

**JUNIOR LEAGUE OF OCALA, INC.
BYLAWS**

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**BYLAWS OF
THE JUNIOR LEAGUE OF OCALA, FLORIDA, INC.**

**ARTICLE I
NAME**

The name of this organization shall be, **THE JUNIOR LEAGUE OF OCALA, INCORPORATED**, hereinafter sometimes referred to as this League, the League, the Junior League of Ocala, or JLO.

**ARTICLE II
PURPOSE, POLICIES AND STANDARDS**

SECTION 1. PURPOSE

The Junior League of Ocala, Inc. is a member of the Association of Junior Leagues International, Inc. and is an organization of women committed to promoting voluntarism, developing the potential of women, and to improving the community through the effective action and leadership of trained volunteers. Its purpose is exclusively educational and charitable.

SECTION 2. POLICIES

The policies of this league shall be in harmony with the policies of the Association of the Junior Leagues International Incorporated, hereinafter sometimes referred to as the Association or AJLI.

SECTION 3. STANDARDS

The books and accounts of the Junior League of Ocala, Inc. shall be kept in accordance with generally accepted accounting principles and shall be audited or reviewed annually by a certified public accountant at the end of the fiscal year. A copy of the audited or reviewed financial report shall be made available to each member of the league upon request.

Each Junior League in the United States shall immediately send to the Association office evidence of any change in its status as a tax-exempt organization under section 501(c)(3) of the US Internal Revenue Code.

The Junior League of Ocala, Inc. does not discriminate on the basis of race, religion or national origin.

ARTICLE III MEMBERS

SECTION 1. QUALIFICATIONS AND ELIGIBILITY

A. Qualification: No member shall at any one time be a member of more than one Junior League.

B. Eligibility: A prospective member shall have reached her 22nd birthday by December 31 of the year in which her proposal is submitted.

C. Criteria for Membership: The Junior League of Ocala, Inc. shall use the following criteria for consideration of applicants for Provisional membership:

Age and residency;

Commitment to community service; and

Interest in developing her potential for voluntary community participation

No additional criteria shall be used. The application form shall include only information based on the above criteria.

SECTION 2. CLASSES OF MEMBERSHIP

The classes of membership shall be as follows:

A. Provisional

Provisional members are those members who are engaged in training established by an individual Junior League to prepare them for effective community and League involvement.

B. Active

Upon completion of the requirements of the Provisional Agreement, and upon the recommendation of the Provisional Education Committee, prospective members shall be elected to Active membership by a two-thirds vote by the Board of Directors.

Active members are those who have completed provisional training and justify active membership by demonstrating volunteer service to their communities and their leagues as defined by their individual Junior Leagues.

C. Sustaining

Sustaining members are those who have fulfilled the active membership requirements as defined by their individual Junior Leagues and who continue to support their leagues and communities.

Sustaining Emeritus - Emeritus membership may be granted, upon request, to any sustaining member who has reached the age of 80 years, and has requested emeritus membership. Upon being granted emeritus membership permanently, the member shall no longer have a dues requirement to the junior league. The member's sustaining emeritus membership shall be reflected on the league's membership roll, but the individual league shall have no financial obligation to the association for such membership.

SECTION 4. TRANSFERS

No member shall at any time be a member of more than one Junior League. Any provisional, active or sustaining member in good standing of a Junior League may transfer membership to another Junior League. A member who transfers to another Junior League shall be granted the status consistent with the specifications of membership categories of the receiving Junior League. A provisional member who transfers has the right to complete the training for effective community and Junior League involvement as determined by the receiving Junior League.

The following privileges shall be granted to a member in good standing upon application in writing to the Secretary: transfer, inter-league, seasonal inter-league, non-resident.

SECTION 5. RESIGNATIONS

Any member who is not in arrears in dues or in the performance of league duties may resign in good standing.

SECTION 6. TERMINATION OF MEMBERSHIP

Membership may be terminated by resigning while in good standing or forfeiture of membership by non-payment of dues, or by disciplinary measures by the Board of Directors.

SECTION 7. RIGHTS AND TRANSFERABILITY

No member shall have any vested right, interest, or privilege of, or to the assets, functions, affairs or franchises of the corporation, or any right, interest, or privilege which may be transferable or inheritable.

