By-Laws of Eastern States Insulation Contractors Association, Inc.

Article I
Name

Section 1. The name of this Association shall be “Eastern States Insulation Contractors Association, Inc.,” and is hereinafter sometimes referred to as “Association” or “ESICA.”

Article II
Purpose

Section 1. The Association is established to operate as a trade association, and only for such purposes as may qualify the Association as a tax exempt organization under § 501(C)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future law.) The specific purposes of the Association are as follows:

(a) To promote the general welfare of the insulation and environmental remediation industries in the eastern states of the United States of America;

(b) To improve the service, directly and otherwise, to the general public performed by members of the commercial and industrial insulation and environmental remediation industries.

(c) To cooperate with officials of government agencies in any programs considered essential to the national welfare or otherwise and which concern or affect the insulation or environmental remediation industries.

(d) To do anything necessary and proper for the accomplishment of any of the preceding purposes or which may be recognized as a proper and lawful objective for a trade association. Nothing contained in the bylaws of this Association shall limit or impede the freedom or right of each member to conduct its business in such manner as it shall independently determine.

Article III
Membership

Section 1. “Active” membership in the Association shall be open to all persons, proprietorships, partnerships, limited liability companies, firms, corporations or associations regularly engaged as contractors in the insulation or environmental remediation industries and which employ only craft workers who are members of unions affiliated with the AFL-CIO Building and Construction Trades Department in accordance with applicable collective bargaining agreements.
The geographical area in which such contractors shall perform work shall extend through much of the eastern United States and shall include, primarily, Washington D.C., Maryland, Delaware, Pennsylvania, New Jersey, New York, Connecticut, Rhode Island, Massachusetts, New Hampshire, Vermont and Maine.

Section 2. “Associate” membership in the Association shall be open to all persons, proprietorships, partnerships, limited liability companies, firms, corporations or associations regularly engaged in the business of distributing, supplying, fabricating and/or manufacturing for the insulation industry or for the environmental remediation industry. Others significantly involved with these industries, such as engineers and specifiers, also shall be eligible to become “Associate” members. The Associate members as a group shall have the privilege of electing four (4) "Associate" members to the Board of Directors of the Association.

Section 3. A “Branch Office” membership shall be open to any branch office of a current Active member or Associate member which desires to receive the benefits of ESICA membership. To qualify for this category of membership, the Branch Office must maintain the same Federal tax identification number as the Active or Associate member to which it is related. A Branch Office membership shall not entitle an Active or Associate member to an additional vote.

Section 4. Every person, proprietorship, partnership, limited liability company, firm, corporation or association applying for membership of any kind in the Association shall apply for said membership on a blank form to be provided for that purpose, which shall be signed in the name of the applicant by its duly authorized representative. The application shall include (i) the name and business address of the applicant, (ii) the date of its incorporation or formation, (iii) the state in which it is incorporated or formed, (iv) an agreement by the applicant to abide by these By-Laws and any rules and regulations adopted thereunder, (v) a list of all union locals with which it is signatory to collective bargaining agreements, and (vi) such further information as may be determined by the Board of Directors from time to time. Applicants shall designate in writing one of its officers, agents, and/or employees to serve as its duly authorized representative for all purposes of membership. Such representation shall remain in effect unless and until such applicant shall revoke in writing the authority of the representative and designate a new representative.

Section 5. Each application for membership shall be filed with the Association office which shall process the application and submit it for approval provided that all requirements have been met, including a completed application and submission of membership dues. Applicants for membership must be approved by a majority of the members of the Board of Directors voting by mail, fax or electronic medium, or at any meeting of the Board.

Section 6. The members of the Association shall not be liable for the payment of debts of the Association to any extent whatsoever.
Article IV
Membership Meetings

Section 1. The Annual Meeting of the membership shall be held each Fall on such a date, time and place as the Board of Directors, in its discretion, may set. Not less than thirty (30) days prior written notice of the date, time and place of such meeting shall be given to each member. The members of the Board of Directors shall be elected at the Annual Meeting of the membership in accordance with the terms of Section 3 of this Article and Section 3 of Article V.

