

BYLAWS OF THE FAIRFAX BAR ASSOCIATION
(as amended June 12, 2017)

ARTICLE I
NAME, SEAL, AND OFFICES

- A. Name. The name of this corporation is The Fairfax Bar Association.
- B. Seal. The seal of the Fairfax Bar Association (FBA) shall be circular in form and shall bear on its outer edge the words, "FAIRFAX BAR ASSOCIATION." The board of directors of the FBA (Board) may change the form of the seal or the inscription thereon at its pleasure.
- C. Offices. The principal office of the FBA shall be located in the Fairfax County Courthouse. The FBA may also have offices at such other places as the Board may from time to time appoint or the purposes of the FBA may require.

ARTICLE II
PURPOSES

The FBA shall be operated for the following purposes:

- A. To cultivate professional competence, professional development, professional education, cooperation, collegiality and diversity among its members;
- B. To facilitate interactions between its members and members of the bench of the Circuit Court, the General District Court and the Juvenile and Domestic Relations District Court and of Fairfax County;
- C. To enhance and foster the public's understanding of the practice of the law and the judicial system by providing public outreach and educational programs;
- D. To operate a public law library;
- E. To operate the FBA's legal referral service, Lawyer Referral Service (LRS);
- F. To serve as a leading voice of the profession in the Commonwealth of Virginia, all in accordance with the FBA's creed;
- G. To facilitate the administration of justice;
- H. To promote legal reform;

I. To establish and maintain liaison and cooperative effort with the Virginia State Bar, Virginia Bar Association, American Bar Association, other local and specialty bar associations, and such other organizations as the Board may deem advisable;

J. To foster and maintain a cooperative relationship with the Fairfax Law Foundation and to support and promote the FBA's projects;

K. To maintain and operate a law library for the benefit of its members and the judiciary, local governmental bodies and staff, the Legal Aid Society, and the general public, under such rules and regulations as the FBA may from time to time prescribe; and,

L. To do all things necessary and appropriate for the proper operation of a voluntary bar association.

ARTICLE III MEMBERSHIP

A. Membership. The FBA shall have six (6) classes of members designated respectively as "Regular Member," "Associate Member," "Law Student Member," "Emeritus Member," "Honorary Member" and "Affiliate Member." Descriptions of each of the classes of membership are as follows:

1. Regular Members. Any member in good standing of the Virginia State Bar shall be eligible for membership as a Regular Member subject to payment in full of the annual dues established for Regular Members for the current fiscal year. Regular Members shall have the right to vote, to apply for panel membership in the LRS, to stand for election and/or otherwise to serve as an officer or director of the FBA in accordance with these bylaws, and to all such other rights, privileges and responsibilities of membership in the FBA.

2. Associate Members. Any member of a bar of any state or territory of the United States in good standing who does not qualify for Regular Membership, may become an Associate Member by paying the annual dues established for Associate Members for the current fiscal year. Associate Members shall not have the right to vote, to stand for election and/or otherwise to serve as an officer or director of the FBA, but shall have all other rights, privileges, and responsibilities of Regular Members.

3. Law Student Members. Any non-lawyer who: (i) is currently enrolled in and attending a school of law; (ii) has graduated from a school of law and is actively planning to take and is studying for admission by examination to the Virginia State Bar or the bar of any other state or territory of the United States; or (iii) is

currently enrolled in and pursuing a program of reading for the bar examination, approved in accordance with the rules of the Virginia State Bar, may become a Law Student Member by paying the annual dues established for Student Members, if any, for the current fiscal year. Law Student Members shall not have the right to vote, to stand for election as an officer or director of the FBA, or to apply for panel membership in the LRS, but shall have all other rights, privileges, and responsibilities of Regular Members.

4. Honorary Members. Honorary Members shall include those currently serving or previously having served as a Judge of one or more of the Circuit Court, the General District Court, and/or the Juvenile and Domestic Relations District Court of Fairfax County, attorneys currently serving as the Clerk of the Circuit Court, the General District Court, and/or the Juvenile and Domestic Relations District Court of Fairfax County, attorneys currently serving in the Virginia General Assembly representing any portion of Fairfax County, and such other individuals as the Board may from time to time designate. Honorary Members shall not be required to pay annual dues. Honorary Members shall not have the right to stand for election or otherwise serve as an officer or director of the FBA, but shall have all other rights, privileges, and responsibilities of Regular Members or Associate Members, if and as applicable.

