

HIGHLIGHTS OF ABC/MW BYLAWS

1. Dues are payable on January 1 of each year. If not paid by April 30 of that year, Membership is revoked (Section 4.3.a).
2. New Members joining the Association after January 31 shall have their renewal dues pro-rated (Section 4.3.b).
3. The Association bylaws permit disciplinary action or dismissal of Members in conformance with procedures outlined in Section 4.4.
4. The Association must hold an Annual Business Meeting. (Section 4.5.a)
5. Each Member of the Association (as defined in Section 5.1) shall have a vote in the Association's affairs (Section 4.5.e).
6. The Association will follow an established nominations and elections process for seating Members on the Board of Directors (Section 4.6).
7. The Board of Directors shall consist of no less than eight (8) Members including the elected officers of the Corporation (Section 5.1).
8. Directors shall be employed by Member firms. A Director shall have 90 days upon termination of employment in which to affiliate with a Member to retain his/her Board seat (Section 5.2).
9. Directors are first elected to a one-year term, with a maximum of two subsequent two-year terms (Section 5.3).
10. Directors are limited to serving a maximum of three consecutive terms (Section 5.4).
11. Directors are responsible for determining the policies of the Association, fiscal matters and employment of the President (Section 5.5).
12. Board decisions are final and may be reversed only by majority vote of Members present at a properly constituted business meeting (Section 5.5) of the Regular Members pursuant to Roberts Rules of Order (Article 10).
13. A majority of the Board must be present at a properly called meeting of the Board to constitute a quorum (Section 5.6).
14. The Board of Directors shall meet at least six (6) times per year and once per quarter (Section 5.7).
15. A Director may be removed from the Board for good cause by a two-thirds majority vote of the Board of Directors (Section 5.10). The authority to fill a vacancy is vested in the Board of Directors (Section 5.8).

16. The Board employs the President and retains legal counsel. The President appoints and terminates staff. The Board of Directors will appoint a labor attorney for the Membership (Section 5.9). The Chair of the Board may hire additional advisors or consultants to advise him/her on special matters (Section 6.4.d).

17. Officers are limited to two consecutive one-year terms, except for the Treasurer who is limited to two consecutive three-year terms (Section 6.1).

18. The Executive Committee advises and assists the Chair of the Board, and acts as a Budget and Finance Committee for the Corporation (Section 6.4).

19. The Chair of the Board has full discretion in the appointment of Chapter committees. The Chapter Chair shall appoint the following standing committees: Nominations, Audit, Budget and Finance, Membership and Legislative. (Section 6.5.a).

20. The structure of the Nominations Committee assures adequate representation of all Members of the Metropolitan Washington Chapter (Section 6.5.b.i).

21. The Metropolitan Washington Chapter is represented by one or more Directors to the National Board of Directors. Representation on the National Association's Board of Directors is determined by the National Association bylaws (Section 6.1).

22. The Board of Directors is responsible for the Chapter's financial solvency. The Chapter's fiscal calendar year (Section 8.4) and modified accrual bookkeeping (Section 8.5.b) conform to that of the National Association. The Executive Committee and the Board of Directors receive monthly financial reports or reports at each meeting (Section 8.5.c). The Chapter records shall be audited at the end of each fiscal year (Section 8.5.d). IRS tax filings will be presented to the Board of Directors prior to filing (Section 8.5.e).

23. The Chapter regularly reports the following items to the National Association: Chapter budget, monthly dues report, Chapter financial statement, Chapter Board minutes, and reports of labor incidents (Article 9).

24. The Board of Directors will maintain a policy manual for the Association (Article 10).

25. The bylaws may only be amended by majority vote of the Membership at a properly-called meeting of the Members (Article 11).

BYLAWS
METROPOLITAN WASHINGTON CHAPTER,
ASSOCIATED BUILDERS AND CONTRACTORS, INC.

Article One
PRINCIPLES OF THE MERIT SHOP

Associated Builders and Contractors, Inc., is the voice of the Merit Shop in the construction industry. We assume the responsibility of making that voice heard.

