



## **PEDORTHIC FOOTCARE ASSOCIATION, INC. BYLAWS**

(As amended November 8, 2019)

### **Article I**

#### **GENERAL**

##### ***SECTION 1. NAME***

The corporate name of the organization shall be "Pedorthic Footcare Association, Inc." (the "Association"). The Association is a nonprofit corporation organized under the District of Columbia Nonprofit Act of 2010 (the "Act"). It is intended that the Association shall have the status of a corporation exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 ("the Code"), as an organization described in Section 501(c)(6) of the Code.

##### ***SECTION 2. OFFICE***

The office of the Association shall be at such place as the Board of Directors may from time to time designate.

##### ***SECTION 3. OBJECTIVE AND PURPOSES***

The objectives and purposes of the Association shall conform to its Articles of Incorporation.

### **Article II**

#### **MEMBERSHIP**

##### ***SECTION 1. CATEGORIES OF MEMBERSHIP***

An application for membership must be made on the printed form supplied by the Association and be duly signed by the applicant or an authorized agent of the applicant. The applicant shall not be approved for admission in the event any prerequisite for membership set forth in these Bylaws or any rules, regulations or policies of the Association have not been met. The Board of Directors may approve or reject any application for membership in the Association by vote at any regular or special meeting or by unanimous written consent. All fees for the year must be received by the Association with the application for membership. If membership is not approved, the fees shall be refunded, excepting for such costs as may be assessed for the costs of investigation of said application.

The following shall be the classes of membership of the Association:

1. Regular;
2. Vendor/Manufacturer;
3. Medical;
4. Student;
5. Fitter;
6. Retired; and
7. Affiliate.

The qualifications and rights and privileges of such classes are set forth in these Bylaws, the Articles of Incorporation of the Association and the Act. The Board of Directors shall have the authority to rename any of the classes, establish and modify the privileges of membership, and to establish additional classes of membership, provided, that no new class of membership shall have the right to vote or hold office.

### ***SECTION 2. REGULAR MEMBER***

Sole proprietorships, partnerships, corporations and other business entities which are engaged in the dispensing of prescription, custom or comfort footwear or foot orthotics shall be entitled to regular membership upon payment of required membership dues and designation of an individual to serve as the official representative of such member. In addition, practicing pedorthists, whether or not certified or licensed, are eligible for regular membership.

Each regular member shall be entitled to one (1) vote for the election of Directors and any other matters submitted to the membership for a vote. Except as otherwise set forth in these Bylaws, only practicing certified or licensed pedorthists, who are regular members or serve as official representatives of a regular member, are eligible to serve as Directors and Officers of the Association.

### ***SECTION 3. VENDOR/MANUFACTURER MEMBER***

Suppliers, manufacturers and other businesses whose products are germane to the regular members, who are interested in the aims and principles of the Association and who wish to support its activities are eligible for vendor/manufacturer membership upon payment of required membership dues and designation of an individual to serve as the member's official representative if the member is a business. No vendor/manufacturer member or its representative shall have the right to vote or be a member of the Board of Directors or an Officer of the Association, except that one vendor/manufacturer member may be a member of the Board of Directors pursuant to Article IV, Section 1.

### ***SECTION 4. MEDICAL MEMBER***

Physicians, Podiatrists, residents, interns and medical students are eligible for medical member membership upon payment of required membership dues. A medical member shall not have the right to vote or be a member of the Board or Directors or an Officer of the Association, except a medical member may be a nonvoting member of the Board of Directors when acting as a Medical Advisor pursuant to Article VIII, Section 1 of these Bylaws.



### ***SECTION 5. STUDENT MEMBER***

A full-time student in the field of pedorthics is eligible for student membership upon payment of required membership dues. No student member shall have the right to vote or be a member of the Board of Directors or an Officer of the Association.

### ***SECTION 6. FITTER MEMBER***

An individual who holds the designation as a fitter whether certified or licensed is eligible for fitter status upon payment of required membership dues. No fitter member shall have the right to vote or be a member of the Board of Directors or an Officer of the Association.

