

Bylaws of

The North Carolina Alliance of Public Health Agencies, Inc.

(A Nonprofit Corporation)

Effective January 18, 1995

Amended October 2, 2005

Amended December 3, 2013

Amended February 20, 2014

Amended May 7, 2015

Amended February 15, 2018

Article I – Name

The Corporation shall be named “The North Carolina Alliance Of Public Health Agencies, Inc.”, (hereinafter referred to as “the CORPORATION”)

Article II – Objectives

The CORPORATION shall be a nonprofit charitable corporation, organized and operated exclusively as a tax-exempt organization under Section 501 C (3) of the Internal Revenue Code of 1986 and any successor statutes, for the charitable purposes set forth in its Articles of Incorporation, and for such other charitable purposes as are consistent with those purposes.

Article III – Offices

Section 1. Principal Office: The principal office of the CORPORATION shall be located at such place as shall be designated by the Board of Directors.

Section 2. Registered Office: The registered office of the CORPORATION, which by law is required to be maintained within the State of North Carolina, shall be located at LTAT Branch, 5605 Six Forks Road, Raleigh, North Carolina, or at

such place within the State of North Carolina as may, from time to time, be fixed and determined by the Board of Directors.

Section 3. Other Offices: The CORPORATION may have offices at such places, either within or outside the State of North Carolina, as the Board of Directors may from time to time determine.

Article IV - Membership

Section 1. Classes of Membership. There shall be one (1) class of membership as set forth in the Corporation's Articles of Incorporation.

Section 2. Membership Dues and Assessments; Suspensions. Each member shall pay, on a timeframe determined by the Board of Directors, an amount for dues as may be determined by the Board of Directors pursuant to Article XII, Section 7, of these Bylaws, and approved by a majority of the membership voting at a regular meeting. Notification of an intended amount and timeframe change shall be distributed to the membership thirty (30) days prior to the vote. Dues are payable on a date determined by the Board of Directors. Failure to pay said membership dues within the timeframe provided shall result in suspension of membership until said dues are paid. Each Member shall pay any special assessment established by the Board of Directors pursuant to Article XII Section 7, of the Bylaws. Assessments are payable within thirty (30) days of notice thereof. Each member is absolutely liable for any assessment assessed before the Member's membership is terminated. Failure to pay assessments in a timely manner shall result in suspension of membership until the assessments are paid.

Section 3. Termination of Membership. Any Member may voluntary resign its membership in the CORPORATION, may have its membership in the CORPORATION automatically terminated, or may be expelled from membership in the CORPORATION, all according to the provisions herein. All such events are terminations.

(A) Voluntary Termination. Any Member may submit its resignation to the CORPORATION, and such resignation shall become effective upon the date requested; provided, however, that the CORPORATION shall be given at least sixty (60) days prior notice of the effective date of such resignation. Such resignation shall be in writing.

(B) Automatic Termination. Any Member shall automatically cease to be a Member of this CORPORATION as of the date that the Agency is no longer deemed to be an accredited Health Department. [Exception: The

NC Division of Public Health is currently undergoing the process of being accredited and should be fully accredited in 2019.]

(C) Expulsion. Any Member of the CORPORATION may be expelled from membership in the CORPORATION upon the recommendation of the Board of Directors and approval by a majority vote of the CORPORATION Members present and voting at a regular or special meeting of the Members for any of the following reasons:

(1) The failure of any Member to discharge any obligation incurred as a Member of the CORPORATION or arising out of its membership in the CORPORATION. A Member that has been suspended for failure to pay dues may be terminated for failure to meet this obligation at any time before the Member has paid the total balance of outstanding dues.

(2) Repeated or substantial failure to comply with this CORPORATION'S Rules and Regulations.

(3) Any other act or omission which taken as a single incident or collectively shall exhibit conduct prejudicial to the objects and purposes for which this CORPORATION was organized or the program and plans which it operates.

(D) Procedures. The procedures for complaint, notice and hearing to be observed for the expulsion of a Member shall be published from time to time by the CORPORATION in its Rules and Regulations, if any, or otherwise.

(E) Reapplication. A Member whose membership has been terminated may later reapply for membership. In the case of a Member whose membership was automatically terminated, or who was expelled from membership, acceptance into membership upon reapplication shall be conditioned upon appropriate assurances, satisfactory to the Board of Directors, being made by the applicant and being accepted by the Board of Directors, that the cause or reasons for termination shall not reoccur. No terminated Member may reapply until all obligations and liabilities, if any, existing or imposed at the time of termination have been satisfied.