We believe that the Merit Shop movement is a movement for the betterment of the individual, the industry and the nation.

We believe in the system of Free Enterprise and Open Competition.

We believe that employees and employers should have the right to determine wages and working conditions, through either individual or collective bargaining, as they choose, within the boundaries of the laws.

We believe that the employer must have concern for the general welfare of the employee and that there must be a fair compensation for work performed. By the same token, we believe that the employee has an obligation for satisfactory performance of assigned work.

We support sound legislation in the areas of worker's compensation, safety and unemployment compensation. We believe legislation that embraces fair play for both employer and employee is essential to the preservation of our Free Enterprise system. The law should protect the right of employees to work regardless of race, color, creed, age, sex, national origin, membership or non-membership in a labor organization or other protected class.

We oppose violence, coercion, intimidation and the denial of the rights of both employees and management.

We believe that economy is incumbent upon all branches of government and that government should award contracts to the lowest responsible bidder only. We oppose any unjust pressure to violate these principles.

We believe that work opportunities in this nation should be made available to all of our people, regardless of race, color, creed, age, sex, national origin, membership or non-membership in a labor organization, protected veteran status, qualified individuals with disabilities or other protected classes, and we support programs towards this end.

We believe that monopolies or any kind of price or wage fixing in either the public or private sector are detrimental to our system of Free Enterprise.

We believe that the destiny of all Americans can best be served by cooperation and following the tenets of Free Enterprise and democratic government. We believe business leaders can best preserve these tenets by becoming active in politics and civic affairs.

Article Two **IDENTIFICATION AND DEFINITIONS**

Section 2.1. The Corporation is a non-profit membership corporation organized under the laws of the State of Maryland under the name of Metropolitan Washington Chapter, Associated Builders and Contractors, Inc., also known as "Metro Washington ABC" and "ABC of Metro Washington".

Section 2.2. Definitions.

(a) As used herein "Corporation" shall mean "Metropolitan Washington Chapter, Associated Builders and Contractors, Inc."

(b) As used herein "National Association" shall mean "Associated Builders and Contractors, Inc."

(c) As used herein "Member " shall mean a person, firm or corporation paying dues to the Corporation and having met all requirements of membership.

Section 2.3. Principal Office. The principal office of the Corporation shall be located at 6901 Muirkirk Meadows Drive, Suite F, Beltsville, Maryland 20705, or at such other place or places as the Board of Directors of the Corporation shall, in their sole discretion, determine.

Article Three **PURPOSES AND OBJECTIVES**

A. The primary objective of this Association is to foster and perpetuate the principles of the Merit Shop, Open Competition and Free Enterprise as listed in Article One.

B. In addition to this primary objective, this Association shall pursue and promote the following activities:

1. Encourage, develop and protect the construction industry.
2. Promote confidence and goodwill within the construction industry and between this industry and the general public.
3. Organize builders, general contractors, specialty contractors, suppliers, and related groups of all kinds into Chapters and organizations in order to encourage the free interchange of views and techniques and to facilitate the accomplishment of the primary objectives of the Association.
4. Organize and promote meetings, seminars, conferences, publications and other media of all kinds in order to maintain a well-informed industry and general public.

5. Promote and encourage continuing education, apprenticeship and other training programs for management and the crafts within the construction industry.
6. Promote safety and training within the construction industry.
7. Promote insurance, hospitalization, pension, training and other programs for the benefit of the general welfare of the employees of the Merit Shop industry.
8. Promote a "Code of Ethics" for the construction industry.
9. Promote such other activities or services as may benefit the Membership, further the objectives of ABC, and promote the principles of the Merit Shop, Open Competition and Free Enterprise.

Article Four **MEMBERSHIP**

Section 4.1. Members. The classes of Members, qualifications of Members and methods of attaining membership are set forth in Article Seven of the Articles of Incorporation.

Section 4.2. Applications.

