

# AMENDED AND RESTATED BYLAWS

of

NAEM

(formerly The National Association for Environmental Management)

Approved October 23, 2007

## Article I. - Name and Principal Office

*Section 1.* The name of this association shall be NAEM.

*Section 2.* The principal office of this association shall be in Washington, D.C. This association may have such other offices as may from time to time be designated by the Board of Directors.

## Article II. - Purposes

*Section 1.* The purposes of this association shall be:

- a. To define, promote and represent the profession of environmental, health, and/or safety (collectively, "EHS") manager;
- b. To develop EHS professionals as leaders;
- c. To advance the integration of EHS into business as a value driver;
- d. To promote the growth and implementation of EHS management systems worldwide;
- e. To provide the structure for dissemination of information, the discussion of common problems and solutions, and to promote effective techniques for carrying out the responsibilities of an EHS manager;
- f. To provide a forum for peer to peer networking for EHS professionals;
- g. To assist in developing professional standards for the profession;
- h. To ensure appropriate recognition of the members' contributions to their organizations, the environment, health, safety, and public welfare, and to maintain support for those efforts;
- i. To maximize through joint efforts the individual commitment of the members to a healthy world and to preserving and protecting a healthy and safe environment;
- j. To ensure that those responsible for setting EHS policy within their organizations have available to them the expertise and experience of the profession;

- k. To recognize the achievements of the profession and individual members; and
- l. To establish and implement in cooperation with other professional organizations, academic institutions, and non-profit organizations, education and training for EHS managers.

*Section 2.* The Board of Directors of this association (the “Board of Directors”) shall set all policy and direction for this association. The policy and direction of all committees, divisions and chapters shall conform to the policy and direction set by the Board of Directors.

### **Article III. - Membership**

*Section 1. Classes* - The following classes of members are established:

- a. Sponsor Member -  
A for profit or non-profit corporation or other business, governmental, or educational entity.
- b. Regular Member -  
An individual with responsibility for managing an EHS program within a corporate or institutional member of the regulated community.
- c. Associate Member -  
A person providing technical support to an EHS manager or a person who is otherwise involved in EHS management.
- d. Advisory Member -  
A member of the Board of Advisors as shall be appointed from time to time by the President.

*Section 2. Additional Classes* - Additional or special classes of members can be designated by the Board of Directors.

*Section 3. Voting Rights* - The Board of Directors shall from time to time determine the voting rights, if any, of all classes of members with respect to the affairs of this association.

*Section 4. Membership* - Any person, firm or corporation eligible for membership under these bylaws may apply for membership on written application. An applicant’s eligibility for membership shall be determined by the Board of Directors, which may delegate that function as appropriate.

*Section 5. Duration of Membership and Resignation* - Membership in this association may terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these bylaws. All rights, privileges, and interest of a member in or to this association shall cease on the termination of membership. Any member may, by giving written notice of such intention,

withdraw from membership. Such notice shall be presented to the Secretary/Treasurer or his or her designee. Withdrawals shall be effective upon fulfillment of all obligations for the fiscal year. Action on resignation is withheld until the close of such fiscal period.

*Section 6. Suspension and Expulsion* - Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of these bylaws or any lawful rule or practice duly adopted by this association, or any other conduct prejudicial to the interests of this association. Suspension or expulsion shall be by majority vote of the Board of Directors provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of such member at least twenty (20) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges before action is taken thereon.

**Section 7. Affiliates Council -**

- a. The association shall have an Affiliates Council. Membership in the Affiliates Council shall be available to certain individuals, corporations, or other business entities that do not meet the eligibility criteria for membership in this association set forth in Article III, Section 1, but are strategic partners to members of this association and provide services and/or products to EHS managers in industry or government. All members of the Affiliates Council must at all times accept and support the mission of this association.
- b. Any individual who previously was a member of this association, any corporation, or any other business entity may apply for membership in the Affiliates Council on written application to the Board of Directors, which shall have authority to accept or deny any such application in its discretion, provided, that at no time shall the number of members of the Affiliates Council exceed the maximum number established by the Board of Directors from time to time.
- c. Except for the participation of the President of the Affiliates Council as an Ex-Officio member of the Board of Directors, as provided in Article VII Section 2, and except for the participation of certain members of the Affiliates Council from time to time as officers of this association, as provided in Article VIII, Section 4, members of the Affiliates Council may not be members of the Board of Directors of this association.
- d. The Board of Directors shall from time to time adopt such other policies, guidelines and membership criteria for the Affiliates Council as it deems necessary or appropriate.

