

**BYLAWS**  
of the  
**OKLAHOMA CHAPTER**  
of the  
**AMERICAN PLANNING ASSOCIATION**

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# Article 1 General

## Section 1.1 Chapter Named and Area Served

The name of this Chapter shall be the Oklahoma Chapter of the American Planning Association. The area served by the Chapter shall be the State of Oklahoma.

## Section 1.2 The American Planning Association

### 1.2.1 The American Planning Association.

The national organization of which this chapter is an integral part is the American Planning Association. It is referred to in these Bylaws as “the Association” or “APA”.

### 1.2.2 National Office.

The term “National Office” refers to the office of APA designated by APA to service Chapter and membership matters.

### 1.2.3 Executive Director.

Unless otherwise qualified, the term “Executive Director,” when used in these Bylaws, refers to the duly appointed Executive Director of (National Office) APA.

### 1.2.4 Address of Record.

A member’s “address of record” shall be the address furnished by the member to the National Office of APA. It is the member’s responsibility to notify the National Office of any change of address. A “Chapter Only” member’s address of record shall be the address provided to the Secretary upon application for Chapter membership.

### 1.2.5 American Institute of Certified Planners.

The national institute (AICP) within the American Planning Association which has as its central mission the professional development and certification of its members. In pursuit of this mission, AICP establishes professional standards, education requirements, and professional ethics, and is an advocate on behalf of professional planners.

## Section 1.3 Purpose of the Chapter

The purposes of the Chapter are to facilitate the individual participation of members of APA in the affairs of APA and to further the purpose of APA in the Chapter area. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **Section 1.4 Nonprofit Nature of Chapter**

The Chapter is nonprofit. Its income shall be used only for Chapter purposes, and no part of any net earnings shall inure to the benefit of any member or other individual, except that the Chapter may pay reasonable compensation for services rendered and make payments and/or distribution in furtherance of Chapter purposes.

## **Section 1.5 Chapter Publication**

A “Chapter Publication” shall mean any publication that is mailed via surface mail or electronic mail to all Chapter members at their physical or electronic address of record, without special charge. The Secretary shall submit to the Executive Director via surface mail or electronic mail each Chapter publication at the time it is distributed to the Chapter membership.

## **Section 1.6 Parliamentary Procedure**

At meetings of the membership and of the Chapter Board of Directors and Executive Committee, parliamentary procedure shall be governed by Robert’s Rules of Order, the pertinent edition of which shall be designated by the President.

## **Section 1.7 Mail, Written and Electronic Transmissions**

Unless otherwise specified as requiring surface mail, such as United States Postal mail or other ground carrier, or paper ballot, the terms “mail” and “written transmission” may include electronic mail (email) or other forms of electronic transmission not directly involving the physical transmission of paper. The Executive Committee may utilize electronic services provided by APA for Chapters, such as online elections and membership polling.

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# **Article 2 Members**

## **Section 2.1 Eligibility**

Members may join the Oklahoma APA Chapter in one of the following ways:

1. All members of APA whose address of record is within the Chapter area shall automatically be Chapter members.
2. An APA member whose address of record is outside the Chapter area may also become a Chapter member upon notification to the National Office and upon payment of any applicable dues and assessments.
3. “Chapter Only” memberships shall also be available to those persons who are not members of APA. Persons who are interested in becoming “Chapter Only” members shall make application to the Secretary, and upon payment of the dues prescribed by the Executive Committee shall become “Chapter Only” members.
4. “Honorary Members” The Board of Directors may confer a dues-free Honorary Membership upon any person inside or outside the Oklahoma APA who has made significant contributions to the furtherance of planning in Oklahoma.

## **Section 2.2 Termination and Reinstatement**

Chapter membership will be terminated upon termination of APA membership. Chapter membership also may be terminated for failure to pay Chapter dues and assessments. Chapter memberships may be reinstated, subject to such conditions as may be established by the Chapter.

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# **Article 3 Membership Meetings**

## **Section 3.1 Annual Meeting**

There shall be an annual meeting at a time and place to be determined by the Board of Directors. The annual meeting shall be recorded by the continuing or retiring Secretary.

