

BYLAWS of HERSHEY AREA ART ASSOCIATION, INC.

ARTICLE I

NAME, SEAL, OFFICES AND PURPOSE

SECTION 1. NAME: The name of the corporation shall be the Hershey Area Art Association, Inc. In these Bylaws, the corporation shall be referred to as “the Association.”

SECTION 2. SEAL: The seal of the corporation shall be circular in form and inscribed with the words “Hershey Area Art Association” forming an outer circle. The Board of Directors may change the form or inscription on the seal at its pleasure.

SECTION 3. OFFICES: The principal office of the Association shall be in Derry Township, Dauphin County, Pennsylvania or in surrounding areas as determined by the Board of Directors. The Association may also have offices at such other places as the Board of Directors in its discretion determines that the purposes of the Association require.

ARTICLE II

PURPOSE

SECTION 1. PURPOSE: The Association is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania exclusively for the support and furtherance of the fine arts, visual arts and art education, within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended. The purpose of the Association is to foster, promote and increase the knowledge, education and appreciation of the Members and the general public of and to the fine arts and visual arts.

ARTICLE III

MEMBERS AND DUES

SECTION 1. ELIGIBLE PERSONS: Any person interested in encouraging, promoting and/or being educated or trained in the fine arts and visual arts in the Hershey, Pennsylvania area shall be eligible for membership. Parental/Guardian signature required if applicant is under 18. The Board of Directors has the authority to approve membership.

Membership does not guarantee acceptance of fine art or visual art to exhibit and/or sell at HAAA sponsored events. All members must adhere to HAAA's General Guidelines and Policies. The Board of Directors and the Show Chair may determine whether or not a member's work meets the standards detailed in the Guidelines and Policies.

SECTION 2. MEMBER IN GOOD STANDING: To be a member in the Association, membership dues must be current, and paid to date.

SECTION 3. DUES: The amount of annual dues, as well as the due date, shall be determined by the Board of Directors. Dues as well as their due date, may be changed; raised or lowered by the Board of Directors 2/3 vote so long as a majority of the Board of Directors are present. Membership checks and/or cash shall be deposited into the Hershey Area Art Association bank account as soon as possible but no more than four (4) weeks after they are received.

ARTICLE IV

MEETINGS, QUORUM AND RESOLUTIONS

SECTION 1. REGULAR MEETINGS: Regular meetings of the general membership shall be held no less than five times per year. Membership meetings shall include an art related presentation topic at a minimum of 50% of the yearly general membership meetings.

Regular meetings of the Board of Directors shall be held no less than five times per year. Times, dates and locations of regular membership meetings and Board of Director meetings shall be determined by the Board of Directors.

SECTION 2. SPECIAL MEETINGS: Special meetings of the Membership may be called at any time by the Board of Directors, and must be called by the President at the request of at least twelve percent (12%) of the members who are entitled to vote at the meeting. Members shall be notified no less than ten (10) days before the special meeting stating the time, place and purpose of the meeting.

Special meetings of the Board of Directors may be called at any time by the President or at the request of any two (2) Directors, with advance notice to all Directors. Directors shall be notified no less than ten (10) days before the special meeting stating the time, place and purpose of the meeting.

SECTION 3. QUORUM: The presence of at least twelve percent (12%) or more of the current membership shall constitute a quorum at any Regular or Special meeting of the membership. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without notice to any absent member.

At any meeting of the Board of Directors, the majority of the Directors present at the meeting shall constitute a quorum.

SECTION 4. RESOLUTIONS: Unless specifically noted or excluded in the Bylaws, a resolution shall be considered passed by a simple majority of those members in good standing who are in attendance in a meeting with an established quorum. The acts of a majority of members voting shall be deemed to be the acts of the members.

ARTICLE V

ELECTIONS AND VOTING

SECTION 1. ELECTION OF DIRECTORS: The general membership shall elect Directors and conduct any other business during the January meeting of the general membership.

SECTION 2. ELECTION OF OFFICERS MEETING: As soon as possible after the election of Directors by the general membership, the Directors, who comprise the Board for the new fiscal year, will convene for the purpose of electing officers and setting of meeting dates.

SECTION 3. VOTING BY GENERAL MEMBERSHIP: Each member in good standing and over the age of 18 shall be entitled to one vote. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles of bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Board of Directors.

SECTION 4. VOTING BY BOARD OF DIRECTORS: Any absent member of the Board of Directors eligible to vote at any board meeting may be represented by electronic means; via telephone, conference call, or other such electronic devices as designated by the Board of Directors.

