

BYLAWS
OF
THE ALEXANDRIA BAR ASSOCIATION

ARTICLE 1.

NAME, SEAL AND OFFICES

1. Name. The name of this Corporation is The Alexandria Bar Association.

2. Seal. The seal of the Association shall be circular in form and shall bear on its outer edge the words "The Alexandria Bar Association" and in the center the words and figures "Corporate Seal 1978 Virginia." The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

3. Offices. The principal office of the Association shall be at the Courthouse of the Circuit Court of the City of Alexandria, Virginia. The Association may also have offices at such other places as the Board of Directors may from time to time appoint for the purposes the Association may require.

ARTICLE 11.

PURPOSES

The Association shall be operated exclusively for the following purposes:

- A. to maintain and advance the honor and dignity of the legal profession and to increase its effectiveness in promoting and facilitating the proper administration of justice;

- B. to improve the professional competence of its members and of other lawyers in the area through educational means;

- C. to cultivate and advance the science of jurisprudence;

- D. to promote reform in the law and in judicial procedure;

- E. to uphold and elevate the standard of integrity, dignity, honor and courtesy among members of the legal profession;

- F. to establish and maintain liaison and cooperative effort with Virginia State Bar, the Virginia Bar Association, the American Bar Association, and other voluntary associations comprised of members of the legal profession;

G. to operate a legal referral service for the benefit of the general public;

H. to cultivate the spirit of collegiality among the members;

I. to review and endorse candidates who seek the Association's endorsement for judicial appointments in Alexandria;

J. to conduct any and all lawful affairs for the proper operation of a voluntary Bar Association.

ARTICLE 111.

MEMBERS AND MEETING OF MEMBERS

1. Membership. The Association shall have members who shall be divided into five (5) classes designated respectively, "active," "associate," "honorary," "emeritus," and "student." A description of the five (5) classes of membership is as follows:

A. Active Members. Any member of the Virginia State Bar in good standing, who is lawfully licensed to practice law in Virginia who is engaged in the practice of law in Virginia, who maintains his or her bona fide office for that purpose within the City of Alexandria or who certifies that a significant portion of their practice is before the Alexandria Courts, or who resides within the City of Alexandria and whose application for membership is sponsored by two (2) members in good standing of this Association.

B. Associate Members. Any member of any State or Federal Bar in good standing who does not qualify for active membership may become an Associate Member upon being approved in the same manner provided for Active Members. Associate Members shall have all rights and privileges of Active Members except the right to vote.

C. Honorary Members. The Judges of the Circuit Court of the City of Alexandria, the Judges of the General District Court and the Juvenile and Domestic Relations District Court of the City of Alexandria, the Clerk of the Circuit Court of the City of Alexandria, and such other persons as the Board of Directors may from time to time designate, shall be Honorary Members. Honorary Members shall not have the right to vote. Honorary Members shall not be required to pay dues.

D. Emeritus Members. Any member or former member of the Alexandria Bar Association who is 65 years of age or older and who has retired from the active practice of law may become an Emeritus Member. Upon a satisfactory showing that an application meets the criteria set out above, the membership committee shall approve the application and inform the Board of Directors and the Executive Director of the Association of the applicant's status as Emeritus Member. Emeritus Members shall have

all rights and privileges of Active Members except the right to vote. Emeritus Members shall pay a reduced dues schedule fixed by the Board of Directors each year.

E. Student Members. Any person currently enrolled in an accredited law school, or any person studying (reading) law, or any person having completed the required curriculum at an accredited law school, but not yet having passed the Bar, may become a Student Member upon being sponsored by two (2) members of this Association. Student Members shall have all rights and privileges of Active Members except the right to vote.

2. Rights of Members. The right of an Active Member to vote and all such member's right, title and interest in or to the Association shall cease on the termination of membership and are subject to all of the provisions of these by-laws relating to membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Association.

3. Resignation of Members. Any member may resign from the Association by delivering a written resignation to the President or Secretary of the Association.

4. Meetings. There shall normally be ten (10) regular meetings or social gatherings of the Association in each year, on the third Thursday in September, October, November, December, January, February, March, April, May and June which may be changed by the Board of Directors. The May meeting shall be the Annual Meeting. If the regular meeting day of any meeting should fall on a legal holiday, the meeting shall be held on the first Thursday thereafter that is not a holiday. Regular meetings are defined as meetings during which Association business is transacted.

