



SECTION 1: BY-LAWS

PERFORMANCE WAREHOUSE ASSOCIATION

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PERFORMANCE WAREHOUSE ASSOCIATION BY-LAWS

ARTICLE I -- NAME AND OFFICES

The name of the organization shall be Performance Warehouse Association, a non-profit District of Columbia Corporation, hereinafter referred to as the "Association." The principal office of the Association shall be in such location and city as shall be designated by the Board of Directors. The Board of Directors may from time to time establish additional offices and places of business for the Association (within or without the District of Columbia).

ARTICLE II -- OBJECTS AND PURPOSES

The objects and purposes of the Association shall be:

- (a) to develop through research, discussion and exchange of information a better understanding of all facets of our industry, which encompasses the distribution of performance automotive parts and equipment;
- (b) to gather and disseminate information to the Members of the Association about legislation and other governmental activity at all levels of government of interest and importance to the Industry;
- (c) to disseminate and make available to Members and others information with regard to our Industry;
- (d) to advise Members with regard to intra-Industry problems of management, including but not limited to those involving distribution, employment and finances;
- (e) to provide means (1) for the expression of Industry opinion upon questions and policies affecting the Industry, and (2) for proper cooperation with other industries and organizations;
- (f) to develop and encourage the practice of high standards of conduct and operation within the Industry;
- (g) to unite, through Membership in the Association, persons interested in the Industry;
- (h) to protect the integrity of distributors by preserving the warehouse distribution system;
- (i) to take actions as an Association which are for the ultimate good of the Industry, not to enhance or better individual persons or companies;
- (j) to perform all other functions necessary for the accomplishment of these objects and purposes which are proper, lawful and consistent with the public interest.

ARTICLE III -- MEMBERSHIP

SECTION 1. **QUALIFICATIONS FOR MEMBERSHIP.** Membership in the Association shall be open to all sole proprietorships, partnerships, corporations and other business organizations, without discrimination, which are interested in the objects and purposes of the Association, which are willing to subscribe to the By-Laws and Standards of Conduct and which are otherwise qualified under the provisions set forth in the By-Laws. There shall be two forms of Membership in this Association, Active (voting) Membership and Supporting (non-voting) Membership.

SECTION 2. **ELIGIBILITY FOR ADMISSION.** Any sole proprietorship, partnership, corporation, or other business organization shall be eligible to be admitted into the Association as an Active Member if engaged in the distribution of performance automotive parts and equipment as the primary economic interest and principal source of income of the enterprise. Eligibility for Active Membership shall also be contingent on compliance with Industry guidelines as may from time to time be adopted by the Board of Directors.

Any other sole proprietorship, partnership, corporation or other business organization shall be eligible to be admitted into the Association as a Supporting Member. Eligibility for Supporting Membership shall also be contingent on compliance with Industry guidelines as may from time to time be adopted by the Board of Directors.

SECTION 3. **APPLICATION PROCEDURE.** All applicants for Membership shall complete and sign the form of application provided by the Association and submit the application to the President of the Association at the principal office of the Association, together with one year's dues. Such application shall include an agreement by the applicant to abide by the Association's Standards of Conduct.

Supporting Membership shall be automatically granted unless the Membership Committee finds that an applicant does not meet Membership qualifications.

SECTION 4. **NOTIFICATION OF ADMISSION OR REJECTION.** The President shall notify each applicant, in writing, of the acceptance or rejection of its application by the Membership Committee. If the application was accepted, the President shall inform the successful applicant. If the application was rejected, the President shall notify the unsuccessful applicant of the reasons for the rejection. Additionally, the President shall give notice to the applicant of its right to present a request for reconsideration and to present a written rebuttal to the reasons for the rejection and/or to have a hearing thereon before the Board of Directors. If a hearing is requested, a notice containing the time and place of the meeting of the Board of Directors at which the hearing shall be conducted shall be mailed to the applicant by registered mail at least thirty (30) days before the meeting. The notice shall inform the applicant of its opportunity to appear or be represented and to present any defense or rebuttal to reasons tendered for rejection of Membership status.

