



## AMENDED AND RESTATED BY-LAWS

OF

CAPITAL DISTRICT PARALEGAL ASSOCIATION, INC.

### ARTICLE 1 - NAME

- 1 The name of this association shall be CAPITAL DISTRICT PARALEGAL ASSOCIATION, INC.

### ARTICLE 2 - OBJECTIVES AND PURPOSES

- 2.1 The objectives and purposes of the association shall be exclusively of a nonprofit nature, all within the meaning of Section 501(c) of the Internal Revenue Code of 1954 as amended and the regulations thereunder and shall include the following:

to advance, foster and promote the paralegal profession, to monitor and participate in developments in the paralegal profession, and to advance the educational standards of the paralegal profession;

to establish good fellowship among its members and members of the legal community;

to encourage a high order of ethical and professional attainment;

to cooperate with bar associations and other paralegal associations; and

to support and carry out the programs, purposes, aims and goals of the association.

### ARTICLE 3 - POLICY

- 3.1 The association shall be nonsectarian, nonpartisan and nonprofit. The association is autonomous and not controlled by any organization, educational or training institution, business, or other entity. The association does not discriminate based on age, sex, race, color, religion, sexual preference or physical disabilities.

### ARTICLE 4 - MEMBERSHIP

- 4.1 Definition of Member. Any person or entity interested in the objectives and purposes of this association shall become a member upon approval of application therefor and payment of annual dues. Neither a disbarred attorney nor an incarcerated person may become a member.

4.2 Classes of Membership. There shall be the following classes of membership:

Voting members. Any person who is a practicing paralegal/legal assistant at the time of application for membership may become a voting member and as such shall be entitled to one vote on all matters before the association.

Student members. Any person who is enrolled in a formal paralegal course may become a student member and, upon satisfaction of the requirements for a voting member, may become a voting member. Student members shall not be entitled to vote on matters before the association.

Affiliate members. Any person who has practiced as a paralegal/ legal assistant or who has completed a formal course of study, but who is not so employed at the time of application for membership, and any voting member who is not practicing as a paralegal/ legal assistant at the time of the annual renewal of such voting member's membership shall become an affiliate member and, upon satisfaction of the requirements for a voting member, may become a voting member. Affiliate members shall not be entitled to vote on matters before the association.

Sustaining members. Any person, partnership, organization or other entity interested in supporting the association may become a sustaining member. Sustaining members shall not be entitled to vote on matters before the association.

4.3 Good standing defined. To be in good standing, a member shall not be in default in the payment of dues or other accounts payable to the association and shall be in compliance with the by-laws of the association.

4.4 Admission Procedure. Application for membership shall be submitted to the association on forms subject to the approval of the Board of Directors. The forms should clearly state that the association is bound by the New York State Code of Ethics and Professional Responsibility, in addition to any code adopted by this association. Approval shall be determined by the Board of Directors and noted on the forms in accordance with standing rules adopted by this association. Upon payment of dues, the member shall be admitted to membership in the association.

4.5 Termination of Membership. A. RESIGNATION: Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

B. REINSTATEMENT: Upon written request signed by the former member and filed with the secretary, a former member may be reinstated to membership upon such terms as may be appropriate.

C. **BOARD POWER TO TERMINATE:** A majority vote of those present at any regularly constituted meeting of the membership may terminate the membership of, or suspend or expel, any member who shall be in default in the payment of dues or who shall have been found by an authorized tribunal or court to have engaged in the unauthorized practice of law or the New York State Code of Ethics and Professional Responsibility or any other code so adopted by the membership of this association.

D. **MEMBER APPEAL PROCESS:** 1. A member shall have thirty (30) days within which to submit notice of appeal of the Board's decision of terminating a member's membership. 2. The notice of appeal shall be in writing and presented to the Association's President with a copy to the Association's Secretary.

4.6 Transfer of Membership. Membership in the association is not transferable or assignable.

#### ARTICLE 5 - DUES AND ASSESSMENTS

5.1 Dates due. Annual dues are due September 1 of each year and payable by September 30 of each year and will qualify a person or entity as a member in good standing for one year, except as set forth below. For new members who join the association between March 1 and August 31, annual dues shall be payable immediately upon approval of membership.