### ***SECTION 7. RETIRED MEMBER***

A retired pedorthist is eligible for retired member status upon payment of required membership dues. No Retired Member shall have the right to vote or be a member of the Board of Directors or an Officer of the Association.

### ***SECTION 8. AFFILIATE MEMBER***

All employees of a regular member that is a business shall be affiliate members. Affiliate members shall not have the right to vote or be a member of the Board of Directors or an Officer of the Association.

### ***SECTION 9. DUES***

Dues for all classes of memberships will be established by the Board of Directors.

Dues will be payable each year at the time established by the Board of Directors. Failure to pay dues within sixty (60) days of the due date shall result in revocation of membership. The Board of Directors may restore membership upon a showing of good cause for failure to make payment by the due date and payment of all dues in arrears.

Dues may be waived by the Board of Directors for any reason including military service and financial hardship.

### ***SECTION 10. RIGHT OF MEMBERS***

Membership in the Association shall entitle the member, or its representative, to participate in the activities of the Association, subject to the provisions of these Bylaws.

### ***SECTION 11. TERMINATION OF MEMBERSHIP***

The Board of Directors may expel any member from the Association for conduct contrary to the objectives of the Association or violation of Association policies. The entity or individual member shall be given an opportunity to be heard at the next meeting of the Board of Directors after a recommendation for expulsion by the Board of Directors. After deliberating the issue, the Board of Directors shall vote on the question of whether the member shall be expelled. A two-thirds (2/3) affirmative vote of the Board of Directors shall be necessary to expel a member. Termination of membership automatically occurs upon resignation of the member. Any member who resigns or is expelled shall remain liable for any charges due at the time of the resignation or expulsion.

Upon termination of membership for any reason, the former member shall return all property of the Association.

### ***SECTION 12. INSIGNIA, ADVERTISING OF MEMBERSHIP***

No member shall exhibit any seal, certificate or plaque indicating membership or any other status in the Association except as permitted by the Board of Directors.

## **Article III**

### **OFFICERS**

#### ***SECTION 1. OFFICERS***

The Officers of the Association shall be elected by the Board of Directors from among the then current members of the Board and shall consist of a President, Vice President, Immediate Past President, Treasurer and Secretary. Each officer shall be a member of the Board of Directors with a term as a Director that is concurrent with the term of office as an officer. The same individual may hold more than one office, except that one person may not be both President and Treasurer. The Board of Directors may also appoint an Executive Director and designate that position as an Officer position. The Board of Directors may also elect other Officers as deemed necessary or appropriate, each to have such duties and authorities as the Board of Directors shall determine.

#### ***SECTION 2. QUALIFICATIONS***

Only practicing certified or licensed pedorthists who are Regular Members in good standing shall be eligible to serve as the President, Vice President, Secretary or Treasurer. For purposes of these Bylaws, a member in good standing has fulfilled all requirements of membership in the Association including, without limitation, payment of dues and membership fees or required assessments, these Bylaws, any Code of Medical Ethics and Professional or Standards of Professionalism, and all other rules, regulations and resolutions set by the Board of Directors.

#### ***SECTION 3. DUTIES OF OFFICERS***

The President shall preside at all meetings of the members and the Board of Directors and shall serve as member ex-officio of all standing committees. The President shall be responsible for the management of the Association and represent the Association in all activities, except as otherwise directed by the Board of Directors. The President may at his or her discretion utilize outside resources to assist in managing the Association. This includes outside sales, management and legal assistance.

The Vice President shall perform such duties as may from time to time be designated by the Board of Directors including, but not limited to, acting on behalf of the President when called upon. The Vice President shall succeed the President in the event of death, removal, resignation or inability to serve for the balance of the President's unexpired term. The Vice President shall become President at the conclusion of the President's term, unless unable to serve.



The Treasurer shall be responsible for the financial affairs of the Association and shall supervise the maintenance of complete and proper financial records of the Association. The Treasurer shall supervise any audit of the financial records by a certified public accountant appointed for this purpose.

The Secretary shall sign all official documents that call for the signature of the Secretary. The Secretary shall also be responsible for preparing or supervising the preparation of the minutes of the meetings of the Board of Directors and the members and for maintaining and authenticating the records of the Association required to be kept by law.

