

BY-LAW v. 3

A by-law regarding the transaction of the business and affairs of London Cycle Link Association (the "Corporation")

BE IT PASSED AND MADE as a by-law of the Corporation as follows:

DEFINITIONS

In this by-law and all other by-laws and special resolutions of the Corporation, unless the context requires otherwise:

"Act" – means the Canada Not-for-profit Corporations Act;

"Board" – means the board of directors of the Corporation;

"Cheques" – means all monetary instruments including cash, cheques, drafts or orders for the payment of money, notes and acceptances, electronic transfers and bills of exchange;

"Contract" – means all contracts, documents or instruments in writing;

"Director" – means a member of the Board;

"Executive Director" – means managing director of Staff and senior operating Officer, if applicable;

"Articles" – means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Member" – means any person who pays a "membership fee" as set by the Board from time to time, and who otherwise meets the conditions of membership as set out at section 8;

"Officer" – means an individual appointed as an officer under section 142 of the Act, the chairperson of the board of directors, the secretary, the treasurer, the Executive Director, or any other individual as designated by the Board and as further defined by section 14;

"Staff" – means all full and part time employees of the Corporation, including, solely for the purposes of this by-law and special resolutions of the Corporation, all self-employed contractors; and

references to any by-law or any special resolution of the Corporation or to any statute or any section in a statute include any amendments or replacement of such by-law, special resolution, statute or section.

BUSINESS OF THE CORPORATION

1. Head office. Until changed in accordance with the Act, the head office of the Corporation will be in the City of London.

2. Execution of Cheques and Contracts.

- a) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any Director or Officer or by any person authorized by the Board.
- b) Signing authority for Cheques will be assigned to no less than 3 and no more than 5 persons, consisting of at least 2 Directors (one who is also an Officer) and 1 other person (generally the Executive Director), with 2 signatures required to validate each Cheque.
- c) Any expenditure exceeding \$500 that involves changes in the approved budget of the Corporation must receive prior approval from the Board.

3. Banking arrangements. The banking business of the Corporation will be conducted with banks, trust companies or other firms or corporations as the Board may designate by resolution.

4. Fiscal year. The fiscal year of the Corporation will end on September 30th of each year or on any other date the Board designates by resolution and subject to the Articles.

5. Agents and attorneys. The Board will have power to appoint agents or attorneys for the Corporation in or out of Canada and to give such agents or attorneys certain powers, including the power to sub-delegate their powers to others.

6. External Auditors.

- a) The Members will at each annual meeting of Members appoint, or reconfirm, an auditor to audit the accounts of the Corporation pursuant to the requirements of the Act. The Board will fix the remuneration of the auditors. They will hold this position until the next meeting of Members with these exceptions:
 - i. The Members may remove any auditor before the expiration of the auditor's term of office, and shall by a majority of the votes cast at that meeting, appoint another auditor in the auditor's stead for the remainder of the term.
 - ii. The Board may fill any casual vacancy in the office of the auditor.

7. Notice of Financial Statements. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by email.

MEMBERS

8. Membership. There will be one class of Members, which will consist of persons who have paid for a London Cycle Link membership and align with the Corporation's mission, vision, and guiding principles. The amount of membership dues shall be determined by the Board from time to time and may vary depending on the type of applicant which may include students, seniors, corporations, or such other categories as determined by the Board from time to time.

9. Votes. Each Member is entitled to receive notice of, attend and vote at all meetings of Members and to one vote per matter. The majority of the votes of the Members at any meeting of the Members that is duly called will govern, except where approval by 2/3 of the Members is required pursuant to the Act.

10. Expiry or Cancellation of Membership. The interest of a Member in the Corporation is not transferable and expires on the earlier of:

- a) the Member not paying their membership fee before the annual meeting of Members, unless the fee was waived by the Board;
- b) the Member having delivered a written resignation to the Secretary;
- c) the death of the Member; or
- d) 2/3 of the Board having passed a resolution in favour of cancelling the Member's membership on the basis that the Member does not support the mission, vision and guiding principles of the Corporation or seeks to interfere with the ability of the Corporation to function effectively.