5. Notice of Regular Meetings. Notice of the date, place, hour and purpose or purposes of the regular meetings or social gatherings shall be served, either personally or by mail, no less than ten (10) nor more than fifty (50) days before the meeting upon each person who appears upon the books of the Association as a member. If mailed, such notice shall be directed to the member's address as it appears on the books of the Association, unless the member shall have filed with the Secretary of the Association a written request that notices intended for the member be mailed to some other address. In this case the notice shall be mailed to the address designated in such request. Notice of the meeting may be sent in the Association's monthly newsletter.

6. Special Meetings. Special meetings of the members, other than those regulated by statute, may be called at any time by the President or President-Elect, or by the Board of Directors and must be called by the President or Secretary on receipt of the written request of twenty (20) members of the Association.

7. Notice of Special Meetings. Notice of a special meeting stating the time, place, and purpose or purposes thereof shall be served personally or by mail upon each member not less than ten (10) nor more than fifty (50) days before such meeting. If mailed, such notice shall be directed to each member's address as it appears on the books or records of

the Association unless the member shall have filed with the Secretary of the Association written request that notices intended for the member shall be mailed to some other address. In this case the notice shall be mailed to the address designated in such request. At such special meeting no business shall be transacted except as such shall be specified in the call thereof

8. Quorum. At any meeting of members of the Association the presence of at least ten percent (10%) of the active members in good standing and entitled to vote shall be necessary to constitute a quorum to transact business except as otherwise provided by law, or by these bylaws. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these bylaws. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present in person, without notice other than by announcement at the meeting and without further notice to any absent member. At any continued meeting at which a quorum shall be present, any business may be transacted at the meeting as originally noticed.

9. Voting. At every meeting of members, each member entitled to vote shall vote in person. Each member entitled to vote shall be entitled to one (1) vote. There shall be no voting by proxy and no cumulative voting. The election of Officers and Directors shall be by ballot. All elections shall be had and all questions decided by a majority vote of the persons present in person. Only Active members in good standing may vote at such meetings.

10. Rules of Order. Meetings of the Association at which business is transacted shall be governed by parliamentary rules as set forth in Robert's Rules of Order, unless otherwise specified herein.

11. Order of Business. At each Annual meeting of the Association, the order of business shall be as follows:

- (a) Report of Treasurer
- (b) Elections, if any
- (c) Old Business
- (d) New Business

This order of business shall also apply to any regular meeting at which business of the Association is transacted.

12. Waiver of Notice. Whenever, under the provisions of any law or under the provisions of the Articles of Incorporation or bylaws of this Association, the Association or the Board of Directors or any Committee thereof is authorized to take any action after notice to the members of the Association or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing

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.

Voting shall be conducted by secret, written ballot by the Bar, in person at the Annual Meeting in May, by Ballot Box or by Absentee Ballot as described herein. After the report of the Nominations Committee, nominations for officers may be made from the floor at the regular meeting of the Association called for that purpose to be held in April. Regardless of anything in these bylaws implying otherwise, voting for officers and directors shall occur as follows:

(a) **Ballot Box Voting:** Voting will be conducted by Ballot Box on the day of the Annual meeting in the Bar Association office. Members and those eligible to vote in the election may vote in the Bar Association office. Members voting by Ballot Box may be required to produce identification revealing that they qualify to vote in the election. Eligible members of the Bar will be given a ballot by the Proctor to be deposited in the Ballot Box. The Ballot Box shall be available up until the time stated for the meeting in the notice. The Ballot Box shall be delivered to the Annual Meeting for tally. Votes cast in the Ballot Box will only be counted on the first ballot.

(b) **Absentee Ballots:** Any person qualified to participate in the voting process may tender an Absentee Ballot provided the member cannot attend the meeting; because

1. Court appearance: member cannot leave Court to vote in Law Library prior to the meeting. Member must state name of Court and name of the case pending.
2. The member is out of town and unable to appear at the meeting at the appointed time.
3. The member is ill, sick or otherwise unable to attend.
4. Other personal emergency.

The member tendering an Absentee Ballot must arrange for the ballot to be at the Annual Meeting at the time of polling and must attach a separate statement/certificate, The wording of which shall be as follows: "I, _____ (name of member) hereby certify that this Absentee Ballot is not employed merely to avoid attending the meeting and is not offered for personal convenience. I cannot attend the meeting because _____ (state reason)". Absentee Ballots will be counted on each ballot taken. Members tendering an Absentee Ballot will not be allowed to vote at the meeting.

