

Bylaws of the Friends of the Missouri National Recreational River

The Friends of The Missouri National Recreational River (FOMNRR) shall function under the authority of US IRS Code 501(c) (3). The FOMNRR are incorporated in South Dakota and based in Yankton. The organization is organized exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Purpose:

The Friends of the Missouri National Recreational River (MNRR) will work in conjunction with the National Park Service and other stakeholders to strengthen and enhance the connection between people and the MNRR to encourage appropriate use and ensure a sustainable future for the river.

We do this by:

- Increasing awareness of the MNRR and its many resources
- Raising funds to support river education and stewardship
- Providing the passion, expertise, advocacy and inspiration for protecting, preserving and enhancing the MNRR through an effective partnership with the NPS and other agencies, groups and organizations in a professional, ethical and open manner
- Working to improve and further our efforts in the ongoing support of the MNRR

ARTICLE I -- MISSION

The mission of the Friends of The Missouri National Recreational River is to build awareness, enhance and advocate for the scenic, recreational, fish and wildlife, ecological, geological, cultural/historical values and economic opportunities of the Missouri River, a recreational component of the National Wild and Scenic Rivers System.

ARTICLE II -- GOALS

- Develop and maintain partnerships to enhance The Missouri National Recreational River and the adjacent middle Missouri River corridor for the betterment of people within the region, as well as, the United States.
- Enhance the quality of the visitor experience making The Missouri National Recreational River a national tourist destination.
- Provide leadership in developing a shared vision and a unified voice for Missouri National Recreational River stakeholders.
- Build an active constituency and raise funds to support The Missouri National Recreational River resource stewardship.
- Increase the public's awareness of The Missouri National Recreational River.
- Facilitate efforts to enhance The Missouri National Recreational River and specifically the "Missouri National Recreational River Outstandingly Remarkable Values."
Promote and coordinate volunteer activities of The Missouri National Recreational River.

ARTICLE III -- DEFINITIONS

For the purposes of these Bylaws:

Bylaws - Friends of the Missouri National Recreational River
Approved May 2015 - Revised April 2016

- ∞ "Alternate FOMNRR Director" shall mean the person chosen by the FOMNRR who shall assume the Board of Director's chair when the Director is unable to be present, but not as a permanent replacement for the Director.
- ∞ "Annual Conference" is the annual gathering sponsored by FOMNRR and partners or stakeholders in The Missouri National Recreational River area to learn about activities of the FOMNRR.
- ∞ "Annual Meeting" of FOMNRR to report to FOMNRR members and to hold elections.
- ∞ "Ex Officio" shall be defined as a person who is a member of the board as a consequence of their job or position. Ex Officio members will have a non-voting status.
- ∞ "Grass roots" shall be defined as stakeholders who live in The Missouri National Recreational River area or who experience recreation on The Missouri National Recreational River.
- ∞ "Membership" shall include any participating group, organization, and government agency, or individual.
- ∞ "FOMNRR" shall mean Friends of The Missouri National Recreational River.
- ∞ "FOMNRR Director" shall mean a person on the Friends of The Missouri National Recreational River Board of Directors.
- ∞ "Executive Director" shall mean a person appointed or hired by the FOMNRR to serve in that capacity.
- ∞ "The Missouri National Recreational River" is defined and includes the Missouri National Recreational River (MNRR) which segments are from Gavins Point Dam, South Dakota, fifty-nine miles downstream to Ponca State Park, Nebraska, and 39 miles downstream of Fort Randall Dam at Pickstown, South Dakota, to Running Water, South Dakota; the 25 miles of the Niobrara River from the western boundary of Knox County, NE, to its confluence with the Missouri River, including that segment of the Verdigre Creek from the north municipal boundary of Verdigre, NE, to its confluence with the Niobrara; the Missouri River contiguous to these two segments; and the portions of the tributaries of the Missouri River found within the MNRR boundaries .
- ∞ "Technical Advisors" are those individuals, agencies, institutions and organizations designated and invited to assist the FOMNRR in the performance of any given project/program.
- ∞ "Unified voice" is based on the development of a corridor-wide vision that represents the goals and needs of the members of the FOMNRR.

