

EASTERN REGIONAL INTERSTATE CHILD SUPPORT ASSOCIATION (ERICSA)

AMENDED BYLAWS AS ADOPTED ON APRIL 25, 1985

(Amended May 21, 1987; May 19, 1988; June 15, 1989; May 10, 1990; May 5, 1991; May 4, 1996; May 3, 1997; May 20, 1999; May 25, 2000; May 20, 2004; April 27, 2006; May 10, 2007; April 2, 2009; May 6, 2010; May 26, 2011; April 5, 2012; May 23, 2013; May 22, 2014; April 30, 2015; May 4, 2016, May 5, 2017; April 19, 2018, November 2, 2020)

ARTICLE I. NAME

Section 1. The name of this organization shall be the Eastern Regional Interstate Child Support Association (ERICSA), hereinafter referred to as the Association, a not-for-profit corporation established for the educational benefit of the Association and the child support community. The Eastern Regional Interstate Child Support Association is the successor to the Eastern Regional Conference on Uniform Reciprocal Enforcement of Support, which is the successor to the Northeastern Regional Conference on Uniform Reciprocal Enforcement of Support, providing training on family support enforcement since 1963 and every year thereafter.

ARTICLE II. PURPOSES

Section 1. The family is the basic unit of our society; therefore, in consideration of this fundamental fact, the primary purpose of the Association is to provide, operate and maintain, without profit to the Association or its members, annual conferences which shall include training seminars for the discussion of intergovernmental, state and local issues and challenges related to paternity and child support; to advance, educate, and improve efforts of federal, state and local governments and their employees in the field of family support enforcement; to ensure effective implementation of federal and state family support laws, with emphasis on the Uniform Interstate Family Support Act, long arm jurisdiction and administrative enforcement across state lines; to further a sound working relationship between intergovernmental agencies, public officers, attorneys, legislators, and decision-makers who work in the field of family support; to afford members an opportunity to develop new and better means of communication; and to recommend changes to legislation and regulations concerned with the welfare of children and families, especially in the area of paternity and child support.

Section 2. This Association is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE III. MEMBERSHIP

Section 1. General Membership The membership of the Association shall consist of individuals representing federal, state, tribal, local and international jurisdictions in the establishment and enforcement of child support obligations, as well as, private practitioners, individuals from the private sector, and others who by their current or past profession are or were involved in the child support program, and who have paid their annual dues. Annual dues are paid either through the registration fee of the annual conference or separately by direct payment. Dues paid through the conference registration confer membership on an individual from the beginning of the first conference related event for attendees until the day before the first conference related event for attendees of the next conference. Dues paid by direct payment confer membership on an individual from the date paid through the day before the first conference related event for attendees of the next conference.

Section 2. Honorary Life Membership Upon recommendation by the Nominations Committee pursuant to Section 3 of Article VII, the Board of Directors may appoint lifetime members of the Association who shall be exempt from the payment of both the annual dues and the registration fee for the annual conference.

Section 3 Dues-paying members pursuant to Section 1 and lifetime members appointed by the Board pursuant to Section 2 of Article III shall be entitled to all benefits that may be derived from the Association's activities, including a mailing list of the conference attendees, a list of the members of the Board of Directors, and notification of the upcoming annual conference and any other training opportunities sponsored by the Association.

Section 4. The Board of Directors shall establish the amount of membership dues, as appropriate, for members who pay their dues directly rather than through the registration fee for the annual conference.

Section 5. A meeting of the Association shall be held annually before June 30 of the year, concurrent with the annual conference when possible, or as soon after June 30 as practical in the event of emergency. The annual meeting of the Association may be held in person, virtually via video or teleconferencing, or any other manner authorized under Michigan law, as determined by the Board of Directors. Duly recognized members may, upon recognition of the Chair, speak on items germane to the Association.