If a vote is required during a period with no scheduled board meetings, the President may enlist the Executive Committee to evaluate and vote on an issue that requires a decision in a timely manner.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS: The business and affairs of the Association shall be governed by the Board of Directors, except as otherwise required by these Bylaws or a resolution duly adopted by the Board.

SECTION 2. QUALIFICATIONS OF DIRECTORS: Each Director shall be an individual of at least 18 years of age, an Association member in good standing, committed to the mission of the Association and practice in or support the fine arts and visual arts community.

SECTION 3. ELECTION, NUMBER AND TERM: The Board shall maintain a minimum of at least nine (9) Directors, but not more than thirteen (13). New term Directors shall be elected at the regular meeting of the membership. In the event of a tie vote, the President's vote shall be withdrawn. The term of office of Director shall be at least two (2) years. The nominating committee may recommend a current Director for election for a second term, not to exceed two terms.

SECTION 4. ELECTION OF DIRECTORS: The election of the Directors will be held at the January regular meeting. The Nominations Committee will present the slate of candidates for the positions on the Board of Directors. Nominations of candidates may also be accepted from the floor for any member in good standing who agrees to serve on the Board. Elected Directors begin their term immediately. The election of the officers will be held after the new board is elected and the officers will take office in March. Any member in good standing may be elected to the Board of Directors.

If a vacancy occurs during the term of a Director, the remaining Directors may fill the vacancy from the general membership for the remainder of the unexpired term.

Notwithstanding any other provision in these Bylaws, at no time shall the Association Board of Directors consist of a majority of disqualified persons as that term is defined in Section 4946 of the Internal Revenue Code of 1986, as amended.

SECTION 5. REMOVAL OF A DIRECTOR: Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of Directors in office, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director may be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

SECTION 6. QUORUM: A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board.

Every Director shall be entitled to one vote excluding the immediate past president of the Board.

SECTION 7. REGULAR MEETINGS: Regular meetings of the Board of Directors shall be held as determined by the Board. A record of the meeting shall be assembled as meeting minutes. The minutes shall be approved and signed by the Secretary and President.

SECTION 8. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called by the members, the President or by one third of the Board at any time. At least five days written notice stating the time, place and purpose of any special meeting shall be provided to the members of the Board by in person or electronic means. A record of the meeting shall be assembled as meeting minutes. The minutes shall be approved and signed by the Secretary and President.

SECTION 9. ATTENDANCE AT MEETINGS BY ELECTRONIC MEANS: Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar electronic communications equipment by which all persons participating in the meeting can hear each other.

SECTION 10 BOARD EVALUATION: The Directors shall at least every other year, or the conclusion of a President's term, evaluate their own performance and the composition of the Board in terms of the skills, experience, diversity, and contributions of its members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

ARTICLE VII

OFFICERS

SECTION 1. OFFICER POSITIONS: The Officers of the Association shall include a President, Vice-President, Secretary and Treasurer. Who shall be elected by the Board of Directors from among the Directors at the annual meeting of Directors and shall serve for a term of two years until their successors are elected and qualified. The Directors may elect such other officers, as they deem appropriate from time to time.

SECTION 2. ELECTION AND TERM OF OFFICE: Officers shall be elected from the board of Directors at the first meeting of the Directors who comprise the Board for the new fiscal year.

The term of office for each officer shall be for two (2) years from March 1 of the year of their election to the end of February two years hence, and they shall continue in office until their successors are elected and qualify. Officers may be elected to consecutive terms.

If vacancy occurs during the term of an Officer, the Board of Directors shall fill the vacancy for the remainder of the unexpired term.

Notwithstanding any other provision in these Bylaws, at no time shall the Association Officers consist of a majority of disqualified persons, as that term is defined in Section 4946 of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII

DUTIES OF OFFICERS

SECTION 1. DUTIES OF OFFICERS: The Officers shall have the powers and duties usually and properly incident to such offices, including, but not limited to, the following:

A. **THE PRESIDENT:** The President shall have the primary role in assuring that the Association fulfills the obligations set forth in the Mission Statement. The President shall execute documents on behalf of the Association. The President shall develop an agenda and preside at all meetings of the the Association. The President shall assure leadership and timely orientation to new Board members. The President shall be empowered to appoint committees and chairs, call resolutions to a vote and provide oversight, including a signature to IRS or other corporate documents as necessary. The President shall be an exofficio member of all standing committees. The President may assign these and other duties to the Vice President. The President shall provide oversight of communications to the Board and to the general membership. The President may not sign checks, unless the check is in excess of one thousand, five hundred dollars (\$1500.00), then the President shall co-sign the check with the Treasurer. Any checks issued by the Association to the Treasurer shall be co-signed by the President.