5.2 Amount. The amount of annual dues shall be determined by the Board of Directors. New members who join the association between March 1 and August 31 shall pay one-half the annual dues amount for their membership class for the then current membership year, exclusive of that portion attributable to national association membership.

5.3 Default in payment. When any member shall be in default in the payment of dues for a period of thirty (30) days from the beginning of the fiscal year or period for which such dues become payable, the secretary shall immediately cause notice thereof to be sent to said member. If any member shall be in default in the payment of dues for a period of sixty (60) days, her or his membership may thereupon be terminated as provided in Article 4 herein. Suspended members may be reinstated at any time upon payment of the full current year's dues and approval of the [whoever sets the terms].

5.4 Refund of Dues. No member who has terminated her or his membership or whose membership has been revoked shall be entitled to a refund of any dues, unless there is a verifiable error.

#### ARTICLE 6 - BOARD OF DIRECTORS

6.1 Powers. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the association shall be managed by or under the authority of its Board of Directors, subject to the provisions of the Association's Certificate of Incorporation and these Bylaws and of the laws of the State of New York and of the United States of America.

- 6.2 Qualification. Only a Voting Member in good standing shall be eligible to serve as a director of the association.
- 6.3 Number; Election. The Board of Directors shall be composed of two designations of directors, the Ex-Officio Directors and the Elected Directors, as follows:
- A. Ex-Officio Directors. The persons who are the President, Vice President, Secretary, Treasurer and Immediate Past President, shall be the Ex-Officio members of the Board of Directors while holding such offices. Such Ex-Officio Directors shall be counted in determining the presence of a quorum for the transaction of business at meetings of the Board of Directors.
- B. Elected Directors. In addition to the Ex-Officio Directors provided for under subsection (a) above, the association shall have not less than six (6) nor more than twelve (12) Elected Directors, who shall be elected by the majority vote of the Voting Members each year at the Annual Meeting of the Members. Each Elected Director shall serve as the chair of a Standing Committee of the Board.
- 6.4 Term of Office. The elected directors shall hold office for the year following their election and until their successors shall be chosen and qualified in their stead, except a director removed from office pursuant to Article 6.6, who shall, immediately upon his or her removal, cease all functions for and representation on behalf of the association. Directors shall take office on or about June of each year simultaneously with the induction of the new officers/ex-officio directors, exclusive of the immediate past president.
- 6.5 Resignation. Any director of the association may resign at any time by giving written notice to the President or to the Board of Directors of the association. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director who fails to attend two (2) or more consecutive regular meetings or three (3) total meetings during his/her term of the Board of Directors shall, upon the affirmative vote of a majority of the directors present at a meeting of the Board of Directors called for that purpose and at which a quorum is present, be deemed to have resigned as a director. Notwithstanding the provisions of this section, the Board of Directors may, where good cause is shown, waive the mandatory resignation of a director for failure to comply with this policy.
- 6.6 Removal. At a meeting of the members of the association called expressly for that purpose, any director may be removed from the Board without assigning cause by vote of two-thirds (2/3rds) of the entire voting membership present in person or by proxy.
- 6.7 Vacancy. In the event a director ceases to be in office for any reason whatsoever during the term of office, the remaining directors in office shall appoint, by majority vote, a

successor to fill the vacancy caused thereby for the remainder of the term of office until the next Annual Meeting of the members of the association at which the election of directors is in the regular course of business, and until his or her successor is elected and qualified.