*Section 8. Divisions of Members* - The Board of Directors is authorized to create special interest sections among the membership and to establish local chapters of this association, with such rights and subject to such obligations as the Board of Directors may determine. Membership in NAEM is a prerequisite to membership in any local chapters.

## **Article IV. - Dues**

*Section 1.* The annual dues for each class of member of this association shall be determined from time to time by the Board of Directors.

*Section 2.* Members who fail to pay their dues within ninety (90) days from the time the same become due shall be notified by the Secretary/Treasurer or his or her designee and, if payment is not made within the next succeeding thirty (30) days may, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

## **Article V. - Meetings of Membership**

*Section 1. Place* - All meetings of members of this association shall take place in such location as is determined by the Board of Directors, which may or may not be in Washington, D.C.

*Section 2. Annual* - There shall be an annual meeting of all of the members of this association during the Fall of each year at a time determined by the Board of Directors, unless otherwise ordered by the Board of Directors, for receiving the annual reports and for the transaction of other business. Notice of such meeting, signed by the Secretary/Treasurer (or other officer designated by the Board of Directors), shall be mailed to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting.

*Section 3. Special* - Special meetings of members of this association may be called by the President, the Secretary/Treasurer or a majority vote of the Board of Directors, or shall be called by the President upon the written request of thirty (30) members of this association. Notice of any special meeting shall be mailed to each member at his, her or its last recorded address at least thirty (30) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

*Section 4. Quorum* - Thirty (30) members present at any meeting of this association shall constitute a quorum, and, in case there be less than this number, the presiding officer may adjourn the meeting to any other time and to any other place at which a meeting of members may be held under these bylaws, although less than a quorum is present.

*Section 5. Mail Vote* - Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the regular or Sponsor Members or any other class of members and when it deems it inexpedient to call a special meeting for such purpose, the Board of Directors may, unless otherwise required by these bylaws, submit such a matter to such members in writing by mail for vote and decision, and the question thus presented shall be determined according to the voting rights determined by the Board of Directors in accordance with Article III, Section 3. Any and all action taken in pursuance of a mail vote in each such case shall be binding upon this association in the same manner as would be action taken at a duly called meeting.

## **Article VI. - Board of Regents**

*Section 1. Duties of the Board of Regents* - The Board of Regents shall determine the mission, vision and purpose of this organization; shall provide wisdom and insight into emerging strategic issues for the profession and this organization; and shall recruit, orient and elect the members of the Board of Directors and officers of this organization. A goal of the Board of Regents shall be to strengthen this organization's programs and services, and enhance this organization's public standing.

*Section 2. Composition of the Board of Regents* - The Board of Regents shall be comprised of up to one representative from each Sponsor Member and the Executive Director of this association. The President of this organization shall serve as the Chairman of the Board of Regents. There shall be no limitation on the period of time that an individual may serve as a member of the Board of Regents.

*Section 3. Appointment of Members* - Each Sponsor Member shall have the right, but not the obligation, to appoint one member of the Board of Regents, who must be an employee of the Sponsor Member with EHS management responsibility. In the event the member of the Board of Regents appointed by a Sponsor Member ceases to be such an employee of the Sponsor Member that appointed him or her, such member shall resign as a member of the Board of Regents and the Sponsor Member shall appoint a new member of the Board of Regents with the requisite qualifications.

*Section 4. Meetings* - The Board of Regents shall have two regular meetings in person each year. One meeting shall be held in conjunction with the annual meeting of this association, unless otherwise ordered by the Board of Directors, at which time the Board of Regents shall consider the election of the slate of officers and the slate of members of the Board of Directors and the transaction of such other business as necessary or appropriate (the "Election Meeting"). In addition to the two regular meetings, the Board of Regents shall meet upon the call of the President at such times and places as he or she may designate, shall meet upon the call of the Board of Directors, and shall meet upon the demand of a majority of the members of the Board of Regents. Notice of all meetings of the Board of Regents shall be sent by mail or other mode of transmittal to each member of the Board of Regents at his or her last recorded address, at least ten (10) days in advance of such meetings.