#### ***SECTION 4. EXECUTIVE DIRECTOR***

An Executive Director may be chosen by the Board of Directors to be responsible to the Board and to the President and other Officers during periods when the Board is not in session. The Executive Director shall at all times act in accordance with the purposes and goals of the Association and shall be guided by the President in executing Association policy and programs.

The Executive Director shall work with the President on all projects. The Executive Director shall conduct the correspondence of the Association, prepare bulletins for circulation to the membership, and collect dues. The Executive Director shall conduct all official business not delegated to a member of the Board of Directors or an Officer.

The Executive Director shall assist Committee Chairs, Officers, and members as called upon by the Board of Directors.

#### ***SECTION 5. TERM OF OFFICE***

Officers, except the Executive Director if he or she is an Officer, shall be nominated and elected by the Board of Directors for one (1) year and shall serve until their successors have been chosen and take office. Unless filling a vacancy, the term of office shall commence with the Annual Meeting at which the Officer is elected. Ordinarily, officers may serve a maximum of two (2) successive terms. However, filling a vacancy shall not count against an individual's maximum number of terms in that office. The Board of Directors may vote to extend an officer's term in office for up to two (2) additional one (1) year terms in exceptional circumstances.

#### ***SECTION 6. VACANCY***

Officers may be removed from office by a vote of a majority of the Board of Directors. In the event any office becomes vacant by virtue of death, removal, resignation or incapacity or inability to serve, a successor may be appointed for the unexpired term by the President and ratified by a majority vote of the Board of Directors, except in the case of a vacancy in the office of the President that the Vice President shall automatically become President for the unexpired term.



## Article IV

### BOARD OF DIRECTORS

#### ***SECTION 1. DIRECTORS***

The Board of Directors shall be composed of the following:

- (1) Eight (8) Directors elected by the Regular Members.
- (2) One Director from the vendor/manufacturer membership class elected by the members of that membership class. The vendor/manufacturer Director need not be a certified or licensed pedorthist.
- (3) The Immediate Past President.
- (4) Up to two (2) Medical Advisors, who shall be nonvoting members of the Board of Directors.
- (5) At the option of the Board of Directors, the Executive Director may be a non-voting member of the Board of Directors.

Each Director shall serve a two (2) year term. Directors may be re-elected, but to no more than two (2) consecutive full terms of two (2) years each.

#### ***SECTION 2. DUTIES***

The Board of Directors shall be empowered to accept, hold, control and dispose of property of the Association, and to generally govern its affairs.

Directors shall initiate, consider and formulate such regulations, and conduct such business as pertains to the proper conduct of the Association. Directors shall adhere to Association policies governing conflicts of interest and commitment to the Association. Directors shall have full voting rights, except for Medical Advisor Directors. The Directors shall attend all meetings of the Board of Directors as called except when excused by the President, or in the case of the President, by the Vice President. Failure to attend two (2) meetings without excuse will result in automatic removal from the Board of Directors.

In further extension of its authority, in accordance with standards and regulations as may be adopted by the Board of Directors, the Association may charter or otherwise recognize existing and/or new regional, state or local chapters of, or independent, pedorthic associations to further advance the pedorthic profession. The rights, privileges and responsibilities accorded pursuant to these provisions shall be determined by the Board of Directors. The Board of Directors shall have the right to revoke or terminate charters or other forms of recognition at any time in accordance with the standards and regulations it may adopt.

#### ***SECTION 3. VACANCY***

In the event of any vacancy on the Board of Directors, the unexpired term shall be filled by a Regular Member or representative of a business Regular Member nominated by the President and approved by a majority of the remaining Directors; provided, however, the President may nominate only a person representing the vendor/manufacturer class to fill a vacancy in the Board seat held by a representative of the vendor/manufacturer members.



Any Director vacating his or her elected seat may be eligible for reinstatement or re-election after a waiting period of two (2) years. This waiting period can be waived on a per-case basis, with unanimous approval of the existing Directors.

