

Bylaws of National Demolition Association, Inc.

Updated: June 10, 2023

ARTICLE I - NAME, PURPOSE AND OBJECT

SECTION 1.

The Name of this corporation is National Demolition Association, Inc. (hereinafter called the "Association"), a non-profit corporation organized under the laws of the State of Massachusetts (G. L. Ch. 180).

SECTION 2.

The Purposes for which the Association is formed are: (a) to foster goodwill and exchange ideas with the public, governmental agencies, and those engaged in the demolition process; (b) to encourage ethical conduct among its Members; (c) to promote the welfare of its Members and cooperation between them for the betterment of the demolition process; and (d) to sponsor educational programs so as to increase public understanding of all phases of the demolition process.

ARTICLE II-MEMBERSHIP

SECTION 1.

Membership of the Association shall be comprised of the following:

- a) Regular Members, consisting of corporations, limited liability companies, partnerships, including limited partnerships and limited liability partnerships, sole proprietorships and other similar business enterprises regularly and actively engaged in the demolition process principally in the United States of America and Canada and not otherwise an Associate Member, as hereinafter defined.
- b) Associate Members, consisting of corporations, limited liability Companies, partnerships, including limited partnerships and limited liability partnerships, sole proprietorships and other similar business enterprises supporting but not actively engaged in the demolition process, including, but not limited to, those who furnish materials, supplies, equipment or services in furtherance of the demolition process.
- c) International Members, consisting of corporations, limited liability companies, partnerships, including limited partnerships and limited liability partnerships, sole proprietorships and other similar business enterprises regularly and actively engaged in the demolition process principally in a country other than the United States of America and Canada and not otherwise an Associate Member.

SECTION 2.

Application for Membership in the Association:

- a) Application for membership shall be made in writing to the National Headquarters of the Association and referred to the Board of Directors for approval. The application shall contain an agreement to abide by the Bylaws of the Association and such other policies as the Board of Directors may determine from time to time, and shall be signed by the applicant. Each application shall be reviewed by the NDA CEO or his/her designee to determine whether or not such requirements for membership as are set forth in these Bylaws and such other uniform and reasonable requirements as may be established by the Board of Directors from time to time are satisfied. Upon determining that such requirements have been satisfied the NDA CEO or his/her designee shall accept that applicant into membership; provided, that at each meeting of the Board of Directors, a list of all applicants so accepted since the preceding meeting of the Board of Directors shall be submitted for confirmation by the Board of Directors. Pending such meeting of the Board of Directors, applicants so accepted by the NDA CEO or his/her designee shall have the full status of Regular, Associate or International Members, as the case may be. The term "Members", as used herein, shall include Regular, Associate and International Members.

SECTION 3.

Suspension, Termination, Resignation and Reinstatement of Membership.

- a) Suspension of Membership in the Association shall occur upon Nonpayment of dues or assessments, providing any of the same is one (1) month in arrears after the start of the fiscal year. Such suspension shall be lifted if all arrearages are paid within fifteen days after notice of any delinquency is given in writing by the Treasurer of the Association, or the CEO, or their designee, and if such payment is not paid then such membership shall terminate.
- b) The Board of Directors may also terminate the membership of any Member where it finds that the Member is no longer actively involved in the demolition process as provided in Section 1 of this Article.
- c) The Board of Directors may also terminate the membership of any Member if, in the opinion of the Board, a Member's conduct or action has been, is or may become prejudicial or detrimental to the Association, its purposes, or objects, or that the Member is not in compliance with such uniform and reasonable requirements for membership as may be established from time to time.
- d) The Board may, in its sole and absolute discretion, require the Member to appear before it and show cause why the member should not be expelled, and after such appearance and hearing (or if the Member shall fail to appear), the Board, by a vote of two-thirds of the Directors present at the meeting, shall have the power to expel the Member. Such expelled Member shall have the right to appeal such expulsion at the next Annual Meeting of Members of the Association upon giving a written notice of intention to do so to the Secretary at the National Headquarters of the Association not less than thirty(30) days prior to such Annual Meeting.
- e) Termination of or expulsion from membership hereunder shall not release such Member from the obligation of paying all dues or assessments owing or levied to the end of the period of membership.
- f) When any Member has ceased to be a member of the Association for any cause, the Board of Directors may reinstate such former member to membership in accordance with such rules and regulations as may be adopted by the Board of Directors from time to time.
- g) The Board of Directors may delay or otherwise vary the automatic suspension, termination and/or reinstatement provisions as provided herein.
- h) A Member may resign from the Association by giving notice to the CEO or his/her designee. Such resignation shall not relieve the resigning member from liability for all dues and other financial obligations to the Association for the period up to the effective date of resignation.
- i) Termination of the membership of a Member for any reason shall not entitle the Member to the return of any fees or dues paid by such Member.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1.

