

**SAINT PAUL'S CARNIVAL ASSOCIATION INC.**  
**BY-LAWS**

**ARTICLE I – NAME AND PURPOSE**

**Section 1: *Name.*** The name of the organization shall be Saint Paul's Carnival Association Incorporated. It shall be a nonprofit organization incorporated under the laws of the State of Mississippi.

**Section 2: *Purpose.*** Saint Paul's Carnival Association is organized exclusively for charitable, religious and education 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.

The purpose of Saint Paul's Carnival Association is to support St. Vincent de Paul Catholic Elementary School and other local charitable organizations. To that end, Saint Paul's will make distributions annually to St. Vincent de Paul Catholic Elementary School and to other charitable organizations along the Mississippi Gulf Coast that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE II – MEMBERSHIP**

**Section 1: *Membership.*** Members shall consist of any persons of good moral character interested in the Catholic education of children and youth, regardless of their religious affiliation, who support the organization in its purpose. Any person interested in the purposes of the organization who applies for membership and who tenders the necessary dues shall thereby become a member.

**Section 2: *Meetings***

A. An Annual General Membership Meeting will be held annually approximately six weeks after the Carnival Ball. The Board of Directors of the organization will be elected at this meeting. The meeting will be called by the President. At this meeting, the Membership will be provided with, at minimum, a written financial statement with annual operating income and expenses, including a detailed breakdown by category or event.

B. Special General Membership Meetings may be called by the Board of Directors with written notice (by U.S. Mail) to all members describing the meeting's purpose and agenda, sent at least 14 calendar days before such meeting.

C. Quorum at Annual General Membership Meetings and Special General Membership Meetings shall consist of at least 10% of the paid membership.

**Section 3: *Membership Fee and Term.*** The membership fee of the association will be set by the Board of Directors at or immediately after their Annual Meeting.

The membership term will follow the Association's fiscal year, July 1 to June 30. Memberships may be purchased starting July 1. Membership sales will close two weeks prior to the Carnival Ball, in order to give the Board enough time to prepare a list of members for the Ball ticket sale and the Annual General Membership Meeting.

## **ARTICLE III - BOARD OF DIRECTORS**

**Section 1: Governance of the Organization.** The governing body of the Association will include a twelve (12) member Board of Directors.

A. Directors will be elected at the Annual General Membership Meeting. The Board of Directors will subsequently elect the President, Vice-President, Treasurer, Secretary, and Compliance Officer.

B. The 12 members of the Board of Directors will each serve a three-year term, such that, each year, four Board members are serving their third year, four are serving their second year, and four are serving their first year. Directors may not serve more than six years consecutively.

C. The principal of St. Vincent de Paul Catholic Elementary School and the pastors of Holy Family Parish and St. Thomas Parish may serve as *ex officio* members of the Board of Directors.

**Section 2: Selection.** Any member in good standing of the organization may serve as a Director. Directors will be elected by majority vote following a nomination from the floor at the Annual General Membership Meeting. Any member at the Meeting may nominate a Board member. Nominees do not have to be in attendance at the Meeting to be elected to the Board but should have expressed a willingness to serve.

**Section 3: Vacancies.** In the event a Director does not complete a term, the Board of Directors will elect an Interim Director to serve until the next General Membership Meeting. At the General Membership Meeting, a new election must occur to fill the vacant seat for the incomplete term.

**Section 4: Compensation.** The members of the Board of Directors will receive no compensation other than reimbursement of reasonable expenses and tuition subsidy for qualified parent volunteers as approved by a vote of the Board of Directors.

**Section 5: Duties.** The Board of Directors shall manage the affairs of this Corporation and shall have such powers as are given by law.

**Section 6: Qualifications.** The Directors shall be individuals and residents of the State of Mississippi and members of the Saint Paul's Carnival Association.

**Section 7: Meetings.**

A. An Annual Board of Directors Meeting shall be held immediately after or within four (4) weeks following the Annual General Membership Meeting.