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The Board of Directors will reconsider any application for Membership when a request for reconsideration is submitted with either a written rebuttal or a request for oral hearing.

If the Board of Directors confirms the decision of the Membership Committee, the applicant may request an appeal to the Membership of the Association at the next Annual Meeting. Such request shall be granted if accompanied by a petition of twenty percent (20%) of all Active Members of the Association in the applicant's Membership category in good standing at least thirty (30) days prior to the Annual Meeting. A two-thirds vote of Active Members in the applicant's Membership category present is required to overturn the decision of the Board of Directors and grant Membership status.

SECTION 5. RIGHTS AND PRIVILEGES OF MEMBERSHIP. To the extent that rights and privileges of Active and Supporting Members are not defined by the Articles of Incorporation, these By-Laws, and law, the Board of Directors may from time to time determine such rights and privileges with such distinctions between categories of Membership as shall be warranted.

SECTION 6. OFFICIAL REPRESENTATIVE. Each Member shall designate by instrument, in writing, filed with the President, in the form prescribed by the President, a person to be its official representative, and such official representative may represent, vote and act for the Member in all affairs of the Association. No person shall be an official representative of more than one Member.

SECTION 7. WITHDRAWAL. Membership in the Association may terminate by voluntary withdrawal submitted in writing to the Board of Directors. All voting and other rights, privileges and interests of a Member in or to the Association, its rights, privileges and property shall cease upon the submission of such withdrawal to the Board of Directors.

SECTION 8. SUSPENSION AND EXPULSION; PROCEDURE. The Association shall have the power to suspend or expel a Member in such manner as may be prescribed herein. For cause, Members of any classification may be suspended or expelled from Membership. Sufficient cause for such suspension or expulsion shall be violation of these By-Laws, or of any agreement, rule, practice or Standard of Conduct properly adopted by the Association. Such suspension or expulsion for cause shall be by special resolution of the Board of Directors adopted by the affirmative vote of a majority of all the Directors present and voting at any regular or special meeting thereof, provided, except in the case of non-payment of dues, that a statement of the charges shall have been mailed by registered mail to the last recorded address of the Member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered, and the Member shall have opportunity to appear by its representative or representatives and present any defense to such charges before action is taken thereon. And such Member, if expelled, may appeal from the decision of the Board to the next Annual Meeting of the Association, providing that notice of intent to appeal is provided to the Chairman at least ten (10) days in advance of the meeting.

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Such request for appeal shall be granted if accompanied by a petition signed by twenty percent (20%) of the Active Members of the Association in the Member's Membership category. The Members, at the Annual Meeting, may override the vote of the Board of Directors by a two-thirds vote of all of the Active Members in the Member's Membership category present. Any expulsion by the Board, if not appealed or, if appealed, if not overridden by the Active Members, shall be final and shall cancel all rights, interests or privileges of such Member in the services or resources of the Association.

SECTION 9. **REINSTATEMENT.** A former Member desiring a continuous Membership record may be reinstated on showing proof of qualification and paying all dues in arrears. If, however, a continuous Membership record is not desired, the Member may be reinstated on showing proof of qualification and paying the current year's dues.

SECTION 10. **MEMBERS IN GOOD STANDING.** All Members who maintain their Membership by payment of dues as required under these By-Laws and who otherwise qualify shall be considered in good standing and entitled to full privileges of Membership.

ARTICLE IV -- DUES; ANNUAL BUDGET

SECTION 1. **ASSESSMENT OF DUES.** Dues for each fiscal year shall be assessed against each Member in accordance with a schedule adopted at the Annual Meeting of the Board of Directors in the year preceding the start of the fiscal year to which they will apply. The proposed schedule of dues and the budget for the following fiscal year shall be prepared and approved by the Board of Directors. The Board of Directors may, from time to time, assess such fees from the Members of various Membership categories, which it deems necessary and appropriate.