- 6.8 Voting. The Elected Directors and the Ex-Officio Directors shall each be entitled to one (1) vote on each matter coming before the Board of Directors, except the Immediate Past President who shall cast the deciding vote in the event of a tie vote by the directors.
- 6.9 Meetings, Notice. The Board of Directors may hold its meetings, regular or special, at such time and place as it may from time to time determine or as shall be specified or fixed in the notice or waiver of notice thereof.
- A. Regular meetings may be scheduled in advance by resolution at a preceding meeting, and in such case no further notice of such regularly scheduled meeting need be furnished.
- B. Special meetings of the directors may be called by the President or by any three (3) directors. In such case at least two (2) days' written or oral notice shall be given to each director, except as otherwise specifically stated herein. A general description of the business to be transacted and the specific purpose of any special meeting must be specified in any notice or waiver of notice of such meeting.
- 6.10 Quorum; Adjournment. A majority of the directors in office at the time of a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. Any meeting of the Board of Directors may be adjourned from time to time by a majority vote of the directors present at such meeting. In the absence of a quorum for any such meeting, the meeting shall be adjourned to another mutually agreeable date and time when a quorum of the Board of Directors can be present. Notice of any adjourned meeting must be provided to all directors within 48 hours of the adjournment.
- 6.11 Waiver of Notice. Except with regard to the removal of a director, waiver of any required notice of any meeting of the directors shall be deemed effective if executed by all the directors either before or after the meeting. Any director present at a meeting of the directors who does not protest prior to or at the commencement of the meeting the lack of proper notice shall be deemed to have waived notice of such meeting.
- 6.12 Manner of Acting. The act of a majority of the directors present at any meeting at which a quorum is present at the time of the act shall be the act of the entire Board of Directors unless the act of a greater number is required by law or by the Association's Certificate of Incorporation or these Bylaws. If all the directors severally or collectively consent in writing to any action taken or to be taken by the Association, such action shall be the act of the Board of Directors with the same force and effect as though it had been authorized at a duly called meeting of the Board, and such written consent shall be recorded by the Secretary in the minute book of the Association with the proceedings of the Board of Directors' meetings. One (1) or more directors may participate in a meeting of the Board

by use of a conference telephone or similar communications equipment which allows all persons participating in the meeting to simultaneously hear each other and to communicate with one another.

## ARTICLE 7- OFFICERS

- 7.1 Designation. The officers shall be a president, a vice-president, a secretary and a treasurer. Only voting members in good standing may hold office. A candidate for President must have served on the Board of Directors for a full term in another position prior to candidating for the Presidency.
- 7.2 Election. In addition to nominations presented by the Nominations and Electing Committee, nominations from the floor shall be accepted. The election of officers shall be held at the annual meeting of the members. Officers shall be elected by majority vote. Officers shall be inducted within thirty (30) days of the election.
- 7.3 Term of Position and Limitation of Office. Each officer shall hold office for a term of one year and until their successors are elected and qualified. No person may simultaneously hold more than one office, except that an Officer may also be an elected director. Consecutive shall may be limited to four (4) years.
- 7.4 Resignation. Any officer may resign at any time by giving written notice to the President or to the Board of Directors of the association. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 7.5 Vacancies. In the event the office of president becomes vacant, the vice president shall automatically become president for the unexpired portion of that term. Vacancy replacements for any other officer shall be decided upon by the membership for the remainder of the unexpired term of office.
- 7.6 Attendance. All officers shall attend all meetings of the Board of Directors and as many other CDPA activities as possible.
- 7.7 Removal. At a meeting of the members of the association called expressly for that purpose, any officer may be removed from office, without assigning cause, by vote of two-thirds (2/3rds) of the entire voting membership, present in person or by proxy.
- 7.8 President. The president shall be the chief executive officer of the association; preside at all meetings of the members and the Board of Directors; shall be an ex-officio, non-voting member of all committees; pass and cause to be passed records and files of the association to her or his successor in a timely manner following installation; have general and active management of the business of the association; and see that all orders and resolutions are carried into effect, together with such other duties as may be assigned to the president from time to time by the Board of Directors. The president shall be

responsible for presenting the annual report at the annual meeting of the membership of the association.