ARTICLE IV. OFFICERS

Section 1. The officers of the Association shall consist of the President, President-Elect, Vice-President of Conference Operations, Vice-President of Policy and Legislation, Vice-President of Exhibitors and Sponsors, Immediate Past President, Secretary, and Treasurer. These officers shall be elected by simple majority of the membership present at the annual meeting. Each officer shall serve a one-year term which shall expire upon the election of the officer's

successor. Each officer shall be eligible for annual re-election, subject to term limits specified in Sections 4, 5, 6, 8, and 9, except for the offices of President, President-Elect, and Immediate Past President.

Section 2. The President shall preside at all meetings of the Association and at all meetings of the Board of Directors and the Executive Committee; shall make an annual report to the Association membership concerning the activities of the Association; and shall appoint members and designate chairpersons of such committees as may be necessary to promote the purposes of the Association. In the event that an officer of the Association vacates the office for any reason, the President shall appoint a successor from among the current officers or members of the Board of Directors. The appointed successor shall hold office until the term of office expires and an election is held at the next annual meeting of the Association. The President shall also have signatory authority over the Association's accounts for the duration of the term of office. In the event the officer elected as President is either temporarily or permanently not able to carry out the duties of the President due to absence or incapacity or when any vacancy occurs in the office of the President, the order of succession shall be in the following sequence: President-Elect, Vice-President of Conference Operations, Vice-President of Policy and Legislation, Vice-President of Exhibitors and Sponsors, and Secretary. Upon expiration of his/her term, the President shall serve a one (1) year term as Immediate Past President.

Section 3. The President-Elect shall assist the President and shall serve as chair of the Conference Planning Committee for the upcoming annual conference. Upon expiration of his/her term, the President-Elect shall serve a one (1) year term as President.

Section 4. The Vice-President of Conference Operations shall serve as chair of the Onsite Coordination Committee and shall perform such duties for the Association that shall promote its purposes. Effective with the beginning of the new term at the conclusion of the Annual Meeting in Spring 2013, the Vice-President of Conference Operations shall serve no more than three (3) consecutive one (1) year terms in that office, with no restriction against becoming re-elected to that office in the future after leaving the position for at least one year.

Section 5. The Vice-President of Policy and Legislation shall serve as chair of the Policy and Legislation Committee and shall perform such duties for the Association that shall promote its purposes. Effective with the beginning of the new term at the conclusion of the Annual Meeting in Spring 2012, the Vice-President of Policy and Legislation shall serve no more than three (3) consecutive one (1) year terms in that office, with no restriction against becoming re-elected to that office in the future after leaving the position for at least one year.

Section 6. The Vice-President of Exhibitors and Sponsors shall serve as chair of the Exhibitors and Sponsors Committee and shall perform such duties for the Association that shall promote

its purposes. Effective with the beginning of the new term at the conclusion of the Annual Meeting in Spring 2014, the Vice-President of Exhibitors and Sponsors shall serve no more than three (3) consecutive one (1) year terms in that office, with no restriction against becoming re-elected to that office in the future after leaving the position for at least one year.

Section 7. The Immediate Past President shall serve as chair of the Nominations Committee and shall perform such duties for the Association that shall promote its purposes. The Immediate Past President shall be responsible for designating mentors for all new members of the Board of Directors serving the first year of their term. Mentors shall be selected from among members of the Honorary Board, or from among active Board members and Executive Officers of the Association, at the Immediate Past President's discretion.

Section 8. The Secretary shall serve as chair of the Archive Committee; shall maintain and distribute to each member of the Board of Directors a list of the members of such Board and the manner in which each member may be contacted; shall, on an annual basis, distribute to each member of the Board new letterhead; shall prepare and submit to the President minutes of the meetings of the Board of Directors, the Executive Committee, and the annual meeting of the Association; shall ensure that a written report is provided to the Board concerning the status of registration for the annual conference; shall maintain a list of lifetime members of the Association appointed by the Board pursuant to Section 1 of Article III; and shall maintain records of meetings, correspondence, publications of the Association, shall ensure that two (2) lists are maintained: a membership list comprised of all individuals in current good standing as members of the Association and, for the prior two (2) years, a mailing list of individuals, organizations, and agencies who may or may not be current members of the Association, but may have an interest in its activities, and copies of the Treasurer's reports. Effective with the beginning of the new term at the conclusion of the Annual Meeting in Spring 2014, the Secretary shall serve no more than three (3) consecutive one (1) year terms in that office, with no restriction against becoming re-elected to that office in the future after leaving the position for at least one year.