- (a) Applications for membership shall be made on forms supplied by the Corporation.
- (b) Any person, firm or corporation possessing the qualifications listed in Article 4.1 of these bylaws is eligible to become a Member of the Association, except that no labor organization or any officer, employee or agent thereof shall be eligible for membership in the Association. No one shall be excluded from eligibility solely because of his/her membership in a labor organization.
- (c) Acceptance of any qualified application shall be automatic with payment of the proper dues and fees, provided, however, that the Chapter Board of Directors, by a two-thirds vote of a quorum at a regular meeting, may reject such applicant for just cause. Just cause for rejection shall include but not be limited to a good faith belief that the applicant will not support the objectives, purposes and/or programs of the Association or will not act in the best interest of the Association. A report of such rejection shall be submitted to the National Office of the Association for review by the legal counsel of the Association.

Section 4.3. Payment of Dues.

- (a) Regular Members. Each Member shall pay annual dues to the Corporation consisting of membership dues in the National Association as may be fixed from time to time by the National Association, and Chapter dues which shall be determined by the Board of Directors of the Corporation. The dues are payable on the first day of January in each year for the entire year and, if not paid on or before April 30 of that year, the Member's membership in the Corporation shall be revoked.
- (b) Initial Year Dues. The dues of a person or company becoming a Member after January 31 of any year shall be pro-rated at the discretion of the Board of Directors, in accordance with the schedule promulgated by the National Association for dues payable to the National Association.

(c) Life Members. The Corporation may from time-to-time vote Life Membership to any person who has significantly provided contributions to the growth and success of the chapter and is retired from the industry. There shall be no dues and the person may be eligible for National Life Membership.

Section 4.4. Disciplinary Action. The Board of Directors of the Association may take disciplinary action against a Member and suspend a Member's membership, or revoke the membership at any time for action by the Member which it deems inimical to the objectives, purposes, programs and welfare of the Corporation or the National Association; provided, however, that the following procedures shall be followed in connection with any disciplinary action:

(a) Disciplinary action shall be initiated against any Member by any other Member by a written claim of violation, which shall be transmitted to the Chair of the Board of the Corporation, and to the Member claimed to be in violation (charged Member).

(b) Within ten (10) days after receipt of the written claim of violation, the Chair of the Board shall appoint a committee of five (5) Members to investigate the alleged violation, and within ten (10) days of notice the charged Member shall answer the charge in writing, a copy of which shall be transmitted to the Chair of the Board, and a copy to the charging Member.

(c) Within ten (10) days after appointment, the committee shall notify the charged Member of a date for a hearing, and shall also notify all other interested Members, who shall be permitted to appear and participate in the hearing. The committee shall hear all pertinent evidence in the matter and shall submit a written report to the Board of Directors of the Corporation.

(d) The Board of Directors of the Corporation, within ten (10) days after receipt of the report from the committee, shall hold a special meeting, which all interested parties shall again be permitted to attend, and present a summary of their respective positions, before the Board.

(e) The Corporation shall provide 30 days notice to members prior to holding a vote on expulsion. The Board of Directors, by a two-thirds vote of the full Board of Directors, may take such disciplinary action, as it may determine appropriate under the circumstances, including suspension or revocation of the Member's membership.

(f) The Board of Directors of the Corporation shall immediately forward a report of any disciplinary action to the national office of the National Association for review by its legal counsel.

(g) A Member whose membership is suspended or revoked may appeal the suspension or revocation to the Executive Committee of the National Association by filing a written statement with respect thereto in the national office of the National Association within thirty (30) days following the disciplinary action by the Corporation's Board of Directors.

(h) The Executive Committee of the National Association, after receiving the said report and written statement of appeal, shall make recommendations to the National Association's Board of Directors to confirm or overrule the expulsion. A two-thirds vote of the Board of Directors of the National Association is necessary to overrule the expulsion. An expelled Member shall retain all rights and privileges of membership until the expulsion is so confirmed.