Section 2. The members present at any membership meeting of the Association shall constitute a quorum for the transaction of business.

Section 3. Only Active members shall be entitled to vote on any matter regarding the ordinary business of the Association. A majority vote of the Active members represented in person or by absentee ballot at a meeting shall be sufficient for approval of any matter including the election of the eight members of the Board of Directors of the Association who shall be employees of Active members. Associate members shall be entitled to vote only for the election of the four members of the Board of Directors of the Association who shall be employees of Associate members. A majority vote of the Associate members represented in person or by absentee ballot at a meeting shall be sufficient for the election of the four Board members who shall be employees of Associate members. Active members shall not be entitled to any vote with respect to the election of the four Board members to be elected by Associate members. Members voting by absentee ballot shall be required to comply with the conditions set forth in Section 5 below.

Section 4. Special meetings of the membership may be called at any time by the President or by a majority of the Board of Directors. Such meetings shall be held at such time and place as are designated in the notice of the meeting. Not less than ten (10) days prior written notice of special meetings shall be given to each member.

Section 5. A member may vote either in person or by absentee ballot. However, in order to vote by absentee ballot, a member shall be required to attend at least a portion of the membership conference during which a membership meeting will subsequently convene. If a member fails to attend at least a portion of a membership conference preceding the membership meeting, that member will forfeit the right to vote by absentee ballot at the membership meeting that will convene during such conference. Members represented by absentee ballot shall be counted in computing a quorum. The Executive Director, or any Officer, of the Association shall be authorized to receive absentee ballots in person at any membership conference during which a membership meeting will convene, and count the votes cast in accordance with such ballots. The absentee ballot forms shall be provided by the Executive Director to any requesting member.

Section 6. Members shall not be permitted to vote by proxy.

Section 7. The Order of Business at all membership meetings shall be determined by the Board of Directors.
Section 8. All meetings shall be conducted in accordance with the latest edition of *Robert's Rules of Order*.

**Article V**

**Board of Directors**

Section 1. The management of the affairs of the Association shall be vested in the Board of Directors. The Board of Directors shall exercise all authority accorded to a board of directors as provided by the Pennsylvania Nonprofit Corporation Law.

Section 2. A Director shall perform his duties as a director in good faith, in a manner he reasonably believes to be in the best interests of the Association, and with the care that a person of ordinary prudence in a like position would use under similar circumstances. In performing his duties, a Director, when acting in good faith, shall be entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more Directors, Officers or employees of the Association whom the Director reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Director reasonably believes are within the person’s professional or expert competency; or (c) a committee of the Directors upon which he does not serve, duly established as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

In determining what a Director reasonably believes to be in or not opposed to the best interests of the Association, a Director shall consider the purposes of the Association and may consider the following:

(a) The effects of any action upon employees, suppliers, creditors and customers of the Association; and

(b) Community and societal considerations.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the Association. A Director of the Association shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

(a) The Director has breached or failed to perform the duties of his office under this Section; and

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The preceding provisions shall not apply to:
(a) The responsibility or liability of a Director pursuant to any criminal statute; or

(b) The liability of a Director for the payment of taxes pursuant to local, State or Federal law.

Section 3. The Board of Directors shall consist of thirteen (13) persons. One (1) Director shall be the immediate Past President of the Association who shall be automatically appointed without election. Four (4) other Directors shall be elected by and from the Associate members. The remaining eight (8) Directors shall be elected by and from the Active members; provided, however, that except as set forth in the following sentence, no more than two (2) employees of the same Active member shall serve as members of the Board of Directors at any time. However, if at a time when two (2) employees of an Active member are already serving on the Board, there is a vacancy in one of the eight (8) Board seats reserved for Active members, and no other person is willing or eligible to serve, then to fill the vacancy another employee of the same Active member may be elected or appointed to fill the vacancy.

Except as provided in Section 4 below, all Directors shall serve for a two (2) year term, and each year of each term shall be measured in the same manner as the terms of officers under Section 5 below. The Board of Directors shall designate one of the eight Directors elected by Active members to serve as the National Insulation Association (NIA) representative.

