

CATAMOUNT TRAIL ASSOCIATION

BYLAWS

Approved by CTA members at Annual Meeting

November 4, 2017

ARTICLE I

General Provisions

1.1 Name and Purpose. The name of the corporation is Catamount Trail Association (the "Association"). The Association is organized as a non-profit association dedicated to the development, administration, protection and maintenance of the Catamount Ski Trail, a public resource. The purposes of the Association are as follows:

- a. to establish, maintain and protect a public ski trail in Vermont from the Massachusetts border to the Canadian border;
- b. to promote cross-country and backcountry skiing in Vermont;
- c. to promote public health and ecological awareness through cross-country and backcountry skiing;
- d. to provide assistance to trail users, information about the Trail and other cross-country and backcountry skiing opportunities, winter safety, and related topics to members and the public; and
- e. to protect lands vital to the Catamount Trail, cross-country and backcountry skiing through agreements, easements, acquisition, or other arrangements.

1.2 Non-Profit Status.

- a. The Association shall at all times conduct its activities in a manner consistent with any exemption from federal income tax that the Association may receive under section 501(c)(3) of the Internal Revenue Code of 1986, as it might be amended. Notwithstanding any other provision of these Bylaws, the Association is organized exclusively for charitable, educational, scientific, or athletic purposes, as specified in section 501(c)(3) of the Internal Revenue Code. The Association shall not carry on any activity or exercise any power not permitted to be carried out or exercised by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding provision in any future U. S. internal revenue law.
- b. No part of the assets or net earnings of the Association shall inure to the benefit of any member, director, or officer of the Association or any private individual, except that reasonable compensation may be paid for services rendered to the Association. No member, director, or officer of the Association or any private individual shall be entitled to share in the distribution of any of the Association's assets upon the dissolution of the Association.

c. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for political office. The Association shall be non-partisan and shall not officially endorse or oppose any candidate for public office.

1.3 Corporate Seal. The Board of Directors may adopt and alter the seal of the Association.

ARTICLE II

Members

2.1 Qualifications. Membership in the Association shall be open to all persons, corporations, partnerships, associations, foundations, clubs, businesses, and other organizations supporting the Association's objectives.

2.2 Dues. The Board of Directors shall establish dues for the Association's members.

2.3 Honorary Members. The Board of Directors may, in its discretion, confer honorary membership in the Association upon persons or organizations who have made notable contributions to furthering the Association's objectives. Honorary members shall be entitled to exercise all of the rights and privileges of members of the Association, including the right to attend and vote at meetings of the members. Honorary members shall be exempt from the requirement of paying membership dues.

2.4 Membership Certificates. Membership in the Association may, but need not, be evidenced by certificates in such form as may be approved from time to time by the Board of Directors. Membership certificates, if any, shall be signed by any person designated by the Board of Directors.

2.5 Restrictions on Transfer. Memberships in the Association are not transferable.

ARTICLE III

Meetings of Members

3.1 Place and Time of Meetings, Chair. Meetings of the Members may be held at such place and at such time as may be provided in the notice of the meeting and approved by the Board of Directors. The Chair of the Board of Directors shall preside or, in the Chair's absence, the Vice-Chair shall preside.

3.2 Annual Meeting of Members. The annual meeting of the Members shall be held at such time and place as the Board of Directors shall determine.

3.3 Special Meetings of Members. Special meetings of the members may be called by the Board of Directors or the Chair or Vice-Chair of the Board of Directors and shall be called by the Board of Directors upon the written request of fifteen (15) members. Only business within the purpose or purposes described in the notice for a special meeting of the members may be conducted at the meeting.

3.4 Notice of Meetings. Written notice stating the place, day, and hour of each meeting of the members and, in the case of a special meeting, the purpose or purposes for which the special meeting is called, shall be given not less than fourteen (14) days before the date of the meeting, either personally,

by mail or by electronic mail to each member entitled to vote at such meeting. Notice of meetings of members may be given by publication in an Association newsletter or other publication sent to each member entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail addressed to the member at his address as it appears on the records of the Association with postage prepaid. If sent by electronic mail, such notice shall be deemed to be delivered when an electronic message has been sent to the member at his electronic mail address as it appears on the records of the organization.

3.5 Waiver of Notice; Attendance at Meeting. A member's attendance at a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

3.6 Voting Rights. Each member shall be entitled to one vote on each matter presented to the members for a vote.

3.7 Quorum and Voting Requirements. Fifteen (15) members present in person or by proxy at a meeting of members shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law or these Bylaws.