5. Emeritus Members. Any Regular or Associate Member who has been a member in good standing of the FBA for fifteen (15) years and who has retired from the active practice of law with the sole exception of providing pro bono legal services to the indigent may become an Emeritus Member by paying the annual dues established for Emeritus Members for the current fiscal year. Emeritus Members shall not have the right to vote, to stand for election and /or otherwise to serve as an officer or director of the FBA, or to apply for panel membership in the LRS, but shall have all other rights, privileges, and responsibilities of Regular Members.

6. Affiliate Members. The category of Affiliate Member shall be comprised of the following sub-categories listed hereinbelow. Affiliate Members shall not have the right to vote, to stand for election and/or otherwise to serve as an officer or director of the FBA, or to apply for panel membership in the LRIS, but shall have all other rights, privileges, and responsibilities of Regular Members.

(a) Paralegal/Legal Secretary/Law Firm Administrator. Any non-lawyer who is currently employed as a paralegal, legal secretary, or law firm administrator, by a lawyer, law office, governmental agency, or other entity may become an Affiliate Member by paying the annual dues established for Paralegals, Legal Secretaries, or Law Firm Administrators for the current fiscal year.

(b) Paralegal Student. Any non-lawyer who is not an accredited paralegal who is currently enrolled in and actively attending an approved

ABA accredited paralegal studies program at an accredited college or university as defined by the U.S. Department of Education, may become an Affiliate Member by forwarding an application for membership and proof of enrollment in a Paralegal Program as defined hereinabove, and by paying the annual dues established for Paralegal Student Members, if any, for the current fiscal year.

B. Termination and Reinstatement.

1. Voluntary Termination. Any member may resign from the FBA by giving oral or written notice to the President or the Executive Director of the FBA.

2. Involuntary Termination. A member shall be deemed delinquent, and his or her membership terminated, when he or she has failed to pay any account owed to the FBA within one hundred twenty (120) days of first notice of the amount due. "Account" is defined as any dues, charges, assessments, or fees.

3. Termination of Rights. All membership rights in the FBA shall cease upon termination of membership in the FBA.

4. Reinstatement. At any time after termination, a former member may apply for reinstatement by submitting an application as a new member and paying all back dues, charges, assessments, and fees.

C. Voting For Judicial Vacancies. Regular and Honorary Members in good standing shall be eligible to vote in any election for a judicial vacancy. Voting in any election for a judicial vacancy shall be by electronic means, pursuant to rules approved by the Board. Notice of any such election shall: i) appear in the periodic newsletter of the FBA; ii) be served upon each Regular and Honorary Member by mail at least three (3) days prior, but not more than fifty (50) days prior to such election; and/or iii) be served upon each Regular and Honorary Member personally, by facsimile or by electronic means at least one (1) day prior, but not more than fifty (50) days prior to such election

ARTICLE IV MEETINGS

A. Number. There shall be meetings of the FBA each year at the discretion of the Board on such dates and at such times as deemed appropriate by the Board with proper notice given. The FBA shall hold its annual meeting of Members (Annual Meeting) within sixty (60) days of the end of each fiscal year, as the Board may determine.

B. Notice of Regular Meetings. Notice of the date, place, hour, and purposes of the regular meetings shall appear in the periodic newsletter of the FBA and/or may be served, either personally or by mail at least three (3) days prior, or by facsimile or electronic means at least one (1)

day prior, but not more than fifty (50) days prior to such meeting upon each member in good standing of the FBA.

C. Special Meetings. Special Meetings of the members may be called at any time by the President, President-Elect, Vice-President, or the Board and must be called by the President or Secretary on receipt of the written request received by hand delivery, mail, facsimile, or other electronic means of ten (10) members of the FBA.