#### ***SECTION 4. MEETINGS OF THE BOARD OF DIRECTORS AND QUORUM***

The Board of Directors may be called to a meeting by the President, by any four (4) Directors, or by two (2) of the following three (3) Officers: Vice President, Treasurer or Secretary. The attendance of five (5) voting Directors shall constitute a quorum for the transaction of any business which may be properly brought before the Board of Directors.

#### ***SECTION 5. NOTICE***

At least seven (7) days' advance notice of all regular meetings of the Board of Directors and at least two (2) days' notice of special meetings shall be given to all Directors.

#### ***SECTION 6. QUALIFICATIONS***

Directors other than the vendor/manufacturer Director, the Medical Advisor Directors and the Executive Director (if a Director), shall be and remain qualified for so long as they are practicing certified or licensed pedorthists who are regular members. The vendor/manufacturer Director shall be elected as official representative of the vendor/manufacturer membership class and shall be deemed to have resigned in the event he or she is no longer a vendor/manufacturer member of the Association. The Medical Advisor Director shall be elected by the members of the Board of Directors and may be removed as provided in these Bylaws.

#### ***SECTION 7. VOTE***

Once a quorum has been established, a majority of Directors present at the meeting must vote in favor of the issue presented for it to be approved, unless otherwise required by these Bylaws or the Act.

#### ***SECTION 8. ACTION WITHOUT A MEETING***

Action by the Board of Directors may be taken without a meeting if each Director signs a consent in the form of a record describing the action to be taken and delivers it to the Association. The record may be signed and submitted by electronic transmission. A unanimous signed consent of the Board of Directors has the effect of action taken at a meeting of the Board of Directors and may be described as such in any document.

#### ***SECTION 9. REMOVAL***

A Director may be removed if the Board of Directors determines that the Director is not serving the best interests of the Association by a majority vote at a meeting at which a quorum is present, with the Director being considered for removal not participating in the vote, provided that the Director is given advance written notice (including the reason for the proposed removal), an opportunity to contest the proposed removal in writing or in person before the Board of Directors, and final written notice of the Board's decision.



### **SECTION 10. PARTICIPATION**

Members of the Board of Directors, the Executive Committee or any other committee of the Association may participate in a meeting of the Board, the Executive Committee or such other committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

### **SECTION 11. COMPENSATION**

Directors will receive no compensation for their services as Directors, but by resolution of the Board of Directors may be reimbursed for expenses associated with attending any regular or special meeting of the Board of Directors.

## **Article V**

### **COMMITTEES AND TASK FORCES**

#### **SECTION 1. COMMITTEES AND TASK FORCES**

Upon the approval of the Board of Directors, the President may create such committees and task forces as the President deems necessary. Unless otherwise set forth in these Bylaws, the President shall appoint the Chair and members of each Committee and task force, with ratification from the Board of Directors, and shall set out the duties of each Committee and task force. In addition to the Executive, Audit and Nominating Committees, the Board of Directors shall have the authority to create additional standing committees or abolish any of those created. At all meetings of any committee or task force, a majority of the members of such committee shall constitute a quorum and the act of a majority of the members of the committee or task force present at any meeting at which there is a quorum shall be the act of the committee or task force. The President shall not be counted toward a quorum.

#### **SECTION 2. EXECUTIVE COMMITTEE**

The President, Vice President, Treasurer, Secretary and the Immediate Past President shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall have the power to conduct the business of the Board of Directors at times when the Board of Directors is not in session; provided that such business shall be conducted in accordance with the existing policy practices of the Association. The Executive Committee shall act by majority vote at a meeting and only when a minimum of four (4) of its members are present in person. In the event of a tie vote of the Executive Committee, the motion shall either be tabled for further discussion, or be referred to the Board of Directors.

#### **SECTION 3. AUDIT COMMITTEE**

The Audit Committee will consist of the Treasurer, the Executive Director, and up to two (2) additional Directors. It shall be the duty of the Audit Committee to recommend the selection of certified public accountants to audit the accounting records, accounting practices and procedures, and financial statements of the Association; review or cause to be reviewed, from time to time, the accounting practices and procedures and the internal controls of the Association; and meet at least annually with the Association's certified public accountants to review and receive reports





with respect to such practices, procedures and controls; to conduct or cause to be conducted an audit at a minimum of once per every six (6) years to determine the adequacy of the compliance with the procedures relating to lobbying or political campaign activity of the Association and possible conflicts of interest of employees and Directors. The audit committee shall report the results of these audits to the Board of Directors.