## **Section 3.2 Special Meetings**

At least one special meeting of the members may be called by the President, with consent of the Executive Committee, during the year. Additional meetings may be called by the President or by the Executive Committee. A special meeting of the members may be called by a petition signed by at least five percent of the members of the Chapter. The place, date, and time of such meeting shall be set by the President or by the Executive Committee.

## **Section 3.3 Locations of Membership Meetings**

The annual meeting and any special meeting called by petition shall be held in the Chapter area. Other special meetings may be held in states contiguous to the Chapter area in connection with regional meetings of the Association or joint meetings of the Chapter with other Association chapters.

## **Section 3.4 Notice of Annual and Special Meetings**

### **3.4.1 Meeting Notices.**

The Secretary shall mail notices of meetings (including the purpose of each special meeting) to the members as follows:

1. Date and general locale: at least 30 days prior to the date of the meeting.
2. Date, time, and place: at least 10 days prior to the date of the meeting.

### **3.4.2 Emergency.**

The President may call a meeting of the members on shorter notice, in an emergency, with consent of the Executive Committee.

## **Section 3.5 Voting, Quorums, and Conducting Business**

### **3.5.1 General.**

Except as provided in Article 7 Elections and Article 11 Amendments, membership and Board voting shall be governed by the following requirements:

1. Eligible to vote: All Chapter members;
2. Membership Quorum: ten (10) percent of those eligible to vote;
3. Membership Voting: Approvals require a simple majority of those voting;
4. Board of Directors/Executive Committee Quorum: Simple majority of occupied positions;
5. Board of Directors/Executive Committee Voting: Approvals require a simple majority of those voting;
6. The Chapter may utilize electronic mail, non-paper transmissions, and on-line voting options to accept petitions, propose issues, collect votes, and notify membership of voting results.

### **3.5.2. General Membership Votes.**

The Executive Committee may utilize paper mail, electronic email ballot, or APA's electronic on-line voting service to ascertain a Chapter position, elections, or other Chapter voting requirements. A request for a vote on any Chapter issue shall be undertaken on the Secretary's receipt of a petition signed by at least ten (10) Chapter members eligible to vote on the issue or at the direction of the Executive Committee.

On issues when full membership will be voting, the Secretary will mail notice to the full voting membership with a voting deadline. The results of the vote shall be confirmed promptly to the membership and filed with the minutes of the proceedings of the board or committee that immediately follow the vote.

### **3.5.3 Board of Directors and the Executive Committee Votes and Actions.**

Unless a more restrictive voting requirement is specified in these Bylaws, the Board of Directors, Executive Committee, or any other board or committee thereof may meet and act upon the vote of its members by any means, including telecommunication, electronic, or internet ballot. The results of the vote shall be confirmed promptly to the membership and filed with the minutes of the proceedings of the board or committee.

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# Article 4. Board Of Directors

## Section 4.1 Composition.

### 4.1.1 Elected Board Members

The Board of Directors (hereinafter referred to as the Board) shall be composed of the elected OKAPA officers plus several focus members. Elected and appointed Board members must be members in good standing of APA and of OKAPA. The elected officers of the Chapter shall be:

President (see Section 4.2.2),  
Vice-president/President elect,  
Professional Development Officer  
(AICP certification required),  
Secretary,

Treasurer,  
At-large Directors – minimum of three.  
Additional At-large positions may be added  
by a vote at the Annual Meeting (2 positions  
added at the 2010 Annual Meeting - total 5).

### 4.1.2 Non- Elected Members

Non-Elected Board members must be members in good standing of APA and of OKAPA.

**Focus Board Positions:** Focused positions on the Board may include a student, a faculty member, and a planning commissioner.

- The student representative shall be the president of the Student Chapter of APA at the University of Oklahoma or his/her representative.
- The faculty member shall be the head of RCPL department at the University of Oklahoma or his/her designate.
- The planning commissioner shall be appointed by the Chapter President.

**Ex-Officio Members:** The most immediate past-president shall serve as a (voting) ex-officio member of the Board.

## Section 4.2 Terms of Office

### 4.2.1 Beginning of Term.

The term of office of each elected Board member shall begin on November 1 of the year in which the member is elected.