*Section 5. Action by Consent* - Any action required or permitted to be taken at any meeting of the Board of Regents may be taken without a meeting if all the members of the Board of Regents or committee members consent to the action in writing and the written consents are filed with the records of the Board of Regents' meetings. Each such consent shall be treated for all purposes as a vote at a meeting.

*Section 6. Meetings by Telephone Conference Calls* - Members of the Board of Regents may participate in a meeting of the Board of Regents by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

*Section 7. Quorum* - Unless a greater proportion is required by law, one-third of the members of the whole Board of Regents shall constitute a quorum at any meeting of the Board of Regents. Any number of members of the Board of Regents may adjourn a meeting from time-to-time until a quorum is present.

*Section 8. Acts of the Board of Regents* - Unless otherwise required by law or provided in these Bylaws, the act of a majority of the members of the Board of Regents present at a meeting at which a quorum is present shall be the act of the Board of Regents.

*Section 9. Compensation* - Members of the Board of Regents shall not receive any compensation for their service on the Board of Regents. Nothing herein shall preclude a member of the Board of Regents from serving this association in any other capacity and receiving compensation for such services.

## **Article VII - Board of Directors**

*Section 1. Duties of the Board of Directors* - The Board of Directors shall supervise, control and direct the affairs of this association. It shall develop, oversee and monitor the implementation of the strategic plan; ensure there are sufficient resources to accomplish goals and provide financial oversight; monitor the creation and implementation of this organization's programs and services; and select the Executive Director of this organization. A goal of the Board of Directors shall be to ensure legal, ethical integrity and fiduciary accountability for this organization. The Board of Directors shall meet in person at least two (2) times per year and shall meet electronically at least two (2) times per year, and shall meet as many additional times as determined to be necessary by the Board of Directors.

*Section 2. Composition of the Board* - The Board of Directors shall have at least twelve (12), but no more than fifteen (15), voting members, consisting of the President, First Vice President, Second Vice President, Secretary/Treasurer, Executive Director, President of the Affiliates Council, and immediate Past President of this organization as Ex-Officio voting members, and up to eight (8) additional representatives from the Board of Regents and the general membership of this organization, elected in accordance with Article VII Section 3 ("Elected Directors"). In addition to the Ex-Officio voting members, the General Counsel shall serve as a non-voting Ex-Officio member of the Board of Directors.

### *Section 3. Election of Elected Directors*

a. **Determination of Board Composition.** At least sixty (60) days before the Election Meeting specified in Article VI, Section 4, the Board of Directors shall determine the number of Elected Directors, to be elected pursuant to this Article VII, Section 3, but in no event shall the number of Elected Directors be more than eight (8). The Board of Directors may at any time between Election Meetings increase the number of Elected Directors to not more than eight (8).

b. **Governance Committee Nominations for Elected Directors.** Within thirty (30) days following the determination of the number of Elected Directors, the Governance Committee specified in Article IX, Section 2 (the "Governance Committee") shall nominate a slate of persons for election to each directorship to be filled and shall submit

to the Board of Regents the name of each nominee together with a short biographical sketch of the nominee.

c. Qualification. All Elected Directors must be members of this association, and up to two voting members of the Board of Directors may be members this association who are not also members of the Board of Regents. The number of nominees to be elected as Elected Directors, as identified in the slate developed by the Governance Committee pursuant to Article VII, Section 3.b, who are members of the Board of Regents and the number of nominees who are from the general membership of this association shall be determined by the Governance Committee, provided, that no more than two voting members of the Board of the Directors (including voting Ex-Officio members) are not members of the Board of Regents.

d. Election. Elected Directors shall be elected for two year terms by a plurality vote of the Board of Regents at the Election Meeting.

e. Term of Office. Elected Directors shall, upon election and upon their acceptance of such election, immediately enter upon the performance of their duties. Elected Directors shall hold office for two years and until the election and qualification of their successors, unless they resign, are removed or are otherwise unable to fulfill an unexpired term. Any Elected Director shall be eligible for re-election for a total of up to three consecutive terms (including the original term), excluding any terms as an Ex-Officio member of the Board of Directors due to the Director's position as an officer of this organization.

f. Vacancies. In the event of a vacancy in the number of Elected Directors, including a vacancy created by an increase in the number of Elected Directors, the Board of Directors shall be entitled to fill such vacancy for the balance of the unexpired term.

g. Resignation or Removal. Any Elected Director may resign at any time by giving written notice to the President, the Secretary/Treasurer or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board of Directors. Any Elected Director may be removed, with or without cause, by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present.