SECTION 2. **PAYMENT OF DUES.** Dues shall be paid annually, or in such other manner as may be established by the Board of Directors. A Member who is granted Membership during any fiscal year shall be subject to dues for only the un-expired portion of said fiscal year. Allowance for the expired portion of the Member's first year's dues shall be made in the Member's second year's dues.

SECTION 3. **DELINQUENT PAYMENT OR FAILURE TO PAY DUES.** If the dues of any Member shall be unpaid for a period of sixty (60) days after the date upon which such dues become due and payable, the Treasurer shall notify such Member of that fact and shall quote the provisions of this Section 3. If such dues of such Member remain unpaid for a period of ninety (90) days after the date upon which such dues shall have become due and payable, such Member may be suspended from Membership in the Association by resolution of the Board of Directors, and such suspension shall continue until all dues arrearages are paid or until the name of such Member shall be stricken from the Membership rolls of the Association as hereinafter in this Section 3 provided, whichever shall first occur. If the dues of any such Member shall remain unpaid for six (6) months or more after the date upon which

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they shall have come due and payable, the name of such defaulting Member may, by resolution of the Board of Directors, be stricken from the Membership rolls of the Association. During the period of suspension of any Member from Membership in the Association, his right to attend or be represented at meetings of the Association and his right, if any, to vote at such meetings and all his other rights and privileges arising out of Membership in the Association shall be suspended. Upon the striking from the Membership rolls of the Association of the name of any defaulting Member as above provided, his Membership in the Association shall terminate and all his rights, title and interest in or to the Association or its property and all his other rights and privileges arising out of Membership in the Association shall cease.

SECTION 4. NOTIFICATION OF SUSPENSION OR STRIKING FROM MEMBERSHIP ROLLS. The President shall notify any Member who may be so suspended or whose name shall be stricken from the Membership rolls of the Association, quoting the provisions of Article IV, Section 3 hereof, particularly, in reference to attendance and representation at meetings of the Association. Such notice must be given by registered mail to the last recorded address of the Member.

SECTION 5. REFUND. No dues shall be refunded to any Member whose Membership terminates for any reason.

ARTICLE V -- MEETINGS OF THE MEMBERS

SECTION 1. ANNUAL MEETING. The Annual Meeting of the Members of the Association for such business as may properly come before such Meetings shall be held at a time and place (within or without the District of Columbia) as shall be determined by the Board of Directors.

SECTION 2. SPECIAL MEETINGS. Special Meetings of the Members may be called by the Board of Directors at any time, or shall be called by the Chairman on his own initiative, or upon the receipt by him of a written request by at least twenty-five percent (25%) of the Active Members then in good standing, within thirty (30) days of the filing of such request.

SECTION 3. QUORUM. At any meeting of the Members, one-third (1/3) of the Active Members in each Membership Class of the Association, whether present in person, by official representatives or by proxy, shall constitute a quorum for the transaction of business, except as may be otherwise expressly required by law or by the By-Laws. If a quorum shall not be present, a majority of the total number of Active Members present in person, by official representative or by proxy, or, in the absence of all such Members, any officer entitled to preside at or act as Executive Assistant for such meeting, may adjourn such meeting from time to time, without notice other than by announcement at the meeting, until a quorum shall be present. If a quorum is subsequently present and the meeting is called to order, any business may be transacted which might have been transacted at the meeting as originally called.

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SECTION 4. **NOTICE.** Written notice of any meeting of the Association shall be mailed to the Members at their last recorded address not less than thirty (30) days nor more than sixty (60) days before the date of the meeting. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

SECTION 5. **VOTING.** Except as may be otherwise provided in these By-Laws, at all meetings of the Association each Active Member shall have one (1) vote; each Active Member may vote in person, through its official representative, or by written proxy; a majority vote of the Active Members voting in each Membership Class shall be required to pass any measure.