## **Article VI**

### **MEETINGS OF MEMBERSHIP**

#### ***SECTION 1. ANNUAL MEETING***

The Annual Meeting of the membership shall be held prior to the Annual Symposium. Any official Association business may come before the membership at the Annual Meeting.

#### ***SECTION 2. SPECIAL MEETINGS***

Special Meetings of the membership may be called from time to time by the Executive Committee.

#### ***SECTION 3. QUORUM***

Attendance of seven (7) voting Directors, of which at least two (2) must be Officers of the Association, together with at least five (5) percent of the regular members in good standing shall constitute a quorum of the membership for conducting official business at any meeting of the membership. If a meeting cannot be organized because of lack of a quorum, those present may adjourn the meeting from time to time until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally called.

#### ***SECTION 4. RIGHT TO VOTE***

Only regular members in good standing shall have voting rights. Each regular member in good standing shall be entitled to one vote.

#### ***SECTION 5. NOTICE***

Each member of the Association shall be provided with written notice of the Annual Meeting and any regular meeting of the members at least ten (10) days and not less than sixty (60) days prior to the meeting. Notice of a special meeting shall be given to each member of the Association in writing at least two (2) weeks prior to the meeting and shall state the purpose for which the special meeting is called.

#### ***SECTION 6. BALLOT***

The President may, at the President's discretion, order the assembly cleared of non-voters.

Except for the election of Directors, voting on all matters presented to the members for consideration shall be based on a simple-majority principle of those voting.

At the pleasure of the President, voting for other than Directors may be by secret ballot standing poll, show of hand or voice response. The President shall have the right to dispense with a secret ballot when there is only one candidate for a position. Proxy voting shall not be allowed.

Any action that may be taken at any annual, regular or special meeting of members may be taken without a meeting prior to the meeting by electronic ballot, pursuant to the requirements of Section 29-405.09 of the Act.

### ***SECTION 7. ELECTRONIC MEETING***

The annual or regular meeting of the membership does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

## **Article VII**

### **NOMINATION AND ELECTION OF DIRECTORS**

#### ***SECTION 1. NOMINATING COMMITTEE***

Elected members of the Board of Directors shall be nominated by the following process. At each Annual Meeting, a Nominating Committee of five (5) members shall be selected as follows:

A. Two (2) to be appointed by the President and approved by the Board of Directors, one of whom will be designated as Chair of the Committee.

B. Three (3) to be elected by the regular members present at the Annual Meeting from those nominated by the existing Nominating Committee and from the floor.

#### ***SECTION 2. PROCEDURE FOR NOMINATIONS***

The Nominating Committee shall meet at least one hundred eighty (180) days prior to the next Annual Meeting to propose a slate of candidates for election as Directors. Such meeting may be by mail, telephone or other electronic means of communication.

The Nominating Committee shall send to the membership at large the names of the nominees proposed by it at least one hundred twenty (120) days prior to the Annual Meeting and then present them at the Annual Meeting.

Additional nominations may be made by written petition signed by not less than five (5) qualified voting members and filed with the President not less than ninety (90) days prior to the date of the Annual Meeting. The President shall, within thirty (30) days thereafter, give notice in writing to the members of any nominations by such written petition.



### ***SECTION 3. TERM OF NOMINATING COMMITTEE***

Persons serving on the Nominating Committee shall not be eligible to serve on the Nominating Committee for more than two (2) consecutive years.

Neither the President nor the Vice President shall be eligible to serve on the Nominating Committee.

### ***SECTION 4. ELECTION OF DIRECTORS***

Directors elected by the regular members and the vendor/manufacturer member elected by the vendor/manufacturer members shall be elected by a simple majority vote of the members of their respective membership class actually casting ballots without regard to the number of ballots so cast. Elected Directors may take place by ballot in the form of written or electronic correspondence, which the Executive Director shall send to all regular members at least sixty (60) days prior to the Annual Meeting. Completed ballots must be returned to the Association not later than thirty (30) days prior to the Annual Meeting. Voting by ballot shall be in accordance with the Act.