B. Regular meetings of the Board will be called by the President upon not less than one calendar week's notice to each Director. Directors will meet a minimum of four (4) times, at least quarterly, every year.

C. Special meetings of the Board may be called by the President or upon request of any Director and upon not less than one day's notice to each Director.

D. Directors may occasionally participate in meetings by electronic means (e.g., phone or video chat) so long as s/he can be heard by all others at the meeting and s/he can hear all the proceedings of the meeting. The director must give notice of his or her electronic participation in the meeting; electronic participation should be kept to a minimum.

E. If a time-sensitive motion needs to be addressed prior to the next Board meeting, the President may call for an electronic vote on that particular issue. The entire Board must be contacted and should be given a time period by which to respond. If a quorum of Board members responds, and the majority responds in the affirmative, the vote is considered passed. Any motions should be ratified at the next meeting of the Board.

**Section 8: *Quorum.*** A majority, being no less than seven (7) of the members of the Board of Directors, shall constitute a quorum and an act of the majority of those present shall be an act of the Board of Directors.

**Section 9: *Resignation, termination, absences and removal.*** Resignation from the Board must be in writing, by email or written letter, and received by the Secretary.

A Director may be terminated from the Board due to excess absences, i.e., three consecutive missed meetings, by a majority vote of the Board of Directors.

A Director may be removed for other reasons by a two-thirds majority vote of the quorum at a duly called membership meeting, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of a Director.

**Section 10: *Books and Records.***

A. The Association shall maintain a complete and accurate list of Directors, giving the names and addresses of all Directors.

B. The Board shall ensure that appropriate accounting records, minutes of all meetings and a historical record are maintained.

C. The Board will also ensure that all minutes, written communications to members, and the Association's most recent status report to the Secretary of State under Section 79-11-391 of the Mississippi Code shall be maintained at the principal office of the Association. All such books, records and lists shall be open to inspection and copying during usual business hours, by appointment.

**Section 11: *Financial Duties.***

A. The Board of Directors will ensure there is an annual audit of the financial records and that an inventory of all property belonging to the Association is kept.

B. All contracts and financial obligations of the Association must be approved by majority vote of the Board.

C. All approved bills for expenses of the Carnival Ball and Parade and all general operating expenses shall be paid by check or debit card from the Saint Paul's Carnival Association Inc. account. All checks drawn against this fund must be counter-signed by the Treasurer, Vice President or President and must be paid in full not later than thirty (30) days after the Carnival Ball and preferably within 30 calendar days from the date the invoice is approved for payment by the Board.

D. After payment of all said bills, an established amount necessary for operating expenses and parent volunteer tuition subsidies, as approved by the Board of Directors and Membership, shall be retained in the Association's checking accounts and the Tuition Subsidy Savings Account.

E. The balance of money will be dispersed to St. Vincent de Paul School and other 501(c)(3) organizations and to exempt government entities, as stated in Article I of the Bylaws and Article III of the Articles of Incorporation. At least eighty-five percent (85%) of the funds raised by the team or teams and the Association in a fiscal year, after expenses, shall be donated to St. Vincent de Paul Catholic

School; and fifteen percent (15%) to other 501(c)(3) organizations and to exempt government entities such as the City of Pass Christian for use by the Police Department.

F. The final allocation of funds will be determined by the Board of Directors after the end of the carnival season and must be approved by a vote of the Membership at the Annual General Membership Meeting.

G. The Board may decide that a portion of the donations to 501(c)(3) organizations will be by application following the General Membership Meeting. If funds are available, applications will be announced at the General Membership Meeting and publicized on the Association's website, with funds to be dispersed before the end of the fiscal year. A Board committee may be formed to provide recommendations to the Board on the distribution of these funds. The final distribution shall be announced to the Membership electronically (email or website).

H. A Parent Volunteer Tuition Subsidy Account was established at the 3/24/15 General Membership Meeting. The subsidy toward parent/guardian tuition was created to encourage parents/guardians to volunteer to help with the workload and support St. Paul's Carnival Association and Team Events.

