

Bylaws
Of
Greyhound Lifesavers

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BYLAWS OF GREYHOUND LIFESAVERS

A South Carolina Nonprofit Public Benefit Organization.

ARTICLE 1.

GENERAL PROVISIONS.

SECTION 1. NAME AND ADDRESS.

The official name of the organization is Greyhound Lifesavers, (GHL), with its principle place of business in Columbia, Richland County, South Carolina. This organization specific mailing address will be: 100-3 Forum Drive #150, Columbia, South Carolina 29229. However other offices may exist within or outside the State of South Carolina as its business and or activities may require. The name "Greyhound Lifesavers" is trademarked & protected.

SECTION 2. CHANGE OF ADDRESS.

The organization may change the designated official address by amendment to these Bylaws as the Executive Board of Directors deem necessary.

SECTION 3. OBJECTIVES.

The primary objectives of this organization are, but not limited to the following;

- A. To find loving homes for greyhounds that are no longer needed by the racetracks, their owners or other organizations, which would otherwise dispose of them;
- B. To acquaint the public with the desirability of greyhounds as pets and to promote the adoption of greyhounds; and,
- C. To rescue greyhounds from shelters, medical research and or homes that no longer want the dog or such similar circumstances.

SECTION 4 NON PROFIT PURPOSES.

This organization is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which

are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.)

ARTICLE 2.
EXECUTIVE BOARD OF DIRECTORS.

SECTION 1. NUMBER.

The GHL Officers and Directors are collectively known as the Executive Board of Directors. The Officers will include a President, Vice President, Secretary and Treasurer with the Board to include two at large Directors. The number on this Board can increase or decrease depending upon the total number of members however there will be no less than three Directors on the Board at any time. All members on the Executive Board of Directors will be elected by the active members of GHL.

SECTION 2. QUALIFICATIONS.

Directors shall be of the age of majority in this state and will be of exemplary character with a high standard in ethics and integrity.

SECTION 3. POWERS.

Subject to the provisions of the laws of this state and these Bylaws relating to action required or permitted to be taken or approved by the members, if any of this organization, the activities and affairs of this organization shall be conducted and all corporate powers shall be exercised by or under the direction of the Executive Board of Directors.

SECTION 4. DUTIES.

It shall be the duty of the directors to:

- A. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- B. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of all officers and agents of GHL;
- C. Supervise all officers, members and agents of this organization to assure that their duties are performed properly;
- D. Meet at such times and places as required by these bylaws; and,
- E. Register their mailing and electronic mailing addresses with the Secretary of GHL, and notices of meetings sent to them at such addresses, shall be valid notices thereof.

SECTION 5. ELECTION AND TERM OF OFFICE.

- A. All directors shall hold office for a period of 2 years and until his or her successor is elected, an incumbent can run for successive terms. Elections will be held annually and will be voted on by the members;
- B. Nominations will be taken from the floor at the 3rd quarter business meeting;
- C. The Secretary will produce a ballot;
- D. The ballot will be available to the membership at least 2 weeks in advance of elections and will be sent to the membership electronically;
- E. The election is final after being counted by and signed by the Board of Directors.

SECTION 6. VACANCIES.

- A. Vacancies on the Executive Board of Directors shall exist on the death, resignation or removal of any director and whenever the number of authorized directors is increased;
- B. Any Director may resign effective upon giving written notice to the Executive Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the organization would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state;
- C. Directors may be removed from office, with cause, as permitted by and in accordance with the laws of this State; and,
- D. Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by appointment by the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

ARTICLE 3. OFFICERS.

SECTION 1. DESIGNATION OF OFFICERS.

- A. The officers of GHJ shall be, but not limited to a President, a Vice President, a Secretary, and a Treasurer or any other designated position as decided upon by the Board. Each of these positions will be a member of the Executive Board of Directors; and,
- B. GHJ may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, Area Directors and other such officers with such titles as may be determined from time to time by the Executive Board of Directors.

SECTION 2. QUALIFICATIONS.

Officers shall be of the age of majority in this state and of exemplary character with a high standard in ethics and integrity.

SECTION 3. REMOVAL AND RESIGNATION.

- A. Officers of the organization may be removed only by the Executive Board of Directors following the procedures set forth in Article 7, Section 8 in these Bylaws. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein; and,
- B. The acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 4. VACANCIES.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Executive Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until the next election. Vacancies occurring in offices appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 5. DUTIES OF PRESIDENT.