Section 4. If the Directors determine, no later than the date required for the giving of notice of the Annual Meeting of the membership, that the term of each Director, who is an employee of an Active member, will expire at such upcoming Annual Meeting, then the following action may be taken to stagger the terms of such Directors at the upcoming Board election. The Directors who are employees of Active members may decide that some of the Board seats reserved for such Directors shall carry a term of one (1) year or three (3) years, instead of the customary two (2) year term. The notice to members of the upcoming Annual Meeting shall disclose the term of each Board seat to be filled by employees of Active members. Upon the election of Directors by and from the Active members at the Annual Meeting, such newly elected Directors shall draw lots, or participate in some other random process, to determine which Directors shall serve for a one (1) year, two (2) year or three (3) year term, as provided by the Board. As the terms of these Board seats later approach their expiration, the Directors who are employees of Active members may then decide whether to change again or maintain the term of each such Board seat.

Section 5. At the Annual Meeting of the Board of Directors (as described in Section 1 of Article VI), the Board of Directors shall elect the Secretary-Treasurer of the Association (if the term of his or her office has expired) and such other Officers as may be necessary to fill vacancies. The office of the President shall have a two (2) year term and be filled by the outgoing Vice-President. The Vice-President shall have a two (2) year term and shall be filled by the outgoing Secretary-Treasurer. The Secretary-Treasurer shall have a two (2) year term and shall be elected by the Board of Directors. Each year of a term shall run from one Fall Annual Meeting to the immediately following Fall Annual Meeting. Beginning in 1998 and every two years thereafter, following the election of the Board of Directors, (i) the term of the outgoing President shall be deemed to have expired and the President shall become the immediate Past-President, (ii) the term of the Vice-President shall be deemed to have expired and the Vice-President shall become
the President, (iii) the term of the outgoing Secretary-Treasurer shall be deemed to have expired and the Secretary-Treasurer shall become the Vice-President, and (iv) the Board of Directors shall, as their first order of business, elect a new Secretary-Treasurer. In order to be eligible to serve as an officer of the Association, an individual must first have been elected to and served as a member of the Board of Directors. It is not necessary that an officer serve as a Director at the time he or she is elected to or automatically advanced to an Association office.

Section 6. If the position of any office of the Association shall become vacant for any reason (including removal, as described in Section 8 below, resignation or death), the officer immediately lower in position to the vacant office shall automatically advance to the vacant office and the Board of Directors shall elect officers for any positions which remain vacant following the advancement of officers into vacant, higher positions, except that if the office of the immediate Past-President becomes vacant, the President shall not advance to immediate Past-President; instead, the Board may directly appoint a Director to serve out the immediate Past-President’s unexpired term on the Board of Directors. Director positions vacated by employees of Associate members shall be filled by a majority vote of the Association’s Associate members. Director positions vacated by employees of Active members shall be filled by a majority vote of the remaining Directors who are employees of Active members. Each person appointed or elected to fill a vacant position will remain in that position until the expiration of the original term.

Section 7. If and when all of the members of the Board of Directors shall severally or collectively consent in writing to any action, such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

Section 8. The Board of Directors at any time by majority vote may remove any member of the Board of Directors or any officer and his/her successor shall be elected or appointed in accordance with the procedures described in Section 6 above.

Section 9. The Board of Directors may contract with an association management firm or an individual designated as the Association’s Executive Director. The Executive Director need not be a member of the Association and shall be considered an ex-officio member of the Board of Directors without a vote.

Section 10. The Nominating Committee shall consist of a chairman who shall be appointed by the President at a spring meeting of the Board of Directors, and two additional persons who shall be appointed by the chairman, shortly after his appointment, and shall either be Directors or Past Presidents. The purpose of the Nominating Committee shall be to nominate only eligible individuals to serve as Directors from among the Active members. The Nominating Committee shall not nominate the individuals to serve from among the Associate members. A majority vote of the Nominating Committee shall be required for the approval of any slate of nominees for election.
Article VI
Meetings of the Board of Directors

Section 1. The Annual Meeting of the Board of Directors shall be held immediately following the Fall Annual Meeting of the members and at the same location.

