

Spayk

Bylaws

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Preamble

SPARK (Spark) is a division of AIDS Healthcare Foundation (AHF) made up of a group of volunteers whose purpose is to raise the profile of social and health disparities that continue to impact women in the community through Creating safe spaces, innovative advocacy, and events

ARTICLE 1: Name, Offices, and Affiliations

Section 1. Name: The name of the organization shall be: SPARK

Section 2. Principal Office: The office of the organization is located in Los Angeles County, California.

Section 3. Affiliation: This organization is affiliated with AIDS Healthcare Foundation.

ARTICLE 2: Purposes

Section 1. Purpose: The purpose of this organization is to empower women to take care of their sexual health, one mother, sister, and daughter at a time by educating women on sexual health by having real conversation in social spaces. This will be conducted via panel discussions, field trips, dinners, focus groups, conferences, collaborations, celebrations, and womanly activities.

Section 1. Objectives: The objectives of this organization shall be as follows:

a positive atmosphere and conversation

a) *Self-awareness*: To enlighten, motivate, and inspire women to be aware of and understand their sexual perceptions.

b) *Sisterhood*: To engage, create, and fortify relationships among women.

c) *Sexual Health*: To empower women to own their sexual selves.

ARTICLE 3: Membership & Meetings

Section 1. Number: The organization shall have no less than five (5) and no more than thirty (30) members, known as the members.

Section 2. Powers: Subject to the provisions and restrictions of SPARK, the affairs of this organization shall be conducted and all powers shall be exercised by the direction of the members.

Section 3. Duties: It shall be the duty of the members to:

a) Perform any and all duties imposed on them collectively or individually by SPARK or by these bylaws;

b) Appoint and remove, employ and discharge, and prescribe the duties of all officers, agents, and employees/non-employees of the organization.

c) Attend a minimum of two-thirds (2/3) events per term; and

e) Meet at such times and places as required by these bylaws.

Section 4. Qualifications & Terms of Office: To qualify as a Board member, a person must:

a) **Declare their intentions in writing to become a member of the board;**

b) Meet with the Officers to establish a volunteer role and volunteer duties;

c) Work within the group for at least three months, and until the leading Officer nominates them for full membership of the board; and

d) Receive a majority vote to receive full membership by the Board of Directors.

Each member shall hold membership until they resign or are removed.

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Section 5. Compensation: Members of the Board shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of these bylaws. Any payments to members in any capacity outside of the scope of their membership must be approved in advance in accordance with this organization's conflict of interest policy, as set forth in Article 7 of these bylaws.

Section 6. Meetings: Meetings shall be held at the designated location unless otherwise provided by the Board. Participation in a meeting through use of electronic communications equipment constitutes presence in person at that meeting so long as all of the following apply:

a) Meetings must be held a minimum of once per month.

b) Each member participating in the meeting can communicate with all of the other members; and

c) Each member is provided the means of participating in all matters before the Board.

All meetings are to be held without notice, unless the time, date, or location of a meeting has been changed, in which case notice shall be given to Board members, specifying the place, day, and hour of the meeting. The meeting schedule is as follows:

- Frequency: Weekly Bi-Monthly Monthly
- Day: _____
- Time: _____

Section 7. Special Meetings: The president of SPARK, the president of AHF, or the AHF Advisor may call Special Meetings. Such meetings shall be held at the place designated by the person or persons calling the meeting

Section 8. Quorum for Meetings: A quorum shall consist of two-thirds (2/3) of the Board of Directors.

Except as otherwise provided in these bylaws no business shall be considered or approved by the Board at any meeting at which a quorum is not present, and the only motion which the president shall entertain at such meeting is to adjourn.

The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting. Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present is an act of the Board of Directors.

Section 9. Conduct of Meetings: Meetings will be conducted following the Robert's Rules of Order. Meetings of the Board of Directors shall be presided over by the President of the Board, or, in their absence, the Vice President of the organization or , in the absence of both, by a chairperson chosen by a majority of the members present at the meeting or as directed by the President. The Operations Director of the organization shall act as necessary of all meetings of the Board, provided that, in their absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 10. Action by Unanimous Written Consent Without Meeting: Any action required/permitted to be taken may be taken without a meeting, if all Board of Directors unanimously consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board **and** shall state that the action was taken by unanimous written consent of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board.

