



International Door Association
*Enhancing the Value and Professionalism
of Door & Access Systems Dealers*

BYLAWS

INTERNATIONAL DOOR ASSOCIATION, INC.
As amended for clarification by IDA Board of Directors, 2/9/2018

ARTICLE I - GOVERNING AUTHORITY

International Door Association, Inc., hereinafter referred to as the Association, is governed and operated in accordance with the laws of the State of Delaware, the Certificate of Incorporation, these bylaws, and the instructions of the Board of Directors, hereinafter referred to as the Board, Executive Committee and Officers.

ARTICLE II - DOMAIN

Section 1. Scope

The principal domain of the Association shall be the continent of North America, encompassing the United States, its territories and possessions, Canada and Mexico.

Section 2. Principal Office

The principal office shall be within Delaware, its state of incorporation. The Association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE III - PURPOSE

The purposes of the Association shall be:

1. To consider and deal by all lawful means with common problems of management, such as involved in the sales, installation and service of door and access systems industry products and employee relations and financial relations, specifically of door and access systems dealer companies.
2. To secure cooperative action in advancing by all lawful means the common purposes of its Members, foster equity in business usages and promote activities designed to enable the industry to conduct itself with the greatest degree of economy, efficiency and quality.
3. To afford due consideration to and expression of opinion upon questions affecting the industry and to promote the common business interest of the industry.
4. To cooperate with other related industries and organizations.
5. To initiate, sponsor, promote and carry out plans, policies and activities which will tend to further the prosperity and development of the door and access systems industry.
6. To conduct or engage in all of the foregoing purposes, or other incidental thereto; but the purposes are expressly to exclude any infringement on the anti-trust laws with reference to establishment of prices or disposing of products or any unreasonable restraints of trade.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Government of the Association

The affairs of the Association shall be governed by its Board of Directors, hereinafter referred to as Board.

Section 2. Composition of the Board

The Board shall consist of one (1) Installing/Service Dealer Member for each region designated by the Board. Eight (8) members of the Board shall be Primary Industry Manufacturer/Vendor Members. The immediate past president shall be an ex-officio member of the Board.

Installing/Service Dealer Member Directors shall be elected to represent regions as established from time to time by the Board, and shall be elected by the voting members of the region represented.

Primary Industry Manufacturer/Vendor Member Directors shall be elected by all voting members of all designated regions.

Upon assuming the position of President, the President shall cease representing any specific region or having specific region responsibilities. One Installing/Service Dealer Member Director shall be elected from the President's region to represent said region, and shall assume all applicable region responsibilities.

Section 3. Duties

The Board shall have control and management of the affairs of the Association, with authority to conduct the business of the Association.

The Board may employ an Association Manager who shall manage the Association office, have power to select the management staff and shall conduct all of the business of the Association, subject to the direction of the Board, the Executive Committee, and the President. Said Manager shall be paid a salary or fee as determined by the Board. The

Board may delegate specific responsibilities to the Association Manager as are not in conflict with the provisions of these bylaws, the laws of the State of Delaware, the Articles of Incorporation or any other applicable statute.

The Association Manager shall keep minutes of the meetings of Members and of the Board, adequate and correct books and records of account; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Association and see that the seal is affixed to all documents, the execution of which, on behalf of the Association under its seal, is duly authorized in accordance with the provisions of these bylaws and keep a register of the Membership.

Section 4. Annual Meeting of Board

An Annual Meeting of the Board shall be held without other notice than these bylaws during the same week and at the same place as the Annual Meeting of Members. In addition to the Annual Meeting, the Board shall hold not less than three other meetings during the year; the time and place of which shall be fixed by the Board. Special meetings of the Board may be held at any time on call of the President, and shall be held upon written request to the President by six Members of the Board provided, however, that in each case at least five days advance written notice is given to each Member of the Board.