Section 2. Regular meetings of the Board of Directors may be held at such times and places as the President may designate in a written notice to each member of the Board of Directors not less then ten (10) days prior to the date so fixed.

Section 3. A special meeting of the Board of Directors shall be called by the President or by any six (6) members of the Board of Directors at such time and place as may be designated in the call of the meeting; provided, however, that the purpose of the meeting shall be stated in a written notice sent to each member of the Board of Directors at least ten (10) days prior to the date fixed, at the member’s last known address appearing on the records of the Association.

Section 4. Eight (8) of the duly elected or appointed members of the Board of Directors shall constitute a quorum for the transaction of business, but in the absence of a quorum any number of members of the Board of Directors present at any regularly called meeting may adjourn the meeting to a later date for the transaction of all business which might have been transacted at the original meeting, and the President shall cause written notice to be given to each member.

Section 5. One or more persons may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 6. When it is impossible for a quorum of members to attend a meeting, or when it is deemed advisable by the President, the members of the Board of Directors may vote by mail, fax or electronic medium upon specific matters to be submitted in writing, so long as at least eight (8) votes are cast.

Section 7. All elections and other routine questions shall be decided by a majority vote of those members present.

Article VII
Advisory Board

Section 1. At the Annual Meeting of the Board of Directors (as described in Section 1 of Article VI above), the members of the Board of Directors may elect one or more eligible persons (as described in Section 2 below), to serve as members of an Advisory Board which will serve the Board of Directors, as set forth in Section 4 below. At no time, however, shall more than four (4) persons serve on the Advisory Board.
Section 2. A person shall be eligible to serve on the Advisory Board only if he or she has served at least ten (10) years on the Board of Directors. An Advisory Board member need not remain employed by an Active member at the time of his/her election to the Advisory Board.

Section 3. Each person elected to the Advisory Board shall serve in such capacity until the first to occur of his or her (i) death or incapacity, (ii) resignation, or (iii) removal. The Board of Directors at any time by majority vote may remove a member of the Advisory Board. If an Advisory Board position shall become vacant, the Board of Directors may, but shall not be obligated to, fill that vacancy by electing a successor Advisory Board member at its next Annual Meeting.

Section 4. Each member of the Advisory Board shall be invited to attend all meetings of the Board of Directors, including its Annual Meeting. At all such meetings, the Advisory Board members will be able to participate in all of the deliberations and discussions taking place among the Directors, and may give advice and guidance on each issue and matter upon which the Directors will be voting. However, Advisory Board members shall not have the right to vote on any issue or matter presented to the Board of Directors including, without limitation, the election of officers, and the acceptance of applicants for membership. Advisory Board members shall not be counted for purposes of establishing whether a quorum exists for the Board of Directors to conduct business.

Article VIII
Officers

Section 1. The Officers of the Association shall be the immediate Past-President, President, Vice President and Secretary-Treasurer. Their method of selection shall be as specified in Article V.

Section 2. The Board of Directors may employ such agents, assistants, attorneys or other personnel as may be necessary for such periods and upon such conditions as the Board shall determine. No salary or other forms of compensation shall be paid to any officer, agent, employee or attorney except by direction of the Board of Directors.

Section 3. Officers shall hold their respective offices until their successors are chosen and qualified. All vacancies for unexpired terms shall be filled according to Article V, Section 6.

Section 4. The President, as the executive Officer of the Association, shall be responsible for observing the governing regulations. Subject to the control of the Board of Directors, he shall be in charge of the affairs of the Association. He shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all committees. He shall establish such committees as he shall deem necessary and shall appoint their members (except as provided in Section 10 of Article V with respect to the Nominating Committee). Members of these committees shall serve for such length of time as he may designate. Any vacancies occurring on such committees during the terms of the committee members shall be filled by the President.
Section 5. The Vice President shall perform the duties of the President in his absence or when the President is unable to act, and shall be vested with all powers and shall be obliged to perform all duties of the President in such an event.