*Section 4. Meetings* - The Board of Directors shall have a regular meeting in conjunction with the annual meeting of this association, unless otherwise ordered by the Board of Directors, at which time the Board of Directors shall consider the transaction of such business as necessary or appropriate. In addition, the Board of Directors shall meet upon the call of the President at such times and places as he or she may designate, shall meet upon the call of a majority of the members of the Board of Directors, and shall meet upon the demand of a majority of the members of the Board of Regents. Notice of all meetings of the Board of Directors shall be sent by mail or other mode of transmittal to each member of the Board of Directors at his or her last recorded address at least ten (10) days in advance of such meetings, provided, that if the meeting of the Board of Directors will be held by telephone conference call, the notice of meeting shall

be sent by mail or other mode of transmittal to each member at least three (3) days in advance of such meeting.

*Section 5. Action by Consent* - Any action required or permitted to be taken at any meeting of the Board of Directors or members of any committee may be taken without a meeting if all the members of the Board of Directors or committee members consent to the action in writing and the written consents are filed with the records of the Board of Directors' or the respective committee's meetings. Each such consent shall be treated for all purposes as a vote at a meeting.

*Section 6. Meetings by Telephone Conference Calls* - Directors or members of any committee may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

*Section 7. Quorum* - Unless a greater proportion is required by law, one-half of the members of the whole Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Any less number may adjourn from time to time until a quorum be present.

*Section 8. Acts of the Board* - Unless otherwise provided, 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 9. Compensation* - Directors shall not receive any compensation for their services as directors. The Board of Directors may by resolution authorize reimbursement from time to time of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of this association. Nothing herein shall preclude a member of the Board of Directors from serving this association in any other capacity and receiving compensation for such services.

## **Article VIII. - Officers**

*Section 1. Enumeration* - The officers of this association shall be a President, First Vice President, Second Vice President, a Secretary/Treasurer, and a General Counsel.

*Section 2. Nominations for Officers* - At least thirty (30) days before the Election Meeting, the Governance Committee shall nominate a slate of persons for election as officers, consisting of one person for each office to be filled, and shall submit to the Board of Regents the name of each nominee together with a short biographical sketch.

*Section 3. Election of Officers* - Each officer shall be elected for a two year term by a majority vote of the Board of Regents at the Election Meeting.

*Section 4. Qualification* - All officers must be active members in good standing of this association or, in the case of the General Counsel, may be an active member in good standing of the Affiliates Council, and in the case of the incumbent Secretary/Treasurer on the date of adoption of these Bylaws, may be an active member in good standing of the Affiliates Council.

*Section 5. Tenure* - Each officer shall take office upon election and shall serve for a term of two years and until his or her successor is duly elected and qualified.

*Section 6. Vacancies* - Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any meeting.

*Section 7. Resignation and Removal* - Any officer may resign by delivering his or her written resignation to the President, Secretary/Treasurer, or Board of Directors. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any officer may be removed at any time, with or without cause, by a vote of two-thirds of the members of the Board of Directors then in office. An officer may be removed for cause only after reasonable notice and opportunity to be heard by the Board of Directors prior to action thereon.

*Section 8. President* - The President shall be the principal elective officer of the organization, shall serve as the Chairman of the Board of Regents, shall preside at meetings of this association and of the Board of Directors, and shall be a member ex-officio, with right to vote, of all committees, and be responsible for the ongoing management of this association. He or she shall also, at the annual meeting of this association and at such other times as he or she shall deem proper, communicate to this association, the Board of Regents, or the Board of Directors, such matters and make such suggestions as may in his or her opinion tend to promote the welfare and increase the usefulness of this association, and shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the Board of Directors. The President is not charged with executive or administrative responsibilities in the management and continuing conduct of this association's affairs.