B. **THE VICE PRESIDENT:** The Vice President is the next in rank to the President of the Association. In the event of a vacancy in office of President, the Vice President shall succeed to the office of President. The Vice President shall have such powers and perform such duties as the Board may prescribe or as the President may delegate. The Vice President shall perform the duties and exercise the powers of the President during his/her absence or disability.

C. **THE SECRETARY:** The Secretary shall be responsible for retention of all documents related to the meetings of the Board of Directors. The Secretary shall be responsible for the preparation, distribution and maintenance of written minutes and accounts of meetings of the Board of Directors. The Secretary shall be responsible to notify Board members of general correspondence such as meetings, exhibits and shows sponsored by the Association. The Secretary shall preserve correspondence to and from the Association and other related entities, as it relates to the business of the Association. The Secretary shall report any such communications to the Board of Directors.

D. THE TREASURER: The Treasurer shall account for, and report on the financial condition of the Association at each Board of Directors meeting. At each Board meeting, the Treasurer shall provide each Board member a detailed report of all funds received and disbursed for the previous month and any unreported months. In addition, at each Board meeting, the Treasurer will provide a summary report of the bank statements that will document the current balances in the checking and saving accounts to the President and chair of the Budget and Finance Committee. The Treasurer shall also be responsible for the preparation and filling of all federal, state and local tax and charitable organization returns and reports. The Treasurer shall prepare an annual report submitted to the Budget and Finance Committee and approved by the Board of Directors. The Treasurer is authorized to process a check, electronic or paper, up to and including one thousand five hundred dollars (\$1,500.00) in value. Association checks in the amount of more than one thousand five hundred dollars (\$1,500.00) require the signature of the President and Treasurer. Any check issued by the Association to the Treasurer shall be co-signed by the President. In lieu of the Treasurer's incapacity to perform the duties of the Treasurer, as determined by a vote of the Board of Directors, the Budget and Finance Chair will assume the duties of the Treasurer. The Board of Directors will vote to reassign the duties to Treasurer when appropriate

SECTION 2. REMOVAL OF OFFICERS. Any Officer may be removed by a two-thirds (2/3) vote of the Board of Directors so long as a majority of the Board of Directors is present in person or available to vote through accepted electronic means. Notice shall be given, either personally, by regular mail, or email before the meeting to each Board member including the Officer sought to be removed. The notice shall state the time and place of the meeting and that the removal of the Officer will be considered at that time.

ARTICLE IX

COMMITTEES

SECTION 1. ESTABLISHMENT: The Board may establish one or more committees to consist of one or more Directors of the Association and any number of general members. Any such committee, to the extent provided in the resolution of the Board forming the committee, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board
- (b) The adoption, amendment or repeal of the Bylaws
- (c) The amendment or repeal of any resolution of the Board
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board

All committees established by the board shall have oversight by a Director and shall provide regular activity reports to the Board. If any person who is not a Director is appointed to any committee of the Board, such non-Directors shall have no right to vote on any question that would create a binding obligation of the Association.

SECTION 2. APPOINTMENT TO COMMITTEES: Unless otherwise determined by the Board, or set out in these Bylaws, the President shall have the power to appoint and remove members and chairs of all committees. The President may appoint other Special Committees as deemed necessary. Such appointments are subject to ratification by the Board of Directors.

SECTION 3. EXECUTIVE COMMITTEE: The Executive Committee shall have the power to act on behalf of the Board between meetings of the board in case of emergency, and shall have such other powers and functions as may be delegated to it from time to time by the Board. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and one or more other Directors, appointed by the President, the exact number of which is to be determined by the Board of Directors, to serve within the boundaries established by the Board of Directors and the Association Bylaws.

SECTION 4. BUDGET AND FINANCE COMMITTEE: The Budget and Finance Committee is charged with assisting the Treasurer in developing the annual budget, overseeing expenditures, assisting in the preparation of the annual financial report to the membership and ensuring the use of appropriate controls and procedures. The Treasurer and President are required members of this committee. Special Committees shall be appointed by the President to perform functions not performed by Standing Committees and shall serve until the special purpose for which they were appointed has been fulfilled or until dissolved by the President. The President shall be required to appoint a Nominations Committee and may appoint other Special Committees, such as Review of Bylaws and other Association documents with a frequency established by the Board. The President may appoint any other Special Committees as deemed necessary. Such appointments are subject to ratification by the Board of Directors.