Special meetings may be held by electronic methods and means as deemed appropriate by the Board. The President shall preside at all meetings of the Board, or in his/her absence, the President-elect shall preside. In the absence of a President-elect, the Installing/Service Dealer Vice President shall preside.

Any Director may waive notice of any meeting. The business to be transacted at any regular meeting of the Board need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws. The business to be transacted during and the general purpose of any special meeting of the Board shall, however, be specified in the notice and waiver of the meeting which shall generally be the only business transacted.

The transaction of any meetings of the Board, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporation records or made a part of the minutes of the meeting.

Section 5. Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of all the Directors shall be the act of the Board, except where otherwise provided by law or these bylaws.

Section 6. Order of Business

The order of business for meeting shall be determined by the presiding officer. These bylaws and Robert's Rules of Order shall govern the conduct of the meeting.

Section 7. Attendance at Meetings

If a Director shall fail to attend two consecutive regular meetings of the Board during his/her term of office without a reason acceptable to the Board, his/her office as a Director may be declared vacant by a vote of the majority of all the remaining Directors.

Section 8. Declared Vacancies

Directors of the Association who cease to be Members of the Association, or who cease to be eligible for the Membership classification held when elected, shall have their seat declared vacant by the Board.

Section 9. Filling Vacancies

A vacancy in any office for any reason may be filled by a majority vote of the remaining Directors for the unexpired portion of the term, and shall be considered an appointed term and not an elected term.

In case of a vacancy, the President shall direct the Nominating Committee to present its recommendation to the Board. The recommendation shall include a minimum of two nominees per vacancy. Any qualified Member in good standing of the proper classification is eligible as a nominee. A vacancy must be filled within six months of the vacancy.

Installing/Service Dealer Director vacancies must be filled by Installing/Service Dealers. Primary Industry Manufacturer/Vendor Director vacancies must be filled by Primary Industry Manufacturer/Vendor Members.

Section 10. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 11. Removals

Any officer or agent elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Association would be served. The Members of the applicable class of Membership may elect a Director to fill any vacancy not timely filled by the Board upon the occurrence of such vacancy.

ARTICLE V - ELECTION OF DIRECTORS

Section 1. Qualifications for Nomination

An owner, partner or employee of an Installing/Serviceing Dealer Member may serve as a Director of the Association providing the person has authority to commit the firm in primary areas of company operations. An owner, partner or person holding a responsible position of a Primary Industry Manufacturer/Vendor Member may serve as a Director of the Association providing the person has authority to commit the firm in primary areas of company operations. A partnership and a corporation may designate said person to serve as an officer and Director as long as the underlying Membership of that individual's employer or company is maintained in good standing.

Section 2. Nominating Committee

The Heritage and Nominating Committee shall consist of not less than three Installing/Serviceing Dealer Members and three Primary Industry Manufacturer/Vendor Members. The Heritage and Nominating Committee and its Chairperson shall be appointed by the presiding President.

Not later than 120 days prior to the time of the Annual Meeting of Members, the Nominating Committee shall submit to the Board a slate of nominees. Each Director vacancy shall include no less than two (2) nominees.

The Board shall approve the slate. The Nominating Committee shall certify that it has secured the prior acceptance, in writing, of all candidates nominated.

Section 3. Nomination by Petition

Nominations for Director may be made, endorsed with the names of not less than 5% of the Members or minimum of 10 from the applicable Region if an Installing/Serviceing Dealer Member, and not less than 5% of all Primary Industry Manufacturer/Vendor Members if a Primary Industry Manufacturer/Vendor Member, and mailed to the Association so as to be received not less than ninety (90) days before the date of the Annual Meeting of Members. The names of the candidates so nominated, designating them as "Nominated by Petition," shall be on the ballots to be mailed as provided in Article V, Section 4. The Members nominating candidates by petition shall certify on the petition that they have secured the prior acceptance, in writing, of the candidate nominated.