Section 9. The Treasurer shall serve as chair of the Finance Committee; shall be responsible for the financial concerns of the Association; shall submit to the Board of Directors a draft budget at the Mid-Year Board meeting; and shall submit to the Board of Directors a report of the fiscal affairs of the Association their annual meeting. Said report shall be made available to the members of the Association upon request. Upon expiration of his or her term of office, the Treasurer shall serve as the Immediate Past Treasurer, and retain signatory authority, for the time period necessary to transfer all duties to the new Treasurer and complete all business related to the preceding conference. The Immediate Past Treasurer Position shall not be considered a member of the Executive Committee. Effective with the beginning of the new term at the conclusion of the Annual Meeting in Spring 2013, the Treasurer shall serve no more than

three (3) consecutive one (1) year terms in that office, with no restriction against becoming re-elected to that office in the future after leaving the position for at least one year.

Section 10. All officers of the Association set forth in Section 1 of this Article shall constitute an Executive Committee that shall have the authority to carry on the routine business of the Association and to make policy decisions on legislative, regulatory, and emergency matters between meetings of the Board of Directors. Any decisions made by the Executive Committee shall be subject to ratification by the Board of Directors at the next meeting of the Board.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board of Directors constitutes the governing body of the Association and is composed of the current officers set forth in Section 1 of Article IV and fourteen (14) other persons representative of the Association. Each member of the Board shall be entitled to one vote. All members of the Board shall be dues-paying members of the Association.

Section 2. Members of the Board shall be elected by simple majority by members present at the annual meeting of the Association from a list of qualified Association members submitted by the Nominations Committee. Each of the fourteen (14) persons referred to in Section 1 of this Article shall be elected to serve for a two (2) year term of office; provided, however, that in accordance with Section 1 of Article IV, each officer shall serve a term of one year concurrent with his or her term of office. Each Board member shall actively discharge the assigned responsibilities of at least one of the standing committees referred to in Article VII and shall attend both the Annual and the Mid-Year Meeting of the Board each year. Attendance at the Annual and the Mid-Year Meeting shall be mandatory for all Board members; provided, however, that the President may approve absence from either meeting for good cause. Upon expiration of the term of office, each member of the Board of Directors shall be eligible for re-election; provided, however, that no member shall serve more than three (3) consecutive two (2) year terms, excluding any portion of a term to which the Board member was appointed in accord with Section 3 of this Article.

Section 3. The President shall appoint a successor for any Board member who vacates the office for any reason. The appointed successor will be restricted to serving the remainder of the current year prior to the annual meeting and will not continue to serve unelected for the remaining year(s) in the previous Board member's elected term. This does not preclude the appointed successor from being nominated and elected to serve on the Board for three two-year elected terms following the end of the year they have been appointed to fill.

Section 4. The Board shall have the authority to carry on the routine business of the Association between annual meetings of the Association. In accordance with Section 10 of Article IV, the Board shall have authority to consider and, as appropriate, ratify any decision made by the Executive Committee between meetings of the Board.

Section 5. The Board shall meet at least twice a year at the call of the President. One (1) of the meetings of the Board shall be held just prior to the Annual Meeting of the Association. The Board shall also hold a Mid-Year Meeting at which attendance by all Board members shall be mandatory, subject to such exceptions described in Section 2 of this Article. A meeting of the Board may also be called at the request of ten (10) members. The President may call for a meeting to be held by phone or internet, which shall have the same force and effect as an in-person meeting. The President may also allow for participation of a Board member via telephone or internet at the Annual or Mid-Year Meetings for good cause. Such board member's participation shall be considered as if the person were physically present.