3. Vacancies. A vacancy in the office of President shall be filled by the President-Elect, whose successor shall be elected as provided in Article IV, Section 3 (c). In case any office of the Association, other than the President or President-Elect, becomes vacant for any cause, the majority of the Directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the first meeting of members next succeeding and until the election and qualification of such officer's successor.

4. President. The President shall preside at all meetings of members and of the Board of Directors. The President shall have and exercise general charge and supervision

of the affairs of the Association and shall do and perform such other duties as may be assigned by the Board of Directors.

5. President-Elect. At the request of the President, or in the event of the President's absence or disability, the President-Elect shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by the law the President-Elect shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors.

6. Secretary . The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors and members of the Association at which association business is transacted. The Secretary shall keep a record containing the names, alphabetically arranged, of all persons who are members of the Association, showing their addresses, and such book shall be open for inspection as prescribed in law. The secretary may sign with the President or the President-Elect, in the name and on behalf of the Association, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the Association. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be required by the Board of Directors. Upon being succeeded in office, the Secretary shall turn over all Association records and correspondence to the successor Secretary. The Secretary may delegate any duties set forth herein to the Executive Director.

7. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of duty, in such sum and with such sureties as the Board of Directors may require. When necessary or proper the Treasurer may endorse on behalf of the Association for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, the Treasurer shall sign all checks of the Association and promissory notes issued by the Association, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these bylaws to some other officer or agent of the Association. The Treasurer shall enter regularly on the books of the Association to be kept by the Treasurer for the purpose, full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Association, and the Treasurer shall exhibit such books at all reasonable times to any Director or member on application at the offices of the Association and shall report at each meeting as required herein all receipts and disbursements since the preceding meeting. At the first regular meeting of each fiscal year the Treasurer shall submit a report of all receipts and disbursements for the preceding

year. The Treasurer shall, in general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors. The Treasurer may delegate with the approval of a majority of the members of the Board of Directors, any duties to the Executive Director, including the power to sign checks.

8. Removal. Any officer other than the President and the President-Elect may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular meeting or special meeting called for that purpose, for nonfeasance, or malfeasance, or misfeasance, for conduct detrimental to the interest of the Association, or for refusal to render reasonable assistance in carrying out its purposes. Any such officer proposed to be removed shall be entitled to at least fourteen (14) days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and heard by the Board of Directors at such meeting. The President and the President-Elect may be removed by the procedures set forth in Article X of the bylaws.

ARTICLE VI.

STAFF

1. Agents and Representatives. The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these bylaws, to the extent authorized or permitted by law.

2. Executive Director and Other Employees. The Board of Directors shall employ an Executive Director who shall perform all acts and duties consistent with these bylaws and to the extent authorized by law. The Board may employ other persons as necessary, including a coordinator to manage the Lawyer Referral Service. The salaries of the Executive Director and other employees shall be decided by the Board of Directors and shall be reviewed annually. The Board of Directors may dismiss any employee by a majority vote of the entire Board. The President shall have the primary responsibility for hiring, supervising and terminating the Executive Director, Lawyer Referral Service Coordinator and any other employees with the understanding that the President should consult with the Board of Directors in making such decisions whenever practicable.

ARTICLE VII.

COMMITTEES

The President, with the consent and approval of a majority of the Directors, may designate one or more Committees, which may consist of two (2) or more Directors, which Committees to the extent provided in the Articles of Incorporation, or in the bylaws of the Association, shall have authority of the Board of Directors except to approve an amendment to the Articles of Incorporation or these bylaws, a plan of merger or consolidation, a sale, lease, mortgage, pledge or other disposition of all or substantially all the assets of the Association, voluntary dissolution proceedings, or the revocation of voluntary dissolution proceedings.

Standing and ad hoc Committees comprised of members of the Association and responsible to the Board of Directors may be designated by the President, with the approval of the Directors or by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The Board of Directors may adopt rules and procedures for any Committee to follow.

The President shall be an ex-officio member of every Committee and may call a meeting of any committee.

The Chair of each Committee shall continue in office until replaced, at Which'time such Chair shall turn over all permanent records and files of the Committee to the successor chair or to the Secretary.

The following committees shall be Standing Committees of the Alexandria Bar Association:

- Community Service
- Membership
- Continuing Legal Education
- Law Day
- Judicial Administration and Courts
- Lawyer Referral
- Entertainment
- Nominating
- Gridiron Program
- Judicial Selection

A. Community Service Committee. The Community Service Committee shall be responsible for the development and implementation of programs for charitable or community related services.