*Section 9. Vice Presidents* - The association shall have one First Vice President and one Second Vice President. The Vice Presidents shall perform such and possess such powers as are defined in these bylaws or as the Board of Directors or the President may from time to time prescribe. In the event of the absence, inability or refusal to act of the President, the First Vice President shall perform the duties of the President and when so performing shall have all the powers of and be subject to all the restrictions upon the President.

*Section 10. Secretary/Treasurer* - The Secretary/Treasurer shall keep the official records of the organization. He or she shall make a report at the annual meeting or when called upon by the President. The Secretary/Treasurer shall keep a written account of all moneys received by and expended for the use of this association. Funds in excess of \$10,000, or such higher number as determined by the Board of Directors from time to time, may be drawn only upon the signature of any officer, the Executive Director or another designated third party with the written concurrence of the Secretary/Treasurer or another designated officer. Funds equal to or less than \$10,000, or such higher number as determined by the Board of Directors from time to time, may be drawn upon the signature of either the Secretary/Treasurer, the Executive Director or another designated officer or third party. The Secretary/Treasurer shall be responsible for giving members notices of meeting, to keep a written record of all proceedings of this association and to perform such other duties as are usual for such an official or as may be from time to time duly assigned to him or her by the President.

*Section 11. General Counsel* - The General Counsel shall serve as the legal advisor to the association, and shall have the authority, with the concurrence of the President, any Vice President, or the Executive Director, to retain outside legal counsel to the association as necessary or appropriate. The General Counsel shall perform such duties in this capacity as are usual for such an official or as may be from time to time duly assigned to him or her by the President or the Executive Director.

*Section 12. Employees/Consultants* - The President may, with the approval of the Board of Directors, hire employees for this association. The President may also engage a third party or an association management company to perform specific functions on behalf of this association pursuant to the terms of a written agreement.

*Section 13. Compensation* - Officers shall not receive any compensation for their services as officers. The Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses. Nothing herein shall preclude an officer from serving this association in any other capacity and receiving compensation for such services.

## **Article IX. - Committees**

*Section 1. Audit Committee* - There shall be a standing Audit Committee of this association, to oversee the annual audit by the outside accountants for the organization and to undertake such other activities as determined by the Board of Directors. The Audit Committee members and the Chairman of the Audit Committee shall be appointed by the Board of Directors at its meeting that is held immediately following the Election Meeting. Members of the Audit Committee must be members of the Board of Regents.

*Section 2. Governance Committee* - There shall be a standing Governance Committee of this association, which shall be responsible for leadership development and recruitment of members of the Board of Directors, and evaluation of members of the Board of Directors. At the time the Board of Directors determines the number of Elected Directors to be elected in accordance with Article VII, Section 3.a, and in any event at least sixty (60) days before the Election Meeting, the Board of Directors shall appoint a Governance Committee, which shall develop the slates of candidates for the Board of Directors and officers for the Election Meeting. The Chairman of the Governance Committee shall be the immediate Past President of this organization, and the members of the Governance Committee must be members of the Board of Regents.

*Section 3. Finance Committee* - There shall be a standing Finance Committee of this association, which shall be responsible for financial oversight, accountability and the annual budget. The Finance Committee shall be appointed by the Board of Directors at its meeting that is held immediately following the Election Meeting. Members of the Finance Committee must be members of the Board of Directors.

*Section 4. Strategic Planning Committee* - There shall be a standing Strategic Planning Committee of this association, which shall be responsible for strategic planning for this organization. The Strategic Planning Committee shall be appointed by the Board of Directors at

its meeting that is held immediately following the Election Meeting. Members of the Strategic Planning Committee must be members of this association.

*Section 5. Bylaws Committee* - There shall be a standing Bylaws Committee of this association, which shall be responsible for review and update of the Bylaws as necessary. The Bylaws Committee shall be appointed by the Board of Directors at its meeting that is held immediately following the Election Meeting, and the Chairman of the Bylaws Committee shall be the General Counsel. Members of the Bylaws Committee shall be members of the Board of Directors.

*Section 6. Appointment* - The President, subject to the approval of the Board of Directors, shall annually appoint such additional standing or special committees or subcommittees as may be required by these bylaws or as he or she may find necessary.