Section 4.5. Meetings

(a) Annual Meetings. The annual meeting of the Membership shall be determined by the Board of Directors. The order of business at the annual meetings shall be as follows:

1. Report of the Chair of the Board
2. Report of the Treasurer
3. Election of the Officers and Board of Directors
4. Transaction of Other Business

5. Adjournment

(b) Special Meetings. Special Meetings of the Members may be held at the call of the Chair of the Board or of a majority of the Board of Directors, or of any six Regular Members.

(c) Notice. At least ten (10), but not more than thirty (30), days' notice in writing of each annual or special meeting shall be mailed or electronically transmitted to each Regular Member of the Corporation at its address set forth on the Corporation's records.

(d) Quorum. The Members represented at the meeting for which notice has been duly given shall constitute a quorum for the transaction of business.

(e) Voting. Every Regular Member shall be entitled to one vote upon every proposal properly submitted to a vote at any meeting of the Members of the Corporation. Voting may be conducted by voice vote or by written ballot, as the officer presiding at the meeting shall elect.

Section 4.6. Elections Process

The Nominations Committee shall solicit the Membership for prospective nominees and solicit the current officers and Board Members as to their willingness to serve. Any member in good standing is eligible to serve on the Board. The Nominations Committee shall present to the Chair of the Board, Board of Directors and the Membership, the proposed slate of officers and Board Members to be voted on by the Membership for the coming year at least sixty (60) days before the annual business meeting.

The election of officers and directors shall be conducted as follows:

(a) Notice. At least 45 days prior to the annual business meeting, ABC of Metro Washington shall transmit to each Regular Member of the Corporation notice of the proposed slate of officers and Board Members for the coming year, including the number of Board seats open, and instructions on voting shall be mailed, emailed or electronically transmitted to each Regular Member of the Corporation at its address set forth on the Corporation's records.

(b) The candidates with the greatest number of votes collected with respect to the total number of Board of Director openings shall determine who is elected. The candidate with the greatest number of votes for the officer position shall determine who is elected. In the event of a tie vote in the election of any office, the sitting Board of Directors of the Chapter shall determine the winner by majority.

(c) The elected officers and Board of Directors shall be announced at the annual business meeting and through notice to the membership.

(d) The parliamentary procedures to be used in the activities of the Association shall be in accordance with Robert's Rules of Order, newly revised, except where modified by the bylaws.

Article Five

BOARD OF DIRECTORS

Section 5.1. The Board of Directors shall consist of not less than eight (8) Members including the elected officers of the Corporation.

Section 5.2. To serve on the Board of Directors, an individual shall be employed by a Member in good standing. Upon termination of a Director's employment with a Member in good standing, the Director shall have 90 days in which to affiliate with a Member in order to retain his/her seat on the Board. Requests for extensions beyond 90 days shall be brought before the Executive Committee for review and decision.

Section 5.3. Board Members shall first be elected for a one-year term. As a Director's term expires, an election shall be held for such directorship for a two-year term. The terms of the Members of the Board of Directors shall be staggered in order to ensure continuity of experienced Membership of the Board.

Section 5.4. Term Limits. Directors shall be limited to serving a maximum of three consecutive terms (five years), except by waiver granted by the Executive Committee. If a waiver is granted, the Director must re-apply to the Nominations Committee for consideration to serve on the Board of Directors for one (1) additional year.

Section 5.5. Duties. The Board of Directors shall be the governing body of the Corporation. It shall determine the policies, fiscal matters, employment of the President and other personnel policies and in general assume responsibility for the guidance of the affairs of the Corporation. Except as herein otherwise specifically provided, the decision of the Board on Corporation matters shall be final, subject only to an appeal to the Regular Members. Any decision appealed from shall be reversed only by a majority vote of the Members present at a special meeting called for the purpose of voting on such appeal.

Section 5.6. Quorum. A quorum of the Board of Directors shall be a majority of the total Membership of the Board. The act of a majority of Directors present at a meeting shall be the act of the Board of Directors.