Section 11. Attendance: **Members can only miss a maximum of three (3) meetings per calendar year and must attend two-thirds (2/3) events per calendar year, unless the president approves the absence. Failure to attend the minimum of meetings and events prescribed by these Bylaws will automatically result in a motion by the president to remove the Member from office, and/or be asked to become a volunteer. Persistent lateness is highly discouraged and can be considered a reason for dismissal at the discretion of the president.**

Section 12. Discipline: Disciplinary action may be taken by any of the following means:

- a) A member may be immediately terminated by a vote of the Board after any violation of the Member Code of Conduct (Article 8).
- b) As stated in Section 11 above, a member who fails to attend the minimum number of meetings prescribed by these bylaws will be automatically removed from the Board.
- c) Member evaluations will be conducted quarterly by SPARK United Executive Board. Executive Board consist of Affinity Groups Manger, National President and Vice President. Evaluations can result in three possibilities: Member retains status, new member status or member put on probation. If a member receives an unsatisfactory member evaluation, the member has until the next evaluation to recover his or her good standing. Failure to do so will automatically result in termination of membership.
- d) As outlined in Section 14 below, a member may also resign or be removed by vote.
A personal leave of absence may be granted if granting time off will not cause SPARK **any** undue hardship. Said member's return to membership will be decided on a case-by-case basis.

Section 13. Resignation and Removal: Any member may resign effective upon giving written notice to the President of the Board, unless the notice specifies a later time for the effectiveness of such resignation.

A general member may be terminated by a two-thirds vote of all members present at a regular meeting, provided that notice of the proposed removal has been given to all members at least five (5) days before the meeting. Any member who is terminated rescinds all rights as an alumnus.

Procedure for removal:

- a) At a meeting, any member may propose the removal of another member, provided that notice of the proposed removal has been given to all members at five (5) days prior.
- b) A written notice shall be given to the member whose removal is being proposed. Such notice must state the specific grounds and fact upon which the removal is based, include relevant documentation, and said member's the right to defend.
- c) The Officers shall order a time and place for a hearing mutually convenient for all members, including the member in question. The membership, in accordance with the rules set forth by these bylaws, except that the aforementioned member shall not count toward a quorum, will hold the hearing.
- d) The member shall present his/her own defense and a representative of the membership shall then present its witnesses and evidence. The member shall then present his/her rebuttal. Witnesses may be cross-examined. The members shall then vote on judgment before the closing of the meeting.
- e) Failure to appear by said member shall make the proposal to remove final and conclusive.
- f) In extreme circumstances, as defined by an AHF staff member, a SPARK member may be removed by the AHF staff, in conjunction with a 51% vote of the Officers.

Section 13. Non-liability of the Board: The members of the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

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ARTICLE 4: Officers

Section 1. Number and Duration: The Officers of the organization shall be a President, a Vice President, Director of Operations, Director of Events, Director of Outreach, Director of Marketing, **and** Director of Advocacy.

Section 2. Qualifications: To qualify as an Officer, a member must be in good standing (not on probation or a leave of absence) and must have been a member for ninety (90) days. Members must be present at the meetings to be nominated and elected as an Officer.

Section 3. Nomination Procedures: Nominations will be opened at a meeting. Nominations occur via notice to the president, who shall close the nominations 30 days after initial meeting.

- Members may nominate themselves.
- Members may be nominated for two offices.
- Once nominations are closed, members may decline their nominations.

Section 4. Election Procedures: Elections are officiated by the president at a meeting. Officers are elected for terms.

- a) Members shall vote for one person per office.
- b) A member may only hold one office.
- c) If there is only one nominee for an office, that member is elected automatically, unless said member declines the nomination.
- d) In the case of a tie members, including the AHF Staff, shall revote for the tied members.
- e) In the case of members winning multiple positions:
 - Involved members may cooperate to decide which positions to take.
 - If an agreement cannot be made, the member who has the most wins chooses, then the next.
 - If members have won the same amount of positions and cannot agree, a revote will be taken, involving only the members and positions disputed.
 - If a member is no longer in the running for a position, the member with the next highest number of votes wins said position.

The AHF Staff is appointed by AHF and is not an elected position. The AHF Staff is a liaison between the Board and AHF and acts a counsel and guide on matters of procedure.

In the event that one of the elected positions is vacated before the end of the term, members shall fill vacancies by vote at the next general meeting.

Section 5. Duties of the President: The President shall be the chief Officer of the organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the organization and the activities of the Officers. They shall perform all duties incident to their office and such other duties as may be required by AHF or by these bylaws, or which the Board of Directors may prescribe from time to time. They shall preside at all meetings of the Board of Directors. The President is responsible for all failings and victories of the organization. The President is a liaison between the Board and AHF.