SECTION 6. **VOTING BY MAIL.** The Board of Directors may offer any proposals to Members for consideration and voting by mail, when it appears inadvisable or impractical to call a special meeting for such purpose. The question thus stated and submitted by the Board shall be determined when there shall be a majority of the votes received from Active Members in each Membership Class by mail within thirty (30) days after the mailing thereof to the Members, provided that in each case the votes of at least one-third (1/3) of the Active Members in each Membership Class shall be received. Any and all action taken in pursuance of any such mail vote shall be binding upon the Association.

SECTION 7. **CANCELLATION OF MEETINGS.** The Board of Directors may cancel any Annual or special meeting for cause.

SECTION 8. **RULES OF ORDER.** The meetings and proceedings of this Association shall be regulated and controlled according to *ROBERTS RULES OF ORDER* (Revised) for parliamentary procedure, except as may be otherwise provided by these By-Laws.

ARTICLE VI -- BOARD OF DIRECTORS

SECTION 1. **AUTHORITY AND RESPONSIBILITY.** The governing body of this Association shall be the Board of Directors. The Board of Directors shall have and exercise full power in the supervision, management and control of the properties, funds, business and affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its funds, except as otherwise provided in these By-Laws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

SECTION 2. **COMPOSITION.** The Board of Directors shall consist of nine (9) Directors. No business entity shall have more than one (1) Official Representative on the Board of Directors. Only Official Representatives of Active Members shall be eligible for election to the Board of Directors, except that the last past living Chairman and another Director from the same business entity may serve simultaneously and the Last Past living Chairman shall not be considered the Official Representative from a business entity.

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(a) **Board Representation of Active Members.** The Board of Directors shall consist of four (4) Directors, plus one (1) Director who shall be the Chairman of the Performance Warehouse Association, one (1) Director who shall be the Chairman - Elect of the Performance Warehouse Association, one (1) Director who shall be the Treasurer of the Performance Warehouse Association and one (1) Director who shall be the last past living Chairman of the Performance Warehouse Association. Each of these eight (8) Board members, having been elected by the Active Membership of Performance Warehouse Association, shall have full voting rights and privileges as a Member of the Board of Directors and each of these eight (8) Board members shall represent the Active Members At Large. If there is (are) a Director(s) Emeritus having been duly named and appointed by the Board of Directors of Performance Warehouse Association, then said Director(s) Emeritus shall also serve as a Board Member(s) with full voting rights and privileges and shall also represent the Active Members At Large.

SECTION 3. **ELECTION OF BOARD OF DIRECTORS AND TERM.**

(a) **Term.** Members of the Board of Directors shall be elected as provided by these By-Laws and shall serve for a term of two (2) years which shall commence on January 1 of the first (1st) year following their election and which shall conclude on December 31 of the second (2nd) year following their election or when their successors are elected and qualified; subject, however, to prior resignation, death or removal as provided by law or herein. Members of the Board of Directors shall serve a maximum of three (3) consecutive 2-year terms (with the exception of the Chairman) and then Director will need to be off of the Board for two (2) years.

(b) **Nomination and Election.** The President shall notify the Active Members of the Association of the opening of nominations for those offices due to become vacant during the current year. The offices of the Chairman - Elect, the Treasurer and one-half of the Directors shall become vacant on odd numbered years. The offices of the remaining one-half of the Directors shall become vacant on even numbered years.

The President will then receive nominations from Active Members for not less than thirty (30) days. The President shall then develop a ballot of candidates, which, in the case of Directors, shall consist of the names of not less than five (5) Active Members or official representatives of Active Members receiving the largest number of nominations. In the case of the Chairman - Elect and the Treasurer, the ballot shall consist of the names of two (2) Active Members or official representatives of Active Members for each office receiving the largest number of nominations.