ARTICLE IV – OFFICES

Registered Office:

The registered office of the FOMNRR shall be established and maintained as required by the laws of the State of South Dakota governing Nonprofit Corporations. The FOMNRR may, from time to time, change the location of their office in accordance with applicable laws. The Friends of the Missouri National Recreational River mailing address is: P.O. Box 7029, Yankton SD 57078-7029. The FOMNRR website: www.fomnrr.org, and the email address is: info@fomnrr.org.

ARTICLE V – COMPOSITION/ELECTIONS/APPOINTMENTS/VACANCIES

The organization will be inclusive.

The structure will consist of three bodies:

- 1) Membership
- 2) FOMNRR Board of Directors
- 3) FOMNRR Executive Committee

Other Committees or subcommittees shall be established according to the bylaws or Operating Procedures.

Section 1. FOMNRR Membership:

The FOMNRR will consist of unlimited at-large members, who will pay an annual membership fee. At-large members may either pay a business, a family membership fee, or both, dependent upon their situation. The FOMNRR Membership will meet formally once a year at the Annual Meeting, although members may attend Board of Directors, Executive Committee or any other committee meetings.

Section 2. FOMNRR Board of Directors:

The Board of Directors (BOD) shall consist of 10-17 elected members. Those BOD members will target participation from the following: up to four (4) representatives of cities or counties adjoining The Missouri National Recreational River [2 in South Dakota, 2 in Nebraska]; and at least one (1) Tribal Representative. The FOMNRR membership chairman will appoint up to four (4) four landowner interests of the MNRR [two members each from the 39 & 59 mile divide and split evenly between SD & NE]; up to two (2) representatives from tourism/economic development; and up to two (2) representative from recreation; one (1) from education/science; and one (1) representative from resource stewardship.

The members of the BOD shall be representatives from the entire National Recreational River region.

The BOD may have ex officio representatives as defined below. Term of office for ex-officio members shall be two (2) years and/or until successors are duly nominated and elected.

BOD has the authority to form subcommittees for specific issues or tasks

Section 3. Executive Committee:

The Executive Committee will consist of five members (5) that will be nominated and elected to positions at the first meeting of the BOD after each annual meeting. They will meet remotely or in person monthly. Term of office shall be two years. The committee will consist of a chair, vice-chair, secretary, treasurer and one at-large committee member.

Section 4. Vacancies:

If the office of any FOMNRR Director becomes vacant for any reason, the executive board will name a replacement. This person shall hold office for the unexpired term in which such vacancy occurred. A vacant position on the FOMNRR shall neither preclude nor relieve the FOMNRR from fulfilling its responsibilities.

Section 5. Resignations:

Any FOMNRR Director may resign at any time by giving written notice to the Secretary. Such resignation shall take effect upon the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Alternate FOMNRR Directors:

Each Director may select their own Alternate to represent them if they are absent. The purpose of the Alternate is keep the Director informed, not to permanently fill in for the Director. If the Director is unable to make the commitment required, another Director should be chosen.

ARTICLE VI -- POWERS AND DUTIES

Section 1. Membership:

May participate in the annual meeting, run for office, participate on committees and participate and vote in elections as defined in these bylaws.

Section 2. Board of Directors:

The FOMNRR BOD shall exercise all powers of the FOMNRR and do all lawful acts and things as are authorized by statute, by the Articles of Incorporation, by these Bylaws, and/or directives expressly approved by the FOMNRR Directors. Such powers shall include, but not be limited:

Appoint (hire) an Executive Director

Appoint (hire) additional staff as needed.

Oversee the implementation of the FOMNRR mission, goals and procedures.

Establish and administer the FOMNRR budget according to the laws of the member jurisdictions, these Bylaws and associated FOMNRR directives/ procedures.

Elect the FOMNRR Chair, Vice-Chair and Secretary, Treasurer, and At-Large Member at the first meeting of the FOMNRR after the annual meeting.

Establish and assign tasks to Task Forces and Committees.

Invite Technical Advisors to assist in the planning/implementation of plan activities, and/or to enter into contracts to assist in accomplishing specific tasks identified within a contract.