**ARTICLE IV
DUES, FEES AND FINANCES**

It shall be the authority of the Board of Directors from time to time to set the amount for membership dues and other fees. Such policies shall be subject to the approval of the membership.

Members are required to support League fund-raising activities. When a fundraiser is developed and presented to the members for approval, the methods of support shall be defined. Such support shall be a requirement of membership.

Members who are delinquent in paying any indebtedness to the Junior League of Ocala or the Association shall be considered in arrears.

There shall be no refunds of dues or fees.

FISCAL YEAR

The fiscal year shall be from June 1 through May 31.

**ARTICLE V
OFFICERS, NOMINATIONS AND ELECTION**

SECTION 1. OFFICERS

The Officers shall be President, President Elect, Membership Vice President, Communications Vice President, Community Service Vice President, Secretary, Treasurer, Treasurer Elect and Parliamentarian. No two or more offices may be held by the same person simultaneously.

SECTION 2. TERM OF OFFICE

Elected officers shall be elected at the Regular Annual meeting by April, and shall serve a term of one year, or until their successors are elected. An officer having served more than 6 months after June 1 shall be considered as serving a full term.

SECTION 3. VACANCY IN OFFICE

A. If the office of President becomes vacant, the President Elect automatically becomes President.

B. If the office of Treasurer becomes vacant, the Treasurer Elect automatically becomes Treasurer.

C. Other vacancies shall be filled by a majority vote by the Board of Directors from a slate submitted by the Nominating Committee, to serve until the next election.

SECTION 4. ASSUMPTION OF DUTIES

All elected and appointed officers shall assume their duties on June 1 after their election.

SECTION 5. NOMINATIONS

The Nominating and Placement/Committee shall present one name for each Officer to be elected. A notice of the slate shall be sent to the membership at least 15 days prior to the election.

SECTION 6. NOMINATING/PLACEMENT

There shall be an elected Nominating/Placement Committee of five members each of whom shall have been elected for a term of two years. Nominating/Placement Committee members shall be elected by a multiple-slate ballot at a regular meeting for a term of two (2) years. There should be at least three (3) more members per ballot than are actually needed on the Committee. Committee members so elected shall assume their duties on June 1. Steps should be taken to ensure that there are at least two (2) second-year members on Nominating/Placement every year for consistency and training new committee members. In this case, some of the members on the multiple-slate ballot may be elected for 2-year terms and some may be elected to 1-year terms, in order to balance the committee between first and second-year members.

The Nominating/Placement Committee shall be elected no later than the March meeting of the League for a term of two (2) years from a slate prepared by the Nominating/Placement Committee and sent to the membership at least three (3) weeks prior to the election.

A vacancy for an un-expired term is filled by the candidate with the next highest number of votes from the ballot that elected the resigning member. If the vacancy cannot be filled from this ballot, the remaining Nominating/Placement members will select a temporary substitute to be voted in at the next General meeting.

SECTION 7. ELECTION

All elected personnel shall be elected by ballot by the April meeting by a majority vote with the exception of the nominating committee, which shall be comprised of the members who receive the most votes of ones presented on the ballot.

SECTION 8. REMOVAL FROM OFFICE

An officer may be removed from office upon the request of the President and with reasonable notice to the Board and to the officer proposed to be removed for good cause, including without limitation: failure to perform reasonable duties of the position; violation of the Bylaws or Standing Rules of the League; conduct detrimental to the interest of the League or its reputation; or refusal to render reasonable assistance in carrying out the League's purposes. The officer proposed to be removed shall be afforded an opportunity to be heard. A two-thirds vote of the Board of Directors shall be required.

The president may be removed from office upon the request of three Officers or Directors and with reasonable notice to the Board and the President for good cause, including without limitation: failure to perform reasonable duties of the position; violation of the Bylaws or Standing Rules of the League; conduct detrimental to the interest of the League or its reputation; or refusal to render reasonable assistance in carrying out the League's purposes. The President shall be afforded an opportunity to be heard. A two-thirds vote of the Board of Directors shall be required.