Section 6. A majority of voting members of the Board, as described in Section 1 of this Article, shall constitute a quorum.

Section 7. Upon recommendation by the Nominations Committee pursuant to Section 3 of Article VII, the Board of Directors may appoint members to the Honorary Board of Directors provided they serve to fulfill the purposes of the Association. The Board of Directors, at the meeting of the Board that immediately precedes the Association's annual meeting, shall appoint an Honorary Board for a one (1) year term, commencing at the conclusion of the meeting. The Honorary Board shall include not more than eight (8) members, five (5) of whom shall be former Board members and / or Executive Officers of the Association selected by the Board to assist in carrying out the purposes of the Association and three (3) of whom shall be past presidents of the Association who have completed their one (1) year term as Immediate Past President of the Association within the past three (3) years, provided the individual is willing and able to serve in that position. This is not to preclude a Past President from serving in another position on the board during the three-year period following their term as Immediate Past President. Honorary Board members may not vote but shall attend both the Annual and the Mid-Year Meetings of the Board each year and may speak on items germane to the Association. Attendance at both the Annual and the Mid-Year Meetings shall be mandatory for all Honorary Board members; provided, however, that the President may approve absence from either meeting for good cause. The Honorary Board shall be announced to the members of the Association at the Annual Meeting. Each member of the Honorary Board shall serve as a mentor for a new Board member if designated by the Immediate Past President.

Section 8. The Presidents, or their designees, of the National Council of Child Support Directors, the National Child Support Enforcement Association, the Western Interstate Child Support Enforcement Council, and the National Tribal Child Support Association shall serve as ex-officio members of the Board, without voting rights.

Section 9. The Board shall adopt a Strategic Plan for the Association at least once every five (5) years, beginning in 2007.

ARTICLE VI. GENERAL STANDARDS

Section 1. General Standards for Members of the Board of Directors. A member of the Board of Directors shall discharge his or her duties as a member of the Board of Directors and, as the case may be, as an officer, including his or her duties as a member of a committee, in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Board member reasonably believes to be in the best interests of the Association. In discharging his or her duties, a Board member is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one (1) or more officers, employees of the Association, or other individuals whom the Board member reasonably believes to be reliable and competent in the matters presented. A Board member is not acting in good faith if the Board member has knowledge concerning the matter in question that makes reliance on such prepared or presented information, opinions, reports, or statements unwarranted. A Board member is not liable for the performance of the duties of his or her office if the Board member acted in compliance with this section.

Section 2. Board Member Conflict of Interest. No Board member may participate in or cast a vote on any transaction in which he or she has a conflict of interest, i.e., a transaction with the Association in which a member of the Association's Board of Directors has a direct or indirect interest. A transaction in which a Board member has a conflict of interest may be approved in advance by the vote of the Board of Directors or a committee of the Board if (1) the material facts of the transaction and the Board member's interest are disclosed or known to the Board or a committee of the Board, (2) the Board members approving the transaction in good faith reasonably believe that the transaction is fair to the Association, and (3) the Board member with the conflict of interest does not cast a vote concerning the transaction. For purposes of this section, a transaction in which a Board member has a conflict of interest may be authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board or of the committee of the Board, who have no direct or indirect interest in the transaction; provided, however, that a transaction may not be authorized, approved, or ratified under this section by a single Board member. If a majority of the Board members who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, and a quorum is present for the purpose of taking action under this section, the presence of, or a vote cast by, a Board member with a direct or indirect interest in the transaction does not affect the validity of any action taken if the transaction is otherwise approved as provided in this section.

Section 3. Loans to or Guarantees for Members of the Board of Directors and Officers. The Association may not lend money to or guarantee the obligation of a member of the Board of Directors or an officer of the Association. The fact that a loan or guarantee is made in violation of this section does not affect the borrower's liability on the loan.