Section 4. Election

Not later than forty-five (45) days prior to the time of the Annual Meeting of Members, a ballot listing the names of all applicable nominees and the election deadline, shall be sent electronically to the voting Membership for vote. Members not having access to electronic voting shall be provided the opportunity to vote by hard copy. Hard copy ballots shall be mailed by voting member directly to a designated CPA for tabulation. CPA shall notify association Managing Director the results no later than 30 days prior to the Annual Meeting of Members.

Only Members from the applicable Region may vote for an Installing/Serviceing Dealer Director nominee of the Region. All voting Members may vote for the Primary Industry Manufacturer/Vendor Director nominees regardless of Region.

Candidates receiving the highest number of votes for each vacancy to be filled shall be elected as Directors. There shall be no cumulative voting. A tie shall be decided by re-balloting for the candidates who received the tie vote.

An independent auditor shall check each ballot to verify eligibility, tabulate results and submit results to the association Managing Director. Ballots must be received no later than thirty (30) days prior to the Annual Meeting of Members. The Association Managing Director shall provide election results to the Board of Directors. Following said notification, the Association Managing Director shall provide all nominees the election results. Individual vote results by numbers or percentages shall not be provided; only the names of those elected.

Section 5. Terms of Office

All Directors shall be elected to a three (3) year term of office. The terms of not more than one third of the Directors shall expire at any election of the Directors. The Board shall have the authority to stagger and/or alter terms to assure the fulfillment of the expiration condition.

The terms of Directors shall begin at the commencement of the administrative year. A Director's term shall be automatically extended, when applicable, upon the election of a Director to the office of President-elect.

A Director shall be limited to serving a maximum of two (2) elected consecutive full terms. The President and President-elect shall be exempt from this limitation.

A Director appointed by the Board to fill a vacated director position shall be eligible to serve a maximum of two (2) elected consecutive terms following the fulfillment of the appointed term.

Section 6. Use of Association Funds to Support Nominee.

No corporate funds may be expended to support a nominee for Director.

ARTICLE VI - ELECTION OF OFFICERS

Section 1. Nominations and Ballot

During the same week as, but prior to the Annual Meeting of Members, a meeting of the Board in office prior to the Annual Meeting of Members shall be held for the purpose of electing officers for the next administrative year: including Treasurer, Vice President Installing/Serviceing Dealer Member, and Vice President Primary Industry Manufacturer/Vendor Member from the standing Board of Directors of the next administrative year. In addition and during the same meeting (if applicable), the Board shall elect the President-elect from the standing Board of Directors of the current administrative year.

Following notification by the Nominating Committee thirty (30) days prior to the meeting, a Director desiring to be considered for an officer position may, in writing, notify the Nominating Committee Chairperson and be placed on the official ballot.

In addition, nominations may be accepted from the floor. Upon conclusion of all nominations and completing of written votes thereon, the ballots shall be tallied by the two persons as designated by the President and the results announced.

Section 2. President

The President shall be the principal elected executive officer of the Association and shall, in general, supervise and control its business and affairs, shall preside at all meetings of the Members and the Board, may sign deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed and, in general, shall perform all duties incident of the Office of President and such other duties as may be prescribed by the Board from time to time. The President shall be an Installing/Servicing Dealer Member.

Section 3. Past President

The immediate presiding Past President shall serve as Chairperson of the Association's Strategic Planning Committee, and from time to time, may be assigned other duties by the President of the Board. He/she shall be an ex-officio Member of the Board.

Section 4. President-elect

During the meeting of the Board held to elect officers, a President-elect shall be elected immediately prior to the current President entering the second year of office and shall automatically become President upon the completion of the current President's second year of office. The President-elect shall be an Installing/Servicing Dealer Member.

In the absence of the President, or in the event of his/her inability or refusal to act, the President-elect shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The President-elect shall perform such other duties as, from time to time, may be assigned by the President or the Board.