Upon the expiry or cancellation of a Member's membership, the Secretary will remove the name of the Member from the register of Members.

11. Resignation. The resignation of any Member who resigns in writing will be effective as of the date of the resignation. The Member will remain liable for payment of any amount, including the membership fee, owed by the Member to the Corporation prior to the Member's resignation.

12. Re-application. Any Member whose membership has expired or been cancelled may reapply for membership, provided that the Board may refuse to approve the application if the person's membership was cancelled pursuant to Section 10(d) of the by-laws.

13. Disputes. Disputes regarding membership are to be resolved by the Board.

OFFICERS

14. Officers. The Board will, annually or as often as may be required, appoint a Chair of the Board, a Secretary, a Treasurer, and may appoint a Vice-Chair of the Board, one or more Assistant Secretaries or Assistant Treasurers or other Officers as necessary from among the Directors, not exceeding 11. The offices of Secretary and Treasurer may, in the discretion of the Directors, be held by the same person who may but need not be known as the Secretary-Treasurer. The role and responsibilities of the Officers may be changed by resolution of the Board.

15. Removal of Officers. All unpaid Officers will be subject to removal from their officerships by resolution of the Board at any time with cause.

16. Delegation of duties of Officers. If an Officer is unable to act for any reason, then the Board may delegate all or any of the powers of that Officer to any other Officer or to any Director for as long as required.

17. Officers' Responsibilities. The responsibilities of the Officers of the Board include:

- i. Chair of the Board:
 - Provides leadership to the Board.
 - Makes sure the Board adheres to its by-laws.
 - Encourages Directors to participate in meetings and activities.
 - May function as one of the signing Officers for Cheques and other documents (e.g. funding proposals, audited financial statements).
 - Keeps the Board's activities focused on the organization's mission.
 - Evaluates the effectiveness of the Board's decision-making process.
 - Presents a report of the Corporation's general activities in the preceding year at the annual meeting of Members.
 - Signs official documents of the organization as required.
 - Convenes regularly scheduled Board meetings.
- ii. Treasurer:
 - May function as one of the signing officers for Cheques and other documents (e.g. funding proposals, audited financial statements).
 - Presents financial reports at the annual meeting of Members.
 - Provides financial updates at quarterly Board meetings.
 - Makes sure all necessary financial reports are filed.
 - Provides financial recommendations to the Board.
 - Assists in the preparation of the annual budget.
 - Ensures that an auditor's report is prepared for the annual meeting of Members.
 - Signs official documents of the organization as required.
- iii. Secretary:
 - Keeps copies of the organization's by-laws and the Board's policy statements.
 - Signs official documents of the organization as required.
 - Makes sure Members are notified of the annual meeting of Members.
 - Keeps records and committee minutes.
 - Distributes copies of meeting minutes and agendas to each Director.
 - Makes sure all necessary Corporation documents are filed.

- May function as one of the signing officers for Cheques and other documents (e.g. funding proposals, audited financial statements).

DIRECTORS

18. Board. The affairs of the Corporation will be managed by a Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation other than those powers and acts which are required to be done by the Corporation at a meeting of Members.

19. Nominations and form of election. The Board will nominate at least one person for each Director's position to be filled at the next annual meeting of Members and circulate the slate of nominees to the Members with the notice of the annual meeting of Members. The elections will proceed by vote, and each Member will be entitled to one vote per vacant seat on the Board and the voting will be completed by ballot.

20. Number of Directors. Until changed in accordance with the Act, the number of Directors will be no less than 5 and no more than 11, not including the Executive Director who shall sit as an ex officio Director without a vote and without affecting quorum.