ARTICLE VII. STANDING COMMITTEES

Section 1. There shall be sixteen (16) permanent standing committees, to wit:

1. Conference Planning Committee, with the duties set forth in Section 2 of this Article;
2. Nominations Committee, with the duties set forth in Section 3 of this Article;
3. Onsite Coordination Committee, with the duties set forth in Section 4 of this Article;
4. Strategic Planning Committee, with the duties set forth in Section 5 of this Article;
5. Resolutions and Bylaws Committee, with the duties set forth in Section 6 of this Article;
6. Site Selection Committee, with the duties set forth in Section 7 of this Article;
7. Recognition Committee, with the duties set forth in Section 8 of this Article;
8. Intergovernmental Improvement Committee, with the duties set forth in Section 9 of this Article;
9. Policy and Legislation Committee, with the duties set forth in Section 10 of this Article;
10. Audit Committee, with the duties set forth in Section 11 of this Article;
11. Technology Committee, with the duties set forth in Section 12 of this Article;
12. Archives Committee, with the duties set forth in Section 13 of this Article;
13. Exhibitors and Sponsors Committee, with the duties set forth in Section 14 of this Article;
14. Finance Committee, with the duties set forth in Section 15 of this Article;
15. Communications Committee, with the duties set forth in Section 16 of this Article; and
16. Scholarship Committee, with the duties set forth in Section 17 of this Article;

There shall be such other standing committees as determined by the Association upon recommendation of the Board of Directors. With the exception of the committees for which chairs are specified in these bylaws, the chairperson of each committee shall be selected by the President from the Board of Directors. The committee members shall be appointed by the chairpersons. The committees shall hold as many meetings as are necessary to perform the mandates required of them. In addition to the mandates specified in this Article, the mandates of each committee shall include additional responsibilities as the Board may determine appropriate.

Section 2. The Conference Planning Committee shall prepare and formulate the agenda for the annual conference and shall be responsible for promotion of the conference, selection of the speakers, conference marketing materials, Continuing Legal Education arrangements, audio-visual arrangements, evaluations, and program content. The President-Elect shall serve as chair of the Conference Planning Committee and shall appoint members of the Association or others to serve on this committee as needed.

Section 3. The Nominations Committee shall submit the names of qualified members of the Association to serve as officers and members of the Board of Directors for ensuing year(s) and refer the names of such members to the Board of Directors for their consideration at their meeting held at the annual conference, shall recommend not more than five (5) persons to

serve as members of the Honorary Board of Directors, and such persons shall serve in accordance with Section 7 of Article V; shall determine and report to the Board which past presidents of the Association who have completed their one (1) year terms as Immediate Past President of the Association within the past three (3) years agree to serve as members of the Honorary Board for the following year; and may recommend to the Board not more than two (2) individuals who have made outstanding contributions to the Association or the child support community to be lifetime members of the Association under Section 1 of Article 3. Thereafter, the Board of Directors shall submit a list of officers and Board members to the Association for approval at the annual meeting. The Immediate Past President shall serve as chair of the Nominations Committee and shall appoint members of the Association or others to serve on this committee as needed.

Section 4. The Strategic Planning Committee shall conduct an annual review of the goals, mission, and plans for ERICSA; shall determine and assess whether changes are needed in ERICSA's mission and goals; shall coordinate status updates from committee chairs on strategic planning assignments; shall make recommendations to the Board regarding updates to the plan; and shall report on the activities related to the Strategic Plan at Mid-Year and Annual Board Meetings. The Strategic Planning Committee shall ensure a Strategic Plan for the Association is presented to the board for adoption at least once every five (5) years, beginning in 2007 in accordance with Article V, section 9.

Section 5. The Onsite Coordination Committee shall be responsible for all food and beverages at all Association functions, the Speaker Ready room, volunteer coordination, signs, opening activities, onsite activities, and speaker gifts for the annual conference. The Vice President of Conference Operations shall serve as chair of the Onsite Coordination Committee and shall appoint members of the Association or others to serve on this committee as needed.