Persons nominated for the offices of Director, Chairman - Elect, and Treasurer shall be provided the opportunity to decline candidacy for such offices prior to the development of the ballot of candidates.

The President shall send such ballot by first class mail to each Active Member of the Association. All Active Members may vote for candidates for Chairman - Elect and Treasurer should such offices be up for election and for candidates for the office of Director.

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In every case of a contested election for the office of Director, the person receiving a plurality of the votes cast shall be elected. A majority vote will be required for election to the offices of Chairman - Elect and Treasurer. Only those ballots received within thirty (30) days of mailing of said ballots to Active Members shall be counted and an election shall be valid only where a majority of eligible voters cast ballots.

(c) **Resignation and Removal.** Any Director may resign at any time by giving written notice thereof to the President. Such resignation shall not require acceptance by the Board of Directors. Any Director may be removed with or without cause at any time by the vote of two-thirds of the Active Members present at a special meeting of the Members called for the purpose of removing such Director. If the Membership in the Association of any business or individual represented by a Director shall for any reason terminate, his office as Director shall automatically terminate and his former directorship shall be deemed vacant.

(d) **Vacancies.** In the event of a vacancy in any class of Directors due to death, disqualification, resignation, removal or any other cause, a special election shall be called to elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant. In the event a Director shall cease being the official representative of an Active Member and shall fail to become the official representative of another Active Member for a period of ninety (90) days, such Director shall be disqualified from being a member of the Board of Directors. If the Membership in the Association of any business or individual represented by a Director shall for any reason terminate and such Director shall fail to become the official representative of an Active Member for a period of ninety (90) days, his office of Director shall automatically terminate and his former directorship shall be deemed vacant. Successors to the offices of Chairman, Chairman - Elect and Treasurer shall be elected by the Membership At Large of Active Members.

SECTION 4. MEETINGS OF BOARD OF DIRECTORS.

(a) **Annual Meeting.** The Annual Meetings of the Board of Directors for the transaction of proper business shall be held at such time and place (within or without the District of Columbia) as may be determined by the Board of Directors.

(b) **Other Meetings.** In addition to the Annual Meeting, there may be held other regular meetings of the Board of Directors at such times and places as may be designated throughout the year.

(c) **Calling Other Meetings.** Meetings of the Board of Directors, including special meetings, may be ordered to be called at any time by the Chairman or by a writing signed by Directors constituting one-half of the entire Board.

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(d) **Notice.** Notice of all regular and special meetings of the Board of Directors shall be given by the Executive Director to each Director. If by mail, notice shall be posted at least fifteen (15) days prior to the meeting, or if by telegraph, telephone or personally, notice shall be received by the Director at least five (5) days prior to the meeting.

(e) **Location of Meetings.** The Board of Directors may hold its meetings at such places within or without the District of Columbia as it may from time to time determine.

(f) **Quorum.** One-half of the entire Board of Directors, without regard for vacancies, shall constitute a quorum for the transaction of business at any meeting of the Board, and except as otherwise specifically provided in these By-Laws or as may be otherwise expressly required by law, the act of a majority of the Directors present at any meeting at which a quorum shall be present shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, a majority of the Directors present or any officer may adjourn such meeting until a quorum shall be present. Notice of any adjourned meeting need not be given.

(g) **Voting.** Voting rights of a Director shall not be delegated to another nor exercised by proxy. Action taken by mail ballot of the Members of the Board of Directors, in which at least a majority of such Directors, without regard for vacancies, in writing, indicate themselves in agreement, shall constitute a valid action of the Board if reported at the next regular meeting of such Board.

SECTION 5. COMPENSATION AND REIMBURSEMENT. Directors shall not receive any compensation for their services. Directors shall be reimbursed by the Association for all reasonable expenses incurred in attending meetings of the Board, except when such meetings are held at the time of regular meetings of Members.