3.8 Proxies. A member entitled to vote may vote in person or by proxy. A member may appoint a proxy to vote or otherwise act for him by signing an appointment form, either personally or by his attorney-in-fact. An appointment of a proxy becomes effective when received by the Secretary of the Association or other officer or agent authorized to tabulate votes and is valid for eleven months unless a longer period is expressly provided in the appointment form.

ARTICLE IV

Board of Directors

4.1 Number. The affairs of the Association shall be managed and conducted by a Board of Directors consisting of no fewer than nine (9) nor more than thirty (30) directors.

4.2 Election and Term. Members of the Association's Board of Directors shall be elected from the members at the annual meeting of the Association's members. Directors shall be nominated and elected to terms not exceeding three (3) years. The terms shall be staggered so that approximately one-third of the Board positions shall come open each year.

4.3 Vacancies. Vacancies on the Board of Directors may be filled by an affirmative vote of a majority of all the remaining directors. A director elected by the Board of Directors to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

4.4 Annual Meeting. The annual meeting of the Board of Directors shall be held at such time and place as the Board shall determine and held immediately after the annual meeting of members.

4.5 Regular Meetings. The Board shall meet at least four (4) times per year, including the annual meeting, at such times and at such places as the Board shall determine. In the absence of a determination of the times and places of the regular meetings by the Board, the times and places of the

regular meetings shall be determined by the Chair.

4.6 Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or the Vice-Chair or at the request of any other four (4) members of the Board, and shall be held at a place reasonably accessible to all directors as shall be specified in the notice of special meeting.

4.7 Notice to Directors. Notice of any regular meeting of the Board, together with a summary of the proposed agenda for the meeting, shall be given at least seven (7) days prior to the meeting by written notice delivered personally or sent by mail, electronic mail, or facsimile to each Director at his address as shown by the records of the Association. Notice of meetings of the Board may be given by publication in an Association newsletter or other publication sent to each director entitled to vote at the meeting. Such notice shall be deemed to be delivered when sent. Notice of any special meeting of the Board, together with a brief indication of the business to come before the meeting, shall be given in the same manner at least twenty four hours before the meeting. Any director may waive notice of any meeting either before or after the meeting. The waiver of notice must be in a writing signed by the director and delivered to the Association for insertion in the Association's record books. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.8 Notice to Members. Except as otherwise directed by the Board of Directors, the Secretary of the Association or the Secretary's designee shall endeavor to give all members notice of all regular and special meetings of the Board of Directors by publishing the date, time, and location of the meeting in the Association's newsletter and or on the Association's website. No meeting of or action taken by the Board of Directors shall be improper or invalid by reason of the Secretary's failure to provide such notice or any member's failure to receive the notice or inability to attend the meeting. Except as otherwise directed by the Board of Directors, all members shall have the right to attend and be heard at all meetings of the Board, but shall not have the right to vote at such meetings.

4.9 Quorum. One-third of the total number of Board members shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.10 Board Decisions. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

4.11 Compensation. The Association's directors shall not receive any compensation for their services on the Board. The Board shall have the authority, however, to pay directors, members, officers, or employees reasonable compensation for bona fide services rendered for the Association and to reimburse members, directors, officers, or employees for reasonable expenses actually incurred for the benefit of the Association.

4.12 Attendance at Meetings by Telephone. Any member of the Board may participate in any meeting of the Board by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

4.13 Consent in Lieu of Meeting. Any action consented to in writing and or by electronic mail by the majority of the Board shall be as valid as if the Board had adopted such action at a duly held meeting thereof.

4.14 Resignation. A director may resign at any time by giving notice in writing or by electronic mail to the Board, the Chair, the Vice-Chair, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the resignation by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

4.15 Committees. The Board may authorize the establishment and termination of committees as needed for the function of the Association and may delegate to any such committee or committees any or all of the Board's powers.

a. **Appointment.** With the approval of the Board of Directors, the Chair of the Board shall appoint annually the membership and chairperson of all committees as soon as possible after the annual meeting of the members of the Association. Non-board members may be appointed to serve on any committee except the Executive Committee, but the chair of all committees must be a board member.

b. **Function.** Unless the Board otherwise designates or the Bylaws otherwise provide, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the Board of Directors, with the exception that half of the total number of committee members shall constitute a quorum.