Section 6. The Resolutions and Bylaws Committee shall receive, consider, and draft proposed resolutions; shall review the bylaws of the Association annually and report to the Board at its mid-year meeting the results of its review; and, as necessary, shall solicit recommended changes to the bylaws and draft amendments to the bylaws in accordance with such recommendations. Proposed resolutions shall be submitted to the Association for adoption by the Association at its annual meeting or, if the resolution must be acted upon between regular annual meetings, adoption by the Board of Directors pursuant to Section 4 of Article V; provided, however, that if the resolution must be acted upon between meetings of the Board, the Committee shall submit the resolution for adoption by the Executive Committee pursuant to Section 10 of Article IV. Proposed amendments to the bylaws of the association, in accordance with Section 1 of Article IX, shall be distributed to Board members for consideration, comment, and evaluation in advance of any meeting at which such revisions may be reported or voted upon.

Section 7. The Site Selection Committee shall propose to the Board of Directors at its mid-year meeting each year, one (1) or more sites for future annual conferences. Upon approval by the Board of Directors, the President may bind the Association to all commitments at the site, including the hotel reservation.

Section 8. The Recognition Committee shall publicize recognition of professional excellence nomination procedures; shall review applications, select recipients, and notify the Board of the selections; and shall coordinate all arrangements for recipients' attendance at the annual conference.

Section 9. The Intergovernmental Improvement Committee shall examine roadblocks to effective intergovernmental child support enforcement and propose ways to improve and assist in the delivery of child support services across state and national boundaries through a variety of educational and informational means.

Section 10. The Policy and Legislation Committee shall analyze and provide comment and recommended responses to the Board on current or proposed legislation, regulation, policy, or such other matters that would affect the Purposes of the Association specified in Section 1 of Article II and shall receive, consider, and draft proposed policy statements, position papers, and fact sheets to support legislative or policy initiatives. Policy statements shall be submitted to the Association for adoption by the Association at its annual meeting or, if the policy statement must be acted upon between regular annual meetings, for adoption by the Board of Directors pursuant to Section 4 of Article V; provided, however, that if the policy statement must be acted upon between meetings of the Board, the Committee shall submit the policy statement for adoption by the Executive Committee pursuant to Section 10 of Article IV. Position papers developed upon existing ERICSA policy statements shall be submitted to the Executive Committee for consideration and approval. Stand-alone position papers shall be submitted to the Board at Mid-Year or Annual Meetings to determine if a Board or Association policy statement should be drafted and ratified. Fact sheets, which outline an existing policy statement or position paper in an abbreviated format, can be issued by either the Executive Board or the Policy and Legislation Committee. The Vice-President of Policy and Legislation shall serve as chair of the Policy and Legislation Committee and shall appoint members of the Association or others to serve on this committee as needed.

Section 11. The Audit Committee shall, examine the financial records of the Association on a quarterly basis, including, but not restricted to comparing electronic third-party receipts and documentation to expenditure transactions unless original receipts are requested by the Audit Committee, and sources of deposits with total deposits as indicated by supporting bank statements; shall report the results of its audit and examination to the Board at the Board's Mid-Year and Annual Meetings and the Executive Board on the other quarters; and shall, upon the request of the Audit Chair or the Executive Board, or if there is a change in Treasurer, seek

funding for and the services of an accountant to perform an independent financial review of the Association, the findings of which shall be shared with the Board.

Section 12. The Technology Committee shall identify technology that has the potential for improving the productivity of the Board and/or the Association in carrying out its mission and responsibilities; shall identify standards related to the procurement of applicable technology to ensure compatibility; and shall recommend the purchase or acquisition of technology to the Board. This committee shall also oversee the contracts for the ERICSA website and related vendors and make appropriate recommendations to the Board of Directors and Executive Committee.

Section 13. The Archives Committee shall receive from the Secretary the documents specified in Section 8 of Article IV and shall gather, organize, and maintain in the Association's archives such documents and other pertinent information as it relates to the historical perspective and development of the Association.