## **Article VIII**

### **MEDICAL ADVISORS**

#### ***SECTION 1. ELECTION***

The Board of Directors shall elect one or more physicians to serve as Medical Advisors to the Association. Such physician(s) need not be certified or licensed pedorthists to serve in this capacity but must be medical members of the Association. The number shall be determined annually by the Board; however, no more than two (2) Medical Advisors shall be elected annually. Each Medical Advisor shall serve a two (2) year term, and no Medical Advisor may serve more than two (2) successive terms. Medical advisors shall serve as nonvoting ex officio members of the Board of Directors.

#### ***SECTION 2. DUTIES***

The duties of the Medical Advisors shall be to assist and advise the Board of Directors and the Executive Committee as to directives and regulations which pertain to education of the membership. The advisors shall also submit to the Board current medical information which pertains to the pedorthic footwear industry.

#### ***SECTION 3. VACANCY***

In the event any Medical Advisor shall resign, be removed for cause, become incapable of finishing his or her term, or have his or her license to practice medicine revoked or suspended, the Executive Committee shall nominate a candidate or candidates to fill the unexpired term or terms, and a majority vote of the Board of Directors shall elect each candidate to the position.



## **Article IX**

### **FINANCES**

#### ***SECTION 1. FISCAL YEAR***

The fiscal year of the Association shall begin on the first day of October of each year.

#### ***SECTION 2. CHECKS***

All checks, drafts or notes of the Association shall be signed and countersigned by such Officers or agents of the Association as may be designated from time to time by the Board of Directors.

## **Article X**

### **INDEMNIFICATION**

#### ***SECTION 1. GENERAL***

To the full extent permitted by the Act, 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 and whether formal or informal (other than an action by or in the right of the Association) by reason of the fact that he or she is or was a Director, committee member, Officer, employee, fiduciary or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee, fiduciary or agent of another organization, corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (in each instance, an "Indemnified Person"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with such action, suit or proceeding if the Indemnified Person conducted himself or herself in good faith and in a manner the Indemnified Person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the Indemnified Person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

#### ***SECTION 2. INDEMNIFICATION***

To the fullest extent permitted by the Act, the Association shall indemnify any Indemnified Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was an Indemnified Person against expenses (including attorneys' fees) actually and reasonably incurred by the Indemnified Person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner the Indemnified Person reasonably believed to be in or not opposed to the best interests of the



Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which an Indemnified Person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such Indemnified Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

### ***SECTION 3. EXPENSES***

To the extent that an Indemnified Person has been wholly successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

### ***SECTION 4. LIMITATION ON INDEMNIFICATION***

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Indemnified Person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

### ***SECTION 5. ADVANCE OF EXPENSES***

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the Indemnified Person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

### ***SECTION 6. INSURANCE***

The Association shall have right to purchase and maintain insurance on behalf of any person who is or was an Indemnified Person against any liability asserted against the Indemnified Person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify the Indemnified Person against such liability under the provisions of this Article.

### ***SECTION 7. NO EXCLUSIVITY***

In addition to the foregoing, the Association shall have the right to indemnify current or former Directors, committee members, Officers, employees and agents to the fullest extent permitted by law.

### **SECTION 8. APPLICABLE LAW**

Nothing in this Article X shall require the Association to provide an indemnification against expenses, judgments, fines or amounts paid in settlement if such action is contrary to law, including the Act.

## **Article XI**

### **AMENDMENTS**

#### **SECTION 1. OFFERING AMENDMENTS**

These Bylaws may be amended by the regular members at the Annual Meeting of the membership or at a Special Meeting called for that purpose.

Notice of such proposal changes shall be circulated at least thirty (30) days prior to the Meeting to all regular members.

#### **SECTION 2. RATIFICATION**

Amendments must be confirmed by a two-thirds (2/3) majority of those regular members attending and qualified to vote, provided a quorum is present.

## **Article XII**

### **DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining after the payment of outstanding obligations shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

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