The President shall be subject to the control of the Board of Directors, supervise and control the day-to-day affairs of the corporation. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors., The President shall preside at all meetings of the Board of Directors. The President will preside over all general meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 6. DUTIES OF VICE PRESIDENT.

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws or as may be prescribed by the Executive Board of Directors.

SECTION 7. DUTIES OF SECRETARY.

The Secretary shall:

- A. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- B. Keep at the principal office of GHIL or at such other place as the board may determine, a book of minutes of all meetings of the Directors, regular general meetings, and if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof;
- C. See that all notices are duly given in accordance with the provisions of these Bylaws;
- D. Be custodian of the records and of the seal of the organization and affix the seal, as authorized by law or the provisions of these Bylaws to duly executed documents of the GHIL;
- E. Keep at the principal office of GHIL or at some other agreed upon location a membership record containing the name and address of each and all members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership record together with the date on which such membership ceased;
- F. Exhibit at all reasonable times to any director of the organization, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the organization; and,
- G. In general perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws or which may be assigned to him or her from time to time by the Executive Board of Directors.

SECTION 8. DUTIES OF TREASURER.

The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the organization, and deposit all such funds in the name of GHIL in such banks, trust companies, or other depositories as shall be selected by the Executive Board of Directors;
- B. Receive and give receipt for monies due and payable to GHIL from any source whatsoever;
- C. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- D. Keep and maintain adequate and correct accounts of GHIL properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- E. Exhibit at all reasonable times the books of account and financial records to any director of GHIL, or to his or her agent or attorney, on request thereof;

- F. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the GHL;
- G. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and,
- H. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of GHL, or by these Bylaws, or which may be assigned to him or her from time to time by the Executive Board of Directors.

SECTION 9. NONLIABILITY OF DIRECTORS.

The directors shall not be personally liable for the debts, liabilities, or other obligations of GHL.

SECTION 10. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS.

The directors and officers' of GHL shall be indemnified by the organization to the fullest extent permissible under the laws of this state.

SECTION 11. INSURANCE FOR CORPORATE AGENTS.

Except as may be otherwise provided under provisions of law, the Executive Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of GHL (including a director, officer, employee or other agent of the organization) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

**ARTICLE 4.
MEETINGS.**

SECTION 1. REGULAR MEETINGS.

- A. Meetings shall be held at private or public locations designated by resolution of the Executive Board. All active members including Directors and Officers may attend this meeting which will be held quarterly at a time designation by resolution of the Executive Board of Directors.
- B. Regular or special meetings of the Executive Board of Directors shall be held at the discretion of the Executive Board of Directors with date, time and place as determined by the majority of Directors or as called for by an officer of the organization.

SECTION 2. ANNUAL MEETING.

There will be an annual meeting of the Executive Board of Directors attended by the Members of GHIL once a year. Elections of the Directors and Officers will be held at this meeting. Meeting will be held annually with date, time and place to be determined by the Executive Board of Directors.

SECTION 3. SPECIAL MEETINGS.

Special meetings of the Executive Board of Directors may be called by the President, the VicePresident, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this State to call special meetings of the board, Such meetings shall be held at the principal office of GHIL or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 4. NOTICE OF MEETINGS.

- A. Regular Meetings. Changes to a specific regular meeting date, time or location can be made with the consensus of the Executive Board with notice at least one week prior to the original meeting date. Notice will be made by Electronic mail, telephone or regular mail;
- B. Special Meetings. At least 10 days prior notice shall be given by the Secretary of the organization to each director of each special meeting of the board. Such notice may be electronic mail, oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting; and,
- C. The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given.

SECTION 5. QUORUM FOR MEETINGS.

- A. A quorum shall consist of more than half of the Executive Board of Directors at a scheduled directors meeting; and,
- B. Except as otherwise provided under the Articles of Incorporation these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present.

SECTION 6. MAJORITY ACTION IN A MEETING.

- A. Every act or decision made at a regular monthly meeting by a majority vote of the regular members present then that act and or decision is accepted as being made by all members. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Executive Board of Directors, unless the Articles of Incorporation these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the members or the Board; and,
- B. Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held regular meeting will be by a voice vote unless otherwise stipulated by the board member chairing the meeting or by the majority of the members. Election of the Directors shall be by written ballot.

SECTION 7. CONDUCT OF MEETINGS.