4.16 Executive Committee.

a. **Composition.** The Executive Committee shall have no fewer than four (4) and not more than six (6) voting members, all of whom must be members of the Board of Directors. The Chair, Vice-Chair, Secretary, and Treasurer shall each be ex officio voting members of the Executive Committee. In addition to the voting members, the Executive Director(s) shall be (a) non-voting ex officio member(s) of the Executive Committee.

b. **Function.** The Executive Committee shall advise the Chair of the Board, monitor the vitality of the Association, and carry out any other duties specified by the Board of Directors. The Executive Committee shall maintain minutes of its meetings with copies provided to each Director within thirty (30) days of each meeting.

c. **Notice of Meetings.** Except as otherwise directed by the Board of Directors, the Secretary of the Association shall give all Directors notice of all regular and special meetings of the Executive Committee by publishing the date, time, and location of the meeting as provided in 4.7 above. Any member of the Association may request to be notified of Executive Committee meetings; in such case notice shall be provided as for Directors. A request to be notified of Executive Committee meetings must be renewed annually by September 1, by the interested member, to remain in effect. No meeting of or action taken by the Executive Committee shall be improper or invalid by reason of the Secretary's failure to provide such notice or any Director's failure to receive the notice or inability to attend the meeting. Except as otherwise directed by the Executive Committee, all members shall have the right to attend and be heard at all meetings of the Executive Committee, but shall not have the right to vote at such meetings.

4.17 Nominating Committee.

a. Composition. The Nominating Committee shall consist of at least four members with a majority being current directors.

b. Nomination of Directors. Based upon an evaluation of the needs of the Association and of the strengths of the current directors, the Nominating Committee shall present a slate of proposed candidates for director at each annual meeting of the members of the Association. Each proposed candidate shall have read, understood and completed a Conflict of Interest disclosure statement as required by the Association's Conflict of Interest Policy.

c. Nomination of Officers and members of the Executive Committee. At the next regular meeting of the Board of Directors following the annual meeting of the members of the Association, the Nominating Committee shall present a slate of officers, each of whom shall be members of the Board of Directors, for the ensuing year, together with the names of any non-officer nominees for membership on the Executive Committee.

ARTICLE V

Officers

5.1 Number of Officers. The officers of the Association shall consist of a Chair of the Board of Directors, a Vice-Chair of the Board of Directors, a Treasurer, a Secretary, and such other officers as may be elected or appointed in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

5.2 Election and Term of Office. The officers of the Association shall be nominated by the Nominating Committee and elected by the Board of Directors at its first meeting following the annual meeting of members. This shall be the annual meeting of the Board. Each officer shall hold office until the next annual meeting of the Board.

5.3 Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Association would be served thereby. In the event any officer is removed from office, that ex-officer immediately shall cease to serve as an ex officio member of the Executive Committee. If the Executive Committee votes to recommend the removal of an officer, this action shall require its acceptance or rejection by the Board of Directors, and the officer shall be suspended from all official duties until such action by the Board of Directors.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5.5 Power and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in votes or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the following powers and authority:

a. Chair. The Chair shall preside over meetings of the members, the Board of Directors and the Executive Committee. The Chair shall report regularly to the Board of Directors concerning the affairs of the Association. The Chair shall be an ex officio voting member of the Executive Committee.

b. Vice Chair. The Vice Chair of the Board of Directors shall have the authority and duties of the Chair when the Chair is unavailable or unable to perform these duties. The Vice Chair shall be an ex officio voting member of the Executive Committee.

c. Secretary. The Secretary shall ensure preparation of accurate minutes of all meetings of the members, Board of Directors and the Executive Committee. The Secretary shall oversee all Association records other than financial records. The Secretary also shall oversee filing with the proper government officials of all documents, other than tax returns, which the Association is required by law to file. The Secretary shall be an ex officio voting member of the Executive Committee.

d. Treasurer. The Treasurer shall ensure preparation of correct and complete budgets, financial records and reports, and filing of all tax returns of the Association pursuant to the instruction of the Board of Directors. The Treasurer shall be bonded as appropriate to the annual budget and the endowment of the Association. The Treasurer shall be an ex officio voting member of the Executive Committee.

e. Other Officers. Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

5.6 Resignation. An officer may resign at any time by giving notice in writing or by electronic mail to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective. In the event any officer resigns from office, that ex-officer immediately shall cease to serve as a member of the Executive Committee.

ARTICLE VI

LOCAL CHAPTERS OF THE ASSOCIATION

6.1 Establishment and Bylaws. Local chapters may be established from time to time by the Board of Directors upon application. Bylaws for new chapters shall be submitted to the Board of Directors for approval. Chapter bylaws shall be on file at the headquarters of the association. Any chapter bylaw or other governing document or part thereof that conflicts with the Bylaws and policies of the association is void. Each chapter shall make provisions for the disposition of its assets upon disestablishment or dissolution, which shall be consistent with Paragraph 6 of this Article.

6.2 Structure. A chapter may be organized as an unincorporated association or as a nonprofit corporation. Each chapter shall have at least a President, Secretary, and Treasurer for officers.