ARTICLE VI DUTIES OF OFFICERS

SECTION 1. Officers shall:

Perform the duties provided in these Bylaws, Standing Rules, and in the adopted Parliamentary authority.

SECTION 2. The President shall:

A. Be the official representative of the League and maintain communication between the League and AJLI.

B. Serve as a member of the Executive Committee and the Board of Directors and preside at all meetings of the League, Board of Directors and the Executive Committee.

C. Prepare, collate, and distribute all agenda packets for General and Board meetings in coordination with the Board of Directors.

D. Be an ex-officio member of all Councils and Committees except the Nominating and Placement Committee.

E. Sign all contracts for the League and other obligations as authorized by the Board and/or the League.

F. Ensure that the League's goals and objectives are established, carried out, and appraised; with the President Elect, plan and participate in the Strategic Plan process. Implement the current year of the Strategic Plan.

G. Maintain the master calendar for the current League year.

H. Be accountable for budget line items pertinent to her area(s) of responsibility and general financial position of the League.

I. Participate in the annual budgeting process.

J. Be empowered to disburse monies of the League in the absence or disability of the Treasurer or Treasurer Elect.

K. Serve as a liaison to the accountant and legal counsel of the League.

L. Serve as the sole media League spokesperson or designate a representative to act in her place.

M. Orient the Board of Directors to their responsibilities.

N. Reassess the Council/Liaison system and implement changes if necessary with the approval of the incoming Executive Committee or Board of Directors.

O. Participate in the CR/PD process.

P. Maintain the voting reports.

Q. Hold Board and Chair Trainings.

R. Facilitate the adoption of the Strategic Plan.

S. Perform other such duties as may be required of her by the Board of Directors, Bylaws and Standing Rules.

SECTION 3. The President Elect shall:

A. Automatically assume the office of President if that office becomes vacant or in the inability of the President to function properly as authorized by the Board of Directors, and shall then fill her full term as President.

B. Serve as a member of the Executive Committee and the Board of Directors.

C. Be an ex-officio member of all Councils and Committees except the Nominating Committee.

D. Serve as Chair of the Strategic Planning Process. With the President, guide and counsel the Board and individual Councils through the strategic planning process. Prepare to implement the plan for her presidential year including the master calendar.

E. Attend all President Elect trainings as offered by AJLI.

F. Be accountable for budget line items pertinent to her area(s) of responsibility and participate in the annual budgeting process.

G. Participate in the CR/PD process.

H. Perform other such duties as may be required of her by the President, Board of Directors, Bylaws and Standing Rules.

SECTION 4. The Membership Vice President shall:

A. The Membership Vice President shall oversee all aspects of the affairs of the League's membership.

B. Serve as a member of the Board of Directors.

C. Serve as the Council Chair of the Membership Council.

D. Serve as an ex-officio member of all committees on the Membership Council; except the Nominating/Placement Committee.

E. Maintain a current and accurate spreadsheet of all active member requirements, including satisfaction of all financial obligations, community service hours and fundraising shift hours, general meeting attendance and satisfactory placement fulfillment.

- F. Be accountable for budget line items pertinent to her area(s) of responsibility.
- G. Oversee the compilation of membership data.
- H. Develop networks to encourage a diverse membership.
- I. Evaluate internal membership trends for the purpose of enhancing membership satisfaction.
- J. Assist the Nominating/Placement Committee in developing and coordinating membership resources and talents.
- K. Send notices to members in jeopardy of removal from the League.
- L. Participate in the CR/PD process.
- M. Participate in the Strategic Planning process.
- N. Attend Board Training.
- O. Perform other such duties as may be required of her by the President, Board of Directors, Bylaws and Standing Rules.

SECTION 5. The Communications Vice President shall:

- A. Oversee all aspects of the communications of the League.
- B. Serve as a member of the Board of Directors.
- C. Serve as the Council Chair of the Communications Council.
- D. Serve as an ex-officio member of all committees on the Communications Council.
- E. Be accountable for budget line items pertinent to her area(s) of responsibility.
- F. Oversee the compilation of JLO public relations efforts to the public and the members.
- G. Evaluate communication and public relations trends for the purpose of enhancing JLO's image and reputation.
- H. Participate in the Strategic Planning process.