ARTICLE X

ADVISORY BOARDS

SECTION 1. CREATION AND COMPOSITION OF ADVISORY BOARDS: The Association may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Association and shall have only such other responsibilities and duties as may be delegated to them by the Board or the President.

ARTICLE XI

RESIGNATIONS AND VACANCIES

SECTION 1. RESIGNATIONS: Any Board Member or Officer may resign their position at any time. Such resignation to be made in writing and to take effect from the time of its receipt by the President or designated officer standing in for the President, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

SECTION 2. VACANCIES: If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Board may choose a person or persons who may serve as a Board Member for the remainder of the applicable term.

If the position of any officer becomes vacant, by reason of an addition in the number of offices, or by reason of death, resignation, disqualification or otherwise, the Board may choose a person or persons who shall hold office for the remaining term.

ARTICLE XII

PLACE AND NOTICE OF MEETINGS

SECTION 1. PLACE OF MEETINGS: Meetings may be held at such place within Derry Township, Dauphin County, Pennsylvania or in surrounding areas as determined by the Board.

SECTION 2. NOTICE OF MEETINGS: Notices of general membership meetings shall be sent electronically to all members, posted on the Association website, sent to all appropriate publicity outlets, and other notification means deemed necessary by the Board. Such notice shall specify the day, hour and geographic location, if any, of the meeting and any other information which may be required by the these Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted.

ARTICLE XIII

FINANCE

SECTION 1. FISCAL YEAR: The fiscal year of the Association shall be form January 1 through the end of December 31 of that year.

SECTION 2. BONDING: Such Officers and Directors as the Board may determine shall be bonded. The Board shall determine the amount of the bond, and the Association shall pay the premium.

SECTION 3. AUDIT: The Board shall, upon recommendation of the Budget and Finance Committee or at the discretion of the Board, cause the accounts of the Association to be financially reviewed or audited. There shall be a copy of the financial review or audit, along with any other associated documents, submitted to the Board following the review. The Budget and Finance Committee shall review the accounts of the Association annually.

SECTION 4. SOURCE OF FUNDS: Funds accruing to the Association shall be by way of membership dues, fundraising, gifts, grants, deeded gifts, wills or otherwise from for-profit businesses, nonprofit and/or tax-exempt groups, and from private individual who desire to contribute to the Association.

ARTICLE XIV

LIABILITY

SECTION 1. PROTECTION FROM INDIVIDUAL LIABILITY: To the fullest extent possible under the laws of the Commonwealth of Pennsylvania governing nonprofits, which permit elimination or limitation of the liability of Directors, Officers or others, no Member of the Executive Committee or Board of Directors of the organization shall be personally liable for monetary damages as such for any action taken, or any failure to take action, as a Director, in the management of funds thereof, or the retention of securities, investments or other property received under any accepted instrument of donation, or the investment of the proceeds of the sale of any such property, the Board of Directors shall not incur any personal liability, or be personally responsible, in any manner whatsoever to any person or persons interested in any such act or acts, or the failure of any other member of the Board of Directors.

A Director or member of the Executive Committee shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

1. The Director has breached or failed to perform the duties of his or her office pursuant to the fiduciary relationship to the organization as set forth in 15 PA C. S. SS512, 516, 5712 and 5716; and: the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to: the responsibility or liability of a Director pursuant to any criminal statute, or the liability of any Director for the payment of taxes pursuant to local, state or federal law.

2. The Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto.
3. The breach or failure to perform constitutes, self-dealing, willful misconduct or recklessness

SECTION 2. DEFINITION OF DIRECTOR: As used in the article, the term “Director” shall be expansive and shall include every Member of the Board of Directors, or Executive Committee, or other person serving at the request of the association as a Director, Officer, trustee or fiduciary. The Board of Directors shall be personally liable and responsible only to the extent specifically required by Pennsylvania law.

ARTICLE XV

ERRORS AND OMISSIONS COVERAGE

SECTION 1. ERROR AND OMISSIONS COVERAGE: Because of the size of the Association and the limited amount of its resources, the Association has not currently obtained any type of Errors and Omission Coverage for the Board of Directors. However, nothing in this section shall prohibit the Association at a later date from securing such coverage. Further the Board is not prohibited from attempting to obtain reimbursement for the costs or fees of any member of the Board, which are incurred in the defense of any action taking in the interest of the Association from any other existing insurance policy, unless the acts are:

- (1) the responsibility or liability of a Director pursuant to any criminal statute, or
- (2) the liability of any Director for the payment of taxes pursuant to local, state or federal law.

