

Proposed Amendments to MAPA Bylaws — DRAFT 08Sep2008-2

It is proposed that the following sections be added to Article II:

Section 6. If an officer of the Corporation or a member of the Board of Directors willfully violates the Bylaws of the Corporation, he or she may be removed from office with the approval of two-thirds of the members of the Board of Directors.

Section 7. No disbursements totaling in excess of \$100 shall be made unless provided for in a budget for the fiscal year during which the disbursements are made which is approved by a majority of the members of the Board of Directors and thereafter approved by a majority of the members of the Corporation eligible to vote, present or by proxy, at a regular meeting of the members.

Section 8. The Accrual Goal for the annual budget for the 2008-2009 fiscal year, and for subsequent fiscal years, shall be \$1,000.

Section 9. Donations shall only be made to non-profit organizations which have operated in the Mentone area for at least five years. All donations shall be made at times specified in the Budget. Unless there is a compelling reason to do otherwise, donations shall be delayed until the end of the fiscal year and, if necessary, prorated according to the actual funds available for distribution at that time.

It is proposed that the following section be added to Article III:

Section 8. The agreement of a majority of the members of the Board of Directors regarding the good or bad standing of a member with the Corporation shall be determinative.

It is proposed that Article V, Section 3, be replaced with the following:

The Secretary shall record the minutes and the attendees of all general membership meetings and meetings of the Board of Directors, and shall perform such other duties as may be assigned.

It is proposed that Article VI, Section 2, Item (e), be replaced with the following:

To prepare an annual budget approved by a majority of the Board of Directors and to submit it for approval by the members of the Corporation at the first regular meeting of the members following the election of the Board of Directors for a new fiscal year, and at each regular meeting of the members thereafter until approved; and said budget shall have a value for each item of anticipated income not greater than the actual income for the corresponding item during the prior fiscal year; and said budget shall have a value for each item of anticipated expense (other than expenses absolutely ascertainable in advance, such as donations) not less than the actual expense for the corresponding item during the prior fiscal year; and said budget shall have a predicted excess of income over expenses of at least the Accrual Goal (specified elsewhere in these Bylaws) augmented by the excess, if positive, of the sum of the Accrual Goal and the expenses for the prior fiscal year over the income for the prior fiscal year.

It is proposed that Article X be replaced with the following:

These Bylaws may be amended, repealed, or altered in whole or in part by approval of two-thirds of the members eligible to vote, present or by proxy, at two successive regular meetings of the members of the Corporation, with twenty-one days written notice to all members of the Corporation who, according to corporate records, have attended at least one of the last ten regular meetings of the members preceding publication of the notice.