- a. The volunteer program allows the Association to provide tuition subsidy to parent/guardian of children that attend St. Vincent de Paul School and other Catholic schools within the Biloxi Diocese and St. Stanislaus College.
- b. The parent/guardian must be a current member of St. Paul's Carnival Association.
- c. A minimum number of volunteer work hours that is established by the Board of Directors must be met in order to qualify for any amount of subsidy.
- d. The dollar amount deposited into Subsidy Account per year is established based on the amount of funds raised during the carnival season and after financial commitments are met by the association. The amount is approved by the members at the Annual General Membership Meeting.
- e. The amount of subsidy disbursed to volunteer parents is approved by the Board of Directors.
- f. The subsidy amounts disbursed will be tiered based on hours worked.
- g. Minimum and maximum amount of Subsidy payments will be established by the Board of Directors each year based on the approved subsidy amount, number of qualified volunteers, and number of hours worked per volunteer.
- h. It will be the parent-volunteer's responsibility to sign-in and sign-out with event chairman at all events where they volunteer in order to receive work hour credits.
- i. An additional allocation may be made, at the discretion of the Board, to teachers and staff at St. Vincent de Paul School who have volunteered during the carnival season, for use in classrooms, field trips or other school-approved expenses.

#### **ARTICLE IV - OFFICERS.**

**Section 1: *Election of Officers.*** The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, Compliance Officer, and such other officers as the Board of Directors may from time to time establish. Each such officer shall be elected from among the Directors for a term of one year at the annual meeting of the Board of Directors and shall serve until the next annual meeting of the Directors,

or until their successors are duly chosen and qualified. A vacancy in any office shall be filled by the Directors at the next meeting of the Board.

**Section 2: *President.*** The President will be the executive head of the Association and shall preside at all meetings of the Directors and the General Membership.

A. The President will, with the approval of the Board of Directors, appoint all Committee Chairmen. It will be his/her responsibility to see that all chairmen carry out the duties of their committees.

B. Six (6) weeks after the Carnival Ball the President shall call a meeting of the General Membership to render a financial report and assure that all indebtedness incurred as a result of the seasonal affair shall be entirely liquidated, in order that the incoming officers are not required to pay any bills incurred by the previous administration.

C. The President shall ensure that all required documents are filed with appropriate regulatory agencies in a timely manner as required by law. The President is also responsible for ensuring the Association is in compliance with insurance and other contracts, and that such contracts are paid and in good standing.

**Section 3: *Vice President.*** The Vice President will preside in the absence of the President. S/he shall be responsible for ticket sales of the Carnival Ball consistent with established policies approved by the Board of Directors. S/he shall also be chairman of the Membership Committee and keep accurate records of the membership.

**Section 4: *Secretary.*** The Secretary will keep the written minutes of the Board of Directors meeting and the General Membership meetings of the Association. S/he will maintain the files and records and preserve the history of the Association. Generally, the Secretary will look after the business affairs of the Association, make reports, and perform such duties as may be required by the Board of Directors. The secretary is to notify in writing King/Queen candidates or their team captain of all decisions pertaining to them made by the Board of Directors.

**Section 5: *Treasurer.***

A. The Treasurer shall accept all funds and deposit said funds in an FDIC-insured banking institution domiciled in Pass Christian, subject to Board approval. All Board-approved expenditures shall be paid by check and signed by two of the following Board officers: President, Vice President or Treasurer. It shall be the Treasurer's duty to keep accurate records of funds and transactions and render a report of these to the Board of Directors at each meeting.

B. The Treasurer must prepare a final Financial Report on the receipts and expenditures of the Carnival Activities for the fiscal year, July 1-June 30. This report will be approved by the membership and read into the minutes of the Annual General Membership Meeting.

**Section 6: *Compliance Officer.*** Saint Paul's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Bylaws and, at his or her discretion, shall advise the President and/or the audit committee. The Compliance Officer is chair of the audit committee and is required to report to the committee and Board at least annually on compliance activity.