Section 5.7. Meetings. The Board of Directors of the Corporation shall meet at least six (6) times per year and once per quarter. The meeting day, time, and place shall be established by the Board of Directors. If a regular meeting is to be held on other than the regularly-scheduled day at the regularly-scheduled time and place, it must have the approval of a majority of the Board of Directors and the notice thereof must specify the date, time and place. Special meetings of the Board may be called by the Chair of the Board or any two Members of the Board of Directors. Directors may waive notice of any meeting by signing a waiver of notice thereof before, at or after the meeting. A written agenda shall be prepared for all meetings of the Board. The agendas of regular meetings of the Board shall include the following items:

1. Roll call or written attendance;
2. Reading of the minutes of the previous meeting;
3. Financial report;
4. Other business, including communications from the national office of the National Association.

Section 5.8. Vacancies. The authority to fill a vacancy is vested in the Board of Directors. Each person elected to fill a vacancy shall serve as a Director for the unexpired portion of the term of office of his/her predecessor in office.

Section 5.9. President, Staff and Legal Counsel. The Board of Directors shall appoint a full-time President. Such President shall appoint such other staff employees as necessary to carry out the day-to-day operations and be directly responsible to the Chair of the Board of the Corporation for all of his/her activities and shall serve at the discretion of the Board of Directors. The Board of Directors

may employ legal counsel for the Corporation and will appoint a labor attorney that will be available for the Membership. To maintain his/her position of counsel to the Chapter, neither the Chapter attorney or Chapter labor attorney, nor anyone from their firms, may serve as an elected officer of the Chapter or any Chapter-affiliated organization.

Section 5.10. Removal of Directors.

Any Director may be removed from office by a two-thirds majority vote of the Board of Directors.

Article Six
OFFICERS

Section 6.1. Officers. The Officers of the Corporation shall consist of a Chair of the Board, a Vice Chair, a Secretary and a Treasurer. Each officer shall be elected at the annual meeting of the Members. Elected officers shall serve as ex-officio Members of the Board of Directors. No person shall hold two offices simultaneously. With the exception of the Treasurer, officers shall hold office for a term of one (1) year. Any officer may succeed him/herself at the discretion of the Members for one (1) additional term.

The Treasurer shall serve a three-year term with eligibility to serve a second three-year term upon application to the Nominations Committee. Consideration for an additional term may be granted by a term-limit waiver from the Executive Committee. If a waiver is granted, the Treasurer must re-apply to the Nominations Committee for consideration to serve on the Executive Committee for an additional three-year term. The Treasurer shall not progress through the officers' positions. Neither the Chapter Treasurer, nor members of his/her firm, shall provide regular bookkeeping services to the Chapter.

Section 6.2. Vacancies. Except as provided in Section 6.3 hereof, if any office shall become vacant, the vacancy shall be filled by the Board of Directors.

Section 6.3. Duties of Officers.

(a) The Chair of the Board shall serve as Chair of the Board of Directors of the Corporation, Chair of the Executive Committee, and shall be the presiding officer at all meetings held for the general Membership. He/she shall carry out policies as approved by the Board of Directors of the Corporation. He/she shall have a vote on any issue where a tie vote occurs.

(b) The Vice-Chair shall succeed to the office of the Chair of the Board in the event that office becomes vacant. He/she shall assume the duties of the Chair of the Board in the absence of the Chair of the Board, by these bylaws or at the direction of the Board of Directors of the Corporation.

(c) The Secretary shall be responsible for the recording and safekeeping of all minutes of all Board of Directors, Executive Committee and Membership meetings of the Corporation. He/she shall perform the duties of the Chair of the Board in the absence of the Chair of the Board and Vice Chair. He/she shall perform all those duties assigned to him/her by the Chair of the Board, by these bylaws or at the direction of the Board of Directors of the Corporation.