- Maintain the organization's mission, goals and brand throughout all programs.
- Supervise and control the affairs of the organization and the activities of the Officers.
- Preside at all meetings.
- Promote motivation, morale, and loyalty of members through: Positive reinforcement and appreciation; Promoting an enjoyable and pleasant environment; the implementation of traditions, social activities, and events including, but not limited to: retreats, luncheons, and celebrations; and the institution of rules that prevent members from overextending themselves.
- Oversee all inter-chapter strategy and expansion efforts, working with other SPARK chapters.
- Uphold all sections of these bylaws in order to fulfill the organization's vision and carry out our mission and meet public expectations for excellence.

Section 6. Duties of the Vice-President: In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions of the president.

- Supervise and control the affairs of the organization and the activities of the Officers.
- Ensure that instructions and goals given to Officers are carried out and completed.
- Maintain the organization's image.
- Create and implement an annual Strategic Plan including:
 - Organization focus and objectives; and calendar and committee rosters.
- Collaborate with Officers and committee chairs, and oversee proper conduct and that all members, activities, and committee meetings are in accordance with the provisions of these bylaws.
- Maintain programs development.
- Oversee all internal programs & member issues as well as local expansion efforts.
- Uphold all sections of these bylaws in order to fulfill our organization's vision and carry out our mission and meet public expectations for excellence.
- Performs other duties at direction of the President.

Section 7. Duties of the Director of Operations: The Director of Operations is in charge of the day-to-day operations of the organization. They act as the Secretary/Treasurer and is the keeper of records as well as the financial administrator. They should have knowledge of all the transactions of the organization.

- Create and implement an annual Operations Plan which sets department goals, priorities and strategies,
- Receive and disperse funds to and from vendors, members, etc.
- Keep and maintain adequate and correct accounts of the organization's business transactions, receipts, disbursements, gains and losses.
- Keep financial Reports during each meeting, Budgets, Contracts and other documentation and Annual reports as prescribed in Article 6 of these bylaws.
- Collaborate with other agencies in support of projects consistent with the mission of this group.
- Work with the other Officers to ensure all projects meet the objectives of this group.
- Uphold all sections of these bylaws in order to fulfill our organization's vision and carry out our mission and meet public expectations for excellence.
- Performs other duties at direction of the President.

Section 8. Duties of the Director of Events: The Director of Events is in charge of all major events. They act as an event planner for the group, focusing on immediate and strategic overall management of major events and their performance.

- Create and implement an annual Major Events Plan which sets department goals, priorities and strategies,
- Major event planning, including POTC, branding events and other large-scale productions.
- Production, staffing, logistics, coordination, marketing, messaging, and partnerships.
- Planning and analyzing cost-effectiveness of major events.
- Identifying, cultivating, soliciting, & coordinating sponsors, vendors and volunteers.
- Event-related presentations, contract management & renewals.
- Work with the other Officers to ensure all projects meet the objectives of this group.
- Uphold all sections of these bylaws in order to fulfill our organization's vision and carry out our mission and meet public expectations for excellence.
- Performs other duties at direction of the President.

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Section 9. Duties of the Director of Outreach: The Director of Outreach is in charge of all outreach and mobilization events. They act as an event planner for the group, focusing on immediate and strategic overall management of event campaigns and their performance.

- Create and implement an annual Outreach Plan which sets department goals, priorities and strategies,
- Event planning, including outreach events, mobilization events and other affairs via SPARK United or AHF.
- Production, staffing, logistics, coordination, marketing, messaging, and needed partnerships.
- Planning and analyzing cost-effectiveness of events.
- Developing and maintaining relationships with the community and determining community needs and opportunities.
- Overseeing the Condoms in Clubs initiative.
- Attending events, meetings, and functions of various community boards and organizations with similar goals.
- Identifying, cultivating, soliciting, & coordinating sponsors, vendors and volunteers.
- Event-related presentations, contract management & renewals.
- Work with the other Officers to ensure all projects meet the objectives of this group.
- Uphold all sections of these bylaws in order to fulfill our organization's vision and carry out our mission and meet public expectations for excellence.
- Performs other duties at direction of the President.

Section 10. Duties of the Director of Marketing: The Director of Marketing shall be is in charge of the marketing of the organization, including marketing of events as well as PR, and brand recognition.