6.3 Membership. Membership of each chapter shall be open to any person without restriction, except for required payment of standard dues.

6.4 Membership Dues. All membership dues shall be paid to the Association, with periodic disbursement to chapters. The Board of Directors of the Association shall establish the portion of chapter member dues disbursed to chapters.

6.5 Duties. Each chapter shall conduct itself in a manner that will result in the highest quality service and assistance to all, guided by the mission and vision of the Association. The President

of each chapter or his or her designee shall report orally or in writing the membership and activities of his or her chapter at the annual meeting of the members of the Association.

6.6 Assets and liabilities. Each chapter shall control its own funds and other assets, and the Association shall not be liable for the debts of any chapter. Chapters are responsible for financial reporting to the Association in accordance with the Association's fiscal year and generally accepted accounting principles. If a Chapter is disestablished or dissolved, it shall transfer forthwith to the Association all of its tangible and intangible property pertaining to trails and glades which are located in the State of Vermont and have the approval of the Board of Directors. Any other assets remaining at the time of disestablishment or dissolution after the payment of debts shall be transferred to the Association unless the chapter has arranged to transfer such assets to a different corporation which has qualified under Section 501(c)(3) of the U. S. Internal Revenue Code.

6.7 Disestablishment. A Chapter may be disestablished by a two-thirds vote at any regular or special meeting of the Board of Directors if it is deemed to have failed to perform its responsibilities to the Association. Notice of such proposed action shall be mailed or delivered by the President to both the President and Secretary of the affected Chapter at least thirty days in advance of the meeting of the Board of Directors.

ARTICLE VII

Executive Director

7.1 Unitary or Shared Position: The Executive Director position as described below may be held by one or more people as decided by the Board of Directors. In the event that the position is shared, the Board of Directors shall decide the specific duties of each position. A person appointed to a part of the position shall be appointed independently from the other part-holder of the position, and have the same selection procedure, term of office, rights, report ability, powers and general duties as a person selected to fill the whole position. If the position is shared, the term "Executive Director" in the following shall apply separately to each part-holder of the position.

7.2 Election and Term of Office. The Executive Director shall be appointed by the Board of Directors at any special or regular meeting. The Executive Director shall hold office until he/she resigns or is removed by the Board of Directors.

7.3 Powers and Duties. The Executive Director of the Association shall be the chief executive officer of the Association and the official adviser to and executive agent of the Board of Directors. Subject to the approval of the Board of Directors, the Executive Director shall have the authority to manage and direct the operations of the Association, including the power to sign such papers as may be required or as instructed by the Board of Directors, and the power to appoint and discharge the staff and all employees of the Association. The Executive Director shall manage the affairs and direct the work and employees of the Association, subject to and in accordance with the approved budget or as otherwise instructed by the Board of Directors. The Executive Director shall report and make recommendations regularly to the Board of Directors, the Executive Committee, and the regular members of the Association at the annual meeting and at any special meeting concerning the affairs of the Association which, in his/her judgment, are desirable for their information and guidance. The Executive Director shall also perform such other duties as are incidental to the office of executive director. The Executive Director shall be an ex officio non-voting member of the Board of Directors and of all committees.

7.4 Removal. The Executive Director may be removed by the Board of Directors whenever the best

interests of the Association would be served by such removal. Upon an Executive Director's removal, the Executive Director shall immediately cease to serve as an ex officio non-voting member of the Board of Directors and of all committees.

7.5 Resignation. The Executive Director may resign at any time by giving written notice to the Executive Committee. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of the notice by the Executive Committee, and the acceptance of the resignation shall not be necessary to make it effective. The Executive Director is requested, wherever possible, to provide the Executive Committee with at least thirty (30) days advance written notice of resignation.

ARTICLE VIII

Indemnification

The Association will indemnify a director, officer, employee or agent of the Association if the individual:

- (1) conducted himself or herself in good faith; and
- (2) reasonably believed
 - (A) in the case of conduct in his or her official capacity with the Association, that the person's conduct was in the Association's best interests; and
 - (B) in all other cases, that his or her conduct was not in opposition to the Association's best interests; and

(3) in cases brought by a government agency, the individual had no reasonable cause to believe that his or her conduct was unlawful, and the person is not finally found to have engaged in a reckless or intentional criminal act.

In all cases the Association will indemnify to the extent and manner allowed by the Vermont Non-Profit Corporation Act, Title 11B, Chapter 8, sub-chapter 5.