- A. A. Meetings of the Executive Board of Directors and meetings of members will be presided over by the President of the organization or, in his or her absence, by the Vice President of the organization or, in the absence of each of these persons by a Chairperson chosen by a majority of the members present at the meeting.
- B. The Secretary of the corporation shall act as secretary of all meetings, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting; and,
- C. Meetings shall be governed by Roberts Rule, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law

ARTICLE 5. COMMITTEES.

SECTION 1. COMMITTEES.

GHL shall have such other committees as may from time to time be designated by resolution of the Executive Board of Directors or by a majority vote of the regular members. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES.

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Executive Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Executive Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Executive Board of Directors or by the committee. The Executive Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6.
MEMBERS INSPECTION RIGHTS.

SECTION 1. MEMBERS' INSPECTION RIGHTS.

- A. If this Organization has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member;
- B. To inspect and copy the record of all members names and voting rights, at reasonable times, upon written demand to the Secretary of the organization, which demand shall state the purpose for which the inspection rights are requested;
- C. To obtain from the Secretary of the organization, upon written demand on, and payment of a reasonable charge to, the Secretary of the organization, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the organization or after the date specified therein as of which the list is to be compiled;
- D. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the organization by the member, for a purpose reasonably related to such person's interests as a member;
- E. Members shall have such other rights to inspect the books, records and properties of this organization as may be required under the Articles of incorporation, other provisions of these Bylaws, and provisions of law; and,
- F. These rights are made available to such members for the purpose directly related to the business of the Organization and shall not be made available to third parties without the written consent of the Executive Board of Directors except as required by law.

SECTION 2. RIGHT TO COPY AND MAKE EXTRACTS.

- A. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts; and,
- B. These rights are made available to such members for the purpose directly related to the business of the Corporation and shall not be made available to third parties without the written consent of the Board of Directors except as required by law.

SECTION 3. PERIODIC REPORT.

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of GHL, to be so prepared and delivered within the time limits set by law.

ARTICLE 7.
MEMBERSHIP PROVISIONS.

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS.

The organization shall have one class of members. No member shall hold more than one membership in the organization, except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this organization, or provisions of law, all memberships shall have the same rights, privileges, restrictions and conditions.

SECTION 2. QUALIFICATIONS OF MEMBERS.

The qualifications for membership in this organization are as follows:

- A. Active volunteer such as; Placement representative, fostering and or Meet and Greet volunteer or any other activity directly related to GHL. The individual must have at least 12 hours volunteer work in the calendar year to qualify for membership. The volunteer will keep a record of volunteer time and report to the secretary hours volunteered by mid December of each year. The secretary will keep track of volunteered time in the membership records;
- B. General membership will be recognized for those who attend and participate in the monthly meetings totaling twelve hours. Two hours will be recognized for each meeting;
- C. Membership will be recognized for anyone who adopts a greyhound through this organization. This membership will be for one year with family members over the age of 18 years having voting rights, those under the age of 18 years being non voting members; and,
- D. Individuals may not hold membership or director positions in greater then one greyhound rescue organization within the South Carolina, North Carolina and Georgia tri-state area at the same time without approval of the Executive Board of Directors.

SECTION 3. NUMBER OF MEMBERS.

There is no limit on the number of members the organization may admit.

SECTION 4. FEES AND DUES.

There are no fees and dues for membership in GHL.

SECTION 5. MEMBERSHIP RECORDS.

GHL shall keep membership records containing the name and address of each member. Termination of the membership of any member shall be recorded, together with the date of termination of such membership. Such records shall be kept at the organization's principal office or at any other designated place as directed by the Executive Board of Directors.

SECTION 6. NONLIABILITY OF MEMBERS.

A member of this organization is not, as such, personally liable for the debts, liabilities, or obligations of this organization.

SECTION 7. NONTRANSFERABILITY OF MEMBERSHIPS.

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's resignation, no longer active or death.

SECTION 8. SUSPENSION AND TERMINATION OF MEMBERSHIP.