21. Election of Directors and term of office. The Directors' term of office (subject to the provisions, if any, of the Articles) will start on the day they are elected or appointed and will be no longer than 3 consecutive years (until the annual meeting of Members held in the third year). Upon the completion of the first three-year term, a Director may choose to be up for re-election. Re-election must be approved by at least 2/3 of the seated Board and then approved by the Members at the annual general meeting, prior to voting upon other empty seats. If a Director for re-election is rejected by the Members, they will step down immediately and their seat will subsequently be filled in the vote for new candidates. The Directors will be elected and retired in staggered rotation. A Director may serve a maximum of 6 years.

22. Qualification of Directors & Board composition requirements. To be eligible to be elected as a Director, a person must

- i. be at least 18 years or age,
- ii. not have a bankruptcy that is undischarged and
- iii. be a Member.

The Board will strive to recruit nominees and compose the Board with

- a) whatever experience and skills the Board determines are required,
- b) gender parity, and
- c) representation from a diversity of thought, backgrounds, experiences, skills and geography within the City of London.

Persons wishing to run for a position on the Board must submit to the Board a nomination form signed by at least 1 other Member in good standing. The Board may, with the assistance of employees of the Corporation, verify the statements made on nomination forms.

23. Quorum and vacancies. Quorum for Board meetings will be at least half of the Board. If there is one or more vacancy on the Board, the remaining Directors may act as long as quorum is met and may fill any vacant seats until the next meeting of the Members. Any vacant seat must be filled in accordance with the Board composition requirements set out above. Any vacant seat that is not filled by the Board will be filled at the next meeting of Members. A person who is appointed or elected to fill a seat that became vacant prior to expiry of the term for that particular seat will fill the vacant seat until the end of the term for that particular seat.

24. Vacation of office. The office of a Director of the Corporation will be vacated if the Director:

- a) becomes bankrupt, declares or is declared insolvent or otherwise stops making payments to his or her creditors or makes an authorized assignment of debt;
- b) is found to be mentally incompetent or becomes of unsound mind;
- c) resigns by notice in writing to the Secretary of the Corporation;
- d) stops being a Member of the Corporation; or
- e) fails to attend 3 regularly scheduled Board meetings in one fiscal year without just cause (e.g. illness, family emergency, or a Board-approved leave of absence).

25. Removal of Directors. The Members of the Corporation may, by resolution passed by at least 2/3 of the votes cast at a meeting of Members called for that reason, remove any Director before the end of the Director's term of office, and may, by majority vote at that meeting, elect another person to replace that Director for the remainder of that Director's term as long as the Board composition requirements set out above continue to be met.

26. Remuneration of Directors. The Directors of the Corporation will not be paid and no Director will directly or indirectly receive any profit from their position as Director. However, Directors may be paid reasonable expenses that are incurred in connection with their duties as a Director.

27. Directors' reliance. Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and will not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

28. Board Responsibilities. Directors are responsible for the administration of the affairs of the Corporation in all things, including responsibility over the following:

- Approve and monitor the organization's mission and vision
- Evaluate and set direction
- Evaluate and set policy
- Plan and allocate funds through the budget process
- Organize and make sure the organization is properly staffed
- Motivate and direct the organization
- Monitor and maintain direction
- Hire and annually evaluate the performance of the Executive Director, if applicable
- Maintain proprietary information
- Attend regular meetings, and the annual meeting of Members
- The By-Law(s) of the Corporation
- Financial oversight in compliance with applicable legislation

MEETING OF DIRECTORS

29. Place of meeting. Meetings of the Board may be held either at the head office of the Corporation or at any place within or outside of Ontario, and Directors may participate in a meeting of the Board by telephone or other method of communication that permit all persons participating in the meeting to hear each other.

30. Notice of meeting. Meetings of the Board will be held at the call of the Board or the Chair or any two Directors. Notice of any meeting of the Board will be delivered or sent via email or otherwise communicated to each Director not less than 10 days before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or if those absent waive notice or otherwise signify their consent to the Secretary to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice of a meeting may be waived by any Director. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such meetings no notice need be sent. No notice will be provided for the first meeting of the Board to be held immediately following the election of Directors at an annual meeting of Members.