Section 5. Vice President – Installing/Servicing Dealer Member

The Installing/Servicing Dealer Vice President shall act as the statutory secretary of the Association.

In the absence of the President and President-elect, or in the event of their inability or refusal to act, the Vice President Installing/Servicing Dealer Member shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President Installing/Servicing Dealer Member shall perform such other duties as, from time to time, may be assigned by the President or the Board. The Installing/Servicing Dealer Vice-President shall be an Installing/Servicing Dealer Member.

Section 6. Vice President – Primary Industry Manufacturer/Vendor Member

In the absence of the President, President-elect, and Vice President Installing/Servicing Dealer Member, or in the event of their inability or refusal to act, the Vice President Primary Industry Manufacturer/Vendor Member shall perform the duties of President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President Primary Industry Manufacturer/Vendor Member shall perform such other duties as from time to time may be assigned by the President or the Board. The Primary Industry Manufacturer/Vendor Vice President shall be a Primary Industry Manufacturer/Vendor Member.

Section 7. Treasurer

The Treasurer shall give a bond for the faithful discharge of his/her duties in such form and with such sureties as the Board shall be paid by the Association. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipt for monies due and payable to the Association from any source whatsoever and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board; and in general perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him by the President. The Treasurer may be either a Primary Industry Manufacturer/Vendor or an Installing/Servicing Dealer Member.

Section 8. Terms of Office.

The terms of officers shall begin at the commencement of the administrative year following their election. The President shall be elected to one two (2) year term of office. All officers shall be Directors. Other officers may be elected to consecutive terms providing the election is in compliance with Article VI, Section 1.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the President, Past President (Ex-officio), President-elect, Installing/Servicing Dealer Member Vice President, Primary Industry Manufacturer/Vendor Member Vice President, and Treasurer.

Section 2. Duties

The Executive Committee shall exercise at times when the Board is not in session such part of the authority of the Board in the control and management of the Association's affairs as the Board may delegate to it.

Section 3. Meetings

Meetings of the Executive Committee may be held upon the call of the President.

Section 4. Quorum

A majority of the Committee shall constitute a quorum.

Section 5. Order of Business

The order of business for meetings shall be determined by the presiding officer. These bylaws and Robert's Rules of Order shall govern the conduct of the meeting.

Section 6. Meeting Methods

Meetings may be held by electronic methods and means as deemed appropriate by the Board.

ARTICLE VIII - COMMITTEES AND GROUPS

Section 1. Committees

The Board may create committees of the Board and of the Association and may delegate to these committees such powers and functions as it finds desirable for conduct of its business and for carrying out the purposes for which the Association has been organized. It may authorize justifiable expenses for same.

Section 2. Installing/Serviceing Dealer Members

A company that sells, installs, and services residential and/or commercial door and access systems as its primary business. Minimum three (3) years in business and/or majority owner(s) must have minimum of three (3) years management experience including: owner, President, Vice President or operations manager with a door and access systems dealership, product manufacturer or product vendor. IDA Installing/Serviceing Dealer Code of Business Conduct compliant. Any established door and access systems dealer who meets the requirements as specified in this section may apply for Installing/Serviceing Dealer Membership. May refer to IDA and use the IDA logo in advertising and marketing. Full rights of Membership including voting, may hold Board and /or officer position. An Installing/Serviceing Dealer Member or Dealer Branch Member company must provide a state license number if required by the state in which the dealer's office is situated. If the company in either case is not licensed where required by the state, said company may apply for Subscribing Dealer service.

Section 3. Primary Industry Manufacturer/Vendor Members

A company that provides door and access systems products and services to door and access systems dealers as its primary business to the door and access systems industry. Any established company that meets the requirements as specified in this section may apply for Primary Industry Manufacturer/Vendor Membership. May refer to IDA and use the logo in advertising and marketing. Full rights of Membership including voting, may hold Board and/or officer position.