- a) The Board of Directors shall consist of not less than fifteen (15) nor more than twenty-one (21) members (with the exact number of Directors to be set from time to time by the Board of Directors), which number shall include all officers of the Association.

Each Director shall be an officer or employee of a Regular Member (except for the Associate Director position as set forth below). The Board shall be classified into three classes, each consisting of approximately 1/3 of the Directors. Elections for the class of open Director seats will occur at the Annual Meeting of Members Annual Meeting of the Board of Directors. No decrease in the number of directors shall shorten the term of any incumbent director. In the absence of the Board of Directors setting the number of directors, the number shall be 21.

- b) Two Director Positions shall be reserved for an Associate member in good standing of the Association. These positions shall be Associate Director Positions and shall have the same voting and other rights as the Regular Directors.

For the purposes of this Section 1, no Regular Member can have more than one (1) officer or employee elected to the Board of Directors. The position of Director shall be vested in the person and not in the Member.

SECTION 2.

Should a vacancy occur in the Board of Directors through death, resignation or other cause, the Board may select an eligible person to fill the unexpired term of the directorship, which has become vacant, except that the death of an immediate past President shall not be deemed to create any vacancy in the Board of Directors.

The occurrence of any of the following circumstances shall be deemed to constitute the resignation of the affected Director:

- a) if such Director is an officer or employee of a Regular Member or Associate Member: (i) the termination of the membership in the Association of the employer of the Director; and/or (ii) the termination (whether voluntary or involuntary and for whatever reason) of the Director's employment by the Regular Member or Associate Member by whom the Director was employed at the time of his election as a Director. Notwithstanding the foregoing, in the event that a Director, who is either an officer or employee of a Regular Member or Associate Member, is terminated (whether voluntarily, involuntarily or for whatever reasons) from the employment of such Regular Member or Associate Member but such Director is immediately employed by either another Regular Member or Associate Member, including if such new employer immediately applies to join the Association as a Regular Member or Associate Member, such occurrence shall not be deemed to constitute a resignation under this Section 2.
- b) It is expected that Directors shall attend all scheduled meetings of the Board. If a Director is not able to attend a meeting, he must submit a written letter explaining his/her absence to the President for submission to the Board for review during the meeting in question. If a Director is not able to attend two (2) Board meetings, it is expected he or she shall submit their resignation to the Board. The Board reserves the right to remove a Director for (2) absences or for any other reason in its discretion.

SECTION 3.

A quorum at any meeting of the Board of Directors shall consist of a majority of the whole Board, and, except as otherwise provided herein, the affirmative vote of at least a majority of those present shall be necessary for the adoption of any matter voted upon by the Board. Each director shall have one (1) vote.

SECTION 4.

The Annual Meeting of the Board of Directors shall be held annually preferably during the Convention each year or at another time and place agreed upon by the Board.

In addition to its Annual Meeting, the Board may meet at any other time and place at the call of the President or of five (5) Directors. Written notice of the place, day and hour of all meetings of the Board shall be transmitted by the CEO to the Directors. Such notice may be given personally, by mail or by a form of electronic transmission; provided, however, that (a) when such notice is transmitted by mail, such notice shall be sent at least fifteen (15) days prior to the meeting, and (b) when such notice is given personally or by electronic transmission, it shall be at least one (1) day prior to the meeting.

SECTION 5.

Term of office for a Board member shall be three consecutive years, and each director shall be eligible to serve up to two (2) consecutive terms. A Director, who has completed two (2) consecutive terms of service and sits out for at least one full year, may again be eligible to serve on the Board so long as he remained in good standing with the organization during his time off the Board.