#### 4.2.2. Length of Term.

Election to the Board of Directors shall be staggered elections in odd and even years. All elections shall be for two-year terms. The Chapter will hold elections according to the following schedule:

<b>Odd Year Elections</b>	<b>Even Years Elections</b>
President**	Secretary
Vice-president / President Elect	Professional Development Officer
Treasurer	At-large Position 1
At-large Position 2	At-large Position 4 (added 2010)
At-large Position 3	At-large Position 5 (added 2010)

The term of office for the Student Chapter President shall be as established by the student chapter. The term of office for planning commissioner shall be as established by the President.

**\*\*President:** The out-going President Elect shall automatically assume the office of President. Should, for whatever reason, the office of President be vacant during the two-year cycle, the President Elect shall automatically assume the office of President. Should, for whatever reason, the office of President Elect be vacant, an interim Vice President (only) may be appointed under the provisions of 4.2.3; at the next election cycle, a new Vice President/ President Elect shall be elected for either a one-year term (filling out the previous two-year term) or two-year term. At the time of annual (odd year) elections, should the office of President Elect be vacant, both the President and the President Elect shall be elected in the odd year cycle.

#### 4.2.3. Interim Vacancies

The Board shall promptly nominate, vote, and appoint a consenting Chapter member to fill a vacant position on an interim basis. The President may temporarily assign an existing Board member to carry out the duties of a vacant office. This assignment is on an emergency basis and only until such time as the Board can act to vote on an interim appointment. The interim appointee shall fulfill the duties described herein for that office and may remain in the position until its next election cycle. The appointee is eligible for nomination in accordance with the election procedures in these Bylaws. Should an ex officio Board position become vacant, this position shall remain vacant until it is filled by a member meeting the qualifications of the office (see also last paragraph under Section 4.2.2).

## **Section 4.3 Meetings.**

### **4.3.1. Board Meetings**

Meetings of the Board of Directors shall be called by the President or by a majority of the Board. There shall be in each fiscal year, at least two times, meetings of the Board at which times they shall carry out the business of the Chapter.

A Chapter position may be taken by the Board. A position taken by the Board shall be in the name of the Chapter, and shall be recorded by the Chapter Secretary. An action may be taken by the Board in a vote as set forth in Section 3.5.

## **Section 4.4 Duties**

The general duties of the Board of Directors shall be:

- 4.4.1** Establish policies, formulate programs, and provide guidance in carrying out the purposes of the Chapter, and in managing its finances;
- 4.4.2** Adopt an annual Chapter budget and determine therein the allocation of funds to the committees;
- 4.4.3** Establish procedures for processing applications for Chapter Only members;
- 4.4.4** Receive and consider resolutions, petitions, and recommendations from the members of the Chapter;
- 4.4.5** Authorize the formation of sections, divisions, or departments within the Chapter, as recommended by the President;
- 4.4.6** Report to the membership on its actions;
- 4.4.7** Review and approve the annual work plan of each standing committee; and,
- 4.4.8** Perform such other duties as may be required by the Chapter Bylaws or APA Bylaws.

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# Article 5

## Officers and the Executive Committee

### Section 5.1 Duties of Officers

**5.1.1 President.** The president of the Chapter shall:

1. Call meetings of the Chapter, the Board, and the Executive Committee and preside at these meetings;
2. Create, appoint, and discharge all Chapter committees, unless otherwise provided in these Bylaws;
3. Serve as a voting member of the Board and the Executive Committee, and as a nonvoting member of all other committees;
4. Provide leadership in developing Chapter policies, in coordination with the Executive Committee;
5. Direct the preparation of the Chapter's program and budget, for approval by the Board;
6. Prepare an annual written report of Chapter activities to be presented to the Board at a meeting preceding the annual meeting of the Chapter and subsequently to the annual meeting of the Chapter for approval;
7. Represent the Chapter on the APA's Chapter Presidents Council; and
8. Perform such other duties as are required by these Bylaws or are customary to the office.

**5.1.2 Vice-President/President Elect.** The vice-president shall:

1. Actively assist the President in the guidance and coordination of committee activities;
2. Serve with the Professional Development Officer on the Chapter Professional Development Committee.
3. Carry out other duties assigned by the President;
4. Act as President in the absence or incapacity of the President;
5. Serve as a member of the Executive Committee; and
6. Perform such other duties as are required by these Bylaws or are customary to the office.
7. Assume the position of President upon the completion of the current president's term.