Section 3. Executive Committee:

Shall have and exercise those authorities granted by the FOMNRR in the management of the business of the FOMNRR and:

Has the power to meet and act on behalf of the FOMNRR BOD between Board meetings at the call of the Chair.

Any actions taken by the Executive Committee on behalf of the BOD shall require a quorum of three (3) members and by a majority vote of those present and must be reported on at the next Board meeting.

Be subject to the control and direction of the FOMNRR.

Assure that minutes of all meetings are properly recorded and that every FOMNRR member is provided a copy of all executive committee minutes.

Section 4. Officers:

There shall be four (4) officers: one (1) Chair, one (1) Vice-Chair and one (1) Secretary and (1) Treasurer.

FOMNRR Chair shall:

Serve as an official spokesperson for the FOMNRR.

Preside at meetings of the FOMNRR, BOD and Executive Committee.

Sign and deliver in the name of the FOMNRR deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the FOMNRR, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the FOMNRR to another officer or agent of the FOMNRR.

Serve as the corporate registered agent for FOMNRR.

Appoint members, chairs or co-chairs of the committees, etc.

If a vacancy in an officer position exists, appoint an interim replacement until the next meeting of the BOD.

Perform other duties prescribed by the BOD.

FOMNRR Vice-Chair shall:

Be responsible for assisting the chair in the leadership of the FOMNRR.

Assume the role of chair of the BOD and Executive Committee in the absence of the Chair.

Perform other duties prescribed by the BOD or by the Chair.

FOMNRR Treasurer shall cause to happen:

The maintenance of accurate financial records for the FOMNRR, receipts and disbursements.

The deposit money, drafts, and checks in the name of and to the credit of the FOMNRR in the banks and depositories designated by the BOD.

The endorsement for deposit notes, checks and drafts received by the FOMNRR as ordered by the BOD, and making proper vouchers for the deposit.

The disbursement of FOMNRR funds and issuing checks and drafts in the name of the FOMNRR, as ordered by the BOD.

Bond: If required by the FOMNRR, the Treasurer shall give the FOMNRR a bond (which shall be renewed every year) in such sum and with such surety or sureties as shall be satisfactory to the FOMNRR for the faithful performance of the Treasurer's duties and for the restoration to the FOMNRR, in case of the Treasurer's death, resignation, retirement or removal from office. All books, vouchers, money and other property of whatever kind in possession of the Treasurer or under his/her control, belonging to the FOMNRR, shall be returned to the FOMNRR.

Chair the Finance Committee.

FOMNRR Secretary shall cause to happen:

Maintain and distribute to the FOMNRR membership, the minutes of the FOMNRR and annual meetings.

Sign and verify official proceedings.

Perform other duties prescribed by the BOD or by the Chair such as thank you letters and a variety of other correspondence.

FOMNRR Term limits

Members shall hold no more than one elected office at a time. A member holding an elected position who has served more than half of a term in that position is considered to have served a full term.

a.) Officer Directors

The officer Directors will be elected for a term of two (2) years, or until their successors are elected and assume office. Their term of office shall begin at the close of the meeting at which the elections take place. Officer Directors may serve a maximum of two consecutive terms, except in the case of a Director who is elected as chair-elect.

The non-officer Directors will be elected for a term of four (4) years or until their successors are elected and assume office. Terms shall be staggered so that three non-officer Directors are elected in one biennium and two non-officer Directors in the following biennium. Non-officer Directors may serve a maximum of one (1) term on the Board of Directors, except in the case of a non-officer Director who is elected chair-elect.

A Coordinating Committee Chair may be elected each biennium for a two-year term and may not serve more than two (2) consecutive terms on the Board as Coordinating Committee Chair.

Tenure: The term for each Officer shall be the two- -year period commencing with the date of the annual meeting of the Board of Directors. No single individual may be elected for more than two consecutive two-r year terms in any single office.

Immediate Past Chair: In the event that the term limit of the individual who is Immediate Past Chair shall have expired, the Board of Directors shall have the authority to retain this individual on the Board, in the position of Immediate Past Chair, until such a time as another individual holds said office.