31. Chairperson. The Chair of the Board will be the chairperson at a meeting of the Board (“Chairperson”); in the Chair of the Board’s absence, the Directors present will choose one of their number to be Chairperson of the meeting.

32. Voting. Questions at any meeting of the Board will be decided by a majority of votes. In case of an equality of votes, the question shall lose. Unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or lost will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

33. Interest of Directors in Contracts. Subject to the provisions of the Act, no Director will be disqualified as a Director due to his or her having a Contract or arrangement or proposed Contract or arrangement with the Corporation. The Director, however, will not participate in any decision regarding such Contract or arrangement.

34. Declaration of interest. It will be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a Contract or arrangement or proposed Contract or arrangement with the Corporation to declare such interest to the Board as soon as the Director becomes aware of the interest and no later than at the time required by the Act, and provide as much detail as required by the Act.

35. Committees. The Board may by resolution create one or more committees which may, but are not required to, include some or all of the Directors or some regular Members who are not Directors. All committees may be given written guidelines, rules or policies by the Board or instructed to establish a particular set of guidelines, rules or policies. Directors will not be paid for their work on committees, but may be paid out-of-pocket expenses incurred by them as a result of their duties as a member of a committee.

PROTECTION FOR DIRECTORS AND OFFICERS

36. Protection of Directors and Officers. The Directors of the Corporation are not responsible for any Contract, act or transaction made or entered by or on behalf of the Corporation, except those authorized or approved by the Board. If any Director or Officer of the Corporation is employed by or will perform services for the Corporation other than as a Director or Officer of the Corporation or is an employee, member, officer or director of an agency, business or organization which is employed by or performs services for the Corporation, the fact that such person is a Director or Officer of the Corporation will not disentitle such person or such agency, business or organization, as applicable, from being paid for such services.

37. Insurance. The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation, Officers and the Board. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:

- A. property and public liability insurance;
- B. Directors’ and Officers’ insurance; and
- C. may include such other insurance as the Board sees fit.

38. Indemnity. Every Director or Officer of the Corporation, a former Director or Officer of the Corporation and the heirs, estate, executors, administrators and legal representatives of any such person will and at all times, be indemnified and saved harmless out of the Insurance and/or funds of the Corporation, from and against:

- a) all costs, charges and expenses whatsoever sustained or incurred in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such person in or about

- the execution by them of their duties as Director or Officer or other responsibilities, respectively, for the Corporation; and
- b) all other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses due, directly or indirectly, to such person's own willful act, neglect or default.

MEETINGS OF MEMBERS

39. Annual meetings. The annual meeting of Members will be held at any place within Ontario on a day and time the Directors determine by resolution, usually within 6 months of the end of the fiscal year. Annual meetings of Members will include a report of the Directors for the previous year of the affairs of the Corporation, a financial statement of the Corporation, the auditors' report, if applicable, and such other information or reports relating to the Corporation as the Directors may determine.

40. Meeting of Members. Other meetings of the Members may be called by:

- a) a majority of the Board;
- b) by petition to the Board of 10% of Members; or
- c) a majority vote at a meeting of Members called in accordance with Section 40(a) or 40(b). to be held at any date and time and at any place within London.

41. Notice. Written notice of the day, hour and location of a meeting of the Members and the general nature of the business to be conducted at the meeting will be sent by email to each Member entitled to notice of the meeting and to the auditor of the Corporation, and also posted on the London Cycle Link website, at least 21 days before the date of the meeting. Notices to Members will be sent to the last email address on record in the books of the Corporation. A meeting of Members may be held for any purpose at any date and time and at any place within Ontario without notice if all of the Members entitled to vote at the meeting are present at the meeting in person or by proxy or otherwise consent to the meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice of the meeting may be waived by any Member or by the auditor of the Corporation.