SECTION 6:

Authority of the Board of Directors

The Board of Directors shall constitute the governing body of this Association. It shall be vested with full power and authority to put into effect the laws, resolutions and decisions of the Association, and shall exercise general supervision over the receipts and disbursements. It shall elect officers, and shall appoint agents or other employees, and shall define their duties and fix their compensation. It shall manage the business and affairs of the Association except as otherwise herein provided.

ARTICLE IV-OFFICERS

SECTION 1.

The Officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer and the immediate past President. No one person may hold more than one office simultaneously. Officers must be an officer or employee of a Regular Member and Elected Directors. Officers shall be elected annually by the Board and will serve a term of (2) years in each position.

SECTION 2.

Election of Officers shall take place at the Annual Meeting of the Board of Directors. Officers shall hold office until the next Annual Meeting of the Board of Directors or until their successors are elected and qualified by a vote of the Board of Directors.

SECTION 3.

Removal of an Officer shall be accomplished by the vote of two-thirds of the whole Board of Directors whenever in the judgment of the Board the best interests of the Association will be served thereby. Election of an Officer shall not itself create contract rights.

SECTION 4.

The President shall be the principal executive officer of the Association and shall in general supervise and control the affairs of the Association. The President shall preside at all meetings of the Members and Board of Directors. The President may sign, with the Secretary or any other proper Officer of the Association thereunto authorized by the Board, records, contracts, notes or other instruments which the Members or Board of Directors has authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. At the Annual Meeting of the Board of Directors and at all such other times as the President may deem appropriate, the President shall communicate to the membership such matters as may, in his or her opinion, merit their attention or tend to promote the prosperity and welfare and increase the usefulness of the Association. The President shall be an ex-officio Member of all Committees.

SECTION 5.

The Vice-President shall: (a) perform the duties and have the powers of the President during the absence or incapacity of the President and (b) have and perform such other duties of his office as may be assigned to him from time to time by the Board of Directors.

SECTION 6.

The Secretary, or his or her designee, shall (a) record attendance at the meetings of Members and of the Board of Directors and shall keep a record of the proceedings at such meetings; (b) see that all notices are duly given; (c) be custodian of the corporate records and seal of the Association and see that the seal is affixed to all documents requiring the same; (d) keep a register of the post office addresses of Members and Directors; (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or Board of Directors. In the absence or disability of the Secretary, the Board of Directors may designate a Director to act in his or her place.

SECTION 7.

The Treasurer shall be elected from the membership of the Board of Directors and shall, or shall cause his or her designee to, receive and have the custody of all moneys and securities belonging to the Association, under the direction of the Board of Directors. The Treasurer, or his or her designee, shall keep full and accurate accounts and shall make reports to the President, and Board of Directors and the Executive Committee relating to the affairs of his office as often and in such manner as they require

SECTION 8:

The CEO shall, under the authority and direction of the Board of Directors and the President have all the general powers and duties to execute the Association's daily management and administration. The CEO shall serve as an ex-officio non-voting member of the Board of Directors and shall have such other duties for this office as the Board of Directors may from time to time determine. The CEO shall attend all meetings of the Board of Directors and the Executive Committee. The CEO shall serve as the chief administrative officer of the Association, shall have general management of the administrative personnel of the Association, pursuant to the policies established by the Board of Directors and shall be subject to the direction of the President.

The Board of Directors may appoint, under a contract for services, a professional association-management company ("PAMC") to perform the duties of the CEO. In such case, the appointed PAMC shall exercise all of the powers and discharge all of the duties of the CEO as provided in these Bylaws (along with any such other duties assigned by the Board of Directors) under the direction of the Board of Directors. The PAMC shall be an independent contractor. The appointment of

a PAMC shall not create an employment relationship, partnership, joint venture, or an agency relationship (except to the limited extent that the Board of Directors may delegate certain responsibilities or authority to the PAMC) with the Association.

SECTION 9.

The immediate past President shall have such duties as are assigned by the President. In the absence or disability of the immediate past President, the position shall remain vacant.

