

**BYLAWS OF
THE ANGLICAN 4TH DAY OF NORTH AMERICA**

ARTICLE I. PURPOSES

The Anglican 4th Day of North America (hereinafter the “Corporation,” the “Anglican 4th Day,” or “A4D”) is organized for the purposes set forth in the Articles of Incorporation (hereinafter the “Articles”). The Articles are incorporated by reference into these Bylaws. The Corporation is organized as a nonprofit corporation under the laws of the Commonwealth of Pennsylvania and shall be operated exclusively for charitable and religious purposes in accord with Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The Corporation will have the powers stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania or any successor legislation (hereinafter the “Nonprofit Corporation Law”).

ARTICLE II. AFFILIATES

Section A. No Members.

The Corporation shall have no legal members for purposes of the Nonprofit Corporation Law. Neither affiliation as provided herein nor the use of the terms “member” or “membership” by the Corporation or by any Affiliate shall operate to cause such Affiliate to be considered a legal “member” of the Corporation for purposes of the Nonprofit Corporation Law.

Section B. Affiliation.

Anglican organizations in North America, which are committed to the principles of the traditional Cursillo[®] method as outlined in the Anglican 4th Day Handbook, are eligible to seek affiliation with the Anglican 4th Day. Those organizations accepted as affiliates shall be known as Affiliates and shall have the duties, and be entitled to the rights and privileges of affiliation as herein provided.

Section C. Affiliation Application.

The Board of Directors of the Corporation (hereinafter “the Board”) shall develop an application form and the specific requirements for affiliation of an Anglican organization with the Anglican 4th Day. Those requirements shall include but are not limited to: a copy of the applicant’s Articles, Bylaws and resolution approving the submission of the application; approval by the bishop having jurisdiction over the organization for its affiliation with the Anglican 4th Day; acknowledgement by the applicant of its commitment to the principles of the traditional Cursillo method as outlined in the Anglican 4th Day Handbook; acceptance of and submission to the Statement of Faith and the Constitution & Canons of the Anglican Church in North America and to oversight by its Archbishop; and a willingness to conform to the

requirements of the Articles and Bylaws of the Anglican 4th Day as they relate to Affiliates.

Section D. Application Process.

When the completed application for affiliation is submit as directed, together with the processing fee, if any, determined by the Board, the application will be processed with the intention of welcoming the applicant to affiliation with the Anglican 4th Day. Applications which meet the requirements for affiliation will be reviewed and voted upon by the Board at any regular or special meeting of the Board and at the earliest practicable time after the process of submission has been completed. A majority vote of the Board is required for affiliation. Notice of acceptance of the application and the grant of affiliation will be given promptly by the Secretary to the successful applicant. The Board, in its discretion and for the purpose of defraying the costs of operations of the Corporation, may adopt an annual dues requirement to be asked of all affiliates equally. The consequences of non-payment of any such dues requirement by an affiliate shall be determined by the Board.

Section E. Benefits of Affiliation.

The Anglican 4th Day provides Affiliates, among other benefits: national and regional conferences; local training sessions and workshops; materials for workshops and weekends; use of the Anglican 4th Day name and recognition; opportunities for communication and interaction with Fourth Day organizations throughout North America; and participation and a voice in the provincial 4th day movement in the Anglican Church in North America.

1. The Board may call an Annual meeting or convention of delegates comprised of affiliate A4D organizations within the Province of the Anglican Church in North America.
2. Each A4D affiliate may pre-register a delegate from their Secretariat or Diocese to be a voting representative for all matters brought to the floor of any called meeting or convention.
3. The national board secretary will verify the names and credentials of voting delegates from affiliates prior to the meeting.
4. A majority of delegates present shall be sufficient to constitute a quorum at any such meeting, unless otherwise specified in relation to special meetings for special purposes as set forth in other articles and/or sections of these by-laws.
5. At least ninety (90) days prior notice shall be given for all annual meetings. Each affiliate shall be notified by electronic mail and/or by written notice sent to a published address provided to the secretary of the board by the affiliate. It is the responsibility of the affiliate organization to notify the secretary of any address changes.

Section F. Affiliate Conferences.

The Board shall schedule and make arrangements for a provincial Anglican 4th Day Conference no less than every three (3) years.

ARTICLE III. BOARD OF DIRECTORS

Section A. Purpose.

The affairs, business and all legal matters of the Corporation shall be managed by the Board for purposes of the Nonprofit Corporation Law.

Section B. Election of the Members of the Board.