42. By-law Amendments.

- a. Except as otherwise provided in these by-laws, these by-laws can only be amended with a majority (motion or ballot) vote at a properly constituted meeting of Members.
- b. Any Member may make a proposal, including an amendment to the by-laws, to be considered at the annual meeting of Members.
- c. No business may be transacted at an annual meeting of Members, other than business that is either
- i. specified in the Corporation's notice of meeting (or any supplement thereto),
 - ii. properly brought before the annual meeting of Members by or at the direction of the Board, or
 - iii. properly brought before the annual meeting of Members by a Member of the Corporation in compliance with the procedures in this Section 42.
- d. The Board may, at its sole discretion, waive non-compliance with this section to permit a non-complying Member proposal to be included in the business of the annual meeting of Members.
- e. For business to be properly brought before an annual meeting of Members by a Member, that Member must submit a written proposal to the Board via email to chair@londoncyclelink.ca for inclusion in the Corporation's notice of meeting.
- f. A written proposal by a Member must be received by the Board no later than 11:59 pm on October 15 of the preceding calendar year in which the annual meeting of Members will be held and the notice of meeting shall not be distributed before this time.
- g. A written proposal must include:

- i. a brief, written rationale of not more than 250 words, outlining why the proposal ought to be considered (if the Member is making multiple, individual by-law amendments, the Member may draft a rationale for each);
 - ii. if amending or adding a by-law, the text of the existing by-law (if applicable) and the text of the proposed by-law; and,
 - iii. the name of the proposing Member in good standing and at least one piece of contact information (email, telephone, and/or mailing address) so that the person may answer inquiries about his or her proposal and so the Board may confirm receipt of the Member proposal.
- h. The Member proposal made in compliance with this Section 42 shall be circulated in the notice of meeting, for the following annual meeting of Members.
- i. Within the notice of meeting the Board may include a brief written position of not more than 250 words, in respect of each Member proposal.
- j. In accordance with the Act, the Board may pass by-laws to regulate the business of the Corporation at any time.
- k. In accordance with the Act, a by-law passed under the previous subsection only has effect until the next annual meeting of Members, after which time it ceases to have effect unless confirmed by the general meeting of the Members.

43. Omission of Notice. The accidental failure to give notice of any meeting or the non-receipt of any notice by any Member or by the auditor of the Corporation will not invalidate any resolution passed or any proceedings taken at any meeting of Members.

44. Chairperson. The Chair of the Board, and in the Chairperson's absence, the Members present at any meeting of Members will choose another Director as Chairperson and if no Director is present or if all the Directors present refuse to act as Chairperson the Members present will choose a Member to be the Chairperson. The Board may adopt such rules and regulations for the conduct of the meeting of the Members as it shall deem appropriate. Except to the extent inconsistent with these by-laws or such rules and regulations as adopted by the Board, the Chairperson of any meeting of the Members shall have the right and authority to convene and to move to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such Chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the Chairperson, may include, but without limitation:

- a) establishing and enforcing an agenda,
- b) rules for maintaining order and the safety of those present,
- c) limitations on the participation of non-Members,
- d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and
- e) limitations on the time allotted to questions or comments by participants.

45. Voting. At any meeting unless a poll is demanded, a declaration by the Chairperson that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

46. Polls. If at any meeting a poll is demanded on the election of a Chairperson or on the question of adjournment, it will be taken at that meeting. If a poll is demanded on any other question, the Chairperson may take the poll in any manner chosen by the Chairperson or choose to adjourn the meeting and conduct the poll at another time in the manner chosen by the Chairperson. The result of a poll will be deemed to have been reached at the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

47. Persons entitled to be present. The only persons entitled to attend a meeting of Members will be Members, the auditors of the Corporation, the Board and others who are entitled or required under

any provision of the Act or the Articles to be present at the meeting. Any other person may attend only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

48. Proxies. A Member can appoint a proxy to represent him or her at a meeting. To appoint a proxy, a Member must complete a proxy form in writing and provide the proxy form to the Secretary at least 2 days before the meeting. The proxy will have the same voting rights as the Member that he or she is replacing and does not have to be a Member.