I. Attend Board Training.

J. Perform other such duties as may be required of her by the President, Board of Directors, Bylaws and Standing Rules.

SECTION 6. The Community Service Vice President shall:

A. Oversee all aspects of the League's involvement in community affairs.

B. Serve as a member of the Board of the Directors

C. Serve as a liaison between the Board and those community-related and project committees not represented

D. Serve as the Chair of the CR/PD group

E. Assist the President in contracts for all community projects

F. Community liaison representative while helping to maintain healthy contact and relationship with community partners

G. Oversee completion of community projects

H. Assist the President in maintaining a healthy contact and relationship with community partners

I. Participate in the Strategic Planning Process

SECTION 7. The Secretary shall:

A. Be in general charge of the records of the Junior League of Ocala, Florida, Inc., other than financial records.

B. Serve on the Board of Directors.

C. Record and prepare typed minutes of the General and Board meetings and distribute copies as required.

D. Maintain a permanent record of all minutes of each committee, council, task force, Board and General meeting, as well as any motions for vote and their results.

E. Be responsible for the seal of the Junior League of Ocala, Florida, Inc. and the affixing of same.

F. Maintain a current and accurate roster of all members.

G. Process all incoming and outgoing transfer paperwork within thirty (30) days. Notify the Board of Directors through status updates, as well as the Nominating/Placement Committee.

I. Send notices as necessary of meetings of the League, including General and Special Meetings and Board of Directors.

J. Be accountable for budget line items pertinent to her area(s) of responsibility.

K. Attend Board Training.

L. Perform other such duties as may be required of her by the President, Board of Directors, Bylaws and Standing Rules.

SECTION 8. The Treasurer shall:

A. Be the elected Financial Officer of the League and custodian of all League funds.

B. Serve as a member of the Executive Committee and the Board of Directors.

C. Serve as the Chair of the Finance Council.

D. Serve as liaison between the Board and all fiscally related committees not represented.

E. Act as the bookkeeping officer of the League.

F. Disburse League money in accordance with the budget.

G. Process all incoming and outgoing transfer fees within thirty (30) days. Notify the Board of Directors through status updates, as well as the Nominating/Placement Committee.

G. Process League reimbursements within thirty (30) days of receipt of correctly completed forms.

H. Be responsible for balancing the League's checkbooks within 10 days of receipt of statement.

- I. Submit financial reports at Finance Council, Board of Directors and membership.
- J. Lead the annual budgeting process.
- K. Maintain the State Sales Tax exemption.
- L. Maintain the State Corporation Status by filing the Uniform Business report annually.
- M. Maintain the State Charitable Organization registration (Solicitation of Contributions), renewable annually.
- N. Oversee the League's insurance program.
- O. Assess the Reserved Operating Funds account every two years.
- P. Ensure the timely submission of financial information to the accountant for the Federal tax return; maintaining the League's 501 (c)(3) and tax exempt status.
- Q. Prepare and file the sales tax report to the State of Florida (sales tax usually collected at fundraising events).
- R. Collect all dues and fees including the preparation of annual invoices for general membership dues and the assessment of fees upon late payment.
- S. Process the receipt of all monies.
- T. Create the Fund Development Ballot.
- U. Assist in the annual budgeting process.
- V. Participate in the CR/PD process.
- W. Be responsible for the budget line items pertinent to her area(s) of responsibility.
- X. Attend Board Training.
- Y. Perform other such duties as may be required of her by the President, Board of Directors, Bylaws and Standing Rules.

SECTION 9. The Treasurer Elect shall:

A. Automatically assume the office of Treasurer if that office becomes vacant or in the inability of the Treasurer to function properly as authorized by the Board of Directors, and shall then fill her full term as Treasurer.

B. Serve on the Board of Directors.

C. Serve as the Treasurer of all fundraisers.

D. Assist the Treasurer to ensure the timely submission of financial information to the accountant for the Federal tax return; maintaining the League's 501 (c)(3) and tax exempt status.