(d) The Treasurer shall be the chief fiscal officer of the Corporation and shall serve as the Chair of the chapter's Audit Committee. He/she shall be responsible for the proper keeping of the

fiscal records of the Corporation and make a report of the financial condition of the Corporation at all regular meetings of the Board of Directors. He/she shall advise the Chair of the Board, the Board of Directors and the various committees on financial matters when requested. He/she shall perform such additional duties as are assigned to him/her by the Chair of the Board, these bylaws or at the direction of the Board of Directors of the Corporation.

Section 6.4. The Executive Committee.

(a) The Executive Committee shall consist of the elected officers of the Corporation as listed in Section 5.3 of these bylaws, plus the Immediate Past Chair of the Corporation and the President, who shall serve as chief executive officer of the Corporation.

(b) The Executive Committee shall meet at the direction of the Chair of the Board and shall perform the following functions and duties:

(i) act as an advisory group to the Chair of the Board;

(ii) assist the Chair of the Board in decisions of a current or urgent nature not requiring action of the Board of Directors of the Corporation;

(iii) assist the Chair of the Board in carrying out the mandates of the Board of Directors and the Membership of the Corporation; and

(iv) act as a Budget and Finance Committee for the Corporation.

(c) Minutes shall be kept of all meetings of the Executive Committee.

(d) Nothing in these bylaws shall prevent the Chair of the Board, with the advice and consent of the Executive Committee as to the expense thereof, from engaging additional advisors or consultants to advise him/her on special matters.

Section 6.5. Committees.

(a) Standing committees.

(i) The Chair of the Board shall appoint the following standing committees corresponding to those appointed on the national level as set forth in the Policies and Procedures Manual of the National Association: Nominations, Audit, Budget and Finance, Membership and Legislative. The Chair of the Board at his/her discretion may appoint any additional committees necessary for the activities of the Corporation.

(b) Special committees.

(i) Prior to each annual meeting of the Members of the Corporation, the Chair of the Board shall appoint a Nominations Committee, which shall consist of five Members of the Corporation. At least one general contractor, one subcontractor and at least one other category Member shall be represented. The Immediate Past Chair, one other Past Chair, a Board of Directors' Member and two Members of the Corporation who are not elected officials will be chosen to serve. The Chair of the Board shall designate the Immediate Past Chair as Chair of the Committee. The Nominations Committee shall submit to the Membership a slate of candidates for the offices listed in Section 6.3 of these bylaws and for positions on the Board of Directors. At the discretion of the Committee, more than one nominee for any office or position may be submitted.

(ii) The Chair of the Board shall appoint an Audit Committee comprised of the Treasurer, two members of the Board of Directors and two others with financial expertise.

(iii) The Board of Directors of the Corporation may direct the Chair of the Board to appoint additional committees for the purpose of carrying out specific duties.

(c) The Chair of the Board of the Corporation shall be a Member ex officio of all standing

and special committees and shall have the power to remove committee Members for cause and to appoint replacements in the event of vacancies.

Article Seven **NATIONAL DIRECTOR**

Section 7.1. Election. The Board of Directors of the Corporation shall elect one or more persons to serve as a Director of the National Association for a one-year term, commencing on the following January 1st. The Director(s) shall report to and act at the discretion of the Chapter Board of Directors at all National Association Board meetings. Membership representation is determined by the total number of Chapter Members as outlined by the National Association bylaws.

Section 7.2. Alternate. If the person elected as such National Director is unable to attend any meeting of the National Association's Board of Directors, another Member of the Chapter may be designated a proxy by the Chapter Chair to serve by presenting a letter of authority signed by the Chapter Chair, which shall constitute formal notice to the National Secretary that the Member is authorized to serve.

Article Eight **FISCAL MATTERS**

Section 8.1. Sources of Income. It shall be the duty of the Board of Directors to ensure adequate funds for the operation of the Corporation. The Corporation's sources of funds shall be fees, dues, and contributions from Members, donations, funds received from fund-raising activities, and income derived from the investment of its funds pending the use thereof for advancement of the objects and purposes of the Corporation. No fund-raising activity shall be carried out that would jeopardize the tax-exempt status of the Corporation or the National Association.