- Establish and maintain effective working relationships with local officials, influencers in the community, and media representatives, and other possible marketing outlets.
- Create and implement an annual Marketing Plan which sets department goals, priorities and strategies:
 - Communications: Newsletter, Press Releases and Media Kits;
 - Media: Website, social media, press mentions, etc.;
 - Events: All event marketing before, during and after events;
 - Media Campaigns including print advertisements, online, social media.
- Respond to requests for information.
- Work with the other Officers to ensure all projects meet the objectives of this group.
- Uphold all sections of these bylaws in order to fulfill our organization's vision and carry out our mission and meet public expectations for excellence.
- Performs other duties at direction of the President.

Section 11. Duties of the Director of Advocacy: The Director of Advocacy is fully in charge of the messaging and community outreach goals of the organization, including on/offline, in marketing materials, throughout the community, and at events.

- Ensure that everything the group does encourages a healthy atmosphere, community and lifestyle.
- Create and implement an annual Advocacy Plan which sets department goals, priorities and strategies,
- Making sure the message is present and clear everything the organization does including:
 - Social Campaigns: Billboards, social media campaigns, community campaigns, etc.
 - Board Members: Maintain a high level of advocacy and health education;
 - Events: Partnerships, printed materials, speeches, etc.;

- All Communications: Website, social media, posters, banners, and other communications;
- Work with the other Officers to ensure all projects meet the objectives of this group.
- Uphold all sections of these bylaws in order to fulfill our organization's vision and carry out our mission and meet public expectations for excellence.
- Performs other duties at direction of the President.

ARTICLE 5: Committees

- Section 1. Executive Decisions: The Officers constitute the Executive Committee and are authorized with any of the powers and authority of the whole of the membership.
The committee shall keep regular minutes of its proceedings, file them, and report to the members from time to time.
- Section 2. Other Committees: The organization shall have such other committees as may from time to time. Such other committees may consist of persons who are not members. These additional committees shall act in an advisory capacity only.
The members shall establish the size, duration, and responsibilities of advisory committees. A Board member has the right to chair, sit as a member of a committee or to attend any committee meeting. Committee Chairs will select a committee secretary to take minutes and prepare agendas for committee meetings. A copy of the agenda and committee minutes shall be provided to the Officers. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws.

ARTICLE 6: Records & Reports

- Section 1. Maintenance of Records: The Organization shall keep at its principal office:
- Agendas and minutes of all Officer meetings, Board meetings, member meetings and committees;
 - Adequate and correct financial records, including accounts of its transactions, assets, liabilities, receipts, disbursements, etc.; and
 - A copy of these bylaws as amended to date.

ARTICLE 7: Conflict of Interest Policies

- Section 1. Purpose of the Conflict-of-Interest Policy: The purpose of this conflict of interest policy is to protect this organization's interest when it is contemplating entering into an arrangement that might benefit a member of the organization or any "interested persons" as defined in Article 3, Section 5.
- Section 2. Any member, Officer, member of a committee, or any "interested persons" as defined in Article 3, Section 6, who has a financial interest, as defined below, is an interested person.
A person has a financial interest if the person has, through business, investment, or family:
- An ownership or interest in any entity with which the organization has a transaction or arrangement,
 - A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization 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.
- Section 3. Conflict of Interest Avoidance Procedures:
- Duty to Disclose.** An interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members considering the proposed transaction or arrangement.
 - 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, They shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
 - Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the meeting, but after the presentation, They shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
After exercising due diligence, the committee shall determine whether the organization 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.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the organization'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.

d) Violations of the Conflicts of Interest Policy. If the 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.

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

Section 4. Records: The minutes of meetings of the committee with 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 5. Compensation Approval Policies: A member who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to said member's compensation.

When approving compensation for members, Officers and employees, contractors, and any other compensation contract, in addition to complying with the conflict-of-interest requirements and policies, the Board shall also comply with the following additional requirements and procedures:

a) The members shall approve the terms of compensation prior to the first payment.

b) All members who may vote to approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement, meaning that each member approving a compensation:

- Is not the person who is the subject of compensation arrangement;
- Has no material financial interest affected by the compensation arrangement; and
- Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the member.

The terms of compensation and the basis for approving them shall be recorded in the minutes of the meeting of the meeting that approved the compensation. Such documentation shall include:

- The terms of the compensation arrangement and the date it was approved
- The members who were present during debate on the transaction, those who voted on it, and the votes cast by each member
- The comparability data obtained and relied upon and how the data was obtained.
- Any actions taken with respect to determining if a member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction.