Section 6. The Secretary/Treasurer shall be responsible for the receipt of all monies and shall be the custodian of all funds of the Association. He shall be responsible for the proper recording of all receipts and expenditures. All disbursements shall be made by him in accordance with such resolutions as may be adopted by the Board of Directors from time to time, and shall be signed by such persons and shall be accompanied by such vouchers, if any, as the Board of Directors may direct. At each Fall Annual Meeting of the Board of Directors, or at such other times as the Board of Directors shall require, the Secretary/Treasurer shall furnish a written report containing those items requested by the Board regarding the financial condition of the Association. At the discretion of the Board of Directors, the Secretary/Treasurer shall file a bond conditioned upon the faithful performance of his duties. All sums received by the Association shall be deposited in an account carried in the name of the Association in such bank or trust company as the Board of Directors may select. All books, vouchers and records of the Secretary/Treasurer shall be open at all times for inspection by the Board of Directors, or their agents, and the Secretary/Treasurer shall submit them to any auditing committee or any auditor selected by the Board of Directors. Prior to the date of each Fall Annual Meeting, the President may cause an audit to be made, either by a certified public accountant or by an auditing committee consisting of three Active members, and the report of such audit shall be communicated to the members at the Fall Annual Meeting. The Secretary/Treasurer shall perform all of the ordinary and usual duties of that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. The Executive Director shall be charged with the management of the Association’s office, the extension of membership, the development of revenue, and the attainment of the objectives of the Association. He/she shall maintain minutes of all meetings of members, Board of Directors and committees, and shall be the custodian of all records and papers. He/she shall maintain a complete and accurate list of the membership, and notify the Board of Directors of all new membership applications. The Executive Director and/or staff members shall file a bond conditioned upon the faithful performance of his/her duties. The Executive Director shall perform all the ordinary and usual duties of that office, and such other duties as may be prescribed by the Board of Directors.

Article IX
Dues, Arrearages and Discipline

Section 1. Funds for the operation of the Association shall be provided through the medium of a budget which shall be proposed by the Secretary/Treasurer to the Board of Directors.

Section 2. Dues and assessments to provide the funds called for by the approved budget, shall be levied on an equitable basis as determined by the Board of Directors.

Section 3. Dues and assessments of newly accepted members shall commence and be payable prior to acceptance of said members; dues of all other members shall be payable annually upon
receipt of notice from the Executive Director. Any indebtedness, other than dues, shall be payable on the first day of the month after it is incurred. If dues, assessments or other indebtedness remains unpaid for a period of sixty (60) days after it has become due and payable, the Executive Director shall make demand for the payment thereof, and if the same remains unpaid for an additional period of thirty (30) days after such demand, the member shall no longer be considered in good standing, and shall have no voice or vote until his account has been settled. Thereafter, that member may be dropped from the rolls, losing all rights, benefits and privileges as a member, upon a majority vote of the Board of Directors and after one month’s notice in writing from the Executive Director of intention to take such actions unless the default shall have been satisfied within the month.

Section 4. Any member not in good standing, found guilty of a violation of the By-Laws, or engaging in conduct prejudicial to the welfare, interests and reputation of the Association, may be subject to any one or more of the following penalties:

(a) Suspension for such term as the Board of Directors may fix
(b) Censure
(c) Demand for Apology
(d) Request for Resignation
(e) Expulsion

None of the foregoing shall be imposed unless charges have been brought against such member in writing by another member of the Association in good standing. Written notification of the charge shall be given to the accused member and to each member of the Board of Directors. The accused shall have at least ten (10) days prior notice of the time and place of the meeting of the Board of Directors at which the charges are to be formally presented, and the accused shall have the right to appear and present oral or written evidence. The Board of Directors shall then make an independent investigation and arrive at its final decision by a majority vote of its members; provided, however, that the accused may appeal to the membership at large by giving notice of his intention to do so in writing within ten (10) days after he/she has received notice of the decision of the Board of Directors. The decision of the Board of Directors may be overruled by a majority vote of the members present at any regular or special meeting. The call for such meeting shall give notice that one of the purposes shall be the consideration of the Board of Directors’ decision with respect to such member.