- 7.8 Vice-President. The vice-president shall perform the duties and exercise the powers of the president, in the absence or disability of the president, and perform such other duties as may be prescribed from time to time by the Board of Directors or delegated by the president.
- 7.9 Secretary. The secretary shall record all votes and minutes of all proceedings in a book to be kept for that purpose; give or cause to be given notice of all meetings of members; be custodian of the documents and seal of the association; keep a record containing the names and addresses of all members of the association and the class of membership held by each; maintain the proxies and any revocation filed with her or him pursuant to Article 9.10 herein; shall make, at least five (5) days before each meeting of members, a complete list of the members entitled to vote at the meeting to produce and keep open at the time and place of the meeting subject to the inspection of any member during the meeting; keep all the documents and records of the association as required by law or otherwise in a proper and safe manner; and perform such other duties as may be prescribed.
- 7.10 Treasurer. The treasurer shall deposit all association funds and make all association disbursements, subject to the approval of the Board of Directors and as provided in the budget; keep full and accurate accounts of association receipts and disbursements; render to the president and Board of Directors at the regular meetings of the Board of Directors, or whenever they require it, an account of all her or his transactions as treasurer and of the financial condition of the association; render a full financial report at the annual meeting of the members; submit a proposed budget, prior to the Annual Meeting, for the next fiscal year; be furnished by all corporate officers and agents at her or his request with such reports and statements as she or he may require as to all financial transactions of the association; and perform such other duties as may be prescribed.
- 7.11 Immediate Past President. The individual who served as the association's President for the year immediately preceding the current year, or the year prior to that year in the case when the current President is serving a consecutive term as President, shall serve in the capacity of Immediate Past President. This person shall be an Ex-Officio Director. In the event of a tie vote by the directors, the Immediate Past President shall cast the deciding vote.
- 7.12 Reimbursement. Subject to approval of the Board of Directors, officers may be reimbursed for out-of-pocket expenses in connection with association-related activities.

## ARTICLE 8 - COMMITTEES

- 8.1 Committees. The Board of Directors may by resolution appoint such standing committees and ad hoc committees of directors and/or members as it deems advisable and shall

prescribe the duties and functions thereof, subject to the provisions of these Bylaws. The business affairs and activities of the association, except those handled by the Board of Directors shall be carried out by standing committees, as designated by resolution of the Board of Directors. Members of each committee shall be members in good standing in the association. Members of a committee shall be appointed to the committee in the manner prescribed in the resolution designating the committee. Each committee shall have at least three (3) members. No committee shall have authority over the following matters: (1) the submission to members of any action requiring members' approval by law or these bylaws; (2) the filling of vacancies in the Board of Directors or any committee; (3) the fixing of compensation of the directors for serving on the Board or any committee; (4) the amendment or repeal of the bylaws or the adoption of new bylaws; or the amendment or repeal of any resolution of the Board which, by its terms, is not amendable or repealable.

8.2 Committee Meetings. Regular meetings of the standing committees shall be held at such time and at such place as determined by the committee. Minutes of such meetings shall be kept and copies thereof promptly submitted to the Board of Directors. The chairperson of each standing committee shall regularly report to the general membership through the association newsletter, the association web site, or at membership meetings.

8.3 Committee Rules. Each committee may adopt rules for its own government, which shall not be inconsistent with these by-laws, the certificate of incorporation, or rules adopted by the Board of Directors. Any rules to be adopted by a committee shall first be submitted to the Board of Directors for approval.

8.4 Committees. There shall be eleven (11) standing committees whose chairpersons shall be those directors elected by the Voting Members at the Annual Meeting of the members. The standing committees are as follows:

A. Continuing Legal Education. The Director of this committee shall be responsible for: developing programs, seminars and materials relating to continuing education to compile and maintain a current and comprehensive list of training and continuing legal education programs and maintaining a file of materials and information of the various programs

B. Events/Publicity. The Director of this committee shall be responsible for: planning, coordinating, and scheduling events of and for the association, including, but not limited to, dinner meetings and other association functions and planning, coordinating, scheduling and implementing fund-raising for the association; and sending out press releases, photos of events and other means of publicity

C. Sponsorship. The Director of this committee shall be responsible for: researching, soliciting and recruiting corporate and educational sponsors; organization and coordination of the program in order to build effective relationships with the sponsors

D. Membership. The Director of this committee shall be responsible for: developing informational materials relating to the association; conducting membership drives; proposing a form for membership application and general criteria for membership, subject to the approval of the voting members; and generally coordinating all membership matters relevant to the association in accordance with guidelines established by these by-laws and by the Board of Directors

E. National Federation of Paralegal Associations (NFPA) The Directors of this committee shall be members of the Board, shall be elected by the membership and shall be responsible for: acting as the association's liaisons with NFPA; being Primary and Secondary Delegates to NFPA; acting as the liaisons between CDPA and NFPA; attending such national or regional meetings as the Board of Directors shall direct; reporting to the members on matters of national importance to the profession with due diligence; and having such additional powers and duties as may be assigned from time to time by the Board of Directors. In the event either delegate position remains vacant upon the conclusion of the Annual Meeting for the election of officers and directors, the newly-elected officers and directors shall, by majority vote, fill the vacancy as soon after the Annual Meeting as is practicable.