D. Notice of Special Meetings. Notice of a special meeting stating the time, place, and purpose or purposes thereof shall be served personally or by mail at least three (3) days prior, or by facsimile or electronic means at least one (1) day prior, but not more than fifty (50) days prior to such meeting.

E. Quorum. At any meeting of members in the FBA, the presence of twenty-five (25) members in good standing and entitled to vote shall be necessary to constitute a quorum for all purposes except as otherwise provided by law, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these bylaws.

F. Voting. At every meeting of the members of the FBA at which a vote is called, each Regular Member and Honorary member in good standing shall be entitled to vote in person. Any action shall be authorized by a majority of the votes cast at such meeting. Voting by proxy is not permitted at any meeting of the members of the FBA

G. Rules of Order. Meetings of the FBA shall be governed by parliamentary rules as set forth in Robert's Rules of Order.

H. Waiver of Notice. The requirement of notice may be waived by the individuals for whom parliamentary notice was required to be given.

I. Closed Meetings. No meetings of the FBA, the Board, or any FBA sections or committees shall be open to non-members, with the exception that guests may be invited to attend at the discretion of the presiding officer or chairman.

ARTICLE V DUES

A. Annual Dues. The annual dues for each member shall be billed on July 1 of each year, and shall be payable upon receipt. The annual dues for each fiscal year shall be in such amounts as may be determined by the Board in its discretion. The Board may establish different annual dues for each class of members and may establish discounted dues for group memberships. The Board, in its discretion, may establish a fee for dues paid late.

B. Pro-ration of Dues. The dues for first-time Regular Members, Associate Members and Affiliate Members admitted to membership between January 1 and June 30 of each year shall be one-half (1/2) of the annual dues.

ARTICLE VI DIRECTORS

A. Directors. The affairs of the FBA shall be conducted by the Board. The number of Directors constituting the Board shall be fifteen (15), consisting of the President, the President-Elect, the Vice-President, the Immediate Past-President, ten (10) At-Large Directors, and the Immediate Past-President of the Young Lawyers Section. The At-Large Directors shall serve staggered three (3)-year terms from July 1st through June 30th of the third following year, except for those At-Large Directors filling Remaining Terms as defined below. Each At-Large Director so elected shall hold office until the expiration of such term, or until such At-Large Director's death, resignation, removal or election to the office of Vice-President. No Director may serve more than two (2) consecutive three (3) year terms unless that individual is elected to the office of Vice-President.

B. Qualifications. A candidate for At-Large Director shall be a Regular Member in good standing and shall have a minimum of two (2) years active participation in a bar activity, section, committee or other project.

C. Elections. An election for any vacancies of At-Large Directors shall be held once a year beginning at noon on the date of the Annual Meeting. Voting shall continue in such election until 4:00 p.m. the following Friday. Regular and Honorary Members in good standing shall be eligible to vote in any election for At-Large Directors. Voting will be by electronic means, pursuant to rules approved by the Board. During any year in which the candidates running for election to At-Large Directors under this Section and to Vice-President under Article VII(2) hereof are uncontested, such elections will not be held and instead, such candidates shall assume office beginning July 1 of the FBA's next fiscal year. In the case of a tie between two (2) or more candidates, the election shall be resolved by the drawing of names. The Executive Director, or his or her designee, shall write all names on identical pieces of paper, which shall be placed in a bowl. The President, or his or her designee, in the presence of the Executive Director, or his or her designee, shall draw a name from the bowl who shall be designated the winner. The tied candidates may or may not be present at their discretion.

D. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board.

E. Vacancies.

1. At-Large Directors. Vacancies in the Board of At-Large Directors shall be filled by an election in accordance with Article IV hereof. If a vacancy of an

At-Large Director which has an unexpired portion of such At-Large Director's term, including a vacancy caused by an At-Large Director being elected Vice-President, the unexpired portion of such term beginning on the following July 1st ("Remaining Term") shall be served by one of the elected individuals who volunteers to serve the Remaining Term. If more than one such individual volunteer to serve the Remaining Term, such volunteers shall draw straws and the short straw shall serve the Remaining Term. If no one volunteers to serve the Remaining Term, the newly elected individual who received the fewest votes in the election for At-Large Directors shall serve the Remaining Term. In the event of a tie among the individuals elected At-Large Directors, the incumbent Director(s) shall serve three (3) year terms and the individual who is not an incumbent shall serve the Remaining Term. In the event of tie among the individuals elected At-Large Directors who are not incumbents, such individuals shall draw straws and the short straw shall serve the Remaining Term. Any vacancy in the Board occurring during the year may be filled until the following June 30th by the Directors then serving, even if they are less than a quorum, by affirmative vote of the majority thereof.

