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 the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- (8) Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of 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 this corporation would have the power to indemnify the agent against that liability under the provisions of this section, except for a liability based upon self-dealing within the meaning of Section 2 of this Article.
- (9) Fiduciaries or Corporate Employee Benefit Plan. This section does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be the agent of the corporation as defined in subsection (a) of this section. Nothing contained in this section shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE VIII

MISCELLANEOUS

- Section 8.1 Books and Records. This corporation shall keep at its principal office a minute book, containing minutes of meetings of the Board and committees, a copy of the Articles of Incorporation and all subsequent amendments thereto, certified by the Secretary of State, a copy of the Bylaws and all subsequent amendments, certified by the Secretary of the corporation, and a list of the directors of the corporation showing their names and addresses and correct and complete books of account. All

books and records of the corporation may be inspected at any reasonable time by any director, or by the agent or attorney of such director.

Section 8.2 Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of each year, unless changed by act of the Board.

Section 8.3 Amendment of Articles or Bylaws. The Articles of Incorporation or Bylaws of the corporation may be amended, repealed or added to only by resolution of the Board, approved by a majority of the directors then in office, at a duly held meeting at which a quorum is present.