49. Adjournments. The Chairperson may with the consent of any meeting adjourn the meeting and no notice of the adjournment will need to be given to the Members. The business that was to have been dealt with at a meeting that was adjourned may be dealt with at the next meeting without any notice to the Members being necessary.

50. Quorum. If the Corporation has fewer than 30 Members, then 1/2 of the Members will constitute quorum. If the Corporation has 30 or more Members, then quorum will be 15 persons.

51. By-Laws.

- a) These by-laws shall be ratified by vote, including any proposed by-law amendments, at each meeting of the Members, unless there are no changes in or no proposed amendments to these by-laws.
- b) These by-laws of the Corporation shall be published as final by the Board and made available to Members by not less than 30 (thirty) days following the meeting of Members.
- c) These by-laws, and each page herein, shall include a stamp with the effective date and document name.
- d) The sitting Officers of the Corporation shall sign these by-laws after ratification each year.

NOTICES

52. Computation of Time. In calculating the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date on which notice is given, mailed or otherwise communicated will not be counted and the date of the meeting or other event will be counted.

53. Proof of Service. A certificate of the Chair, the Secretary or of any other Officer of the Corporation regarding the delivery of any notice to any Member, Director, Officer or auditor or publication of any notice will be conclusive evidence of the delivery of the notice and will be binding on every Member, Director, Officer and auditor of the Corporation.

GUIDELINES AND POLICIES

54. Guidelines, Rules or Policies. Any guidelines, rules or policies prepared by a committee must be approved by the Board prior to being implemented. The Board may also, in its discretion, consult members, agencies or persons with specific experience or skills in connection with any amendments, additions, or deletions to such guidelines, rules or policies.

DISSOLUTION

55. Dissolution. In the event of a dissolution of the Corporation, all of its remaining assets after payment of its liabilities will be distributed to one or more non-profit organizations at the discretion of the Board.

ENACTED by the Directors as a By-Law of **London Cycle Link Association** this ___th day of December 2022.

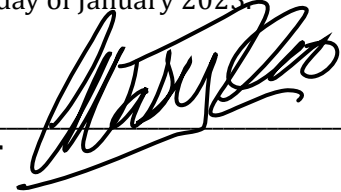


Chair



Secretary

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the 18th day of January 2023.



Chair



Secretary

AMENDED at the Annual Meeting of January 18th, 2023

- Title: updates to version numerical system;
- Definitions:
 - Adds electronic transfers to “Cheques”;
 - Adds cross-reference to conditions of “Member”;
 - Adds statutory definition of “Officer”;
 - Limits the purposes of the definition of “Staff”;
- Section 2: Modifies signing authority to no less than 3 and no more than 5 persons, increases budget expenditure requiring Board approval to \$500;
- Section 4: Adds fiscal year end subject to the Articles;
- Section 6: Adds audit pursuant to the requirements of the Act;
- Section 7: New provision provides that a Member may request a copy of the financial statements;
- Section 8: Adds a statement of alignment with the mission, vision, and guiding principles of the Corporation;
- Section 10: Adds “cancelation” to the heading, replaces “his or her” with “their” to membership fee, removes “annual” from membership fee;
- Section 12: Updates cross-reference to these By-Laws;
- Section 14: Removes resolution for description of Officer responsibilities;
- Section 17: Adds opening statement, reduces Treasurer reporting to quarterly;
- Section 22: Adds inclusive language to Board nomination aspirations;
- Section 31: Defines Chairperson;
- Section 37: New provision requires the Corporation to purchase Insurance;
- Section 38: Adds Insurance to the statement of indemnity;
- Section 40: Updates cross-reference to these By-Laws;
- Section 42: Updates cross-reference to these By-Laws;
- Moves “Officers” section to follow “Members” section.