ARTICLE VII -- OFFICERS

SECTION 1. DELINEATED. The principal officers of the Association shall be a Chairman, a Chairman - Elect and a Treasurer. The officers shall be Active Members or official representatives of Active Members. No person shall hold the office of Chairman or Treasurer and the office of Director at the same time.

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SECTION 2. **ELECTION AND TERM.** The Chairman shall assume such office, without election on January 1 of the year in which his successor as Chairman - Elect shall be elected to the Board of Directors and shall serve in such office for one two-year term which shall conclude on December 31 of the second year of such term and may not be reelected to such office for a second consecutive term. The Chairman- Elect shall be elected by the Membership At-Large as provided by these Bylaws and shall serve for a term of two (2) years which shall commence on January 1 of the first year following his election and which shall conclude on December 31 of the second year of such term and may not be reelected to such office for a second consecutive term. The Treasurer shall be elected by the Membership At Large as provided by these Bylaws and shall serve for a term of two (2) years which shall commence on January 1 of the first year following his election and which shall conclude on December 31 of the second year of such term and may be reelected to such office except that no person shall serve more than two (2) terms consecutively.

SECTION 3. **OTHER OFFICERS.** The Board of Directors may from time to time appoint such other officers, agents and employees as the Board may deem necessary or advisable. Each such officer, agent and employee shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine. The Board of Directors may from time to time delegate to any principal officer of the Association the power to appoint additional staff officers, agents and employees. Any two (2) of such offices may be held by the same person.

SECTION 4. **RESIGNATION.** Any officer may resign at any time by giving written notice thereof to the President, and such resignation shall take effect upon acceptance thereof by the Board of Directors.

SECTION 5. **REMOVAL.** Any officer may be removed, either with or without cause, at any time by the affirmative vote of two-thirds of the Active Members present at a special meeting of the Members call for the purpose of removing such officers.

SECTION 6. **SALARIES.** The Board of Directors may fix such salaries for officers, agents and employees as it may deem proper, or it may authorize the Chairman to fix such salaries, as he shall deem proper for the services of such officers, agents and employees as may be appointed in accordance with these By-Laws.

SECTION 7. **DUTIES OF THE CHAIRMAN.** The Chairman shall preside at all meetings of the Members and the Board of Directors. He shall be *ex officio* a Member of all councils and committees of the Association. He shall be the chief executive officer of the Association. He shall perform such other duties as are specified in these By-Laws or as the Board of Directors may from time to time assign to him. Subject to the authority of the Board of Directors, the Chairman shall have general and active charge of the administration of the business and affairs of the Association and shall see that all orders and resolutions of the Board of Directors of the Association are carried into effect.

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SECTION 8. DUTIES OF THE CHAIRMAN - ELECT.

(a) The Chairman - Elect shall, in the absence of the Chairman, preside at all meetings and assume the powers and duties of the office of the Chairman.

(b) The Chairman - Elect shall perform such other duties as are defined in these By-Laws and as may be assigned to him from time to time by the Board of Directors.

(c) The Chairman - Elect shall assume the office of the Chairman upon there being a vacancy in such office until the election of a new Chairman by the Board of Directors.

SECTION 9. DUTIES OF THE TREASURER. The Treasurer shall have charge and custody of all funds and securities of the Association and shall deposit all such funds to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may designate. He shall receive and give receipt for money due and payable to the Association. He shall have power to disburse the funds of the Association as shall be required in the conduct of its affairs and the carrying on of its activities. He shall regularly enter, or cause to be entered, in books to be kept by him, or under his direction, full and accurate accounts of all moneys received and paid out by him for the account of the Association. He shall render monthly to the Chairman, and quarterly to the Board of Directors, an account of the financial condition of the Association and of his transactions as Treasurer.