E. Assist the Treasurer in the timely filing of the sales tax reports to the State.

F. Assist in the annual budgeting process.

G. Participate in the CR/PD process.

H. Be responsible for the budget line items pertinent to her area(s) of responsibility.

I. Attend Board Training.

J. Perform other such duties as may be required of her by the President, Board of Directors, Bylaws and Standing Rules.

SECTION 10. The Parliamentarian shall:

A. Serve on the Board of Directors.

B. Shall monitor voting and compile totals.

C. Determine quorum at all meetings.

D. Advise Board of Directors and membership on parliamentary matters.

E. Review and study the existing Bylaws and Standing Rules and interpret them to the Board and League members as needed

F. Process each Bylaw and Standing Rules amendment proposal, thoroughly research the requested modifications, and present all recommended changes to the Board for consideration.

G. Monitor voting procedures at Board and General League meetings.

H. Record all Bylaw and Standing Rules amendments and revisions by the end of the administrative year.

I. Assist in the annual budgeting process.

J. Participate in the CR/PD process.

K. Attend Board Training.

L. Perform other such duties as may be required of her by the President, Board of Directors, Bylaws and Standing Rules.

ARTICLE VII MEETINGS

SECTION 1. GENERAL MEMBERSHIP MEETINGS

General Membership meetings of the League shall be held during the months of August through May. Dates of General Membership meetings shall be determined by the Board.

SECTION 2. SPECIAL MEETINGS OF THE GENERAL MEMBERSHIP

Special meetings may be called by the President, with the approval of two members of the Board, or by a majority vote by the Board of Directors, or by 10% of the active membership of the Junior League of Ocala, Florida, Inc. Notice of the meeting, time and place, and the business to be transacted, shall be given in writing at least five (5) days prior to the meeting. If notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at her residence or place of business with postage thereon prepaid. If notice is emailed, such notice shall be deemed to be delivered when the message is sent.

SECTION 3. ANNUAL MEETING

The Annual meeting shall be the General Membership Meeting in April for the purpose of annual reports and such other business as shall be necessary.

SECTION 4. QUORUM

The quorum for all General Membership meetings of the League shall be fifty one percent of the members eligible to vote.

SECTION 5. VOTING AT GENERAL MEMBERSHIP MEETINGS

A. The vote necessary to adopt major fund-raising proposals and/or projects shall be a two-thirds vote of those present and voting, provided the proposal was presented by mail or in writing.

B. Votes necessary for all other actions shall be according to the rules in the adopted parliamentary authority.

C. No absentee or proxy voting shall be allowed.

SECTION 6. All meetings and functions of the Junior League of Ocala, Florida Inc. shall be held at facilities which do not discriminate against women or on the basis of race, religion, or national origin.

ARTICLE VIII BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The Board of Directors shall be President, President Elect, Membership Vice-President, Communications Vice-President, Community Service Vice-President, Secretary, Treasurer, Treasurer Elect and Parliamentarian. No two (2) or more offices may be held by the same person simultaneously.

SECTION 2. DUTIES

The Board of Directors shall:

A. Have full power and authority as the policy-making body of the League.

B. Have authority to manage the administrative duties, funds and property, between the meetings of the League.

C. Fill an elected officer vacancy according to these Bylaws, by a majority vote.

- D. Have final authority over the admission of candidates to membership.
- E. Adopt procedural rules for its own use.
- F. Approve procedures for committees.
- G. Create or abolish additional committees as are necessary to carry out the continuing program of the League.
- H. Have final authority over membership status decisions.
- I. Have the power to interpret the Bylaws and its decisions shall be final.
- J. Have the power to enact and amend the Standing Rules.
- K. Presumption of assent - A voting director of the Junior League who is present at a meeting of its Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless she requests that her negative vote or abstention be recorded.

SECTION 3. MEETINGS

The Board of Directors shall meet regularly prior to each Regular meeting of the League. Special meetings may be called by the President or by three (3) elected members of the Board.

SECTION 4. QUORUM

The quorum for all meetings of the Board shall be majority plus one, two (2) of whom shall be the President and a Vice President, or two (2) Vice Presidents.

SECTION 5. ACTION WITHOUT A MEETING

Business of the Board may be conducted by mail, facsimile, e-mail or by conference telephone. Business thus conducted shall be verified and made a part of the minutes at the next meeting of the Board. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all voting members of the Board of Directors and filed in the board minutes.