F. Newsletter. The Director of this committee shall be responsible for: publishing the association's newsletter and following up with advertisers regarding the renewal of their advertisements.

G. Pro Bono. The Director of this committee shall be responsible for: developing listings of various *pro bono* paralegal activities and needs in the Capital District area, communicating such listings, activities and needs to the general membership, acting as the association liaison with such activities and needs, and fostering community service activities (for example: Toys for Tots, Regional Food Bank, Dress For Success, etc.).

H. Professional Development. The Director of this committee shall be responsible for: developing and maintaining information on all issues relating to the paralegal profession, including certification, licensure, registration, the unauthorized practice of law, and ethics, monitoring legislation and drafting responses to any legislative proposals impacting the association's policies and positions, and conducting other projects as specified by the Board of Directors.

I. Empire State Alliance (ESAPA) The Director of this committee shall be responsible for: representing the association as a member of the Empire State Alliance of Paralegal Associations ("ESAPA").

J. Student Affairs. The Director of this committee shall be responsible for: serving as a liaison between CDPA and the paralegal educational community, coordinating and planning events with paralegal educational institutions for the purpose of holding programs such as the Paralegal Expo, Roundtable, Mentor Program, Internships, Job Fairs, etc.

K. Nominating and Elections. The Director of this committee shall be appointed by the president at least sixty (60) days prior to the annual meeting and shall be responsible for: gathering nominations and obtaining the consent of candidates who are nominated, and presenting a slate of officers and directors to the membership thirty (30) days prior to the annual meeting.

## ARTICLE 9- MEETINGS

- 9.1 Members' Annual Meeting. An annual meeting of the members shall be held in May in each year for the purpose of electing officers and directors, hearing reports of officers, directors and ad-hoc committee chairpersons and transacting such other business as may properly come before the meeting.
- 9.2 Members' Regular Meetings. The association members shall meet for business and/or dinner meetings on such dates as may be determined by the Board of Directors at a time and place designated and of which prior notice is provided as set forth herein.
- 9.3 Members' Special Meetings. Special meetings of the members may be called by the president or the Board of Directors, and shall be called by the secretary at the request in writing of not less than one-tenth (1/10th) of the members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting and shall specify the date of the meeting, which shall not be less than two (2) nor more than three (3) months from the date of such notice. Business transacted at a special meeting shall be confined to the purposes stated in the notice.
- 9.4 Members' Budget Approval Meeting. A regular meeting of the members shall be held prior to the end of the fiscal year (see 10.1) each year for the purpose of adopting a budget for the next fiscal year on such notice as provided in Article 9.5 herein.
- 9.5 Notice of Members' Meetings. Written notice stating the purpose or purposes for which the meeting is called, the place, date and hour of the meeting and unless it is the annual meeting, indicating that it is being issued by or at the direction of the person or persons calling the meeting, shall be given either personally or by first class mail to each member in good standing, not less than ten (10) nor more than fifty (50) days before the date of the meeting. In the case of a regular or annual meeting, such notice shall be given by first class mail including by way of the association's newsletter, by or at the direction of the Board of Directors or the president. In the case of the annual meeting, such notice shall contain the slate of officers and delegates to the national association. In the case of a special meeting, such notice shall be given either personally or by first class mail, by or at the direction of the president or the officer or director or persons calling the meeting. If mailed, the notice is given when deposited in the United States mail, with postage thereon prepaid, directed to the member at her or his address as it appears on the record of the association, or, if she or he shall have filed with the secretary a written request that notices to her or him be mailed to some other address, then directed to her or him at such other address.