For the purpose of making deposits in banks to the credit of the Association and for the purpose of collection for the account of the Association, the Treasurer may endorse, assign and/or deliver any check, draft or other order for the payment of money which shall be payable to the order of the Association. Unless otherwise ordered by resolution adopted by the Board of Directors, he may sign any check, draft or other order of the Association for the payment of money. If required by the Board to so do, he shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Board shall require. The cost of such bond shall be borne by the Association. In the event there is no Treasurer, the Chairman shall carry out all duties covered in Section 10.

ARTICLE VIII -- STAFF OFFICERS

SECTION 1. PRESIDENT.

There shall be a principal staff officer known as the President who shall be selected by the Board of Directors and he/she shall serve at the pleasure of the Board of Directors.

SECTION 2. DUTIES OF THE PRESIDENT.

The President shall be responsible for overseeing the day-to-day administration of the affairs of the Association under the guidance of the Board of Directors and the Chairman.

Such administration shall include but not be limited to:

(a) The President shall cause to oversee the offices of the Association, including the supervision of Association personnel;

(b) The President shall cause to oversee that accurate record of Association transactions, including accountings of dues and assessments of Members, receipts and expenditures, and accounting of which shall be provided to the Treasurer;

(c) The President shall document expenditures for budget approved items under the guidance and with the approval of the Board of Directors or the Treasurer.

(d) The President is authorized to sign checks in the amount not to exceed \$1,500.00. Expenditures exceeding the approved budget must be specifically approved by the Board of Directors;

(e) The President shall take such action, under the guidance of the Board of Directors, as is necessary and desirable to affect the purposes and business of the Association.

(f) The President shall also keep, or cause to be kept, in one or more books provided for the purpose, the minutes of all meetings of the Members and of the Board of Directors. He/she shall see that all notices are duly given in accordance with the provisions of these By-Laws and as may be required by law. He/she shall see that all books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed.

(g) The President shall also assume all other duties as requested by the Board of Directors and shall have the authority of the office of President of the Association to the degree required by law.

(h) and taking such action, under the guidance of the Board of Directors, as is necessary and desirable to affect the purposes and business of the Association.

(i) The President shall also keep, or cause to be kept, in one or more books provided for the purpose, the minutes of all meetings of the Members and of the Board of Directors.

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(j) The President shall see that all notices are duly given in accordance with the provisions of these By-Laws and as may be required by law. He shall keep a record, which shall contain the names and addresses of the Members of the Association. He shall be the custodian of such of the records of the Association as the Board of Directors shall determine and of the seal of the Association. He shall see that all books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed. He shall act as Executive Assistant of such councils and committees as the Board of Directors shall designate.

(k) The President shall also assume all other duties and shall have the authority of the office of President of the Association to the degree required by law.

SECTION 3. DUTIES OF THE EXECUTIVE ASSISTANT.

(a) The Executive Assistant shall attend all general Membership meetings of the Association, all meetings of the Board of Directors, and all meetings of the Executive Committee and shall record, or cause to be recorded, all minutes of the proceedings of such meetings. The Secretary shall perform like duties for other Committees of the Association when required.

(b) The Executive Assistant shall keep or cause to be kept a current register of the address of each Member of the Association as well as any other information, which may be required by law.

(c) The Executive Assistant shall give, or cause to be given, notice of all meetings of the Members of the Association and regular and special meetings of the Board of Directors and Executive Committee.

(d) The Executive Assistant shall keep, or cause to be kept, in safe custody, the seal of the Association, which the Board of Directors may adopt, and when authorized by the Board, affix the same to any instrument requiring a seal, and when so affixed, it shall be attested by his/her signature or by the signature of the President or the Treasurer.

(e) The Executive Assistant shall perform such other duties as are defined in these By-Laws and as may be assigned to him/her from time to time by the Board of Directors.