The initial Board shall consist of five members, three (3) lay and two (2) ordained, with the initial Board being elected by the vote of a majority of the Incorporators listed in the Articles of Incorporation of the Corporation. Such election shall be at a meeting of the Incorporators for the specific purpose of electing the initial Board. Those proposed for election and those elected shall be persons known to the Incorporators to be committed to the principles of the traditional Cursillo method as outlined in the Anglican 4th Day Handbook and subscribers in writing to the Constitution and Canons of the Anglican Church in North America. In electing the initial Board, three (3) classes consisting of two (2) classes of two (2), and one class of one (1) member(s) each shall be elected, one class for one (1) year, a second class for (2) years and the third class for (3) years in order that in subsequent years the Board would elect three (3) members to replace the class whose terms ends that year. The initial Board shall be in place for a period of one (1) year prior to initiating the replacement of a class. At no time shall the Board exceed nine (9) members, six (6) lay and three (3) ordained. Additional members to the Board can be added after a period of one (1) year when a class is replaced with no more than three (3) members per class.

Section C. Term and Termination.

Except for the initial Board elected by the Incorporators, Board terms shall be three (3) years. Once a person has served two consecutive three (3) year terms, that person shall not be eligible to be reelected to the Board until that person shall have been off the Board for at least one (1) year. The Board membership of any Board member who fails to attend any three (3) consecutive Board meetings, including electronic/telephonic meetings of the Board, for which proper notice as required herein has been given, shall be automatically terminated from the Board without further action of the Board unless that person was formally excused from attendance by the vote of a majority of the Board attending that meeting. In order to be excused, the person seeking to be excused shall submit a written request to the President, unless the person is not able for any reason to do so. The Secretary shall include the vote in the minutes of the meeting which are thereafter distributed to all members of the Board. The Secretary shall notify the terminated Board member.

Section D. Annual Meeting.

An annual meeting of the Board shall be held in January of each year, or at such other time and place as may be designated by the President, in accordance with the notice provisions set forth below, for the purpose of the transaction of such business as may come before the meeting.

Section E. Regular Meetings.

Regular meetings of the Board, in addition to the annual meeting, shall be held no less than two (2) times per year as determined by the Board.

Section F. Special Meetings.

Special Meetings of the Board may be called by, or at the request of, the President, the Secretary, or any two members of the Board. The person or persons authorized to call Special Meetings of the Board may fix any place reasonably accessible to the other Board members for holding any Special Meeting of the Board called by them.

Section G. Notice.

Notice of any face-to-face meeting of the Board shall be delivered not less than ninety (90) days prior to the date of the scheduled meeting. Notice of any electronic/telephonic meeting of the Board shall be delivered not less than fifteen (15) days prior to the date of the scheduled meeting. Written notice shall be delivered by verifiable mail or verifiable electronic means to each member of the Board at the mailing address or electronic address as shown by the records of the Corporation. Notice of any Special Meeting of the Board may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a member of the Board at any meeting shall constitute a waiver of notice of such meeting except where a member of the Board attends a meeting for the expressed purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these Bylaws.

Section H. Quorum.

A majority of the Board shall constitute a quorum for the transaction of the business at any meeting of the Board, provided that if less than half of the Board is present at the said meeting, a majority of the Board present may adjourn the meeting.

Section I. Manner of Acting.

The act of a majority of the members of the Board present at a duly convened meeting shall be the act of the Corporation unless statute, the Articles of Incorporation, or these Bylaws require the act of a greater number. Members of the Board may not vote by proxy or under any other power of attorney.

Section J. Electronic/Telephonic Meeting.

Any meeting of the Board may be conducted in simultaneous multiple locations if the various locations are effectively connected by electronic/telephonic conference call

lines. In the event any meeting shall be so held, the results of any vote taken shall be recorded in minutes and retained with the corporate records of the Corporation.

Section K. Informal Action by Directors.

Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board entitled to vote with respect to the subject matter thereof.

Section L. Compensation.

Members of the Board shall not receive any salaries for their services as such. However, by resolution of the Board, expenses of attendance, if any, may be reimbursed for any regular or special meeting of the Board, and provided that nothing herein contained shall be construed to preclude any member of the Board from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE IV. OFFICERS

Section A. Officers.

The officers of the Corporation shall consist of a President, a Vice President, and a Secretary elected by the Board as provided in these Bylaws.

Section B. Election and Terms of Office.

The officers shall be members of the Board and shall be elected by a majority of the Board, voting at its annual meeting, for a term of one year. Each officer shall hold office until the first of the following to occur: until a successor shall have been duly elected and shall have qualified; or until the officer's death, termination from the Board, incapacity, or resignation in writing accepted by the Board.

Section C. President.

The President shall be the principal executive officer of the Corporation, and shall preside at all meetings of the Board or of the Corporation. The President shall sign, with the Secretary or any other officer of the Corporation authorized by the Board, such documents of the Corporation as necessary or appropriate. The President, in general, shall discharge all duties incident to the office of the president or chief executive officer of a nonprofit corporation and such other duties as may be assigned by the Board from time to time.

Section D. Vice President.

The Vice President shall perform such duties as may be assigned by the Board from time to time, and shall preside at any meeting of the Board or Corporation at which the President is absent.

Section E. Secretary.