SECTION 10:

All Officers serve at the pleasure of the Board. In the event of the death, permanent disability, resignation or removal of the President, the Vice President shall automatically accede to the office of President and shall hold said office for the remainder of the unexpired term. Upon the vacancy being filled by the Vice President, the Board shall vote on whether or not the Vice President would fill the vacant term and/or complete his/her full term of President. Should a vacancy occur in the position of Vice President or Secretary, the remaining officers shall accede to the next level and the position of Treasurer shall be open and subject to election by the Board of Directors. The Leadership Committee shall nominate one or more candidates to fill the vacancy. The Board of Directors shall vote on the slate and the newly elected Officer shall serve for the unexpired term of the office filled. The filling of an unexpired term shall not constitute the serving of a full term with respect to the prohibition restricting an Officer from serving more than one (1) consecutive full term.

ARTICLE V - MEETINGS OF MEMBERS

SECTION 1.

Special Meetings of Members of the Association may be called by the President or the Board of Directors, or at the request of fifteen percent (15%) of the Regular Members. Written notice of the place, day, hour and purpose of the Special Meeting of Members may be given personally, by mail or by a form of electronic transmission and by posting a notice of such meeting on the official Association website. Notice of a Special Meeting of Members shall be transmitted at least ten (10) days and not more than forty (40) days prior to the meeting.

SECTION 2.

A Quorum at any meeting of the Members shall consist of one percent

(1%) of the Regular Members, and the favorable vote of at least a majority of the Regular Members present shall be necessary for the adoption of any matter voted upon by the Regular Members (unless otherwise provided elsewhere herein). It is the duty of the Secretary to verify to the President that a quorum (including proxies) is present.

SECTION 3.

Only Regular Members shall have the right to vote; Associate and International Members shall have no right to vote. Each Regular Member shall have one (1) vote.

SECTION 4.

A Representative of each Member shall be designated by such Member to represent the Member. Such designation shall be in writing and delivered to the Association at or prior to any meeting of the Members. Any Member may attend a Meeting of Members by proxy. At all meetings of Members, a Regular Member may vote by proxy in the manner set forth at Section 7, below. All proxies shall be filed with the Secretary of the Association before or at the time of the meeting. No proxy dated more than six months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. The person designated as proxy by a Member must be of the same class of membership as the Member designating him.

SECTION 5.

Without limiting the manner in which a Regular Member may authorize another Regular Member to act for him or her as proxy, the following methods constitute a valid means by which a Regular Member may grant authority to another Regular Member to act as proxy: (a) the execution of a writing authorizing another Regular Member to act for the Regular Member as proxy, which may be accomplished by the Regular Member or by an authorized officer, director, employee, or agent signing the writing or causing his or her signature to be affixed to the writing by any reasonable means including, but not limited to, facsimile signature; and (b) by electronic transmission to the Regular Member who will hold the proxy. Any

electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Regular Member.

SECTION 6.

A proxy purporting to be executed by or on behalf of a Member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

ARTICLE VI – COMMITTEES

SECTION 1.

An Executive Committee may be designated by resolution, adopted by the Board of Directors, which shall consist of the duly elected Officers and the immediate past President, which committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors; or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 1A.

At the annual meeting of the Board of Directors, the Board of Directors shall appoint the Leadership and Development Committee. Committee shall be comprised of (9) members including the current Vice President and the members shall include the Chair of the active, standing Committees of the organization. If the organization reduces the number of Committees in any given year, then the Board shall elect enough At-Large Directors who are not running for executive office or open Board seat to fill the vacancies on this Committee up to (9) members. The Vice President shall serve as the Chair of the Leadership and Development Committee. If a Committee Chair is running for executive office, either the Past Chair or Vice Chair of that Committee shall be a member of the Leadership Committee. No member of the Leadership Committee shall be eligible to be nominated by the Leadership Committee for any Officer or Board position.

The Leadership and Development Committee shall be tasked with recruitment, candidate interviews and slate recommendations for positions of the Board of Directors and open Treasurer Positions. The Committee shall be tasked with the development and distribution of candidate requirements for the position of Director and Treasurer and submit to the Board for approval each election cycle. These requirements shall be the basis for evaluating and vetting candidates.