Section 4. Professional Members

A company whose primary business is *not* selling, installing and servicing residential and/or commercial door and access systems, but has three (3) years experience in another core business, has added the sale, installation and service of door and access systems to its business, and has completed its tenure as a Subscribing Professional/Professional Member Service as defined in Section 14. May refer to IDA and use the IDA logo in advertising and marketing. Must be IDA Code of Business Conduct compliant. Full rights of membership with exception of voting or holding a Board and/or officer position.

Section 5. Individual Life Members

Any individual officially retired from active employment and whose company is a Member in good standing at the time of retirement. Individual Life Members shall not have voting privileges, may not hold any office, or shall not remit annual dues.

Section 6. Election of Members

All applications for Membership shall be filed with the Association and submitted to the Board via mail or at their next regular or special meeting for approval or rejection. If a majority of the Directors vote in favor of approving such application, then a Membership certificate shall be issued to the Member in good standing.

Section 7. Use of Association Name and Seal

All Members in good standing shall have the right and privilege to print and otherwise use the Association name and/or seal with propriety on the normal items used in business such as letterheads, invoices, business cards, literature and advertising.

When using the Association name and/or seal, the Association name must be preceded with the words "Members Of". Any other reference to the Member's affiliation with the Association, either past or present, is prohibited.

In the event that a Member conducts business under more than one firm name, use of the Association name and/or seal is limited to the firm name under which Membership was granted by the Association.

Section 8. Resignation

Any Member may at any time resign from Membership in the Association by filing a written resignation with the Association together with any monetary obligation for which it shall have become obligated.

Section 9. Termination of Membership

Causes of Termination. The Membership of any Member of any classification shall terminate upon occurrence of any of the following events:

- (a) The resignation of the Member.
- (b) Expiration of the period of Membership, unless the Member sooner renews for a subsequent period on the renewal terms set by the Board.
- (c) Failure of a Member to pay dues, fees, or assessments as set by the Board within thirty (30) days of written notice from the Treasurer of the amount of the arrearage, which notification shall be sent if the Member is in arrears in the payment of dues for a period of ninety (90) days after said dues or any installment thereof are due and payable.
- (d) The occurrence of any event which renders such Member ineligible for Membership, or failure to satisfy Membership qualifications.

Suspension of Membership. A Member may be suspended based upon the good faith determination by the Board that the Member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association. A suspended Member shall not be considered a Member in good standing during the period of suspension.

Procedure for Suspension. If grounds appear to exist for suspension of a Member, the following procedure shall apply:

- (a) The Member shall be given thirty (30) days prior notice of the proposed suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by registered mail to the Member's last address as shown on the Association's records.
- (b) The Member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee authorized by the Board to determine whether the suspension should take place.
- (c) The Board by majority vote shall decide whether or not the Member shall be suspended. The decision of the Board shall be final.
- (d) Any action challenging suspension, including a claim alleging defective notice, must be commenced within six months of the date of the suspension.

Section 10. Transfer of Membership

Membership in the Association is not transferable or assignable.

Section 11. Voting Rights

Each Installing/Service Dealer and Primary Industry Manufacturer/Vendor Member is entitled to one vote on each matter submitted to a vote of the Membership. In the case of a corporate Member, the vote may be cast by the President or any Vice President, by such representative as the corporation has, in writing, delegated. In the case of a Member that is either a partnership or sole proprietorship, the vote of such Member may be cast by any one partner or by the proprietor, or by such representative of the partnership or proprietorship to whom such right has been delegated in writing.

Section 12. Proxy

At any meeting of the Members, a Member entitled to vote may vote either in person, through its duly authorized representative or by proxy executed in writing by the Member. A proxy shall be valid only with respect to the specific meeting for which it is given.