Section 14. The Exhibitors and Sponsors Committee shall cultivate relationships with exhibitors and sponsors who support the mission of ERICSA and solicit their membership and sponsorship of activities of the Association. The Vice-President of Exhibitors and Sponsors shall serve as chair of the Exhibitors and Sponsors Committee and shall appoint members of the Association or others to serve on this committee as needed.

Section 15. The Finance Committee shall assist the Treasurer in carrying out the financial business of the Association, including making investment recommendations and reviewing the long-term financial health of the Association. The Treasurer shall serve as chair of the Finance Committee and shall appoint members of the Association or others to serve on this committee as needed.

Section 16. The Communications Committee shall, in consultation with the Executive Committee, coordinate dissemination of information on behalf of the Association, including the regular publication of an Association newsletter and the dissemination of information of interest to the members of the Association through the use of social media or other platforms. It shall be the responsibility of the Communications Committee to develop and maintain a unified communications plan to promote the Association, its works and its goals.

Section 17. The Scholarship Committee shall publicize scholarship availability and application procedures; shall review applications, select recipients, and notify the Board of the selections; and shall coordinate all arrangements for recipients' attendance at the annual conference.

ARTICLE VIII. PARLIAMENTARY AUTHORITY

Section 1. Except where in conflict with these bylaws or applicable state or federal law, the

parliamentary authority for all board meetings of the Association will be guided by the spirit and basic principles of the latest edition of Robert's Rules of Order. Specific reference is made to the Board Handbook for further rules for the conduct of board meetings.

ARTICLE IX. AMENDMENTS

Section 1. Proposals to amend the bylaws of the Association must be in writing and presented to the Board of Directors for consideration. Upon approval by a two-thirds majority of the Board present and voting, it shall make a report to the Association at the next annual meeting during which the Association shall vote on the amendments.

Section 2. The bylaws may be amended at a meeting of the Association by a two-thirds vote of all members casting votes.

ARTICLE X. LIABILITY OF BOARD MEMBERS

Section 1. A volunteer Board member of the Association shall not be personally liable to the Association, its Board of Directors, or its shareholders or members, if such exist, for monetary damages for a breach of the Board member's fiduciary duty, excepting those liabilities arising due to (1) any breach of the Board member's duty of loyalty to the Association, its Board of Directors, or its shareholders or members, if such exist; (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (3) a violation of Section 551(1) of the Nonprofit Corporation Act of the State in which the Association is incorporated; (4) a transaction from which the Board member derived an improper personal benefit; (5) an act or omission occurring before June 15, 1989; or (6) an act or omission that is grossly negligent.

Section 2. If, after the adoption of this Article by the Board of Directors of the Association, the Nonprofit Corporation Act of the State in which the Association is incorporated is hereafter amended to further eliminate or limit the liability of a volunteer Board member, then a Board member of the Association, in addition to the circumstances in which a volunteer Board member is not personally liable as set forth in Section 1 of this Article, shall not be liable to the Association, its directors, or its shareholders or members, if such exist, to the fullest extent permitted by the Nonprofit Corporation Act, as amended, of the State wherein the Association is incorporated.

Section 3. Any repeal or modification of this Article by the Board of Directors of the Association shall not adversely affect any right or protection of a volunteer member of the Association's Board of Directors existing at the time of such repeal or modification.

Section 4. The Association shall assume all liability to any person other than the Association, its Board of Directors, or its shareholders or members, if such exist, for all acts or omissions of a volunteer Board member within the scope of his or her duties on or after June 15, 1989.

Section 5. Any claim for monetary damages based upon an alleged breach of a volunteer Board member's duty to any person other than the Association, its directors, or its shareholders or members, if such exist, shall not be brought or maintained against a volunteer Board member. Such a claim shall be brought or maintained only against the Association, which shall be liable for the breach of the volunteer Board member's duty.

ARTICLE XI. DISSOLUTION OF THE ASSOCIATION

Upon the dissolution of the Association, the Board of Directors, after paying or making provision for payment of all the liabilities of the Association, shall dispose of all of the assets in such a manner, or to such organization or organizations structured and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

May 2019