ARTICLE 8: Member Code of Conduct

Section 1. General: In striving to fulfill our organization's vision and carry out our mission, all members must meet public expectations for excellence by providing high quality education services, acting with integrity, and displaying respect for all.

The sections in this article pertain to meetings; whether on-site or off, events; whether SPARK-organized or not; AHF property and events; any place the members are representing the

organization; and any other time or place where a member may lead a reasonable person to make a direct connection between a member and the organization.

- Section 2. Nondiscrimination: Our organization strives to provide all members of our community with an environment that is free of discrimination or harassment based on race, sex, color, creed, religion, age, national origin, disability, marital status, or sexual orientation.
- Section 3. Sexual Harassment: It is the policy of this organization that all members are responsible for ensuring that the workplace is free from sexual harassment. All members must avoid any action or conduct which could be viewed as sexual harassment. Sexual harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexually harassing nature, when the harassment has the purpose or effect of interfering with an individual's work or creating an intimidating, hostile, or offensive working environment.
- Section 4. Fraud and other Dishonest Acts: In order to ensure that we use our resources as effectively as possible, fraudulent and other dishonest acts are not tolerated. Members are required to report fraud or other dishonest acts when they have a reasonable basis to believe such an act has occurred. Examples of fraud or dishonest acts include taking cash or other property; making false claims or statements to other members or AHF staff or volunteers; making false time reports or reimbursement claims; forgery or alteration of documents or reports; improper handling or reporting of financial transactions or audit information; and incurring contractual or other obligations that exceed appropriations.
- Section 5. Weapons and Safety: To create a safe working environment for all members, this policy prohibits the presence of weapons and use of harassment. Under the policy, members generally are prohibited from having firearms. AHF policies promote a workplace that is free from violence, threats of violence harassment, intimidation, and other disruptive behavior. You can obtain copies of this policy from the human resources office.
- Section 6. Information Security and Privacy: As representatives of SPARK and AHF we are entrusted with public and private data every day in fulfilling our assigned work. Each of us is responsible for protecting the privacy, security, retention and disposal of the records and data under our control or to which we have access, in accordance with AHF standards.
- Section 7. Drug Use: Members are expected to perform their jobs efficiently, safely and in a professional business-like manner. A member's ability to perform effectively may be hampered by drug use, and under AHF policy members may not attend any meeting, event, or function under the influence. The AHF staff and SPARK shall enforce this.
- Section 8. Confidentiality: All members and committee members shall refrain from discussing internal matters, decisions, transactions or developments (including information about AHF, AHF employees, SPARK members, affiliates, and business partners), with anyone outside of the organization, except as required in the performance of regular duties. Of utmost importance is the maintenance of the confidentiality of boardroom discussions and the fabric of trust and collegiality that should exist among members. This is critical to prevent the corrosive effect breaches of board confidentiality will have on a board's deliberative process and the trust and confidence members have in each other.
- Section 9. Integrity and Image: To maintain our high standards of credibility and avoid creating negative image, all members, or representatives of the group, shall avoid representing this organization (explicitly or indirectly) while engaging in any activity that is contrary to the mission, purposes, or objectives of this organization, or while engaging in any activity that might harm the organization's image or affect the organization adversely. At any time while representing the group, no member shall make statements or take actions (directly or otherwise) that denounce, oppose or counter the goals or success of SPARK or AHF.

ARTICLE 9: Amendment of Bylaws

- Section 1. Amendments: These bylaws may be ratified, altered, amended, or repealed and new bylaws adopted by a two-thirds vote of all members present at a regular meeting, provided that notice of the proposed removal has been given to all members at least fourteen (14) days before the meeting.

Section 2. Bylaw Amendment Documentation: All approved amendments or alterations to these bylaws will be recorded in Appendix 1 of this document. Citation shall include the date, the action, the article and section amended with reference to the general meeting minutes containing the specific details of said changes. The Operations Manager shall include with the minutes a copy of the original article and section with changes indicated.

APPENDIX 1: Document History

1. June 18, 2011 – Initiate creation of bylaws.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the current members of the Board of Directors of the organization SPARK United overseeing bodies for all SPARK chapters domestic and international, and, pursuant to the authority granted to the SPARK United Board members by these bylaws to take action, consent to, and hereby do, adopt the foregoing bylaws as the bylaws of this organization.

Dated: _____