*Section 7. Other* - The President, subject to the approval of the Board of Directors, shall also appoint ad hoc committees or task forces as may be necessary to further the purposes of this association.

## **Article X. - Chapters**

*Section 1.* The Board of Directors may organize or dissolve chapters in any city or territory where members subscribe to this association and desire to form a chapter and may redefine the territory of any chapter, provided that no chapter may be so redefined or dissolved without the affirmative vote of a majority of the Board of Directors.

*Section 2.* A local chapter's status as a chapter shall be forfeited, at the election of this association for cause, immediately upon written notice by this association to the local chapter.

*Section 3.* A new local chapter shall operate under bylaws prepared or approved by the Board of Directors until such time as it desires to revise or amend them. Revisions or amendments of local chapter bylaws shall be submitted to the Board of Directors for review. These revisions or amendments shall not become effective before approval by the Board of Directors. No provision of local chapter bylaws shall be valid which is inconsistent with these bylaws or with the articles of incorporation of this association.

*Section 4.* A local chapter may incorporate or may have been incorporated under the laws of the appropriate state or commonwealth. Proposed articles of incorporation, existing articles of incorporation or proposed amendments to articles of incorporation shall first be submitted to the Board of Directors for determination that the proposals or existing articles of incorporation are not inconsistent with the articles of incorporation of this association or with these bylaws. Upon such a finding, the local chapter may present the proposals to its members for adoption and may incorporate or amend if they are adopted.

*Section 5.* Unless otherwise mutually agreed upon by the Board of Directors and the local chapter, the bylaws of the local chapter shall provide that, upon dissolution of the local chapter, any assets of the local chapter remaining thereafter shall be conveyed to this association.

*Section 6.* Local chapters may assess reasonable dues and may raise other revenues.

*Section 7. Powers* - The officers of a local chapter shall have power to do everything possible to bring about a spirit of cooperation among chapter members, to encourage the use of facilities and services established by this association, to encourage arbitration of disputes among chapter members, and to cooperate with the officers and directors of this association in carrying out the programs of this association. No chapter shall do anything inconsistent or in conflict with these bylaws or with the articles of incorporation, codes, rules, regulations, and policies of this association.

*Section 8. Position Statements* - No local chapter, division or other association body may release or issue publicly any written or oral position statement or similar pronouncement on a public matter in the name of this association or in the name of any local chapter, division or body thereof. Any and all public statements made by members of any local chapter, division or other body of this association shall contain a clear general disclaimer to the effect that the views asserted are those of the named individual, and do not necessarily represent the official position of this association or any local chapter, division or other body thereof.

#### **Article XI. - Fiscal Year**

The fiscal year shall commence on the first day of January and shall end on the thirty-first (31st) day of December of each year.

#### **Article XII. - Seal**

This association shall have a seal of such design as the Board of Directors may adopt.

#### **Article XIII. - Indemnification**

This association shall, to the fullest extent permitted by the applicable provisions of Title 29 of the District of Columbia Code, as amended from time to time, indemnify each person 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, by reason of the fact that he or she is or was, or has agreed to become, a director or officer of this association, or is or was serving, or has agreed to serve, at the request of this association, as a director or officer of, or in a similar capacity with another organization or in any capacity with respect to any employee benefit plan of this association, or by reason of any action alleged to have been taken or omitted in such capacity, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, incurred by him or her or on his or her behalf in connection with such action, suit or proceeding and any appeal therefrom, unless such person shall be finally adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of this association or, to the extent such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan.

#### **Article XIV. - Records**

The original, or attested copies of the Articles of Incorporation, Bylaws and records of all meetings of the Board of Regents, Board of Directors, committees and the members of this association shall be kept in Washington, D.C., at the principal office of this association, or at an

office of the Secretary/Treasurer. They shall be available at all reasonable times for the inspection of any member for any proper purpose.

#### **Article XV. - Dissolution**

This association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of this association. On dissolution of this association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

#### **Article XVI. - Amendments**

These bylaws may be amended, repealed, or altered, in whole or in part by a majority vote of the Board of Directors, provided, that Article VII, Section 3 of these bylaws (Election of Elected Directors) may not be amended, repealed, or altered, in whole or in part, without the majority vote of the Board of Directors and the majority vote of the Board of Regents.

As Amended October \_\_, 2007.