Section 13. Subscribing Dealer Service

A Subscribing Dealer is a company that sells, installs, and services residential and/or commercial door and access systems as its primary business with less than three (3) years in business or management experience in the industry. A company that complies with the requirements of this section may apply for the above service. The company may not refer to IDA or use the IDA logo in advertising or marketing. The IDA Installing/service Dealer Code of Business conduct compliance is not applicable. The company may not vote or hold board and/or officer position. After the three (3) year in business tenure requirement is met, a Subscribing Dealer, in good standing, will become an Installing/Service Dealer Member.

Section 14. Subscribing Associate Service

A Subscribing Associate is a company or person that provides services to door and access systems dealers including franchisers, legal firms, accounting firms, architects, specifiers, engineers, and officials having jurisdiction. A company that complies with the requirements of this section may apply for the service. May not refer to IDA or use the IDA logo in advertising or marketing. May not vote or hold Board and/or officer position.

Section 15. Subscribing Professional

A company whose primary business is *not* selling, installing and servicing residential and /or commercial door and access systems, but has three (3) years experience in another core business, and has added the sale, installation and service of door and access systems to its business.

For the first (2) years, the company shall be a Subscribing Professional and may not refer to IDA or use the IDA logo in advertising or marketing. IDA Code of Business Conduct compliance is not applicable. May not vote or hold a Board or Officer position.

Section 16. Dealer Branch Members

A Dealer Branch Member is a company 100 percent owned by an Installing/Serviceing Dealer Member. A Branch must have a physical office located within 100 miles of the Installing/Serviceing Dealer Member, and must be staffed by at least one full time manager. The Branch must be open for business not less than 35 hours spread over not less than four days each week. The Branch must have a telephone number unique to the physical office in the locality. The physical office must have on-site capability of providing sales, and must have either on-site, or through the Installing/Serviceing Dealer Member, the ability to sell, install and/or service door and access systems products. May refer to IDA and use the IDA logo in advertising and marketing. Full voting rights of Membership including voting, may hold Board and/or Officers position. Branch Member is IDA Code of Business compliant via Installing/Serviceing Dealer Member. An Installing/Serviceing Dealer Member or Dealer Branch Member company must provide a state license number if required by the state in which the dealer's office is situated. If the company in either case is not licensed where required by the state, said company may apply for Subscribing Dealer service.

ARTICLE IX - MEETINGS OF THE ASSOCIATION

Section 1. Annual and Regular Meetings

An Annual Meeting of the Members shall be held in each calendar year at the time and place of the annual convention, or on such date and at such place as shall be determined by a majority of the Board. The Annual Meeting shall be for the purpose of such business as may come before the meeting. In addition to the Annual Meeting, regular meetings of the Members for the transaction of such business as may come before the meeting may be held at a designated time and place set by the President or by a majority of the Board. The place of any annual, regular or special meeting may be anywhere within the domain of the Association.

Section 2. Special Meetings

Special meetings of the Members may be called whenever the Board shall deem it necessary, and shall be called upon the written request of any six Members of the Board.

Section 3. Notice of Meetings

Written or printed notice, stating the place, date and hour of any meeting of Members shall be delivered either personally, by mail, or by electronic means to each Member not less than fifteen (15) nor more than forty (40) days before the date of such meeting. In case of special meetings, or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. No business, other than the business the general nature of which was set forth in the notice of special meeting, may be transacted in the special meeting. If mailed, the notice of a meeting shall be deemed delivered, when deposited in the United States mail, addressed to the Member at the Member's address as it appears on the records of the Association, with postage thereon paid.

Section 4. Order of Business

The order of business for meeting shall be determined by the presiding officer. These bylaws and Robert's Rules of Order shall govern the conduct of the meeting.

Section 5. Quorum

At any meeting of the Members, a minimum of 30% of the Members in good standing by their duly authorized representatives, either in person or by proxy, shall constitute a quorum at such meeting, and a majority vote of those shall be the act of the Members, except where otherwise provided by law or these bylaws. If a quorum is not present at any duly called meeting of Members, a majority of the Members or their duly authorized representatives present may adjourn the meeting, from time to time, without further notice, for the purpose of acquiring a quorum.