## **ARTICLE V - COMMITTEES**

**Section 1:** *Standing Committees* of the Board of Directors shall be as follows:

A. **Nominating Committee:** This committee shall present nominees for the Board of Directors. The committee, consisting of at least three members, shall meet in sufficient time to prepare a slate of nominees to present to the membership at the General Meeting held for the purpose of an annual report and election of officers. All nominees must have been contacted as to their willingness to serve, if elected, and must have replied affirmatively.

B. **Audit Committee:** The committee is established and chaired by the Compliance Officer. The committee will ensure that there is an audit of the financial records annually and also ensure that the operational procedures of the organization are in compliance with the Bylaws. The committee also receives and reviews complaints and allegations concerning violations of the Bylaws.

C. **Contestant Committee:** This committee shall consist of approximately three to five members, including, if possible, former contestants. The committee shall carefully screen all prospective King or Queen contestants and present their recommendation to the Board of Directors for final approval. .

**Section 2:** *Ad Hoc Committees.* The President with the approval of the Board shall be able to create and appoint members to Ad-Hoc committees on an annual basis, including but not limited to the following:

- Publicity Committee
- Ball Arrangements Committee
- Court Committee
- Decoration and Stage Lighting Committee
- Program Committee
- King's Float Committee
- Trophy Committee
- Parade Committee
- Reviewing Stand Committee

**Section 3:** The President will be responsible for providing committee chairs with direction as to their specific responsibilities and duties, as laid out in the Association's operating guidelines. The guidelines should be updated annually and returned to the Board for distribution the following year. All Committee Chairmen shall be required to submit a detailed report at the end of the carnival season.

**Section 4:** No Committee or Committee Chairmen shall be authorized to financially obligate the organization in any way without prior approval of the Board of Directors.

## **ARTICLE VI - CONFLICT OF INTEREST POLICY**

### **Section 1:** *Purpose*

The purpose of the conflict of interest policy is to protect this Saint Paul's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Saint Paul's or might result in a possible excess benefit transaction. This policy is

intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 2: Definitions**

a. Interested Person - Any director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which Saint Paul's has a transaction or arrangement,
- ii. A compensation arrangement with Saint Paul's or with any entity or individual with which Saint Paul's has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Saint Paul's is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Section 3: Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**Section 4: Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

**Section 5: Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether Saint Paul's can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Saint Paul's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 6. *Violations of the Conflicts of Interest Policy*

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7. *Records of Proceedings*

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 8. *Compensation*

a. A voting member of the governing board who receives compensation, directly or indirectly, from Saint Paul's for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Saint Paul's for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Saint Paul's, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 9. *Annual Statements*

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands Saint Paul's is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 10. Periodic Reviews

To ensure Saint Paul's operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to Saint Paul's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 11. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, Saint Paul's may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE VII - WHISTLEBLOWER POLICY**

**Section 1.** General

Saint Paul's Bylaws require directors, officers and to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of Saint Paul's, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations

**Section 2.** Reporting Responsibility

It is the responsibility of all directors, officers, and volunteers to comply with the Bylaws and to report violations or suspected violations in accordance with the Whistleblower Policy.

**Section 3.** No Retaliation

No director, officer, or volunteer who in good faith reports a violation of the Bylaws shall suffer harassment, retaliation or adverse employment consequence. A volunteer who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination. This Whistleblower Policy is intended to encourage and enable volunteers and others to raise serious concerns within Saint Paul's prior to seeking resolution outside Saint. Paul's.

**Section 4.** Reporting Violations

Saint Paul's has an open door policy and suggests that volunteers share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, a volunteer's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with someone on Saint Paul's Board of Directors. Supervisors are required to report suspected violations of the Bylaws to the Saint Paul's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not

satisfied or uncomfortable with following Saint Paul's open door policy, individuals should contact Saint Paul's Compliance Officer directly.