ARTICLE XVI

INDEMNIFICATION

SECTION 1. INDEMNIFICATION: The Association shall indemnify any officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether or not by, or in the right of, the Association), by reason of the fact that such person is or was a representative of the Association, or is or was serving at the request of the Association as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to

be in, or not opposed to, the best interests of the Association, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Association, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Association unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Association is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

SECTION 2. INDEMNIFICATION PROCEDURE: Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

1. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding, or have a conflict of interest regarding the proceeding;
2. If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or
3. By the Members.

SECTION 3. ADVANCEMENT OF EXPENSES: The Association shall advance expenses incurred by an officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Association, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Association.

SECTION 4. CONTINUING RIGHT TO INDEMNIFICATION: The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 5. OTHER RIGHTS: This article shall not be exclusive of any other right which the Association may have to indemnify any person as a matter of law.

ARTICLE XVII

DISSOLUTION OF THE ASSOCIATION

SECTION 1. DISSOLUTION OF HERSHEY AREA ART ASSOCIATION: The Hershey Area Art Association can be dissolved and its assets liquidated upon the vote of at least three-quarters (3/4) of the members in good standing in attendance at a regular or special meeting where a quorum is present. All members of the Association shall be given thirty (30) days written notice of the time and place of the meeting of the regular or special meeting of the Association at which the members intend to vote upon dissolution of the Association.

SECTION 2. LIQUIDATION AND DISTRIBUTION OF ASSOCIATION ASSETS: Within a reasonable time, and in no event longer than permitted by state or federal law, after the vote of the Association's members to dissolve the Association, the Association's Board of Directors shall make provisions to pay all liabilities of the Association and otherwise finalize Association operations, legally dissolve the Association and distribute all remaining assets of the Association divided equally between the Hershey Public Library and the Hershey Derry Township Historical Society. If, at the time the Association's Board of Directors is ready to distribute the Association's assets, and either the Hershey Public Library or the Hershey Derry Township Historical Society are not exempt from tax in accordance with Sections 501(c)(3) and 501(a) of the Internal Revenue Code of 1986, as amended, or is dissolved or is in the process of dissolution, then the assets of the Association shall be distributed to the organization which remains tax exempt. If both nonprofit organizations are no longer exempt then it is the sole discretion of the Board of Directors of the Association, to distribute the assets to an entity with tax exempt status under the Internal Revenue Code Section 501(c)(3) which shares the same or similar goals of the Hershey Public Library and the Hershey Derry Township Historical Society in fostering, promoting and increasing the knowledge and appreciation of the general public in and to the fine arts, wherever located within the United States, or which are qualifying entities of any exempt purpose which serve the residents of Hershey and/or surrounding communities.

ARTICLE XVIII

SUPPLEMENTARY RULES

SECTION 1. DIRECTORS MEETING RULES: Robert's Rules of Order, Newly Revised, and modified by agreement of the Board of Directors, shall be the rules of parliamentary authority used to supplement these Bylaws whenever appropriate.

ARTICLE XIX

AMENDMENTS

SECTION 1. AMENDMENTS TO BYLAWS: These Bylaws may be amended by a majority at any Regular Meeting of the Association at which a quorum is present, or to the extent not prohibited by law, by vote of the majority of all Directors in office at a duly convened meeting of the Directors. Prior to a vote, written notice of such purpose shall be provided to the Directors including a copy of the proposed amendment or a summary of the changes to be effected thereby.

SECTION 2. ARTICLES OF INCORPORATION: The Articles of Incorporation of the Association may be amended only by a majority of all Members at any duly convened meeting of Members after not less than 10 days written or electronic notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE XX

MISCELLANEOUS

SECTION 1. DEFINITIONS:

1. **WRITTEN** Whenever a written document or written action is required by these Bylaws, it shall be sufficient if such document is provided or action is taken in Record Form.
2. **RECORD FORM** “Record Form” means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.
3. **SIGN OR SIGNATURE** Whenever these Bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and manually signs or adopts a tangible symbol or attaches to, or logically associates with, information in Record Form an electronic sound, symbol or process.
4. **FISCAL YEAR** The fiscal year of the Association shall begin on the first day of January and end on the last day of December.
5. **POLICIES** The Board shall adopt policies dealing with conflicts of interest, and document retention and destruction.
6. **HEADINGS** In interpreting these Bylaws, the headings of articles shall not be controlling.
7. **ASSOCIATION SEAL** The Association seal shall be in circular form and shall bear the name of the Association.

Adopted: March 2019