- 9.6 Waiver of Notice. Whenever any written notice is required to be given by statute, the articles of incorporation or these by-laws, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by her or him, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.
- 9.7 Members' Quorum. A. General Business Matters. A Quorum for the transaction of business is established by one third (1/3rd) of the entire voting membership present in person or by proxy at a meeting of the members.
- B. In the event of a vote for dissolution of the association or for changes to the by-laws, a quorum shall consist of one-third (1/3rd) of the entire voting membership present in person, by proxy or ballot at a meeting of the members.
- 9.8 Manner of Acting. A majority of the votes entitled to be cast on any matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof, unless a greater proportion is required by law or by these by-laws.
- 9.9 Voting. Each voting member shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. Only voting members in good standing are eligible to vote.
- 9.10 Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another member to act for her or him by proxy. Every proxy must be signed by the member or her/his attorney-in-fact. Such proxy shall be filed with the secretary of the association before or at the time of the meeting. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, in writing, except as otherwise provided by law.
- 9.11 Voting by Mail, Otherwise. Where officers and directors are to be elected by members or any class or classes of members, such election or other voting may be conducted by mail or in such manner as the Board of Directors may determine. Voting by e-mail, facsimile, or other electronic means is not permitted.

## ARTICLE 10 - FISCAL OPERATIONS

- 10.1 Fiscal Year. The fiscal year of the association shall be the twelve month period from September 1 through the following August 31.
- 10.2 Financial Report. The treasurer shall make a financial report annually at the annual meeting of the members.
- 10.3 Deposits. All funds of the association not otherwise employed shall be promptly deposited to the credit of the association in such banks, trust companies or other depositories as the Board of Directors may select.
- 10.4 Checks and Drafts. Treasurer's Authority: The treasurer shall pay only authorized expenses that are within budget appropriations approved by the Board of Directors or the membership. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the association shall be signed by such officer or officers of the association, subject to any requirements as to countersignature or otherwise, as may be determined by resolution of the Board of Directors or the membership, except that in no case shall any expenditure or any contractual obligation or series of contractual obligations involving a liability or potential liability beyond the approved budget, be made or entered into by or on behalf of the association without the prior approval of the Board of Directors or the membership.
- 10.5 Contracts and Execution of Instruments. All corporate instruments and documents in the normal course of business shall be signed, executed, verified or acknowledged by the president and, if required, countersigned by the secretary, unless otherwise provided herein.

## ARTICLE 11 - CORPORATE SEAL

- 11.1 The seal of the association shall be circular in form and bear the name of the association, the year of its organization and the words "Corporate Seal, New York". The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed, or upon adhesive substance affixed thereto.

## ARTICLE 12 - REFERENCES TO CERTIFICATE OF INCORPORATION

- 12.1 Reference to the certificate of incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

## ARTICLE 13 - AMENDMENTS, INTERPRETATION OF BYLAWS

- 13.1 Amendment of bylaws by Voting Members: All bylaws of the association shall be subject to alteration or repeal, and new bylaws may be made by the affirmative vote of a majority of the voting members of the association given in person or by proxy at any annual

meeting or at any special meeting where a quorum has been established as required by these bylaws, provided notice of the proposed alteration or repeal or of the proposed new bylaws be included in the notice of such meeting.

- 13.2 Amendment of bylaws by Board of Directors: All bylaws of the association shall be subject to alteration or repeal, and new bylaws may be made by the affirmative vote of two-thirds of the whole board of directors given at a special meeting of the board of directors called for that purpose, provided notice of the proposed alteration or repeal or of the proposed new bylaws be included in the notice of such meeting.
- 13.3 Interpretation. In the absence of specific direction in these Bylaws, Roberts Rules of Order, current edition, shall guide all matters.
- 13.4 Rules and Regulations. The Board of Directors may from time to time adopt such rules and regulations as it may deem advisable not inconsistent with these by-laws, or as amended.

#### ARTICLE 14 - DISSOLUTION

- 14.1 In the event of the dissolution of this association, all property and assets shall be distributed to a non-profit charitable organization as defined by the Internal Revenue Code ,to be selected by a majority vote of the remaining voting members of the association, notice having been given to the members entitled to vote thereon and postmarked no less than ten (10) days prior to such meeting. In no event shall the property and assets of the association be distributed to any member or private individual.

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