ARTICLE IX -- CONFIDENTIALITY OF INFORMATION

Except under compulsion of legal process, neither the Treasurer, nor any other officer or staff officer shall divulge to anyone, including the Chairman and the Directors of the Association, confidential information or statistics secured from any Member. This, however, shall not prevent the inclusion of such confidential information or statistics in composites or coded reports, which do not disclose the identity of the individual Member to which the confidential information or statistics pertain.

ARTICLE X -- COMMITTEES

SECTION 1. **COMMITTEES.** The Chairman may appoint such councils and committees from time to time as may seem advisable, and each such council or committee shall exercise only such powers and perform such duties as may be specified in written rules of procedure approved by the Board of Directors.

SECTION 2. **RESIGNATION OR REMOVAL OF COMMITTEE MEMBERS.** Any Member of any council or committee may be removed, either with or without cause, at any time by the affirmative vote of a majority of the entire Board of Directors, and any Member of any council or committee may resign by giving notice thereof in writing to the President, such resignation to be effective upon its receipt by the President.

SECTION 3. **VACANCIES ON COMMITTEES.** Any vacancy in the Membership of any committee may be filled by the Chairman.

ARTICLE XI -- WAIVER OF NOTICE

Any notice required to be given under the provisions of these By-Laws may be waived in writing by the party entitled to said notice either before or after the time specified in such notice of meeting, and the presence of a party entitled to notice at a meeting shall be deemed a waiver of notice by such party.

ARTICLE XII -- SEAL; AUDIT

SECTION 1. **SEAL.** The Association shall have a seal of such design as the Board of Directors may adopt.

SECTION 2. **AUDIT.** An audit of the books of the Association shall be made at the end of the each calendar year by a firm of certified public accountants selected each year by the Board of Directors.

ARTICLE XIII -- PROXIES

Any Active Member of the Association may be represented and vote at any general Membership or special meeting by properly authorized proxy. Such proxy at the Association meetings shall be exercised by an Active Member of the Association or the official representative of an Active Member of the Association. Proxies to be recognized must be delivered to the Chairman prior to the opening hour of the meeting at which they are voted.

ARTICLE XIV -- INDEMNIFICATION

Any person who shall be or who has been involved in or who shall be or who has been made a party to any claim, action, suit or proceeding by reason of the fact that he, his testator or his intestate is or was a director, officer, or employee of the Association shall be indemnified

by the Association against all costs and expenses, including attorneys' fees, reasonably incurred by or imposed upon him in connection with or arising out of any claim, action, suit, proceeding or appeal therein (such expenses to include the cost of reasonable settlements made with a view to curtailment of costs of litigation), except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be exclusive of any other right or rights to which such director, officer, or employee may be entitled as a matter of law.

Any amount which may be paid by way of indemnity in accordance with the provisions of this Article preceding shall be promptly announced to the Members, such announcement to specify the person or persons paid, the amount or amounts of the payment or payments and the final disposition of the claim, action, suit or proceeding.

ARTICLE XV -- AMENDMENTS

SECTION 1. **PROPOSED AMENDMENTS.** Amendments to these By-Laws may be proposed by a Member of the Board of Directors or at any time by twenty (20) Members of the Association in good standing. All such proposals shall set forth the text of the amendment and shall be filed with the President.

SECTION 2. **ADOPTED AMENDMENTS.** The President shall give written notice of any such proposed amendment at least ten (10) days before the meeting of the Board of Directors at which such proposed amendment will be considered. The affirmative vote of two-thirds of the Directors at such meeting at which a quorum shall be present shall be required for adoption of any amendment.

ARTICLE XVI -- DISSOLUTION

The Association may be dissolved by the affirmative vote of a majority of all the Active Members in each Membership Class of the Association. Such vote shall be taken only at a regular or special meeting of the Members at which at least thirty (30) days notice of the intention to vote on dissolution shall have been given to all Members. Upon the dissolution of the Association, the Board of Directors shall, after paying or adequately providing for the payment of all known obligations of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association, in such manner or to such organization or organizations engaged generally in the same field as this Association and as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine.