

Bylaws
of the American Association of Philatelic Exhibitors (AAPE)
A Kansas Nonprofit Corporation
Adopted 1986, and as subsequently amended
Revised October 14, 2019

TABLE OF CONTENTS

- * Article I – Offices and Inspection of Corporate Records
- * Article II -- Name and Purposes
- * Article III -- Membership
- * Article IV – Powers and Composition of the Board of Directors
- * Article V – Elections, Terms of Office, and Vacancies
- * Article VI -- Functions and Responsibilities of Officers and Directors
- * Article VII -- Standing Committees
- * Article VIII -- Association Attorney
- * Article IX -- Editor of The Philatelic Exhibitor
- * Article X -- Webmaster of the Association Website
- * Article XI -- Meetings
- * Article XII -- Miscellaneous
- * Article XIII -- Dissolution
- * Article XIV -- Amendments and Revisions

Article I

Offices and Inspection of Corporate Records

Section 1. Principal Office. The principal office for the transaction of the business of the corporation (hereinafter referred to as AAPE or the Association) is hereby located at 4449 NE Indian Creek Rd., Topeka, Kansas 66617.

Section 2. Registered Office. The AAPE, by resolution of its Board of Directors, may change the location of its registered office as designated herein to any other place in Kansas. By like resolution the resident agent at such registered office may be changed to any other person or corporation, including itself. Upon adoption of

such a resolution, a certificate certifying the change shall be executed, acknowledged and filed with the Secretary of State, and a certified copy thereof shall be recorded in the office of the Register of Deeds for the county in which the new registered office is located (and in the old county, if such registered office is moved from one county to another.)

Section 3. Other offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Association is qualified to do business.

Section 4. Inspection of Association Records. The electronically-maintained membership ledger, the books of account, and minutes of proceeding of the Board of Directors and any executive committees made up of Board members shall be open to inspection upon the written request of any Member of the Association in good standing within ten (10) days of such demand if for a purpose reasonably related to his or her interests as a Member. Records covered by this provision include those going back from current to three years prior to the request.

A list of Members entitled to vote shall be exhibited at any reasonable time and at meetings of the Members when required by the request of any Member at least twenty (20) days prior to the meeting. Such inspection may be made in person or by an agent or attorney authorized in writing by a Member, and shall include the right to make abstracts. Requests for inspection other than at a members' meeting shall be made in writing to the Secretary of the Association.

The Secretary may provide the requested documents as email attachments, or make them available in hard copy at a time and place mutually agreed.

Section 5. Inspection of Bylaws. The Association shall keep in its principal office, or at the office of the Secretary of the Association, the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by members in good standing. They may be provided by email, or in hard copy at a time and place mutually agreed.

Article II

Name and Purposes

Section 1. Name. The official name of this organization shall be the American Association of Philatelic Exhibitors (hereinafter referred to as AAPE), a corporation, not for profit, under the laws of the State of Kansas.

Section 2. Purposes. The AAPE is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. Its object and purpose shall be to educate philatelic exhibitors at any level of experience or expertise (including youth) by sharing and discussing ideas and techniques for improving standards of philatelic exhibit preparation, judging, and the management of exhibitions; to serve the entire range of people who work or have an interest in one or more of these fields. Through pursuit of these purposes, it is AAPE's goal to encourage participation in and enjoyment of philatelic exhibiting, and to ensure high ethical standards in, and the health of, this part of the philatelic hobby.

Section 3. Dissemination of Information and Regular Contact With Members. The AAPE will maintain and finance a quarterly informative and educational journal titled *The Philatelic Exhibitor* (hereinafter "TPE"), other publications as appropriate, and an inclusive website that will keep Members and the public informed regarding exhibit preparation, judging, the management of exhibitions, and be a transparent window on the operations and services of AAPE. Regular Member contact will be primarily through TPE.

Article III **Membership**

Section 1. Membership and Rights of Membership. Membership in the Association is open to all interested persons without regard to age, gender, ethnic origin, religion or nationality. All Members age 16 or older in good standing are voting Members, and are entitled vote in elections, serve in elective or appointive positions, and attend Board of Directors meetings (except for closed meetings – See Article XI, Section 10).

Any Member in good standing may petition the Board of Directors in writing. Such petitions should specify decisions sought from the Board, and contain information justifying the requested course of action. Such petitions should be addressed to the AAPE President or Secretary for presentation to the Board.

Section 2. Spouse and Youth Membership. Such Member categories may be provided for at reduced yearly dues at the discretion of the Board of Directors. If provided for, such Members shall have all the rights of Members specified in Section 1.

Section 3. Premium Memberships. The Board of Directors may at its discretion establish premium memberships and yearly dues levels for them, as a means of financially supporting the Association's purposes.

Section 4. Application for Membership. Application for membership shall be made in the manner prescribed by the Board of Directors.

Section 5. Life Memberships. A Life Member is a member in good standing who has paid the requisite membership fee (as set by the Board of Directors upon recommendation of the Treasurer) for Life Membership. Life Members retain their voting rights as members of AAPE and may run for office or serve in appointive positions.

Section 6. Honorary Membership. Honorary Membership may be conferred from time to time by the Board of Directors for extended, exceptional service to the AAPE. Honorary Membership includes Life Membership.

Section 7. Definition of Good Standing. Being in "Good Standing" means that a member has paid all dues due or has been granted Honorary Membership, and is not the subject of expulsion or suspension proceedings.

Section 8. Expulsion from Membership. A Member may be expelled or suspended for a definite period by action of the Board of Directors for conduct unbecoming a Member as defined by the Board. There are two methods to accomplish this:

(a) A Member of AAPE may file a signed written complaint with the President or Secretary alleging conduct unbecoming a Member. The written complaint may be in any reasonable form and must include reasonable details of the alleged misconduct. The Board of Directors shall fix a time and place for a hearing, and give the charged Member not less than ten days' notice thereof in writing, together with a copy of the allegations. The Board of Directors will consider oral

statements from the charged Member and/or any documentary evidence that the charged Member wishes to submit. A Member found guilty of such charges may be expelled, requested to resign, or suspended at the direction of the Board of Directors, or

(b) Should an AAPE member be expelled from the American Philatelic Society (a Pennsylvania not for profit corporation headquartered in Bellefonte, PA), the AAPE recognizes such action as causing concurrent expulsion from the AAPE.

Section 9. Applying for Readmission after expulsion. An expelled member may reapply for membership in AAPE by addressing a request in writing to the Board of Directors after five years as a non-member. The request must cite such reasons as the former Member believes supports the request and wishes the Board to consider. The Board of Directors' decision on such applications shall be final. If the Board of Directors declines to reinstate a membership under this Section, the former Member is banned from reapplying at any future time.

Section 10. Resignation from Membership. A Member in good standing may resign his/her membership at any time, in writing (hard copy or email), addressed to the President, the Board of Directors, or the Secretary; or in response to the membership dues billing.

Section 11. Dropped for Non-payment of Dues; Resumption of Membership. A Member who is in arrears in the payment of dues for a period of four months (including the mailing of one quarterly TPE) shall thereupon cease to be a Member in good standing, and will be dropped from the membership rolls.

If such Member pays the dues in arrears, membership will be renewed from the point the dues were in arrears. The Secretary will maintain such Member using his or her current membership number.

If such Member chooses to resume membership at some later time, paying less than all dues in arrears, the Secretary shall assign a new membership number to the returning Member.

Article IV

Powers and Composition of the Board of Directors

Section 1: Powers. Subject to limitations of these Bylaws and of the Kansas Corporation Code as to actions which shall be authorized or approved by the Members, Association powers shall be exercised by or under the authority of, and the conduct and affairs of the Association shall be controlled by the Board of Directors; the composition of which is provided for in Section 2. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board of Directors shall have the following powers:

(a) To alter, amend or repeal the Bylaws of the corporation.

(b) To set or change levels of membership and yearly dues for each; and such other fees as it believes are fiscally sound.

(c) To select and remove all the other officers, agents and employees of the Association, prescribe such powers and duties for them as may not be inconsistent with law or the Bylaws, and fix their compensation if any.

(d) To advise the President regarding presidential appointments made under Article VI, Section 2 of the Bylaws.

(e) To conduct, manage and control the affairs and conduct of the Association, including the establishment of committees of Members, and to make rules and regulations therefore not inconsistent with the law, or the Bylaws, as they may deem best.

(f) To change the Principal Office of the Association from one location to another; to designate any place within or without the State of Kansas for the holding of any Members' meeting or meetings.

(g) To decide if certificates of membership are necessary, and if so, to prescribe the forms of certificates of membership, and/or alter the forms of such certificates from time to time as in their judgment they may deem appropriate; provided such certificate shall at all times comply with the provisions of law.

(h) To monitor the financial health of the Association and take actions as are indicated to assure its financial health.