**5.1.3 Secretary.** The secretary shall:

1. Maintain an accurate roster of Chapter members;
2. Mail nominating committee reports and ballots to the members, as provided in Article 7, Elections;
3. Notify Chapter members of meetings;

4. Prepare and report minutes of Chapter, Board, and Executive Committee meetings; maintain the minutes of the Chapter;
5. Notify members of the Board and the Executive Committee of meetings of those bodies, and of appointments to committees;
6. Transmit to the Executive Director of APA the following:
  - a. A list of all Chapter officers and their addresses and telephone numbers within 30 days of their election;
  - b. The results of all Chapter voting on bylaws, bylaw amendments, elections, and policy and professional matters, and in so doing, specify the quorum and the number voting for each candidate or “aye” and “nay” on each issue; and
  - c. At least one copy of each publication of the Chapter and of proposed bylaws or amendments, as required by the Bylaws of APA;
7. Serve as a member of the Executive Committee; and
8. Perform such other duties as are customary to the office or are required by these Bylaws.

**5.1.4 Treasurer.** The treasurer shall:

1. Receive Chapter funds, including all money for charges in connection with Chapter meetings;
2. Collect Chapter dues and assessments not collectible by the National office;
3. Disburse funds as authorized by the Executive Committee;
4. Keep accurate accounts, which shall be open to inspection by Chapter officers and which shall be submitted for an annual audit by the Audit Committee;
5. Be the custodian of all Chapter property;
6. Prepare for each meeting of the membership, the Board, and the Executive Committee a written financial report, including a current balance and an income statement reflecting the preceding 12 months of Chapter operations;
7. Assist the President in preparing the annual budget; for review by the Executive Committee and approval by the Board;
8. Comply with APA, federal, and state financial reporting requirements;
9. Serve as a member of the Executive Committee; and
10. Perform such other duties as are customary to the office or are required by these Bylaws.

**5.1.5 Professional Development Officer.** The PDO shall:

1. Promote membership in the American Institute of Certified Planners;
2. Implement OKAPA programs to assist candidates in the preparation for the AICP exam certification process;
3. Assist with the planning and development of OKAPA professional development seminars and workshops; and serve as the Chairperson of the Chapter Professional Development Committee.

4. Advocate strong support for the AICP Code of Ethics and Professional Conduct;
5. Maintain an ongoing relationship with the AICP Commission and the AICP office staff;
6. Hold and maintain certification from AICP; and
7. Serve as a member of the Executive Committee; and
8. Perform such other duties as are customary to the office or are required by these Bylaws.

**5.1.6 Immediate Past President.** The Immediate Past President shall:

1. Serve as a voting member of the Executive Committee; and
2. Perform such other duties as are customary to the office or are required by these Bylaws.

## **Section 5.2 Removal from office**

A Board member may be removed from office by the Executive Committee for one or more of the following reasons as determined by the Board and will be provided an opportunity to make an appeal and or defense to the Board in writing and in person for the Chapter record:

**5.2.1** If the Board member is absent from three or more consecutive Board or Executive Committee meetings;

**5.2.2** If the Board determines that the Board member has acted in gross violation of the Chapter Bylaws, including gross failure to execute the duties of an elected or appointed position;

**5.2.3** If the Board member is found guilty of a felony, the Executive Committee may remove the member from office immediately. The Executive Committee may choose or not to receive the member's appeal.

**5.2.4** If a member of the Board is convicted of other non-felony crimes, provided the Board member is provided an opportunity to defend himself or herself before the Executive Committee.

**5.2.5** If a member of the Board no longer meets the requirements to hold office (see 4.1.1 and 4.1.2).

## **Section 5.3 Executive Committee**

### **5.3.1 Composition.**

The Executive Committee shall be composed of the elected officers of the Chapter and the Immediate Past President.

### **5.3.2 Meetings.**

Meetings of the Executive Committee shall be called by the President or by majority of the Executive Committee members. The Executive Committee shall meet at least two times each fiscal year and these meetings may be held in concurrence with meetings of the Board of Directors.

### **5.3.3 Duties.**

1. Propose an annual Chapter budget to the Board of Directors;
2. Authorize or approve in writing contracts and expenditures in excess of \$500.
3. Appoint such staff as deemed necessary to assist in the carrying out of the affairs of the Chapter;
4. Report to the Board and membership on its actions;
5. Put into effect decisions of the membership and the Board;
6. Monitor the progress and action of committees;
7. Determine when and how committee reports and Chapter actions shall be made public; and,
8. Perform such other duties as may be required by the Chapter Bylaws or APA Bylaws.