2. President, President-Elect and Vice-President. If a vacancy occurs in the office of the President, such vacancy shall be filled by the then serving President-Elect, who shall thereby relinquish the office of President-Elect. If a vacancy occurs in the office of the President-Elect, including a vacancy caused by the President-Elect taking the office of President, such vacancy shall be filled by the then serving Vice-President, who shall thereby relinquish the office of Vice-President. If a vacancy occurs in the office of Vice-President, including a vacancy caused by the Vice-President taking the office of President-Elect, such vacancy shall continue until it is filled by an election in accordance with Article IV hereof.

3. Immediate Past-President and Immediate Past-President of the Young Lawyers Section. If a vacancy occurs in the office of the Immediate Past-President or the Immediate Past-President of the Young Lawyers Section, such vacancy shall continue until the office is filled by the then serving President or President of the Young Lawyers Section, as the case may be.

F. Special Meetings. Special meetings of the Board may be called by the President, the President-Elect or the Vice-President and must be called by any one of them on the written request of any two (2) members of the Board.

G. Notice of Meetings. Notice of all Directors' meetings except as herein otherwise provided shall be given by mail at least three (3) days, or by facsimile or other electronic means at least one (1) day prior to the meeting, but such notice may be waived by any Director. Regular meetings of the Board may be held without notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors' meeting. At any meeting at which every Director shall be present, even though without any notice or waiver thereof, any business may be transacted.

H. Voting. Any action shall be authorized by a majority of votes cast at a meeting of the Directors. Voting by proxy is not permitted at any meeting of the Board.

I. Presiding Director. At all meetings of the Board, the President, or in the absence of the President, the President-Elect, or in the absence of the President-Elect, the Vice-President, or in the absence of the Vice-President, a chairman chosen by the Directors present, shall preside.

J. Participation in Meetings by Conference Telephone. At the discretion of the Presiding Director, members of the Board may participate in any meeting of the Board by means of conference telephone or similar communications equipment in which all individuals participating in the meeting can hear each other. Such participation shall constitute presence in person at such meeting.

K. Quorum. At all meetings of the Board, a majority of the Directors entitled to vote at such meeting shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the Directors entitled to vote and present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

L. Electronic Voting by the Board. The President, or the President's designee (who must be an officer of the FBA), may call for a vote by the Board via electronic means. Any action shall be authorized when the majority of the Directors entitled to vote on the matter in question have voted in favor of such action.

M. Powers. All the corporate powers, except as are otherwise provided for in these bylaws and in the laws of the State of Virginia, shall be and are hereby vested in and shall be exercised by the Board. The Board may by general resolution delegate to committees of their own number or to officers of the FBA, such powers as they see fit.

N. Duties. In addition to the general management of the affairs of the FBA, the Board shall make available to the membership annually audited financial statements of the FBA.

O. Disciplinary Action. The officers of the FBA may sanction, reprimand or otherwise discipline a Director, including removal of such Director from the Board, for nonfeasance, malfeasance, misfeasance, or conduct detrimental to the interests of the FBA. Such action shall be authorized by the unanimous vote of the officers of the FBA (who are not facing the proposed disciplinary action) at any regular or special meeting of the Board called for that purpose. Any such Director proposed to be disciplined shall be entitled to at least five (5) days notice in writing by mail of the meeting of the Board at which such disciplinary action is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting. Notwithstanding the foregoing, the President, President-Elect and Vice-President may not be removed as an officer or Director under this Section, but may be removed by the procedures set forth in Article XIII of these bylaws

ARTICLE VII OFFICERS

A. Officers. The officers of the FBA shall be the President, the President-Elect, the Vice-President, Secretary, Treasurer, General Counsel and any such other officers with such powers and duties as not inconsistent with these bylaws as may be created and determined by the Board.