(i) To borrow money and incur indebtedness for purposes of the Association, and to cause to be executed and delivered therefore, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

(j) To form standing committees for a definite purpose, and to delegate to such committees any of the powers and authority of the Board of Directors in the management of the conduct and affairs of the Association, except the power to adopt, amend or repeal the Bylaws. Any such committee shall include three (3) or more members of the Board of Directors in addition to any other Members in good standing that the President chooses to appoint.

Section 2: Composition of the Board. The Board of Directors shall consist of four (4) elected Officers of the Association (President, Vice Present, Secretary, and Treasurer), four (4) elected Directors-at-Large ("Directors") , the Immediate Past President, the Attorney of the Association, the Association's Webmaster, and if such officer has been appointed, the Executive Secretary. The Treasurer shall be bonded, if required by the Board of Directors. No elected Officer may hold more than two Board positions. The editor of the Philatelic Exhibitor shall serve as an ex-officio, non-voting member of the Board.

Section 3. Remuneration. Officers, Directors and other members of the Board of Directors, save the Editor of the TPE, serve without compensation. The Editor shall receive a quarterly stipend set by the Board of Directors. Nothing in this Section shall prevent all members of the Board, and other appointees as appropriate, from receiving reasonable reimbursement for expenses incurred in pursuing their commissions. This does not include travel expenses unless the Board of Directors specifically votes to cover such expenses prior to their being incurred.

Article V

Elections, Terms of Office, and Vacancies

Section 1. Elections. Elections to the Board of Directors shall be held every second year; in even numbered years, with new Board members taking office on the first day of January of the succeeding odd-numbered year. The sitting

President shall appoint a nominating committee to recommend a slate of candidates for available offices not later than February 1 of the election year, and shall take care to assure that election notices are included as appropriate in TPE. Nominees must consent to being nominated. The nominating committee shall present their report to the President by May 1 of the election year and it shall be published in the 3rd Quarter issue of TPE.

Additional candidates may then offer themselves for election to a specific office if they are able to present a petition signed by four percent (4%) of the Membership. Such petition must be presented to the Secretary not later than August 1 of the election year. For purposes of determining four percent of the Membership, membership as of January 1 of the election years shall be used.

Ballots shall be provided to Members in or with the 4th Quarter TPE. Members shall be instructed to forward their ballots by mail to a Registrar of Elections appointed by the President, with the consent of the Board of Directors.

The Registrar of Elections shall certify the results of the election to the President by December 1, who will immediately inform the Board of Directors and the candidates of the results.

Section 2. Terms of Office. Officers shall be elected for two year terms. Directors are elected to four year terms; two in each election cycle, so as to contribute to continuity on the Board. All Officers and Directors shall hold office until their respective successors take office. An Officer or Director may be removed from office at any time for cause by a majority vote of the other members of the Board, and without cause by a two-thirds vote of the members of the Board of Directors.

Incumbents in the offices of President and Vice President are limited to two consecutive terms in the same office. Other Officers and Directors are limited to four two year terms and three four year terms respectively. Officers and Directors may run again for offices in which they have served after a two year absence from the Board of Directors.

Section 3. Vacancies. A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any Officer or Director, or if any Officer or Director shall refuse to serve. In the case of a vacancy in the office of President, the Vice President shall succeed, and the office of Vice President becomes the vacancy. Vacancies on the Board of Directors may be filled by the President with the advice and consent of a majority of the remaining Board

of Directors. The Board of Directors may at its discretion order a special election to fill the unexpired term of an officer or director who leaves office with more than half their term remaining. A regular election may be utilized to fill the unexpired term of a Director. If this provision is used, the Director candidate with the third highest vote total fills out the unexpired term.

Article VI

Functions and Responsibilities of Officers and Directors

Section 1. Officers. In addition to the elected Officers noted in Article IV, Section 2, the Board of Directors at its discretion may appoint one or more assistant Secretaries and one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article. Such assistants are not members of the Board of Directors. In the event an individual holds more than one position on the Board of Directors, he or she is limited to a single vote on matters before the Board of Directors.

Section 2. Duties of the President. The President is the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the conduct of the Association. In that role, the President chairs all Board of Directors meetings and presides at all in-person, telephone, or virtual meetings of the Board of Directors, and at General Membership meetings. The President votes on Board of Directors matters only to break a tie vote. In addition:

(a) The President is responsible for the general welfare of the AAPE; both during the time of incumbency and in looking to the future of the Association. In this regard, the President shall consult with, and make recommendations to the other members of the Board of Directors to preserve and build on the success of the Association.