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# Article 6 Committees

## Section 6.1 Standing Committees.

The following standing committees of the Chapter shall be chaired by a member of the Board of Directors and include at least other members of the Chapter. Committee meetings shall be called by the chairperson of the committee at such times and places as are needed to carry out the duties of the committee. Each committee shall develop an annual work plan to be submitted to the full Board for approval in conjunction with approval of the annual budget.

### 6.1.1 Educational Services.

The duties of this committee include overseeing Chapter conferences and workshops, planning commissioner training, and other educational opportunities such as participating in conference of other organizations and promoting planning education in the primary schools.

### 6.1.2 Professional Development.

The duties of this committee include promotion of AICP, helping members prepare for the AICP exam, and encouraging continued professional development among AICP members. The Chairperson of this committee shall be the Professional Development Officer. The Vice-President/President Elect shall serve on this Committee. All members of this committee must be members of AICP.

### 6.1.3 Awards.

The duties of this committee shall include all activities related to the preparation for and execution of a Chapter awards program.

### 6.1.3 Legislative.

This committee shall be responsible for monitoring legislation on the state and national levels, coordinating development of a Chapter position on planning related legislation, and developing legislation to be submitted for consideration.

### 6.1.4 Member Services.

This committee is responsible for developing and maintaining an accurate list of members, providing a regular Chapter newsletter, developing and coordinating the functioning of a Chapter Resource Center, and other member programs as identified.

## **Section 6.2 Regular Committees.**

The following are committees which will be formed on an annual basis to carry out the specific responsibilities assigned. They will meet as necessary to carry out their charge and then be discontinued until new members appointed the following year.

### **6.2.1 Nominating Committee**

The Nominating Committee shall consist of at least three Chapter members, one of whom shall be a member of the Executive Committee. The Nominating Committee shall be appointed by the President with the advice and consent of the Executive Committee by June 1 of each year, and at least 120 days before the annual meeting.

### **6.2.2 Audit Committee**

The Audit Committee shall consist of three members, none of whom shall be a member of the Executive Committee; shall be appointed by the President not later than December 15; shall audit the accounts of the Treasurer as of the close of the books on December 31; shall report thereon to the Executive Committee at its first meeting after January 1; and shall publish a summary of the audit report in the first Chapter Publication or newsletter after January 1.

### **6.2.3 Teller Committee**

The President, with the advice and consent of the Executive Committee, shall appoint a Teller Committee to consist of at least three Chapter members. The Teller Committee shall be responsible for counting the votes cast in an election held pursuant to these Bylaws.

## **Section 6.3 Ad hoc Committees.**

The President may establish ad hoc committees as may be necessary to carry out the business of the Chapter.

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# Article 7 Elections

## Section 7.1 Schedule of Nominations, Balloting, and Voting

### 7.1.1 Annual Elections

The Chapter will conduct annual elections according to Terms of Office in Section 4.2. A Nominating Committee shall be appointed according to Sections 6.2.1. The process for nomination and election, (whether voting will be by electronic means, hard copy ballot, or at the Annual Meeting) will be communicated to the membership.

### 7.1.2 On-Line Voting

APA has available to APA Chapters the option of voting on-line for officers and other issues requiring Chapter member voting. The OKAPA Executive Committee may use this option for any Chapter election. The nomination process including notice and voting criteria shall be approved by the Executive Committee and shall be in compliance with APA on-line voting requirements. When the Chapter uses online elections, the Secretary will use the postal service to mail hard copies of the Call for Nominations and the Annual Elections Ballot to those members on the APA membership list without email addresses. The Secretary will tally the postal mail votes and add to the online votes.

### 7.1.3 General Guidelines

The Executive Committee will use the following schedule as a guideline for the annual elections:

- A Call for Nominations will be posted to the membership and remain open for no less than two (2) weeks. This should be posted no later than August 15.
- The Annual Elections Ballot will be distributed to the membership no later than 30 days prior to the Annual Meeting. The ballot will be open for no less than two (2) weeks.
- Annual Election Results are communicated at the Annual Meeting and via email and/or postal mail to OKAPA members.