B. Election, Term of Office, and Qualification. An election for the office of Vice-President shall be held once a year. The election shall be held concurrently with and under the same rules and conditions as the election to fill vacancies of At-Large Directors, as provided for in Article VI(3) hereof. Regular and Honorary Members in good standing shall be eligible to vote in any election for Vice-President. The Vice-President shall assume office on July 1 of the FBA's next fiscal year. Candidates who are unsuccessful in their bid for Vice-President shall not lose their seat on the Board as long as their term on the Board has not otherwise expired. The Vice-President shall assume the office of President-Elect on July 1 of the FBA's next succeeding fiscal year. The then serving President-Elect shall assume the office of President on July 1 of the FBA's next succeeding fiscal year. The then serving President shall assume the office of Past-President on July 1 of the FBA's next succeeding fiscal year. The Secretary, Treasurer and General Counsel shall be elected by the Board from its members at the first meeting following the annual meeting and shall serve for a term of one (1) year. Applicants for the position of Vice-President shall be current members of the Board with a minimum of two (2) years experience on the Board, including completion of the year they are currently serving. No individual may hold more than one office at any given time. No individual may serve as an officer who is not a Regular member of the FBA in good standing.

C. President. The President shall preside at all meetings of the members and of the Board. The President shall have and exercise general charge and supervision of the affairs of the FBA and shall do and perform such other duties as may be assigned by the Board.

D. President-Elect. The President-Elect shall preside at all meetings of the members in the absence of the President. The President-Elect shall do and perform such other duties as may be assigned by the Board of Directors.

F. Vice-President. The Vice-President shall preside at all meetings of the members in the absences of both the President and President-Elect. The Vice-President shall do and perform such other duties as may be assigned by the Board of Directors.

G. Past-President. The Past-President shall do and perform such duties as may be assigned by the Board of Directors.

H. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board and members of the FBA. He or she shall keep a record containing the names, alphabetically arranged, of all individuals who are members of the FBA, showing their addresses, and such book shall be open for inspection as prescribed by law. The Secretary, when so authorized or ordered to by the Board, may affix the Seal of the FBA to any

contracts or agreements which have been signed by an authorized officer or agent. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board. Upon being succeeded in office, the Secretary shall turn over all FBA records and correspondence to the successor Secretary.

I. Treasurer. When necessary or proper the Treasurer may endorse on behalf of the FBA for collection checks, notes, and other obligations, and may deposit the same to the credit of the FBA at such bank or banks of depository as the Board may designate. The Treasurer may sign receipts and vouchers and, together with such other officer or officers, may sign checks of the FBA. The Treasurer shall report of the FBA's finances at meetings of the Board. The Treasurer shall serve as chair of the Budget Committee, which prepares the FBA's annual budget. The Treasurer shall, in general, perform all the duties incident to that office, subject to the control of the Board.

J. General Counsel. The General Counsel shall be responsible for coordinating and overseeing all legal matters of the FBA, including but not limited to the reviewing of all contracts, legal correspondence, and other legal inquiries requiring Board action; researching, preparing, and reporting to the Board on legal issues requiring Board determination; and making recommendations to the Board for discussion and approval. The General Counsel, in conjunction with the Executive Director, shall further be responsible for overseeing the implementation of the Board's final decisions on legal matters brought before it.