ARTICLE IX

Personal Liability

The directors, officers, and employees of the Association shall not be personally liable for any debt, liability, or obligation of the Association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the Association may look only to the funds and property of the Association for the payment of any such contracts or claims or for the payment of any debt, damages, judgment, or decree that may become due or payable to them from the Association.

The corporation shall, at all times, maintain Directors and Officers' Insurance for the benefit of the officers and directors of the corporation.

ARTICLE X

Fiscal Year

The Association's fiscal year shall be from May 1 to April 30. The Association's tax year shall be the fiscal year, unless otherwise determined by the Board of Directors.

ARTICLE XI

Annual Audit

An audit of the Association's finances will be conducted annually.

ARTICLE XII

12.1 Procedure for Amendments. For an amendment to the Association's by-laws to be adopted, it must be approved in the following manner:

a. Amendments to the Number, Composition, Terms or Election of Directors. Any amendment to the number, composition, terms, or election of directors, whether initiated by the Board of Directors or by the membership, shall require either a two-thirds affirmative vote of the membership cast at a meeting duly warned in accordance with the provisions of Section 12.2 or by a majority of the total membership, whichever is less.

b. All other amendments. Any amendment other than those described in 12.1.a. Shall be approved by a majority affirmative vote of the full Board of Directors and by either a two-thirds affirmative vote of the membership cast at a meeting duly warned in accordance with the provisions of Section 12.2 or by a majority of the total membership, whichever is less.

12.2 Notice of Amendment. If the Board or the members seek to have the amendment approved by the members at a membership meeting, the Association shall give notice to the members in writing in accordance with Section 3.4 of these by-laws. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment, and contain or be accompanied by a copy and any summary of the amendment.

ARTICLE XIII

Dissolution

13.1 Decision to Dissolve. The Association shall be dissolved upon the vote of a majority of the Board of Directors or a majority of the members present at a duly convened regular or special meeting of the Board of Directors or members where the notice of meeting states that the dissolution of the Association would be considered. The notice of any meeting at which dissolution will be considered shall be in accordance with subsection 8.22(c) of Title 11B of the Vermont Statutes Annotated.

13.2 Procedure Upon Dissolution. Upon the appropriate vote of the members or Board of Directors to dissolve the Association, the Board shall adopt a plan of dissolution indicating to whom the assets owned or held by the corporation will be distributed after all creditors have been paid and arrange for the distribution of the Association's assets in the following manner:

- a. all liabilities and obligations of the Association shall be paid or discharged, or adequate provision shall be made for such payment or discharge;
- b. assets held by the Association upon any condition requiring that the assets be returned, transferred, or conveyed upon the dissolution of the Association shall be returned, transferred, or conveyed in accordance with the applicable conditions;
- c. other assets, if any, be distributed to an organization selected by the Board of Directors that is an exempt organization under section 501(c)(3) and which has environmental goals and objectives comparable to the goals and objectives of the Association, as set forth in these Bylaws.

ARTICLE XIV

Conflict of Interest

14.1. Policy. The Association maintains and follows a Conflict of Interest Policy to protect the Association's interests when it is contemplating entering into a transaction or arrangement that may benefit the private interests of an officer or director of the Association or may result in a possible excess benefit transaction. This policy is intended to supplement but not replace applicable State of Vermont and Federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

14.2 Procedure. The Conflict of Interest Policy details definitions, the duty to disclose, the procedure to determine whether a conflict exists and to investigate alternatives, voting requirements, record keeping and annual disclosure requirements for all Directors.

ARTICLE XV

Miscellaneous

15.1 Governing Law. These Bylaws shall be subject to and construed in accordance with the laws of the State of Vermont.

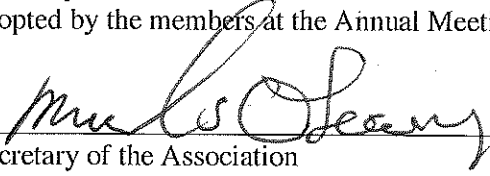
15.2 Severability. The provisions of these Bylaws shall be deemed independent and severable, and the invalidity or partial invalidity or unenforceability of any one provision or portion thereof shall not affect the validity or enforceability of any other provision.

15.3 Construction. As used in these Bylaws, all singular words shall include the plural and all plural words shall include the singular, as the context may require.

15.4 Procedure. All matters of parliamentary procedure shall be governed by Robert's Rules of Order (rev. 1970), unless these Bylaws or applicable law provide otherwise.

The undersigned hereby certifies that the foregoing Bylaws and amendments have been duly approved

as the Bylaws of the Association at the meeting of the Board of Directors held on June 22, 2015 and adopted by the members at the Annual Meeting of the members held on November 14, 2015.

 3/7/18
Secretary of the Association Date