SECTION 6. LIABILITY AND COMPENSATION

A. The Directors of the Junior League of Ocala, Florida, Inc. shall not be personally liable for its debts, liabilities, or other obligations.

B. Directors shall receive no financial compensation for their services.

SECTION 7. POLICY SETTING

A. The Board of Directors may adopt policies, consistent with these bylaws, which set forth the standard of conduct of the Junior League of Ocala, Florida, Inc.

B. If any of the following policies are adopted by the Board of Directors, such policies shall not become effective unless and until they are approved by at least two-thirds of the votes cast at an annual or special meeting

These policies include:

1. Policies pertaining to financial requirements of the members including dues and fees payable to the Junior League of Ocala, Inc.
2. Policies pertaining to the volunteer requirements of the members, including the number of hours or credits necessary to remain in good standing.
3. Policies pertaining to the Nominating process.
4. Policies that pertain to a member's rights or responsibilities.

ARTICLE IX COUNCILS AND COMMITTEES

The Junior League of Ocala, Florida, Inc. is structured under a council and committee system. The Board determines the number and composition of such councils and committees as they shall exist from time to time.

ARTICLE X DELEGATE REPRESENTATION

SECTION 1. ANNUAL MEETING OF ASSOCIATION

Delegates to the Annual Meeting of the Association shall be the President, who shall be the voting delegate, and the President Elect. Alternates or any additional delegates (exact number to be determined by the Board) are to be selected by the Nominating Committee and approved by the Board of Directors. Should the President be unable to attend the Conference, the voting delegate shall be the President Elect. Should the President Elect be unable to attend, the voting delegate shall be determined by selected by the Nominating Committee.

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her in connection with such an action, suit or proceeding, including any appeal thereof, if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, have reasonable cause to believe her conduct was unlawful.

(b) By or in the right of the corporation to procure a judgment in its favor by reason of the fact that she is or was a director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by her in connection with the defense or a settlement of such action of suit, including any appeal thereof, if she acted in good faith and in a manner she reasonably believed to be in or not opposed to the best interests of the corporation, except that no

indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred in subsections (a) or (b), or in defense of any claim, issue or matter therein, she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by her in connection therewith. Any indemnification under subsection (a) or (b) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because she has met the applicable standard of conduct set forth in subsection (a) or subsection (b), unless a court has decided that indemnification is proper. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; (2) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (3) by the members by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in the preceding paragraph that the director, officer, employee or agent met the applicable standard of conduct set forth in subsection (a) or subsection (b) or as authorized by the Board of Directors in the specific case, and in either event upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that she is entitled to be indemnified by the corporation as authorized in this section. If any expenses or other amounts are paid by the way of indemnification otherwise than by court order or by action by the members or by an insurance carrier pursuant to insurance maintained by the corporation, the corporation shall, not later than the time of delivery to members of written notice of the next Annual Meeting of Members, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver either personally or by mail to each member of record in good standing a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the League in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws and Standing Rules.

**ARTICLE XIII
DISSOLUTION**

In the event of the dissolution of the League, its assets will be distributed to such charitable and educational organizations in the community, which are tax exempt for Federal Income Tax purposes, as the Board of Directors shall determine.

**ARTICLE XIV
AMENDMENTS**

SECTION 1. BYLAWS

These Bylaws may be amended by a two-thirds (2/3) vote of the members present and entitled to vote at any Regular Meeting or Special Meeting called for the purpose of considering Bylaws amendments. Written notice of the proposed amendment must be mailed, or emailed, to all members at least five (5) days prior to the meeting at which it is to be considered. Prior review of the proposed amendments by the Board of Directors is required.

Changes to the bylaws that are grammatical in nature (i.e. spelling, renumbering, etc.) may be corrected without membership approval.

SECTION 2. STANDING RULES Amendments to those Standing Rules restricting or imposing obligations and/or responsibilities on members shall be enacted according to the same voting rules and procedures for amending the Bylaws. All other Standing Rules may be amended, rescinded or suspended by a majority vote of the Board of Directors and presented in full to the membership at the next Regular Meeting.