ARTICLE X - FISCAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of the Association shall commence on July 1 of each year, or as determined by the affirmative vote of at least two-thirds of the Members of the Board.

Section 2. Dues and Membership Fees

The Board shall establish the initiation fee and dues for Association Members. Initiation fees and dues shall be payable upon application for Membership, and in advance of receiving Membership rights, privileges and services.

The annual dues period shall be January 1 through December 31. Annual dues renewal invoices shall be transmitted to Members sixty (60) days preceding the January 1 renewal date. A Member delinquent in dues payment past March 31 in which the renewal payment is due shall not be entitled to reinstatement, rather shall be considered as a new Member and be required to submit a new application, together with initiation fees and annual dues. The Board and individual Directors shall have the authority to waive the provision for initiation fees. The Board shall have the authority to extend dues payment periods if deemed in the best interest of the Association.

Section 3. Annual Report

An annual report shall be prepared within 120 days of the end of the Association's fiscal year. The annual report shall contain the following information in reasonable detail: a balance sheet as of the end of the fiscal year; a statement of revenues and expenses and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accounts, or if there is no such report, by the certificate of the treasurer of the Association that they were prepared without audit from the books and records of the Association.

ARTICLE XI - PERSONAL LIABILITY AND PROPERTY INTEREST

Section 1. Liability of Members

No Member of the Association shall be personally liable to the Association's creditors for any indebtedness or liability, and any and all creditors shall look only to the Association's assets for payments.

ARTICLE XII - INDEMNITY AND INSURANCE

Section 1. Right of Indemnity

To the fullest extent permitted by law, this Association shall indemnify its Directors, officers, employees and agents, including persons formerly occupying any such position(s), against all expenses, attorneys' fees, judgment, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any legal proceeding instituted against them while in the performance of their duties on behalf of the Association.

Section 2. Approval of Indemnity

On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether such person is entitled to indemnification, and if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the legal proceedings with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that legal proceeding, the Board shall promptly call a meeting of the Members of the Association. At such meeting, the Members shall determine whether indemnification shall be made, and if so, the Members shall authorize indemnification.

Section 3. Advancement of Expenses

To the fullest extent permitted by law, and except where otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any legal proceeding shall be advanced by the Association before final disposition of the legal proceeding, on receipt by the corporation of an undertaking or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 4. Insurance

The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees and other agents, against any liability asserted against or incurred by any officer, Director, employee or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE XIII - ADMINISTRATIVE YEAR

The administrative year of the Association shall be the ensuing time between the Annual Meeting of Members.

ARTICLE XIV – AMENDMENTS

Proposals for amendments to these bylaws may be made by the Board, the Executive Committee, or submitted to the Board in a petition, accompanied with a concise ballot statement in support of the proposed changes and signed by not less than 5% of the voting Members of the Association. Such percentage shall be based upon the total number of voting Members as of the date the petition is received by the Association. The Board shall mail the proposed amendment together with the proponents' rationale in support thereof of to the Association for vote. Each Member in good standing on the date the ballot is mailed is entitled to one vote. The Board shall set a deadline date for results of votes which must be at least four (4) weeks after ballot mailing.

A majority vote of the vote received by the Association by the deadline date designated shall be required to amend these bylaws.

ARTICLE XV - DISSOLUTION

In the event of dissolution of this Association, the remaining assets after winding up the affairs of the Association shall be transferred to a nonprofit activity as may be selected by the Board. It being the intention that should there be dissolution of the Association, the property and assets then owned shall never belong to or be distributed to any Member, any suspended Member or former Member, nor shall any Member, suspended Member or former Member have any claim to interest thereof.

ARTICLE XVI - INSPECTION OF RECORDS

The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended from time to time, certified by the corporation's secretary as complete, which shall be open to inspection and copying by all Members, at all reasonable times and office hours.