At the Annual Meeting of the Board of Directors, the Committee shall present its Board slate for review and the slate will be presented to the membership for final approval.

The Leadership Committee shall present its slate of a maximum of three (3) nominees for the open treasurer position at the Winter Meeting of the Board of Directors. Candidates are then presented to the board of directors for a vote confirming the Leadership Committee's proposed nominees. Each nominee will be given the opportunity between the Winter Meeting of the Board of Directors and the Annual Meeting of the Board of Directors held at Convention to campaign for the position. Immediately following the Winter Board meeting, the names of those nominated by the Leadership Committee for Treasurer shall be mailed to all voting Directors. The election shall be conducted at the Annual Meeting of the Board of Directors held in conjunction with the Annual Convention. Each nominee will be given a 5-minute slot to appeal to the board prior to a closed vote. Additional nominations for the open treasurer position may be made by any voting Director at the Winter Board meeting and prior to candidates being set.

Elections for Treasurer position shall be conducted by written ballot distributed to voting Directors. The CEO shall act as teller to tally the votes, a majority vote prevails in this election, and shall certify in writing to the Leadership Chair the winning candidate. Unless a tie or the need for a run-off occurs, in which event said tie or run-off shall be performed. If no candidate receives a majority of the votes cast, the candidate with the highest number of votes and the candidate(s) with the second highest number of votes (including tied candidates) will participate in a run-off election until one candidate receives a majority of the votes cast. If a sitting Board member is running for executive office, the Board member shall have a vote but not be part of the candidate review discussion. Upon being elected as an officer at the conclusion of the Annual Meeting of the Board of Directors, the winning candidate shall immediately assume his/her office and be entitled to vote as a member of the Board. Officers shall be elected by a majority of the votes cast by the voting Directors present at the Annual Meeting of the Board of Directors.

SECTION 2.

At the annual meeting of the Board of Directors, the Board of Directors shall approve the Finance Committee. The Treasurer shall serve as the Chair of the Finance Committee and include the Vice President, Secretary and two Board members appointed by the Treasurer. The Finance Committee is responsible for developing and reviewing the annual budget and fiscal procedures with staff. The Board must approve the budget. Any major change in the budget must be approved by the Board or the Executive Committee.

Other Committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by the Board of Directors. The Members of each such Committee may be Regular or Associate Members of the Association. The President shall submit his recommendation for Committee Chair and Committee Membership to the Board of Directors for review and approval at the meeting of the Annual Meeting of the Board of Directors held at Convention. During the Annual Meeting of the Board of Directors, the Board shall approve the Committee Chair and Member roster and such terms shall be in effect at the close of the Annual Meeting of the Board of Directors. The Executive Committee shall define the duties and functions of each such Committee.

SECTION 3.

Each Member, where approved in accordance with Section 2, above, of a Committee shall serve until removed by the appointing body or until the Member shall cease to qualify as a member of such committee.

SECTION 4.

Vacancies on any committee for any reason may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 5.

A Quorum at any meeting of a committee shall consist of a majority of the whole committee unless otherwise provided in the resolution of the Board of Directors designating a committee, and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6.

Rules for the government of a committee may be adopted by each committee, which rules shall not be inconsistent with these Bylaws or with any rules, which the Board of Directors may adopt.

ARTICLE VII – CERTIFICATION BOARD

SECTION 1.

Establishment and Purpose

Purpose and Authority: The Certification Board of the National Demolition Association (CBN) was formed in 2021 to develop and implement a professional certification program, in support of goals of the National Demolition Association (NDA). While maintaining an effective affiliation with its parent association, the CBN is solely responsible for the voluntary certification program. The CBN serves as an autonomous certifying arm of NDA, in order to protect against undue influence that could compromise the integrity of the certification program.

The Certified Demolition Professional (CDP) [Certification Name to be confirmed during the development process] certification is designed to:

1. Establish professional standards for demolition professionals;
2. Provide a means for measuring knowledge against a predetermined standard;
3. Identify professionals who are knowledgeable in the field of demolition;
4. Provide prospective employers with a means to identify qualified candidates who have met a predetermined standard of knowledge;
5. Provide the opportunity for professional growth and personal satisfaction; and
6. Promote the image and professionalism of the demolition industry.