- A. The membership of any member of the organization may be suspended by a two thirds vote of the Executive Board of Directors. This action will only be taken in a situation where the circumstances are deemed serious enough to warrant the termination of a member;
- B. Member may be suspended by the Executive Board of Directors for failing to abide by the Bylaws or the Policy and Procedures of GHL. A member may also be suspended if they engage in conduct materially and seriously prejudicial to the interests or purpose of the organization;
- C. Members will be notified of the suspension and the reason for such action, by the Secretary of the organization by certified mail Return Receipt Requested, as soon as the practical, after a vote to suspend by the Executive Board of Directors;
- D. The member will have ten (10) days from the date of notice of the suspension to notify the Secretary of the organization by written or electronic means of their intent to appeal the suspension. The Secretary will be responsible for notifying the Executive Board of Directors of the member's intent to appeal;
- E. When notified by the Secretary of a member's intent to appeal a suspension the board will convene an administrative hearing at a time and place mutually agreeable to all parties. The date of the hearing will be not be less than thirty(30) days or more than forty-five (45) days from the date of notification that the suspension is being appealed;
- F. In as much as the appeals hearing is an administrative action of the organization and has no civil or criminal consequence the appealing member is not entitled to legal representation at such hearing; and,
- G. All members in good standing with the organization may be present at any such appeals to observe the proceedings. Members wishing to address the Executive Board of Directors on the matter of the member's suspension may do so in writing by sending a "Letter of Interest" to the Secretary of the organization no later than ten (10) days prior to the date of the hearing. The Secretary will copy and forward such Letters of Interest to each Executive Board member prior to the appeals hearing. The Letters of Interest are for the eyes of the Executive Board of Directors only and will not be made public before or

after the appeals hearing. Only suspended member may address the Executive Board during the appeals hearing.

Roberts Rules of Order will prevail at such hearings.

SECTION 9. TERMINATION PROCEDURE.

Members may have their membership terminated from the organization for the following reasons:

- A. The member fails to respond in writing to the Secretary of the organization within ten (10) days of being properly notified of the Executive Board of Directors action to suspend the members pending termination;
- B. After all circumstances surrounding the suspension of a member have been heard in the appeals hearing and all written "Letters of Interest" have been reviewed by the Executive Board, a decision to terminate or reinstate will be made by the Executive Board. A twothirds decision is necessary to affirm or deny membership. Such decision will be made in writing and sent to the suspended member no more than ten (10) days from the date of the appeals hearing; and,
- C. All rights of a member shall cease upon termination of membership and the Secretary will record the termination in the Membership records.

ARTICLE 8.
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.

SECTION 1. EXECUTION OF INSTRUMENTS.

The Executive Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES.

Except as otherwise specifically determined by resolution of the Executive Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the organization shall be signed by the Treasurer.

SECTION 3. DEPOSITS.

All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the Executive Board of Directors may select.

SECTION 4. GIFTS.

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the nonprofit purposes of GHL.

SECTION 5. Debts.

All debts shall be paid, at a minimum, bi-weekly. It is the treasurer's responsibility to notify the board if he or she will be unable to pay and debts as required, above.

ARTICLE 9.
CORPORATE RECORDS, REPORTS AND SEAL.

SECTION 1. MAINTENANCE OF CORPORATE RECORDS.

Records, as outlined below, shall not be kept at the principal corporation office, but must be made available 48 hours of request:

- A. Minutes of all meetings of directors, committees of the board and, if this organization has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C. A record of its members, if any indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and,
- D. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times.

SECTION 2. DIRECTORS INSPECTION RIGHTS.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of GHJ and shall have such other rights to inspect the books, records and properties of GHJ as may be required under the Articles of Incorporation other provisions of these Bylaws and provisions of law.

ARTICLE 10.

IRS 501(C)(3) TAX EXEMPTION PROVISIONS.

SECTION 1. LIMITATIONS ON ACTIVITIES.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT.

No part of the net earnings of this corporation shall be used for the benefit of or be distributed to its members, directors or trustees, officers, or other private persons. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS.

Upon the dissolution of this corporation its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 11. CONSTRUCTION AND TERMS.

SECTION 1.

- A. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation the provisions of the Articles of Incorporation shall govern;
- B. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding;
- C. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation; and,
- D. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

SECTION 2. AMENDMENT OF BYLAWS.

Subject to the power of the members, if any, of this organization to adopt, amend or repeal the Bylaws of this organization and except as may otherwise be specified under provisions of law, these Bylaws or any of them may be altered, amended, or repealed and new Bylaws adopted by approval by the members. Amendments of record shall be signed by the Executive Board of Directors and issued as attachments to this document.

ARTICLE 12. ADOPTION OF BYLAWS.

We the undersigned are all directors / officers of GHL and we consent to and hereby do adopt the foregoing Bylaws consisting of 20 preceding pages as the Bylaws of this organization.

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