(F) Assets Upon Termination. Upon termination of membership, no terminated Member shall have any right or interest in the assets of the CORPORATION except as provided in Article XII, Section 8.

(G) Obligations and Liabilities. The obligation and liabilities of terminated Members shall be set forth in these Bylaws and in this Corporation's Rules and Regulations, if any. Without limiting the foregoing, termination shall not

relieve the Member of any existing obligations to the CORPORATION. Membership dues paid, if any, will not be refunded. Assessments properly assessed must be paid.

Section 4. Non-Transferability of Membership. Membership in the CORPORATION shall not be transferable or assignable.

Article V – Meetings of Members

Section 1. Annual Meeting. The Members shall hold an annual membership meeting. Officers shall be elected at the Annual Meeting. A professional education program may be presented at the Annual Meeting. The time and place of regular meetings shall be otherwise set by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President, or at the written request of ten percent (10%) of the members.

Section 4. Notice of Meeting. Written or printed notice stating the time and place of a meeting of Members shall be delivered personally, electronically, or by mail, by or at the direction of the President or other person authorized to call such a meeting, to each Member of record, not less than ten (10) or more than fifty (50) days prior to the date of such meeting. If mailed, such notice shall be directed, postage paid, to each Member at the address of such Member as set forth on the records of the CORPORATION, except that if any Member shall have filed with the Secretary a written request that notices intended for such Member be mailed to some other address, then all notices to such Member shall be mailed to the address. If any matter is to be considered or acted upon, other than the election of Directors, on which the vote of Members is required under the provisions of the North Carolina Nonprofit Corporation Act, then a specific statement thereof shall be set forth in such notice. In the case of a special meeting, the notices shall set forth the nature of the business to be transacted.

Section 5. Voting List. At least ten (10) days before each meeting of Members the Secretary of the CORPORATION shall prepare an alphabetical list of Members entitled to vote at such meeting. This list shall be kept on file at the registered office of the CORPORATION for a period of ten (10) days prior to such meeting and shall be subject to inspection by any Member at any time during the usual business hours. The aforementioned list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any member during the whole time of the meeting.

Section 6. Quorum. Except as otherwise provided by statute, or by these Bylaws, the presence in person or by proxy of one-third (1/3) of the Members of

record entitled to vote on the matter before the meeting shall constitute a quorum for the transaction of business. Except as otherwise provided by the law, by the Articles of Incorporation or by these Bylaws, all action taken by the holders of the voting power represented at any meeting at which a quorum is present shall be valid and binding upon the CORPORATION and its Members.

Section 7. Voting Rights.

(A) Voting Power. The voting power of the CORPORATION shall be exercised exclusively by the Members. Each Member shall have one (1) vote, except no Member shall vote while its membership is suspended. Each Member may designate in writing, delivered to the Secretary of the CORPORATION, the identity of the person authorized to cast its vote, but in the absence of any other designation, the county or district Health Director for the Member county or district Health Department shall have the authority to cast the Member's vote.

(B) Ballots. Voting on all matters at meetings of the Members shall be by voice vote or show of hands, except that if prior to voting on any particular matter demand shall be made by or on behalf of any member that the vote thereon be taken by secret ballot, then the vote on such matter shall be taken by secret ballot.

(C) Proxies. Any Member entitled to vote may vote by proxy, provided that the instrument authorizing such proxy to act shall have been executed in writing or caused to be delivered by wire or wireless transmission by the Member. Any writing via wireless transmission, facsimile, photocopy or equivalent document appointing another to vote or otherwise act for the Member shall be deemed a valid proxy if it appears to have been signed or transmitted by the Member. A proxy may designate the particular meeting or the period of time for which it shall be effective. Each instrument designating a proxy shall be exhibited to the Secretary of the meeting and shall be filed with the records of the CORPORATION. Any proxy so filed may be revoked at any time prior to its effective use by filing an instrument revoking it or by filing a duly executed proxy bearing a later date. All such filings shall be with the Secretary of the CORPORATION. In any event the powers of proxy holder are suspended except in the case of a proxy coupled with an interest as stated upon its face, if the Member who issued the proxy is present at the meeting and elects to vote.

Section 8. Informal Unanimous Action by Members. Any action which may be taken by the Members at a meeting thereof may be taken without a meeting, if done electronically via email and all member votes can be linked by email address to a member.

Article VI – Board of Directors

Section 1. General Powers. The property, affairs and business of the CORPORATION shall be managed by the Board of Directors.

Section 2. Number, Term of Office and Qualifications. The Board of Directors shall consist of seventeen (17) persons; with no more than two (2) Directors elected from any one agency.

- the State Health Director or his/her designee;
- the State Director of Public Health Nursing or his/her designee;
- two Nursing Directors/Supervisors employed by a local county or district health department;
- five Health Directors employed by a local county or district health department;
- two officers of the NC Association of Local Health Directors (NCALHD) – President and President Elect;
- two officers of the NC Public Health Association (NCPHA) – President and President Elect; and
- four others, either at-large members or retired public health experts, appointed by the Board.

A designated employee of the NC Association of County Commissioners will be invited to all board meetings as an ex officio, nonvoting member.

The Directors who are employees of the NC Division of Public Health shall serve on the Board of Directors until they no longer hold those positions. The Directors who serve as officers of NCALHD and NCPHA shall serve for 2 years and all other Directors shall serve a 3 year term.

Section 3. Nomination and Election of Directors. Directors shall be nominated by the Executive Committee and announced at least thirty (30) days prior to the next meeting of the Board of Directors. Further nominations may be made and seconded by other Directors from the floor. Directors shall be elected by plurality vote of the Board of Directors of the CORPORATION. Each director so elected shall hold office until his successor is elected and qualified.

Section 4. Resignations. Any Board of Directors member may resign at any time by giving written notice to the CORPORATION. Such resignation shall take effect at the time specified therein, or if no time is specified therein, at the time such resignation is received.

Section 5. Removal of Members of the Board of Directors. Any member of the Board of Directors may be removed from the Board, with or without cause, by majority vote of the Members of the Corporation. Without limiting the general

effect of the proceeding sentence, if a member of the Board of Directors fails to attend three (3) consecutive Board of Directors meetings, at the third meeting the Board of Directors shall conduct a review to determine if that board member should be removed from office.

Section 6. Vacancies. In event of a vacancy on the Board, as may be provided by law, the Board of Directors may elect a person to fill the vacancy to serve the remainder of the unexpired term.

Section 7. Compensation of Directors. The Board of Directors may provide for payment by the CORPORATION of all reasonable expenses incurred by the members of the Board of Directors in attending regular and special meetings of the Board. Any director may request to be reimbursed for mileage when attending Board meetings. Mileage will be reimbursed at ½ of the IRS standard business mileage rate.

Article VII – Meetings of the Board of Directors

Section 1. Regular Quarterly Meetings. Regular meetings of the Board of Directors shall be held at least once each quarter.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Vice President or any two Directors.

Section 3. Time and Place of Meetings. All meetings of the Board of Directors shall be held at the time and place to be designated by President or Vice President in a proper notice of said meeting, or as designated in a duly executed waiver of notice of such meetings, or as may be otherwise agreed upon in advance of the meetings by a majority of the members of the Board of Directors.

Section 4. Notice of Meetings. Meetings of the Board of Directors shall be called on not less than two (2) days prior notice. Notice of a regular meeting or of a special meeting need not state the purpose therefore, except as required by law, and such notice shall be directed to each Board of Directors' member at his/her residence or usual place of business by email, mail or telephone. The presence of a Board of Directors' member at a meeting shall constitute a waiver of notice of that meeting, except when (1) such Board of Directors' member attends the meeting solely for the purpose of objecting to the transaction of any business thereat on the ground that the meeting has not been lawfully called and (2) such Board of Directors' member does not otherwise participate in such meeting.

Section 5. Visitors. Ordinarily, persons not eligible for membership in the CORPORATION may attend a regular meeting of the Board of Directors, provided that they are sponsored by a Board of Directors member. However, the

President and Vice President, at any time, may limit attendance at any meeting or part thereof to members of the Board of Directors in good standing.

Section 6. Quorum and Manner of Acting. One third (1/3) of the number of members of the Board of Directors of the CORPORATION then in office, shall constitute a quorum for the transaction of any business at any meeting of the Board of Directors. Except as otherwise expressly provided in this section, the act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. Telephone Meetings. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone call or similar communications by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 8. Informal Unanimous Action of Members of the Board of Directors. Action taken without a meeting by the members of the Board of Directors then in office shall constitute Board of Directors action if done electronically via email and all Director votes can be linked by email address to a Director.

Section 9. Presumption of Assent. A Board of Director's member who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or forward such dissent by registered mail to the Secretary of the CORPORATION immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board of Directors member who voted in favor of such action.

Section 10. Interested Directors or Officers: Quorum. No contract or transaction between the CORPORATION and one or more of its Directors or officers, or between the CORPORATION and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participated in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or (2)

the material facts as to the relationship or interest and the material facts as to the contract of transaction are disclosed or are known to the Members of the CORPORATION entitled to vote thereon, and the contract of transaction is specifically approved in good faith by majority vote of the Members entitled to vote thereon, other than votes cast by the adversely interested Director or by the Members controlled by the adversely interested Director; (3) the contract or transaction is fair and reasonable as to the CORPORATION as of the time it is authorized, approved, or ratified by the Board of Directors or a committee thereof. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Article VIII – Committees

Section 1. Standing Committees. The Standing Committees of the Board of Directors of the CORPORATION shall be Executive Committee

The Executive Committee of the Board of Directors shall exercise full plenary powers of the Board of Directors, including the power to cause the seal of the corporation to be affixed to papers which may require it. The Board of Directors may establish the size of the Executive Committee, and appoint its members, subject to the limitations set forth in the Articles of Incorporation, and provided the President and Vice President shall be members of the Executive Committee and shall be its chair and vice chair respectively. The Executive Committee shall meet as necessary, within or without North Carolina, in those months in which the full Board of Directors does not meet.

Section 2. Ad Hoc Committees. The President of the Board of Directors may create such ad hoc committees as may be useful or necessary from time to time. The Chair of each ad hoc committee shall be appointed by the President of the Board of Directors. Ad hoc committee members may be appointed by the President or, if the President chooses to delegate this appointment authority to the committee chair, by that committee chair. The chairs and members of ad hoc committees serve at the pleasure of the President of the Board of Directors. The chair of an ad hoc committee must be a member of the Board of Directors, but other members of an ad hoc committee need not be member of the Board of Directors.

Section 3. Committee Rules. Each committee may make its own rules to govern its actions so long as they do not conflict with the Articles of Incorporation of the Bylaws of the CORPORATION, as they may be amended from time to time, and comply with the budget.

Section 4. Committee Reports. Each committee shall report in writing to the Board of Directors annually or at such time as requested by the President of the Board of Directors

Section 5. Committee Duties. Duties shall be at the discretion and initiative of each committee's members, under the guidance of the Board of Directors. Each committee's title designates the areas of its respective responsibility.

Article IX – Officers

Section 1. Specified Officers. The officers of the CORPORATION shall be a President, a Vice President, a Treasurer, a Secretary, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article IX. No two offices may be held by one person. Directors shall be officers.

Section 2. Elections, Term of Office and Qualifications. Each such officer shall be nominated by a member of the Board of Directors at any meeting when there is a vacancy in that position. Officers shall be elected by a vote of the Directors at that meeting and shall serve until the officer resigns or a replacement is elected. No person shall be eligible for any office unless said person is employed by a county or district health department and is a Director of the CORPORATION. All officers shall be eligible for re-election.

Section 3. Subordinate Officers and Agents. The Board of Directors from time to time may appoint other officers and agents, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors from time to time may determine.

Section 4. Removal. The officers specifically designated in Section 1 of this Article IX may be removed, either with or without cause, by the Board of Directors or by vote of a majority of the members in good standing at a special meeting of the Members called for that purpose. An officer so removed by the Members may not be re-elected by the Board of Directors. The officers appointed in accordance with the provision of Section 3 of this Article IX may be removed, either with or without cause, by the Members, by the Board of Directors or by any officer or agent upon whom such power may have been conferred by the Board of Directors. The removal of any person from office shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the CORPORATION, or if he/she was appointed by an officer or agent in accordance with Section 3 of this Article IX, by giving written notice to the officer or agent who appointed him/her. Any such resignation shall take effect upon its being

accepted by the Board of Directors or by the officer or agent appointing the person so resigning.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, or disqualification, or any cause, shall be filled for the unexpired portion of the term as soon as practical.

Section 7. President. The President shall:

- (A) Be a local Health Director in good standing;
- (B) Be the chief executive officer of the CORPORATION and, subject to the instructions of the Board of Directors, shall have general charge of the business, affairs, and property of the CORPORATION and control over its other officers, agents and employees;
- (C) Be the chief representative of the CORPORATION;
- (D) Be an ex-officio Member of all committees, without the right to vote except as noted in Article VIII, Section 1;
- (E) Sign, with the Secretary or any other officer of the CORPORATION there unto authorized by the Board of Directors, certificates for membership in the CORPORATION, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the CORPORATION, or shall be required by laws to be otherwise signed or executed; and
- (F) Do and perform such other duties as from time to time may be assigned to him/her by the Board of Directors or its Executive Committee.

Section 8. Vice President. The Vice President shall:

- (A) Be a local Health Director in good standing;
- (B) Assume the duties of the President when current President's term expires; and
- (C) Assume the duties of the President in the event of the inability of the President to conduct his/her duties or to complete his/her term of office, including death, resignation, removal, or disqualification. The Vice President shall perform such other duties and have such authority as from time to time maybe assigned to him/her by the President, Board of Directors, or its Executive Committee.

Section 9. Secretary. The Secretary shall:

- (A) Sign such papers and instruments as are required of this office and in general perform all duties and have all authority incident to the office of Secretary; and
- (B) Perform such other duties and have such other authority as from time to time may be assigned or granted to him/her by President of the Board of Directors or its Executive Committee.

Section 10. Treasurer. The Treasurer shall:

- (A) Serve as consultant to staff on any and all financial matters upon request;
- (B) Sign all such papers and instruments as are required of this office and in general perform all duties and have all authority incident to the office of Treasurer; and
- (C) Perform such other duties and have such other authority as from time to time may be assigned or granted to him/her by the President, the Board of Directors, or its Executive Committee.

Section 11. Duties of Officers may be Delegated. In case of the absence of any officer of the CORPORATION or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any other Board of Directors Member for the time being, provided a majority of the entire Board of Directors concurs therein.

Section 12. Bonds. The Board of Directors may require any or all officers, agents, and employees of the CORPORATION to give bond to the CORPORATION, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors. The Treasurer shall give a bond for the faithful performance of his/her duties in such form and amount as the Board of Directors may determine, or be covered by the Corporation's Insurance, and the cost of such bond or insurance shall be paid by the CORPORATION.

Article X – Executive Director

Section 1. Employment of an Executive Director. The CORPORATION may employ an Executive Director who shall be employed under contract to the CORPORATION, to be negotiated by the Executive Committee and the President, and said contract shall be approved by the Board of Directors annually. Salary shall be at the discretion of the Board of Directors. The Executive Director need not be an employee of a county or district health department or a Director of the CORPORATION.

Section 2. General Manager of the CORPORATION. The Executive Director shall serve as general manager of the CORPORATION, and shall be responsible to, and subject to the supervision and control of, the Board of Directors, the Executive Committee and President. The Executive Director shall assist all officers in performance of their responsibilities under these bylaws. The Executive Director is not an officer of the CORPORATION.

Article XI – Contracts, Loans, Deposits, Checks, Drafts, Etc.

Section 1. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors, or its Executive Committee may authorize any officer or officers, agent or agents to enter into any contract or to execute or deliver any instrument on behalf of the CORPORATION, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the CORPORATION and no evidence in the indebtedness shall be issued in its name, unless and except as authorized by Board of Directors, and not its Executive Committee. Any officer or agent of the CORPORATION so authorized may effect loans or advances for the CORPORATION and for such loans and advances may make, execute and deliver promissory notes, bonds, or other evidences of indebtedness of the CORPORATION. Any such officer or agent, when there unto so authorized, may mortgage, pledge, hypothecate or transfer as security for the payment of any real property and all stock, bonds, other securities and other personal property at any time held by the CORPORATION, and to that end may endorse, assign, and deliver the same, and do every act and thing necessary or proper in connection therewith. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the CORPORATION not otherwise employed shall be deposited from time to time to the credit of the CORPORATION in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select, or as may be selected by any officer or officers, agent or agents of the CORPORATION to whom such power may from time to time be given by the Board of Directors or Executive Committee.

Section 4. Checks, Drafts, Etc. All notes drafts, acceptances, check and endorsements or other evidences of indebtedness in excess of the same amount as may be set from time to time by the Board of Directors shall be signed by the President and by the Treasurer, or in such other manner as the Board of Directors from time to time may determine. Endorsements for deposit to the credit of the CORPORATION in any of its duly authorized depositories will be made by the President or Treasurer or by any officer or agent who may be designated by resolution of the Board of Directors in such manner as such resolution may provide.

Article XII – General Provisions

Section 1. Corporate Seal. The Corporate seal shall be in such form as shall be approved from time to time by the Board of Directors.

Section 2. Fiscal Year. The fiscal year of the CORPORATION shall be the state fiscal year for the State of North Carolina, unless the Board of Directors determine otherwise.

Section 3. Annual Audit. An audit shall be conducted at the close of each fiscal year. The type of audit will be determined by the Executive Committee and approved by the Board of Directors, including but not limited to monies, equipment and supplies.

Section 4. Robert’s Rule of Order. All meetings of the CORPORATION shall be governed by Robert’s Rule of Order when not in conflict with these Bylaws.

Section 5. Waiver of Notice. Whenever any notice is required to be given to any Board of Director member under the provision of the North Carolina Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of this CORPORATION, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 6. Amendments. The right to alter, amend, repeal or adopt new Bylaws shall be vested exclusively in the Board of Directors. The Board of Directors may adopt any provision not inconsistent with the law of the Articles of Incorporation including, but not limited to, provisions regarding voting rights and the manner of conducting votes on any matter, the relative rights or interest of the Members as among themselves, qualifications of Members, the relative rights or interests of the Members in the property of the CORPORATION, the manner of termination of membership in the CORPORATION, the rights upon such termination of the

terminated Member and the remaining Members, and transferability or non-transferability of memberships.

Except as otherwise herein provided, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the affirmative majority vote of the Board of Directors then in office at any regular or special meeting of the Board of Directors, provided that the proposed amendments shall be submitted to each member of the Board of Directors for review at least two weeks preceding such meeting.

Section 7. Dues and Assessments. The Board of Directors shall have the power to propose from time to time the rate, amount, notice respecting, and payment of such dues payable by Members of the CORPORATION as it deems appropriate for the operation of the CORPORATION, and to direct the method of collection thereof. Dues proposed by the Board of Directors must be approved by the Members at regular or a special meeting. The Board of Directors (and not the Executive Committee), without approval of the Members, shall have the authority to assess annually one or more special assessments from each Member in an aggregate amount not greater than the amount of annual dues for that year. All Members shall be bound to pay dues and assessments of the CORPORATION.

Section 8. CORPORATION's Assets. Upon termination of its membership, no Member shall be entitled to a distributive share of the CORPORATION's assets, except upon termination a Member shall be entitled to receive its prorated daily share of any distribution. Upon dissolution or liquidation of the CORPORATION, all assets of the CORPORATION after paying or adequately providing for the debts and obligations of the CORPORATION shall be distributed according to the terms of Article VII of the CORPORATION's Articles of Incorporation, or any successor provision.

Section 9. Papers and Reports. All papers and reports presented or provided to the CORPORATION shall be the property of the CORPORATION and shall be deposited with the Executive Director of the CORPORATION.

Section 10. Properties. All officers, upon the expiration of their term of office, shall surrender all properties of the CORPORATION to their duly elected successors or to the Executive Director of the CORPORATION.

Section 11. Indemnity of Officers and Directors. The CORPORATION shall indemnify and hold harmless its officers and Directors as set forth in the Articles of Incorporation. The CORPORATION may, if authorized to do so by the Board of Directors (and not its Executive Committee), indemnify its employees and agents.

Section 12. Rules and Regulations. The Board of Directors may from time to time propose Rules and Regulations for the operation of the CORPORATION.

Such proposed Rules and Regulations must be approved by a majority vote of the Members of the CORPORATION present at a regular or special meeting of the Members, and once such Rules and Regulation are adopted, all Members shall be bound thereby as a condition of membership. By filing its application for membership, each Member promises and agrees that, if its application is accepted, the Member will be bound by contract to abide by the Rules and Regulations as they exist at the time of application or maybe amended or modified thereafter.