Section 5. Planning and Administration:

Executive Director shall coordinate planning initiatives between the FOMNRR and other groups or agencies, and will also coordinate the day-to-day operations activities, with duties as specified by the board of directors.

The Executive Director shall be responsible for:

All aspects of management of the business and staff of the FOMNRR.

To see that orders and resolutions of the FOMNRR are put into effect.

For recording and maintaining records and certifying proceedings of all meetings of the FOMNRR.

For providing to the BOD an account of the financial condition of the FOMNRR.

For giving, or cause to be given, notice of all meetings of the FOMNRR.

For assuring staff support for committees, etc., is provided, when requested or directed.

Serving as the FOMNRR's primary spokesperson to constituents, media and the public.

Establish and maintain relationships with organizations and agencies.

Report to and work closely with the BOD on policy, fundraising and to increasing visibility of the FOMNRR.

Organize Board and committee meetings, prepare agendas, and schedule meetings.

Oversee marketing and other communications efforts.

Other duties as assigned by the BOD

Bond: If required by the FOMNRR, the Executive Director shall give the FOMNRR a bond (which shall be renewed every year) in such sum and with such surety or sureties as shall be satisfactory to the FOMNRR for the faithful performance of the Executive Director's duties and for the restoration to the FOMNRR, in case of the Executive Director's resignation, retirement or removal from office. All books, vouchers, money and other property of whatever kind in possession of the Executive Director or under his/her control, belonging to the FOMNRR, shall be returned to the FOMNRR.

The performance of other duties prescribed by the BOD or by the Chair.

ARTICLE VII -- BOARD MEETINGS

Section 1. Regular Meetings:

Regular meetings of the FOMNRR BOD shall be held at least annually and as needed by the FOMNRR. All meetings shall be with notice.

Section 2. Special Meetings:

Special meetings for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the Chair of the FOMNRR or on the written request of two (2) FOMNRR Directors.

Notice of Special Meeting:

Notices shall include the time, place, and purpose or purposes of the special meeting, and shall be sent to each Director, by mail, at least twenty (20) days prior to the date of the FOMNRR meeting, or with ten (10) days' notice by telephone, e-mail or facsimile (fax).

Business to be transacted:

No business other than that stated in the notice shall be transacted at said meeting.

Section 3. Emergency Meetings:

Emergency meetings may be scheduled when an issue arises which requires immediate attention as determined by the Chair of the FOMNRR or on the written request of two (2) FOMNRR Directors.

Notification of emergency meetings shall be by telephone, e-mail or facsimile (fax) and require action within 24 hours. Actions may be conducted by telephone conference or by formally convening at a given location.

Section 4. Place of Meeting:

The FOMNRR shall hold meetings in the Missouri National Recreational River area.

Section 5. Organization of Meeting:

At all meetings of the FOMNRR BOD and annual meeting, the Chair shall chair the meeting. In the absence of the Chair, the Vice-Chair shall assume the Chair. In the absence of the Secretary, any person appointed by the Chair shall act as Secretary.

Section 6. Attendance of FOMNRR Directors at FOMNRR Meetings:

BOD Members or their alternates are encouraged to actively participate in the meetings of the FOMNRR. Any board member who has three (3) or more unexcused absences from regularly scheduled meetings in one (1) year, whether consecutive or not, his/her position on the advisory council may be terminated.

Section 7. Quorum:

At all meetings of the FOMNRR BOD, a majority of the members of the Board shall constitute a quorum, and the affirmative or negative vote of greater than 50% of the members shall be necessary to bind the FOMNRR except for adjournment.

Without a Quorum: If a quorum shall not be present at any meeting of the FOMNRR Board, any FOMNRR Director in attendance may challenge the quorum and adjourn the meeting until a quorum shall be present.

Tabling: Those issues which by statute or the Articles of Incorporation require quorum for approval or rejection will, without a quorum present, be tabled until the next FOMNRR Board meeting (regular or special), at which a quorum is present.

Section 8. Action without Meeting:

Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, any action required or permitted to be taken at any meeting of the FOMNRR BOD or of any committee thereof may be taken without a meeting, if a written consent thereto is signed by all Directors of the FOMNRR Board (or verbal, if documented), or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the FOMNRR Board or committee. Such action shall be effective on the date on which the last signature is placed on such writing or writings, or (if there is total

concurrence) such earlier effective date as is set forth therein.

Section 9. Remote Participation:

The Directors may participate in a meeting of the FOMNRR BOD or any committee thereof by means of conference telephone or other forms of remote communications. Participation in such a manner shall constitute presence in person at such meeting, and all discussions requiring a vote shall be recorded.

Section 10. Voting Rights:

All FOMNRR BOD members shall vote in person. If a BOD member is unable to attend a duly called meeting, the member's designated Alternate shall assume the responsibility.

When attendance of the Director or the designated Alternate at a FOMNRR meeting is not possible, the FOMNRR Director shall have the right to give advance written consent or opposition to a proposal to be acted on at a meeting of the FOMNRR. If a FOMNRR Director or Alternate is not present at the meeting of the FOMNRR, the Director's consent or opposition to a proposal does not constitute presence for purposes of determining the existence of a quorum, but consent or opposition shall be counted as a vote in favor of or against the proposal and shall be entered in the minutes or other record of action at the meeting if the proposal acted on at the meeting is substantially the same or has substantially the same effect as the proposal to which the FOMNRR Director has consented or objected.

Section 12. Voting:

Each FOMNRR Director, or in the Director's absence, the Alternate, shall have one vote at any FOMNRR meeting. However, the FOMNRR Director, or in his absence the Alternate, in attendance on the first day of any FOMNRR meeting may record his/her vote(s) with the Secretary if they will be absent the following day(s). If the Director and the Alternate are unable to attend, the FOMNRR Director may record his/her position on any issue on the agenda by identifying the issue to be voted on, recording his/her vote on paper, dating and duly signing the paper and submitting it to the Secretary of the FOMNRR.

Section 13. Compensation of the FOMNRR:

There shall be no compensation of FOMNRR BOD members. As fiscal capabilities permit, expenses incurred in the course of business, such as telephone charges or mileage, may be paid only by majority approval of the board. FOMNRR board members may be reimbursed for travel expenses on behalf of the BOD for activities other than BOD meetings. Expenses shall be approved by the executive committee prior to payment.

ARTICLE VIII -- ANNUAL MEETING

Section 1. Place and Time of Annual Meeting:

There shall be an annual meeting at such time and location as determined by the FOMNRR. The date, time and location of the annual meeting shall be established to afford maximum participation by members of the FOMNRR and residents from The Missouri National Recreational River area.

Section 2. Purpose:

The annual meeting shall be held to update attendees on activities and finances of the FOMNRR and to hold elections as directed by these Bylaws.

Section 3. Notice of Annual Meeting:

Notice of the time and place of the annual meeting shall be published at least thirty (30) days prior to the meeting date. Such notice shall be mailed for publication in appropriate media in The Missouri National Recreational River area.

ARTICLE IX -- GENERAL PROVISIONS

Section 1. Annual Report:

The FOMNRR shall maintain and present at each annual meeting a full and clear statement of the business and condition of the Corporation, as well as the administration of all funds.

Section 2. Checks:

When authorized and designated in official FOMNRR documents, the Chair, Treasurer and the Executive Director or FOMNRR designee(s) shall have the authority to sign checks or demands for money and notes or other negotiable instruments for the Corporation.

Section 3. Fund Responsibility:

The FOMNRR shall establish such funding documents as necessary to accurately reflect FOMNRR receipts and disbursements, and assure accounting complies with the laws of South Dakota.

Section 4. Fiscal Year:

The fiscal year of the FOMNRR shall be from 10/1 to 9/30

Section 5. Contracts:

The FOMNRR shall have the authority to enter into contracts, make application for funding and to make all other necessary arrangements for the financial security/operation of the Corporation.

Section 6. Certified Public Accountant/Chartered Accountant/Certified General Accountant Review:

The books and records of the FOMNRR shall be reviewed/audited annually at the request of the board by a certified public accounting firm.

Section 7. Distribution of Authorities:

All FOMNRR Directors shall be provided a copy of the Articles of Incorporation, the Bylaws and all organizational policies and procedures to assure knowledge of the responsibilities, functions and purposes of the FOMNRR.

Section 8. Conflict of Interest:

FOMNRR BOD members shall not engage in any transactions with the organization's assets in which the FOMNRR Director has direct or indirect personal financial interest and shall refrain from any conduct in which his/her personal interests would conflict with the interests of the FOMNRR.

Section 9. FOMNRR Liabilities:

No FOMNRR Director shall be personally liable so long as he/she acts in good faith and with ordinary prudence in discharging the duties of the office.

Each FOMNRR Director shall be liable only for his/her own willful misconduct or omissions in bad faith. No FOMNRR Director shall be liable for the acts or omissions of any other FOMNRR Director, or of any accountant, agent, attorney or custodian selected with reasonable care.

Section 10. Assets:

All assets are to be titled with the name "Friends of The Missouri National Recreational River." No part of the net earnings of the FOMNRR shall benefit any private individual or FOMNRR member.

Section 11. Dissolution:

Upon dissolution of the FOMNRR, the Board shall, after paying or making provisions for the payment of all the liabilities of the FOMNRR, dispose of all the assets of the FOMNRR exclusively for the purposes of the FOMNRR in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the BOD shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the FOMNRR is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Termination and Disposition of Assets

Disposition of Assets upon Termination or Expiration of this Agreement or Cessation of Friends Group Operations. Upon the termination or expiration of this Agreement or cessation of the operations of the Friends Group for any reason, those funds held for the benefit of NPS, including all interest and earnings thereon and all in-kind contributions, shall be transferred to NPS or to a third-party deemed acceptable by NPS (under such terms and conditions as are deemed acceptable by NPS) for use consistent with the purposes for which the donations were made. Nothing herein shall prevent Friends Group from satisfying allowable outstanding obligations reasonably incurred in association with this Agreement prior to the termination or expiration of this Agreement.

Section 12. Corporation Activities:

The FOMNRR, as a part of its authorities, shall be authorized to conduct lobbying (when required and limited to the amount permitted in Section 501(3) (c) of the Internal Revenue Code of 1986) in the respective jurisdictions on subjects related to water and water resources. The FOMNRR members on behalf of FOMNRR shall not participate in or intervene in any political campaign on the behalf of any candidate for public office. The FOMNRR shall not carry on any activities not permitted to be carried on by an entity established under the United States Income Tax Code Section 501(c)(3).

Limitations on Lobbying. To the extent that the Friends Group commits in this agreement or any related agreement to raise funds from non-federal sources for a particular purpose or project to benefit NPS, the Friends Group agrees that it will not lobby for or otherwise seek the appropriation of funds from Congress to meet that commitment. The Friends Group may not use any appropriated funds (including property, utilities, or services acquired with, or supported by, appropriated funds) to lobby or attempt to influence Congress or any official of any government.

The Friends Group will not use Government-owned property in any lobbying activities.

ARTICLE X -- AMENDMENTS/ADDENDUM**Section 1. Amendments:**

The FOMNRR shall have the authority following review, to change these Bylaws providing the changes will correct a discovered deficiency, or improve the process of administration and operation of the Bylaws - Friends of the Missouri National Recreational River
Approved May 2015 - Revised April 2016

FOMNRR. All proposed changes shall be submitted to the FOMNRR Directors a minimum of thirty (30) days prior to discussion and/or decision. The FOMNRR shall present changes along with appropriate rationale at the Annual Meeting.

Section 2. Addendum:

Documents developed by the FOMNRR which support and/or reinforce responsibilities assigned within these Bylaws may be attached to these Bylaws as addendum until such time as the number of addendum dictate a rewrite of these Bylaws.

Section 3. Operating Procedures:

The Operating Procedures shall serve as the operating guidelines of the FOMNRR and its committees and shall be approved by and in effect until changed by FOMNRR BOD's action.

Section 4. Bylaws Changes:

Changes to the bylaws must be approved by two-thirds of the voting members at an annual meeting. Bylaws are to be reviewed at a minimum on an annual basis to make any needed updates and/or changes.