ARTICLE VIII EMPLOYEES, AGENTS, AND REPRESENTATIVES

A. Agents and Representatives. The Board may appoint such agents and representatives of the FBA with such powers and to perform such acts or duties on behalf of the FBA as the Board may see fit, so far as may be consistent with these bylaws, and to the extent of authorized or permitted by law.
B. Executive Director. The Board shall employ an Executive Director who shall perform all acts and duties as directed by the Board on behalf of the FBA so far as may be consistent with these bylaws and the extent authorized by law. The salary of the Executive Director shall be decided by the Board and shall be reviewed annually. The Board shall also have the authorization to remove the Executive Director or any other employees of the FBA. The Executive Director is responsible for the management of the administrative and staff operations of the FBA, which includes the Fairfax Law Foundation, LRIS and the Law Library. The Executive Director's job duties include: providing advice and information to the Board on matters concerning the operation of the FBA; participating in the development of the annual budget of the FBA; overseeing all aspects of the management of the personnel of the FBA including the hiring, supervising, training, disciplining, determining the compensation and termination of all personnel, provided, however, that all involuntary terminations must be submitted to the President or President-Elect in advance of effectuating such termination; maintaining the physical facilities and property of the FBA; and performing such other specific duties as may be directed by the Board.

**ARTICLE IX
CONTRACTS**

The Board except as in these bylaws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of the FBA, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no Director, officer, agent, or employee shall have any power or authority to bind the FBA by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

**ARTICLE X
COMMITTEES, SECTIONS & TASKFORCES**

The Board shall have the exclusive authority and power to create or dissolve such committees, sections or taskforces of the FBA as it deems advisable to (i) create, coordinate and/or supervise special projects; and/or (ii) perform administrative functions or tasks. The President and the Executive Director shall be ex-officio members of every committee, section and taskforce and may call and/or attend any meeting of any committee, section or taskforce. The Board shall establish such rules and regulations governing such committees, sections and taskforces as it may deem appropriate. No committee, section or taskforce shall have the power or authority to establish programs, sign agreements or otherwise obligate the FBA without the express approval of the Board. The President-Elect shall appoint all committee and taskforce chairs for the FBA's next succeeding fiscal year.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the FBA shall commence on July 1 of each year and end on June 30 of the following year.

**ARTICLE XII
REMOVAL OF MEMBERS, DIRECTORS, OR OFFICERS**

Any member, Director, or officer may be removed from membership, from the Board, or from office, as the case may be, by the affirmative vote of two-thirds (2/3) of the members present at a special meeting called for that purpose or at any regular meeting, and entitled to vote thereon, for conduct detrimental to the interests of the FBA, or for other good cause shown. Any member, officer, or Director proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting. Any Regular Member whose Virginia State Bar license to

practice law has been revoked or suspended shall be removed from the membership rolls of the FBA, and must reapply for membership upon reinstatement by the Virginia State Bar. Any Associate Member whose state bar license to practice law has been revoked or suspended shall be removed from the membership rolls of the FBA, and must reapply for membership upon reinstatement by the appropriate state bar.

ARTICLE XIII PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, Director, officer, or employee of or member of a committee of, or individual connected with, the FBA, or any other private individual shall receive at any time any net earnings or pecuniary profit from operations of the FBA, provided that this shall not prevent the payment to any such individual of such reasonable compensation for services rendered to or for the FBA in effecting any of its purposes as shall be fixed by the Board; and no such individual or individuals shall be entitled to share in the distribution of any assets of the FBA upon the dissolution of the FBA. All members of the FBA shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the FBA, whether voluntary or involuntary, the assets of the FBA, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed as the Board may determine or as may be determined by a court of competent jurisdiction upon application of the Board, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV INVESTMENTS

The FBA shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the FBA if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 506 or 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

ARTICLE XV EXPRESSIONS OF VIEWS, OPINIONS, AND BELIEFS

The President or his designee shall express the policy of the FBA as determined by the Board. No other Director, officer, member or employee of the FBA may represent the FBA or its committees, sections or taskforces before any legislative body, court or governmental agency unless specifically authorized by the Board.

**ARTICLE XVI
AMENDMENTS**

These bylaws may be amended at a special meeting called for that purpose or at any regular meeting by a two-thirds (2/3) vote of the members present and entitled to vote thereon, provided that either: (i) the proposed amendments appear in the periodic newsletter of the FBA; or (ii) written notice of the proposed amendments has been sent by mail, facsimile or any other electronic means to all members entitled to vote thereon at least seven (7) days prior to such meeting.

**ARTICLE XVII
EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these bylaws, no member, Director, officer, employee, or representative of this FBA shall take any action or carry on any activity by or on behalf of the FBA not permitted to be taken on or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.