**Article X**

**Conflict of Interest**

Section 1. No contract, action, or transaction shall be voided or voidable with respect to the Association because the contract, action, or transaction is between or affects the Association and one or more of its Directors, Officers, or Advisory Board members, or is between or affects the Association and any other organization in which one or more of its Directors, Officers, or Advisory Board members are directors, trustees, or officers, or in which one or more of the Association’s Directors, Officers, or Advisory Board members have a financial or personal interest, or because one or more interested Directors Officers, or Advisory Board members
participate in or vote at the meeting of the Board of Directors of the Association that authorizes the contract, action, or transaction, provided that any one of the following applies:

(a) the material facts as to the relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Directors and the Directors, in good faith, reasonably justified by the material facts, authorize the contract, action, or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum of the Board Directors;

(b) the material facts as to the relationship or interest and as to the contract, action, or transaction are disclosed or are known to the members entitled to vote thereon, if any, and the contract, action, or transaction is specifically approved at a meeting of the members held for such purpose of voting on the contract, action, or transaction by the affirmative vote of a majority of the members of the Association not interested in the contract, action, or transaction; or

(c) the contract, action, or transaction is fair as to the Association as of the time it is authorized or approved by the Board of Directors.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes the contract, action, or transaction.

A Director is not an interested director solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Association or his continuation in office as a Director of the Association.

Article XI
Compensation

Section 1. The Directors, by the affirmative vote of a majority of those in office and irrespective of any financial or personal interest to any of them, shall have authority to establish reasonable compensation, if any, for services provided to the Association by Directors, Officers and Advisory Board members, or to delegate authority to one or more Officers or Directors to establish such reasonable compensation.

Article XII
Indemnification of Directors, Officers, and Advisory Board Members

Section 1. The Association shall indemnify each of its Directors, Officers, Advisory Board members, agents, employees and volunteers, whether or not then in service as such (and the executors, administrators and heirs of each such person), against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action or
proceeding, whether civil, criminal, administrative, or investigative, to which the individual is or was a party or is threatened to be made a party because he or she is or was a Director, Officer, Advisory Board member, agent, employee or volunteer of the Association, or is or was serving at the election or request of the Association as a Director, Officer, Advisory Board member, agent, employee or volunteer of another organization, provided that he or she has acted 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 Association and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action 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 that he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, shall not of itself create a presumption that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification shall be provided by the Association under the terms of Section 1. above unless the members determine that indemnification is not proper because the person seeking indemnification fails to satisfy the applicable standard of conduct set forth in Section 1.

Section 3. The Association shall pay the expenses (including attorneys’ fees) incurred in good faith by a Director, Officer, Advisory Board member, agent, employee or volunteer in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of such individual to repay the amount if it is ultimately determined that the person is not entitled to be indemnified by the Association as authorized under this Article XII.

Section 4. To the extent that a Director, Officer, Advisory Board member, agent, employee or volunteer has been successful on the merits or otherwise in defense of an action or proceeding or in defense of any claim, issue, or matter relating thereto, he or she shall be indemnified against expenses (including attorneys’ fees) actually and reasonable incurred by him or her in connection therewith.

Section 5. Any dispute related to the right to indemnification or advancement of expenses as provided in this Article XII shall be decided by arbitration in Philadelphia, Pennsylvania, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators. The parties agreed to be bound by the decision or award of the American Arbitration Association, and the prevailing party may enter judgment pursuant to such decision or award in any court of competent jurisdiction.

Section 6. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled. The Association shall have the right (but not the obligation) to purchase and maintain insurance on behalf of a Director, Officer, Advisory Board member, agent, employee, or volunteer against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the Association would have the right to indemnify him or her against that liability under this Article XII.
Article XIII
Amendments

Section 1. These By-Laws may be amended or new By-Laws may be enacted by a majority of the votes which all members present are entitled to cast thereon at any Annual, regular or special meeting of the members. All proposed amendments or additions shall be submitted in writing to the Executive Director more than thirty (30) days prior to the vote so that the Executive Director can send copies of such amendments or additions to the members, together with the notice of the meeting at which such amendments or additions shall be considered, at least thirty (30) days in advance of such meeting.