(b) The President makes all appointments required by the Bylaws. The following appointments shall be immediately reported to the Board of Directors for its information and for any advice it wishes to provide:

- (1) Chairs of Standing Committees (Article VII),
- (2) Chairs of ad hoc committees,
- (3) The managers of AAPE services.

Presidential appointments to the positions of Editor of *The Philatelic Exhibitor*, Webmaster, the Association Attorney, and vacancies on the Board of Directors require confirmation by the board of Directors.

Such appointments shall be reported to the membership as soon as they take effect, and shall be reported in the next available Association journal.

(c) The President shall have general oversight of the content and quality of TPE, and the Association's website.

(d) The President is an ex-officio member of all AAPE Committees, and assures that Committee Chairs keep the Board of Directors advised of their activities in support of the purposes of the AAPE.

(e) The President shall have the authority to commit AAPE funds up to and including \$500 without specific authority of the Board of Directors; but must report such expenditures and their purpose at the next meeting of the Board of Directors.

Section 3. Duties of the Vice President. The Vice President shall assist the President in the performance of all executive and administrative duties, upon the request of the President. In addition:

(a) The Vice President shall preside at all Membership and Board of Directors meetings in the absence of the President.

(b). The Vice President may be assigned such other duties as that officer and the President agree upon, such as membership recruitment, publicity, or other activities as appropriate.

(c) In the event of the death, disability, resignation or removal of the President, the Vice President shall succeed to that office for the balance of the former President's term, or until the end of that disability.

Section 4. Duties of the Secretary. The Secretary shall be the custodian of all official records and materials of the Association, and is the responsible officer for making them available under Article I, Sections 4 and 5. In addition:

(a) The Secretary shall arrange for the transfer of said records to his or her successor, or other designated officer.

(b) The Secretary shall keep a record in accurate and permanent form, of all general membership meetings of the AAPE and its Board of Directors, and shall insure that minutes of Board of Directors meetings are distributed to the Board of Directors in a timely manner, and that decisions taken at Board of Directors meetings are conveyed to the membership through publication in TPE.

(c) The Secretary shall serve as the contact point for persons who inquire about membership in the AAPE, and is charged with assisting them to join. In discharging this duty, the Secretary shall record dues payments and remit the funds to the Treasurer.

(d) The Secretary, working closely with the Treasurer, keeps the official membership roll; and assists the Editor of the journal by providing a current list of members and their addresses.

(e) The Secretary, working closely with the President, shall publish by email, notice of all meetings of the Board of Directors held pursuant to Article XI, Section 4, and shall publish for participants an Agenda of items to be addressed at that meeting. The Secretary will also provide that information and comparable information for planned membership meetings to the AAPE Webmaster so that it can be placed on the Association website.

(f) The Secretary, working with the President, shall prepare a proposed agenda for General Membership meetings required by Article XI, Section 3.

Section 5. Duties of the Treasurer. The Treasurer shall receive and take charge of all monies, properties and securities of the AAPE, deposit receipts in such depositories as may be approved by the Board of Directors, and make prudent investments of AAPE funds, after discussion with the President, and subject to review by the Board of Directors. In addition:

(a) The Treasurer shall pay all bills and obligations of the AAPE with AAPE funds; both those for which there is budget authority, and those specially ordered by the Board of Directors.

(b) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the AAPE, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital surplus and shares; and shall make an annual report of these matters to the annual meeting of the Board of Directors.

(c) Using the material developed in Section 5(b), the Treasurer shall also prepare for the annual meeting of the Board of Directors a budget for the next year that gives the Board of Directors as accurate as possible a reading of projected gains or losses in operating funds; together with recommendations for assuring the financial health of the Association.

(d) The Treasurer shall render to the President and Board of Directors whenever requested an account of all transactions as Treasurer, and the current status of the financial condition of the AAPE against budget projections.

(e) The Treasurer shall handle the Membership renewal process based upon input from the Secretary; including notification of Members of dues due, follow-ups, and notification to the Secretary of responses and failures to respond.

Section 6. Duties of Directors. Directors are expected to attend meetings of the Board of Directors, offer cogent comments on issues before the Board, and volunteer to be appointed by the President to take the lead on matters requiring follow-up, and to monitor or execute Association programs such as chairing committees, overseeing publicity activities, or operating the Association awards program.

Article VII **Standing Committees**

Section 1. Standing Committees. The Board of Directors may from time to time create standing committees for the purpose of administering approved programs, recommending recipients of Association awards, and providing continuing services to the membership. The Board of Directors may also as it sees fit dissolve standing committees.

Section 2. Appointment of Committee Chairs. Appointees to Standing Committee chairmanships serve at the pleasure of the President, and their term of office ends when a new President takes offices; however they may be reappointed by the new President. In the first available issue of TPE after a new President comes to office, a list of current standing committees and their Chairmen shall be printed.

Section 3. Committee of Past Presidents. There is created by these Bylaws a Committee of Past Presidents made up of living past presidents of the Association who remain Members in good standing. It is chaired by the most recent Past President available. Its function is to serve as a resource to the sitting President; although it may on its own authority express opinions on pending business, or make recommendations to the Board of Directors.

Article VIII **Association Attorney**

Section 1. Appointment of an Association Attorney. There is created the post of Association Attorney; who also serves on the Board of Directors. The Association Attorney shall be a qualified attorney appointed by the President with the advice and consent of the Board of Directors.

Section 2. Functions of the Association Attorney. The Association Attorney shall provide legal advice to the President on matters being prepared for presentation to the Board of Directors, and to the Board of Directors on matters pending before them. The Association Attorney normally serves without compensation, but may also be retained by the Board of Directors to provide legal services to the Association, or advise on the hiring an attorney to provide such services.

Article IX

Editor of *The Philatelic Exhibitor*

Section 1. Appointment of the Editor of TPE. There is created the post of Editor of *The Philatelic Exhibitor* (TPE), the Association journal. The incumbent also serves on the Board of Directors. The Editor is to be a qualified writer and/or editor who demonstrates requisite experience for the position. The Editor shall be compensated as set forth in Article IV, Section 3. The Editor is appointed by the President with the advice and consent of the Board of Directors; and serves at the pleasure of the Board.

Section 2. Functions of the Editor. The Editor is responsible for bringing out a quality journal in the months of January, April, July, October of each year. The Editor is expected to maintain timely contact with Members contributing to the journal, recruit authors so that the content is of consistent high quality and balance; and liaise with Officers, Directors and committee chairs to assure that Association business and services are given proper space. The Editor shall provide a report to regularly scheduled Board of Directors meetings specifying the status of *The Philatelic Exhibitor*, problems developing, and any requests for permissions or funding that future plans may suggest. It is expected that the Editor, in his own messages in TPE, will support the executive decisions of the Board of Directors.

Article X

Webmaster for the Association Website

Section 1. Appointment of the Webmaster of the Association Website (www.aape.org). There is created the post of Webmaster of the AAPE Website; who also serves on the Board of Directors. The Webmaster is to be a qualified computer specialist who demonstrates requisite experience for the position. The Webmaster is not a compensated position, but may apply to have reasonable expenses reimbursed. The Webmaster is appointed by the President with the advice and consent of the Board of Directors; and serves at the pleasure of the Board of Directors.

Section 2. Functions of the Webmaster. The Webmaster is responsible for maintaining the Association website with full and timely information, and liaises with the Board of Directors Members and the appointed chairs and activity directors to assure that information is current. The Webmaster shall provide a report to regularly scheduled Board of Directors meetings specifying the status of the website, any problems developing, and any requests for permissions or funding that future plans may suggest.

Article XI **Meetings**

Section 1. Place of Meetings All annual meetings of Members and all other meetings of members (including the Association Board of Directors) shall be held at the principal office of the Association unless another place within or without the State of Kansas is designated by the Board of Directors.

Section 2. Use of *Robert's Rules of Order*. The provisions of the most current revision of **Robert's Rules of Order** shall be used to resolve any disagreements between Members of the Board of Directors as to proper conduct of meetings. However it does not supersede specific provisions of these Bylaws.

Section 3. Annual Membership Meeting. There shall be held an Annual Membership Meeting; normally in association with the American Philatelic Society's annual philatelic exhibition in August of each year. Nothing herein prevents the calling of additional Membership meetings to consider specific issues or to give the Members the opportunity to address concerns. Such meetings are chaired by the President or his/her designee.

Section 4. Board of Directors Meetings. There shall be held at least two Board of Directors meetings per year; one of which shall be held in association with the American Philatelic Society annual philatelic exhibition in August, and the other meeting in the Winter or early Spring, at a time and in such manner as decided by the Board of Directors. Passage of motions made shall be by simple majority unless a specific motion covered in other sections of these Bylaws requires a different standard.

Section 5. Other Routine Meetings of the Board of Directors. The Board of Directors may be convened in session by the President of the Association for the general transaction of business, or for the consideration of such special matters as may be specified by the President in the call for the meetings. The meeting may be held in person, through teleconference, conference call, by email addressed to all Board of Directors members, or as otherwise deemed appropriate. Voting on motions made and discussed in non in-person meetings shall require the same standard for passage as set forth in Section 4 above.

Section 6. Notice of Section 3, 4 and 5 meetings. Notice of the Annual Membership Meeting and Board of Directors meetings shall be noted in the issue of *The Philatelic Exhibitor* immediately preceding the meeting date, and on the AAPE Website at least thirty (30) days prior to the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or, if he is absent or unable or refuses to act, by any four (4) members of the Board of Directors, to include at least one elected Officer and two elected Directors. Notice of such special meetings shall be provided to all Board of Directors members by email (together with the reason the meeting has been called, and posted on the Association website at least twelve (12) days before the date of such meeting.

Section 8. Quorums. Six (6) Members of the Board of Directors (including at least four (4) elected Officers and Directors) shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Members of the Board of Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by another provision of the Bylaws.

At the Annual Membership Meeting a quorum for the conduct of business consists of two percent (2%) of the number of members of the Association present. For purposes of determining two percent of the Membership, membership as of ten (10) days prior to the meeting shall be used.

Section 9. Order of Business. The order of business at Board of Directors' Meetings, shall be as follows:

Call to order

Determination of the presence of a quorum

Introduction of those Members present and visitors (if visitors are present)

Reports of Officers and Committees, as appropriate

Old business

New business

Special activities

Adjournment of Open Session

Consideration in Closed Session if needed of personnel issues and award nominations

This Order of Business shall be adapted as appropriate for the Annual Membership meeting.

Section 10. Adjournment. A majority of the Officers and Directors present may adjourn any Board of Directors meeting to meet again at a stated day and hour, or until the time fixed for the next regular meeting of the Board of Directors.

Article XII

Miscellaneous

Section 1. Indemnification of Officers and Directors. When a person is sued, either alone or with others, because he or she is or was an Officer or Director of the Association in any proceeding arising out of his or her alleged misfeasance or non-feasance in the performance of duties or out of any alleged wrongful act against the Association or by the Association, he or she shall be indemnified for reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court, and

(b) The court finds that his or her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the Association, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made whether by the person sued or by the attorney or other person rendering services to him or her in connection with the defense, and the court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of the application for such indemnity shall be served upon the Association, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The court may order notice to be given also to the Members in the manner provided in Article XI, Section 6, for giving notice of Members' meetings, in such form as the court directs.

Section 2. Checks, Drafts, etc. All checks, drafts or other orders for payment of monies, notes or other evidences of indebtedness issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as from time to time, shall be determined by resolution of the Board of Directors.

Section 3. Annual Report. An annual report to Members shall not be required, but the Board of Directors may cause to be sent to Members reports in such form and at such times as may be deemed appropriate by the Board of Directors.

Section 4. Contracts, Deeds, etc., How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount, provided, however, that any deeds or other instruments conveying lands or any interest therein shall be executed on behalf of the Association by the President or Vice President, if there be one, or by any agent or attorney so authorized under letter of attorney or other written power

which was executed on behalf of the Association by the President or Vice President.

Section 5. Fiscal Year. The Board of Directors shall have the power to fix and from time to time change the fiscal year of the Association. In the absence of action by the Board of Directors, however, the fiscal year of the Association shall end each year on the last day of the calendar year.

Article XIII
Dissolution

Section 1. Distribution of Surplus. Upon dissolution of the Association, any surplus remaining after paying or providing for all liabilities of the Association shall be distributed to such other organization(s) organized and operated exclusively for charitable and/or educational purposes as shall at the time qualify as an exempt organization(s) under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future Internal Revenue Law, as the Board of Directors shall determine.

Article XIV
Amendments and Revisions

Section 1. Adopting Changes to Bylaws. New Bylaws may be adopted or these Bylaws may be amended or repealed by a majority vote of the Board of Directors, at any regular or special meeting thereof; provided, however, that the time and place fixed by the Bylaws for the annual election of Officers and Directors shall not be changed within sixty (60) days next preceding the date on which such elections are to be held.

Prepared on October __, 2019

- contains all revisions and corrections made to this date
- supersedes all previous copies

Approved by the Board of Directors meeting by _____, (date)

Signatures of the President and Secretary

Secretary attaches Minutes of the meeting that approved the Bylaws.