The CBN holds independent authority in decision-making and is responsible for establishing the standards for certifications and the operating policies of the CBN. All official documents governing the CBN and the certification programs (i.e. charter,

operating policies, candidate handbook, etc.) will be accessible by the parent association, certificants, candidates, and the public. All such documents will be reviewed and revised as necessary and at least every two years.

These standards and policies govern every aspect and construction of the overall certification program, to include test content/administration, eligibility qualifications, criteria for maintaining certifications, marketing of the program, application processes, ethics, grievances, fees, funding/spending, management resources, CBN members' position descriptions, etc. In order to avoid conflicts of interest, the CBN holds no responsibility for or involvement in the development of educational programs related to preparation for certification examinations.

SECTION 2.

Composition

The CBN shall consist of eight to ten voting members representing the industry, including a Public Member with vote. There will be three officers of the CBN: Chair, Vice Chair and Immediate Past Chair. The CBN Chair, the CBN Vice Chair, and the CBN Immediate Past Chair will serve a two (2) year term. For the first two years of the CBN, there will only be two officers, the Chair and Vice Chair, until there is an Immediate Past Chair to fill the third officer role. The voting members must be active members of NDA. In addition to NDA contracted management representatives, the CBN may ask additional experts in the field to serve in an advisory capacity with voice but without vote. They may include, but not be limited to, representatives from the testing vendor, owners, vendors, etc. as needed.

Terms of membership shall begin Annual Meeting of the Board of Directors. Terms shall be staggered to assure continuity of the program. The voting members of the CBN, except the Public Member, shall be members of the NDA and all members must receive endorsement of their CBN membership from their employer(s). Members may not hold voting positions on the NDA Board of Directors. Current members of CBN may run for a position on the NDA Board while in their final year of their term as a member of CBN, but must immediately resign their term if elected. Upon appointment to the CBN, members are required to sign conflict of interest/disclosure/confidentiality statements which shall remain in effect throughout the term. Further qualifications, terms and vacancies will be addressed in CBN policies and position descriptions.

A quorum is defined as a majority of voting members of the CBN.

Current CBN members may not teach or participate in the development of any type of educational pro-gram for demolition professionals related to exam content.

Following the end of Certification Board of NDA membership or committee assignment, former CBN and committee members may not teach or participate in the development of any type of educational program for demolition professionals related to exam content until such time as another JTA/exam development process has been completed, but no less than three years following completion of the member's term.

SECTION 3.

Finances

NDA shall act as the fiscal agent for the NDA CBN. The NDA CBN shall prepare a budget annually for approval by the NDA Board of Directors. NDA shall provide the Council with an annual audited report reflecting the financial activity of the certification program.

ARTICLE VIII - FISCAL YEAR, DUES, ASSETS

SECTION 1.

The fiscal year of the Association shall commence on the 1st day of July of each year and end on the 30th day of the following June.

SECTION 2.

The Annual Dues of Regular Members, Associate Members and International Members shall be determined by the Board of Directors before January 1st of any year. In addition to dues, each Member shall be liable for such Member's pro rata share of any assessment made by the Board of Directors of the Association. Any such assessment shall be in the discretion of the Board of Directors, provided, however, the total assessment against any member during any fiscal year shall not exceed an amount equal to the amount of the Annual Dues prevailing at the time the assessment is made.

SECTION 3.

All Assets of the Association are the exclusive property of the Association. Any Member whose membership shall be terminated or who shall be expelled or who resigns as herein provided shall not be entitled to any portion of the monies owing to or in the treasury of the Association.

ARTICLE IX – INDEMNIFICATION

SECTION 1.

To the fullest extent permitted under applicable law, the Association 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, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Association or a trustee under any insurance or other plan sponsored by the Association, against expenses (including attorneys' fees) and (except as to an action or suit by or in the right of the Association) judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, the Association's obligation under this Section shall be limited to the amount of insurance proceeds, if any, which may be received by the Association in respect to the matter to be indemnified hereunder pursuant to any insurance policies which may be obtained by the Association from time to time.

ARTICLE X – NOTICES

SECTION 1.