The Secretary shall discharge all duties incident to the office of Secretary and such other duties as may be assigned by the Board from time to time. In addition, the Secretary shall (i) be responsible for the keeping of the minutes of the meetings of the Board or the Corporation in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board. The Secretary may sign, with such other officers of the Corporation as are authorized by the Board, such documents of the Corporation as necessary or appropriate.

Section F. Treasurer – Board Appointed

The Treasurer shall (i) monitor the financial books of the Corporation; (ii) keep regular books of account; (iii) render to the Board from time to time as it may require, an account of the financial condition of the Corporation; and (iv) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned by the President or the Board. The Treasurer, if not a Board member, has voice but no vote and will not be required to attend Board meetings unless so directed.

ARTICLE V. FINANCIAL POLICIES

Section A. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January each year.

Section B. Sale of Assets.

A sale, lease, exchange, mortgage, pledge, or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board, provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation shall be authorized only upon receiving the vote of three-fourths of the members of the Board.

Section C. Contracts.

The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section D. Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section E. Checks, Drafts, or Other Orders for Payment.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section F. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section G. Gifts.

The Board or its officers may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

ARTICLE VI. INDEMNIFICATION

Section A. Indemnification in Actions Other Than By or In the Right of the Corporation.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a member of the Board, or an officer, employee, or agent of the Corporation or anyone who is or was serving at the request of the Corporation on behalf of the Corporation, or who is or was serving at the request of the Corporation as a member of the Board, or an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or 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 his or 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 he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section B. Indemnification in Actions by or in the Right of the Corporation.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a member of the Board, and officer, employee or agent of the Corporation, or anyone who is or was serving at the request of the Corporation on behalf of the Corporation or is or was serving at the request of the Corporation as a member of the Board, an officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided 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 his or 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section C. Right to Payment of Expenses.

To the extent that a member of the Board, an officer, employee or agent of the Corporation, or anyone who is or was serving at the request of the Corporation on behalf of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (A) and (B) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section D. Determination of Conduct.

Any indemnification under Sections (A) and (B) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the member of the Board, an officer, employee or agent or anyone who is or was serving at the request of the Corporation on behalf of the Corporation is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (A) and (B) of this Article. Such determination shall be made: (i) by the Board by a majority vote of a quorum consisting of members of the Board who were not parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, or, even if attainable, if a quorum of disinterested members of the Board so directs, by independent legal counsel in a written opinion.

Section E. Payment of Expenses in Advance.

Expenses 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 as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the member of the Board, officer, employee or agent or

anyone who is or was serving at the request of the Corporation on behalf of the Corporation to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section F. Indemnification Not Exclusive.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested members of the Board, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board, officer, employee or agent or anyone who is or was serving at the request of the Corporation on behalf of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section G. Insurance.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a member of the Board, officer, employee or agent of the Corporation, or anyone who is or was serving at the request of the Corporation on behalf of the Corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Section H. Severability.

The invalidity or unenforceability of any provision in this Article shall not affect the validity or enforceability of the remaining provisions of this Article.

ARTICLE VII. MISCELLANEOUS

Section A. Corporate Offices.

The Corporation shall maintain a principal office in Ambridge, Pennsylvania. The Corporation may have other offices in such locations as the Board may deem appropriate. The addresses of the principal office, the registered office, and registered agent may be changed from time to time by the Board.

Section B. Amendments.

The Articles of Incorporation and these Bylaws may be altered, amended, or repealed, and new articles and bylaws may be adopted by a vote of three-quarters of the members of the Board present at any regular meeting or any special meeting called for that purpose. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all members of the Board at least twenty (20) days before the meeting at which the vote thereon is to be taken, and shall identify the persons proposing the amendment.

Section C. Conflict of Interest.

Purpose

The purpose of the conflict of interest policy is to protect The Anglican 4th Day of North America's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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.

Definitions

1. 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.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** 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. Under **Procedures**, Item 2 below, 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.

Procedures

1. 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.

2. 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.

3. 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 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.
- 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 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.

4. 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.

Records of Proceedings

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

- 1.** 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.
- 2.** 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.

Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization 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.

Periodic Reviews

To ensure the Organization 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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.

Use of Outside Experts

When conducting the periodic reviews as provided for above, the Organization 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.

Section D. Seal.

The Corporation is not required to maintain a corporate seal. If the Board so determines, the Corporation may have a seal in the form determined by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation.

Section E. Books and Records.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board, and shall keep a record of the names and addresses of all Board members. All books and records of the Corporation may be inspected by a member of the Board, or his agent or attorney, at any reasonable time following reasonable notice to the Corporation.

Section F. Rules of Order.

In matters not specifically covered by these Bylaws, by the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, and/or by such Rules of Order as may be adopted from time to time by the Board, all meetings of the Board and of the Corporation shall follow the most recent edition of Robert's Rules of Order.