**Section 5. Compliance Officer**

Saint Paul's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Bylaws and, at his or her discretion, shall advise the President and/or the audit committee. The Compliance Officer has direct access to the audit committee of the Board of Directors and is required to report to the audit committee at least annually on compliance activity. Saint Paul's Compliance Officer is the chair of the audit committee.

**Section 6. Accounting and Auditing Matters**

The audit committee of the Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

**Section 7. Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Bylaws must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

**Section 8. Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**Section 9. Handling of Reported Violations**

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

## **ARTICLE VIII - CODE OF ETHICS**

### Section 1.

As members of the Board of Directors of Saint Paul's, it is recognized that the Board has a special responsibility to serve the public interest and welfare. Saint Paul's and its Board of Directors, members, and volunteers are dedicated to conducting themselves always with the highest degree of integrity and honesty in support of its mission and upholding the good reputation of our organization. This is the common duty and responsibility of all Board members, volunteers, and staff.

### Section 2. Members of the Board of Directors will:

- a. Recognize that authority is vested in legal meetings of the Board, not individual Board members and support the majority decisions of the Board;
- b. Stay informed about developments and issues that may come before the Board to which each Board member owes their best judgment;
- c. Act always in good faith and with the care and diligence that a prudent person in this position would exercise;
- d. Attend a majority of meetings, and participate in discussions and actions of the Board;
- e. Ensure that the organization is financially secure and that funds are appropriately used to achieve the goals of the organization and in keeping with the wishes of our donors;
- f. Use organizational resources only for their intended purpose and never convert them to personal use;
- g. Recommend and promote transactions only in the best interests of the organization;
- h. Declare any conflicts of interest (real or apparent) between their personal/ professional life and their position on the Board, and abstain from voting or participating whenever appropriate;
- i. Honor the decisions of Board proceedings and votes;
- j. Conform all their actions to the requirements of the law and ethical principles;
- k. Recognize that their job is to ensure that the organization is well-managed, not to manage it themselves and agree to treat staff and other volunteers respectfully at all times.

## **ARTICLE IX - PUBLIC RECORDS POLICY**

### Section 1. Saint Paul's will:

- a. Make available for public inspection its exemption application, including Form 1023, together with supporting documents and any letter or document issued by the IRS concerning the application.
- b. Provide copies of annual returns (Form 990, 990-EZ, 990-T, etc.) to individuals who request them. Copies will be provided immediately in the case of in-person requests, subject to pre-payment, described below, and within 30 days in the case of written requests.
- c. Charge twenty cents (\$0.20) per page plus actual postage, if any, for all copies requested. The organization will provide notice of the approximate cost and acceptable form of payment within seven (7) calendar days of receipt of the request. Acceptable forms of payment include cash and money order (for an in-person request) and certified check, money order and personal check, for a written request. Payment must be received by Saint Paul's prior to any copies being made for the requesting party.

Section 2.

Saint Paul's tax returns will be available for a three-year period beginning with the due date of the return (including any extension of time for filing). For this purpose, the *return* includes any schedules, attachments, or supporting documents that relate to the imposition of tax on the unrelated business income of Saint Paul's.

Section 3.

Alternatively, Saint Paul's may elect to not provide copies to individuals requesting the same if Saint Paul's makes the documents referenced above readily accessible on a World Wide Web site, in PDF format. In this event, internet users will be allowed to access, download, view and print the posted documents without the payment of a fee. Saint Paul's will advise requesters how to access the forms. EVEN IF these documents are posted on the internet, they still will be available for "public inspection" at the central office of the organization for review by the public at no cost.

**ARTICLE X - AMENDMENTS**

Article I; Article II; and Article III sections 1, 2 and 11 only; as well as the organization's Articles of Incorporation or other organizing documents, may only be amended by a majority vote of a quorum of the membership at a General Membership Meeting.

Other sections of the By-Laws may be amended by a majority vote of the Board of Directors.

Adopted July 15, 2012

Amended November 19, 2013

Amended September 23, 2014

Amended March 24, 2015

Amended March 15, 2016