Any Notice required to be given by these Bylaws may be given by mail to the person entitled thereto at the person's address as shown on the Association's records, and such notice shall be deemed to be given at the time of such mailing. It shall be the duty of each Member and Director to notify the Association of the Members and Director's address and of any change thereof.

SECTION 2.

Any Notice required to be given may be waived in writing at any time by the person entitled to such notice. Attendance at any meeting shall constitute a waiver of notice of such meeting, except where such attendance is for the express purpose of objecting that the meeting is not lawfully called.

SECTION 3.

Without limiting the manner by which notice otherwise may be given effectively, any notice given by the Association under the Bylaws shall be effective if given by a form of electronic transmission at the person's contact information as shown on the Association's records.

ARTICLE XI - BYLAWS AMENDMENTS

These Bylaws may be amended at any meeting of the Members by a majority vote of the Regular Members present at a meeting of the Association, provided that notice of said meeting and a copy of the proposed amendment have been provided to each Member at least thirty (30) days prior to the meeting. When considering an amendment after such notice, the Members may amend or change the proposed amendment within the limits of the notice.

ARTICLE XII-CHAPTERS

The Board of Directors may authorize Chapters of the Association and promulgate such Regulations as it may from time to time deem to be necessary or advisable for the governance of the status of such Chapters. The Chapters shall be actively engaged in the furthering of the purposes of the Association and the membership of each Chapter shall be composed of Members in good standing of the Association. In no event shall a Chapter member not be a Member in good standing of the Association. Prior to authorization, a chapter must submit its proposed bylaws to the Board of Directors for approval. Such proposed bylaws shall be consistent with the By-Laws of the Association, as may be amended from time to time. Upon approval of the By-laws for a chapter and authorization, such Chapter shall file its Bylaws with the Secretary of the Association.

ARTICLE XIII – MISCELLANEOUS

SECTION 1.

Roberts Rules of Order. The rules in the most recent issue of Roberts Rules of Order shall govern the conduct of all meetings of the members of the Association, when such rules are not in conflict with the Articles of Organization, Bylaws, or any special rules the Association may adopt.

SECTION 2.

Construction. Wherever applicable in these Bylaws, the singular and the plural, and the masculine, feminine and neuter shall be freely interchangeable.

Amendments

Amendments approved on February 28, 1978: Article V, Section 8; Article VI, Section 1; Article VIII, Sections 1 and 2 were amended and new Article XIII was added.

Amendments approved on March 1, 1983: Article I, Section 3 (subparagraphs b, d, e and f); Article II, Sections 1 (subparagraphs a and b) and 3; Article IV, Section 1 (subparagraph c); Article V, Section 7; Article VI, Section 1; Article VII, Sections 1 (subparagraph a) and 2; Article VIII, Sections 2 and 3 were amended. Article I, Section 3 (subparagraphs h, i and j); Article II, Section 1 (subparagraphs c and d); and Article XIV were added.

Amendments approved on March 19, 1996: Article I, Sections 2 and 3 (subparagraphs i and j); Article II, Section 1 (subparagraph a) and Sections 2 and 4; Article IV, Sections 1, 2 and 4; Article V, Sections 1, 3, 6 and 7; Article VI, Sections 1, 4 and 5; Article VII, Section 1A; Article VIII, Section 2; Article X; and Article XI, Section 1 were amended and new Article XIV, Section 2 was added.

Amendments approved on March 29, 1998: Article II, Section 1; Article VIII, Section 1.

Amendments approved on March 8, 2011: Article I, Sections 2 and 3 (subparagraphs (c) and (j)); Article II, Section 1 (subparagraphs (a), (b) and (c)), Section 2, Section 3, new Section 5 added; Article IV, Sections 1, 2 and 4; Article V, Section 1, new Section 8 added; Article VI, Sections, 2, 3, 4 and 6, new Section 7 added, new Section 8 added; Article VII, Sections 1A, 2 and 3; Article IX, Section 1; Article XI, Section 1, new Section 3 added; Article XIII; Article XIV, new Section 3 added.

Revision approved by the Board May 6, 2017.

Amendments approved on June 1, 2019: Article VI, Section 2.

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