## Section 7.2 Balloting and Counting

**7.2.1 General.** The officers of the Chapter shall be elected by secret ballots; if on-line voting is used, it shall be in compliance with APA on-line voting requirements. A Teller Committee shall be appointed according to Sections 6.2.3.

### 7.2.1 Two or More Candidates for an Office.

Where there are two candidates for an office, election shall be by majority vote. In the event of a tie, the winner will be determined by a flip of the coin conducted by one member of the Executive and one member of the Nominating Committee who shall communicate in writing to the Secretary the determined winner.

### **7.2.2 Announcement of Results.**

The Secretary shall announce the results of the election at the annual meeting and notify Chapter members.

### **7.2.3 Changes in Election Schedule.**

If, because of unforeseen circumstances, the Executive Committee finds that in a given instance the election schedule or guidelines set forth in this Article cannot be followed, the Committee may amend the schedule for that instance, and that said change shall be approved by a two-thirds vote of the Executive Committee based on offices occupied at the time of the vote, and that the membership shall be notified of the process to be used.

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## **Article 8 Finances**

### **Section 8.1 Fiscal Year**

The Chapter's fiscal year shall be the period January 1 - December 31.

### **Section 8.2 Budget**

The Executive Committee shall prepare and the Board of Directors shall review and adopt or modify and adopt, prior to the beginning of each fiscal year, a fiscal-year budget setting forth objectives for which funds of the Chapter may be expended and the amount authorized to be expended for each such objective. The budget may be modified from time to time by a majority vote of the Executive Committee. The original budget and any subsequent modifications shall, after adoption, be published in the next edition of any Chapter publication or other Chapter mailing.

### **Section 8.3 Disbursements**

No disbursement shall be made that is not supported by a vendor's invoice, receipt, or other adequate documentation.

Signatories on an account may not reimburse themselves for approved expenses.

### **Section 8.4 Audit**

Annual audits shall be as provided by Article 6 Committees, Audit Committee.

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## **Article 9 Chapter Sections**

### **Section 9.1 Establishment of Chapter Sections**

A Chapter Section shall be recognized by the Board of Directors upon petition of a majority of the Chapter's members, as defined in Article 2, whose address of record is in the area proposed to be served by such section.

### **Section 9.2 Chapter Section Membership**

Each Chapter member whose address of record is in the area served by a section shall be a member of that section, unless he by letter informs the Secretary and the directors of both sections concerned that he elects to be a member of another section in the Chapter area. A Chapter member whose address of record is not in an area served by any section may become a member of a section by filing a written request to that effect with the Secretary and the director of the section.

### **Section 9.3 Section Bylaws**

Section bylaws shall comply with APA Bylaws and Chapter Bylaws and shall be approved by the Executive Committee. Section bylaws shall include the name of the section, a description of the area served by the section, and a statement of Chapter functions to be performed by the section.

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## **Article 10 Chapter Associations**

This Chapter may, through its Board of Directors, elect to join with one or more other APA chapters in the establishment of chapter associations for furthering the goals and aims of APA in such professional activities as may be stated in the association bylaws. In electing to become a member of a chapter association, the Chapter shall be bound by the bylaws of said association until such time as the Chapter may by vote of its Board of Directors decide to dissolve its relationship with said association. The President of the Chapter shall serve as the Chapter's representative in each such association, unless the Executive Committee votes to designate another of its members to so serve. Both the joining and the dissolving of relationships with such associations shall be subject to approval by the membership of the Chapter.

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## **Article 11 Amendments**

Amendments to these Bylaw may be proposed by the Board of Directors or by a petition signed by five percent of the Chapter membership. The membership may amend these Bylaws by a simple majority affirmative vote as defined by Article 3.5.1.3. A bylaw amendment may also be adopted by a simple majority affirmative vote of the Chapter members present at an annual or special meeting, provided that the amendment is published in a publication of the Chapter membership or placed on the OKAPA website with a follow-up e-mail sent to members with active e-mail addresses at least one month prior to the meeting; the notice of the meeting must state that among its purposes is the consideration of the proposed amendment; and that a quorum (being ten (10) percent of those eligible to vote) is present at the meeting at the time of the vote on the amendment.

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## **Article 12 Dissolution**

Upon the dissolution of the corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall be at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee 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 corporation 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.