

by the person or persons entitled to such notice or entitled to participate in the action to be taken or by such person's attorney thereunto authorized.

13. Annual Dues. The annual dues for each class of members shall be set each year by the Board of Directors and shall be payable on or before July 1st of each year. The membership year shall be concurrent with the fiscal year.

14. Proration of Dues. Members admitted to membership after January 1, but before June 30, shall pay half the amount of the full dues set for that year.

15. Delinquent Members. A member who is still delinquent ten (10) days after the first delinquent dues notice is sent out shall be deemed not in good standing and shall have no vote. A member whose dues are delinquent for more than six (6) months may be dropped from membership upon majority vote of the Board of Directors. To be reinstated, the member must pay the delinquent dues. However, a membership will not be forfeited as aforesaid until the member has been mailed at least two (2) invoices for the delinquent dues.

16. Compensation and Expenses. Members, Officers, and Directors shall not receive any compensation for their services to the Association. This is not to preclude reimbursement for expenses approved by the Board of Directors. The Board of Directors shall also have power in its discretion to contract for and pay to members rendering unusual or special services to the Association special compensation to the value of such services.

ARTICLE IV.

DIRECTORS

1. Number and Election of Directors. The affairs of the Association shall be conducted by the Board of Directors of the Association. The number of Directors constituting the Board of Directors shall be nine (9), five (5) of whom shall be President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer, and four (4) of whom shall be Directors at Large and elected as hereinafter set forth. At each Annual Meeting, an election shall take place with respect to the directorships at large which expire during the year of said meeting and the Directors at Large shall be nominated and elected in the same manner as the Officers of the Association are elected. The term of any Director elected at any such meeting shall be two (2) years. No person may serve as a Director of the Association who is not an Active Member of the Association in good standing.

2. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

3. Vacancies.

(a) Except as hereinafter provided, any vacancy in the Board of Directors occurring during the year may be filled for the unexpired portion of the term by the Directors then serving, although they be less than a quorum, by affirmative vote of the majority thereof. Any Directors so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Association or until the election and qualification of such director's successor.

(b) Any vacancy created by the election of a Director to the office of President-Elect shall be immediately filled at the Annual Meeting at which said Director is elected to the office of President-Elect, or in the event such vacancy shall occur thereafter, by an election at a special meeting of the Association to be held not later than thirty (30) days following the Annual Meeting at which such vacancy is created.

(c) If a vacancy occurs in the office of President-Elect, such vacancy shall be filled by an election at a special meeting of the Association to be held as soon as possible upon proper notice of such vacancy occurs.

4. Regular Meetings. Regular meetings of the Board of Directors may be held with reasonable notice at such time and place as shall be determined by the Board. Any business may be transacted at any Directors meeting. Notice of any meeting may be waived by any Director.

5. Special Meetings. Special meetings of the Board of Directors may be called by the President, by the President-Elect, or by no less than two (2) Members of the Board. Notice of any special meetings shall be given by mailing the same at least three (3) days or by telephoning the same at least one (1) day before the meeting to the usual business or residence address of the Directors, but such notice may be waived by any Director.

6. Chair. At all meetings of the Board of Directors, the President or, in the absence of the President, the President-Elect or in their absence a Chair chosen by the Directors present, shall preside.

7. Quorum. At all meetings of the Board of Directors, a majority of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

8. Voting. At all meetings of the Board of Directors, each Director shall be entitled to one (1) vote. There shall be no voting by proxy.

9. Rules of Order. All meetings of the Board of Directors shall be governed by parliamentary rules as set forth in Robert's Rules of Order, unless otherwise specified herein.

10. Power. All the corporate powers, except such as are otherwise provided for in these bylaws and in the laws of the Commonwealth of Virginia, shall be and are hereby vested in the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, to officers or to the Executive Director of the Association such powers as they may see fit.

11. Specific Duties. In addition to general management of the affairs of the Association, the Board of Directors shall present in writing at least fourteen (14) days prior to the first regular meeting of each fiscal year, a report, showing in appropriate detail the following:

(a) the assets and liabilities, including the trust funds, of the Association as of June 30 of the prior fiscal year;

(b) the principal changes in assets and liabilities, including trust funds, during the prior fiscal year;

(c) the revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the prior fiscal year;

(d) the expenses or disbursements of the Association, both general and restricted purposes, during the prior fiscal year;

(e) the number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the prior fiscal year, a statement of the place where the names and addressees of the current members may be found. The annual report of the Board of Directors shall be filed with the minutes of the proceedings of the first regular meeting of members in each fiscal year.

ARTICLE V.

OFFICERS

1. Number and Election. The officers of the Association shall be the President, the President-Elect, the Secretary, the Treasurer and such other officers with such powers and duties not inconsistent with these bylaws as may be created and determined by the Board of Directors.

2. Nomination. Election. Term of Office and Qualifications. All officers shall be elected by the Active members for a term of one (1) year, (except for the President, which office shall be automatically held by the person elected President-Elect for the prior year), and no person shall be President for more than one (1) consecutive term. No person may serve as an Officer of the Association who is not an Active Member in good standing. The officers shall be installed at the meeting at which they are elected.