Section 8.2. Property and Funds. The property of the Corporation shall be maintained, administered, used and transferred as directed by the Board of Directors. The funds of the Corporation not otherwise employed shall be deposited, from time to time, to the order of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select or as may be selected by an officer of the Corporation to whom such power may, from time to time, be delegated by the Board of Directors, provided such deposits are made consistent with the Corporation's investment policy. All checks, drafts, and other orders for the payment of money out of the funds of the Corporation and all notes or other financial obligations of the Corporation shall be signed on behalf of the Corporation in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Section 8.3. Expenditures. The Corporation shall expend its funds only in furtherance of the objects and purposes of the Corporation.

Section 8.4. Fiscal Year. The Corporation's fiscal year shall commence on January 1 and end on December 31 of each calendar year.

Section 8.5. Accounting.

(a) All income of the Corporation shall be entered on the books under its proper account and shall become part of the general fund of the Corporation. All proper expenditures, as designated by the Board of Directors of the Corporation, shall be paid from the general funds of the Corporation.

(b) Books of the Corporation shall be set up in a style to conform with the method of accounting employed by the National Association.

(c) An income and expenditures statement shall be submitted to the Executive Committee and the Board of Directors monthly or at each meeting. Such reports shall include the budget for each budget item, income applied to and expenditures charged against such budgeted items for the year to date, and the anticipated income and expenditures referable to each budgeted item for the remainder of the year.

(d) A complete audit of the income, expenditures, assets, and liabilities of the Corporation shall be made at the end of the fiscal year. This audit shall be made by an independent certified public accountant and a report of such audit shall be submitted to the Board of Directors of the Corporation within one hundred twenty (120) days following the end of the fiscal year for their acceptance.

(e) The IRS tax filing will be presented to the Board of Directors prior to its filing.

(f) Persons responsible for maintaining financial records and the bookkeeping of the Chapter finances may not serve on the Chapter Board of Directors.

Article Nine

REPORTS

The Corporation shall prepare and file with the National Association such reports as the National Association shall from time to time require. It is the duty of the Chair of the Board to ensure the proper preparation and submission of such reports.

Article Ten

POLICIES AND PROCEDURES

The parliamentary procedures to be used in the activities of the Corporation shall be in accordance with Robert's Rules of Order, newly revised, except where modified by these bylaws.

The Board will maintain a manual of policies adopted for the operation of the Association consistent with the bylaws. The Policy Manual will be reviewed at least once every five years.

Article Eleven

AMENDMENTS

The initial bylaws of the Corporation shall be adopted by the Board of Directors named in the Articles of Incorporation. Thereafter, the bylaws may be altered, amended, modified or repealed, and new bylaws may be adopted, by vote of a majority of the Regular Members of the

Corporation who are represented at a meeting for which notice, setting forth the proposed amendment, shall have been given by mail or electronic transmittal at least ten (10), but not more than thirty (30), days prior thereto. The bylaws will be reviewed at a minimum of every five years.

Article Twelve **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 12.1. Indemnification. The Corporation shall, to the fullest extent permitted by law, indemnify any Director or Officer who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding. The Corporation may advance to such a Director or Officer the expenses incurred in defending any proceeding prior to the final disposition of such proceeding upon receipt of an undertaking by the Director or Officer to repay such amount unless it shall be determined ultimately that the Director or Officer is entitled to be indemnified as authorized by this section.

Section 12.2. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Director or Officer against any liability asserted against or incurred by the Director or Officer in such capacity or arising out of the Director's or Officer's status as such, whether or not the Corporation would have the power to indemnify the Director or Officer against such liability under the provisions of this article.

Section 12.3. Definitions. For the purposes of this article, "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; "expenses" include, without limitation, attorneys' fees and any expenses of establishing a right to indemnification.

Article Thirteen **SUPERSESSION AND EFFECTIVE DATES**

Section 13.1. These bylaws, when adopted, supersede all past bylaws of the Association

Section 13.2. These bylaws were revised and adopted by a vote of the membership on November 2, 2023 and are effective as of that date.