B. Membership Committee. The Membership Committee shall receive and review all applications for membership in the Association, and shall report any new members at regular monthly meetings of members and shall recruit additional members and aid in the retention of current members.

C. Continuing Legal Education Committee. The Continuing Legal Education Committee shall develop and carry out a program of continuing legal education of the members of the Bar in order to aid members of the profession in keeping informed of new developments and to assist the beginning practitioner to obtain a better understanding of the practical aspects of law practice.

D. Law Day Committee. The Law Day Committee shall plan and execute an appropriate program for the annual observation of Law Day.

E. Judicial Administrative and Courts Committee. The Judicial Administration and Courts Committee shall study and make recommendations for the improvements of judicial administration and for the physical conditions of courtrooms and Court and clerk's office facilities. It shall also periodically discuss with the Judges of the several courts, and with other officials involved in the problems of the administration of justice, the relationship of the Bar to the Court and litigants, and make recommendations to the Association concerning the same. The Committee shall also consider and make recommendations with respect to proposed changes in the Judicial Circuit or the number of Judgeships.

F. Lawyer Referral Committee. The Lawyer Referral Committee shall recommend policies and procedures for the administration of the Association's Lawyer Referral Service.

G. Entertainment Committee. The Entertainment Committee shall arrange social functions for the Association.

H. Nominating Committee. The Nominating Committee shall be charged with the responsibility for nominating candidates for each vacant office and at-large directorship. Names of nominees shall be announced at least ten (10) days prior to the Annual meeting. The Immediate Past President shall serve as the Chair of the Committee and, if the Immediate Past President is unable or unwilling to serve on the Committee, the President Elect shall serve instead.

I. Gridiron Program Committee. The Gridiron Program Committee shall be responsible for the planning, coordination, writing, production and presentation of the annual Gridiron Program.

J. Judicial Selection Committee. The Judicial Selection Committee shall be responsible for the implementation of the Judicial Endorsement and Evaluation Procedures adopted by the Board of Directors.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the Association shall commence on July 1 of each year and end on June 30.

ARTICLE X.

REMOVAL OF MEMBERS, DIRECTORS OR OFFICERS

In addition to the provision of Article V, Section 8, pertaining to the removal of certain officers, any member, director, or officer may be removed from membership or from office by the affirmative vote of two-thirds (2/3) of the Active Members present at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Association, or for refusal to render reasonable assistance in carrying out its purposes. Any such members, officers, or directors proposed to be removed shall be entitled to at least fourteen (14) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE XI.

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member, director, officer, or employee of or member of a committee of, or person connected with, the Association, or any other private individual shall receive at any time any net earnings or pecuniary profit from operations of the Association, provided that this shall not prevent the payment of any such persons of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any assets of the Association upon the dissolution of the Association. All members of the Association shall be deemed to have expressly consented and agreed

that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors shall determine, exclusively to charitable, scientific, literary, or educational organization which would then qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. Any such assets not so disposed of shall be disposed of by the Circuit Court of the City of Alexandria, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for charitable, educational, or scientific purposes.

ARTICLE XII.

INVESTMENTS

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the loss of the tax exemption under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII.

EXPRESSIONS OF VIEWS, OPINIONS AND BELIEFS

1. The President or the President's designee shall express the policy of the Association as determined by the Board of Directors. No other member or employee of this Association may represent the Association or Committee before any legislative body, court or governmental agency unless specifically authorized by the Board.

2. Any member who, when making a public utterance permits himself or herself to be identified as having an official connection with the Association or one of its Committees shall, if the policy of the Association on the subject matter of the utterance has been determined by the Board of Directors, fairly state that policy; and, if he or she expresses views at variance with it, clearly identify the variance as his or her personal views only. If there has not been or if such member has no knowledge of any such policy

determination, the member shall nevertheless identify his or her utterances as his or her personal view.

ARTICLE XIV.

AMENDMENTS

These bylaws may be amended at any regular meeting or special meeting called for that purpose by a two-thirds (2/3) vote of the members present and voting, provided that in either case written notice of the proposed amendments has been mailed to all members entitled to vote at least seven (7) days prior to such meeting.

ARTICLES XV.

EXEMPT ACTIVITIES

Notwithstanding any other provision of these bylaws, no member, director, officer, employee, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.