

**By-Laws**  
**USTA NEW HAMPSHIRE, INC.**

USTA New Hampshire, Inc., (the “Association”) is a New Hampshire nonprofit corporation. The Association is affiliated with the United States Tennis Association, Incorporated, (“USTA”) and USTA New England, Inc. (“USTA New England”). The purpose of these By-Laws is to organize and mobilize the efforts of the Association in support of the fulfillment of the mission of the Association.

**Article I**

**NAME AND STATUS**

- I.1 The name of the Association shall be “USTA New Hampshire, Inc.”. It shall be a State Association of USTA New England and shall be subject to the rules and regulations of USTA New England. New Hampshire shall be defined as encompassing the entire State of New Hampshire.

**Article II**

**PRINCIPAL PLACE OF BUSINESS**

- II.1 The principal office of the Association shall be within the State of New Hampshire and shall be the residence or place of business (at his or her option) of the incumbent President of the Association.

**Article III**

**MISSION**

- III.1 The mission of the Association shall be to promote and develop the growth of tennis in New Hampshire. This shall be done in accordance and consistent with the Strategic Plan of USTA New England.

**Article IV**

**FISCAL YEAR**

- IV.1 The fiscal year of the Association shall correspond with the fiscal year of USTA New England (January 1 – December 31).

## Article V

### MEMBERS

- V.1 Membership. For purposes of these By-Laws, the term “Member”, unless otherwise specified, shall mean voting Members. Membership shall be open to any Organization Member of the USTA that is located within the State of New Hampshire, including but not limited to clubs, schools, colleges, park and recreation associations, community tennis associations, camps, and service organizations. The classification of Organization Member shall change automatically whenever the USTA changes its classification of memberships.
- V.2 Registration of Membership. The Secretary of the Association shall periodically invite all USTA Organization Members in good standing, who are located within the State of New Hampshire, and who are not currently Association Members, to complete the registration form of the Association.
- V.3 Acceptance of Membership. All privileges of membership in the Association as provided by these By-Laws, including voting, are conferred upon registration and acceptance of membership. By registering and accepting membership, a Member agrees to follow USTA, USTA New England, and Association Constitutions, By-Laws, Standing Orders, and Rules and Regulations and to exhaust all administrative remedies provided therein in each controversy and grievance involving participation in USTA, USTA New England, and Association activities.
- V.4 Term of Membership. Membership in the Association shall continue so long as the Member remains a USTA Organization Member in good standing located within the State of New Hampshire, or until such time as the Member resigns. Association membership shall terminate automatically when a Member ceases to be USTA Organization Member or locates outside the State of New Hampshire.
- V.5 Resignation. A Member may resign by delivering a written resignation by mail, facsimile, or email to the President or Secretary of the Association.

V.6 Annual Meeting. An Annual Meeting of the Members (the “Annual Meeting”) shall be held every year within the State of New Hampshire on or before April 30, at the place, date and time determined by the President. The Annual Meeting shall receive the annual report of the President, the annual report of the Treasurer, and conduct such other business as shall come before it, such as may be prescribed by law, by the Articles of Agreement, by these By-Laws, or as may be specified by the Board of Directors or the President.

If an Annual Meeting is not held as herein provided, a special meeting of the Members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all references in these By-Laws, except in this Section V.6, to the Annual Meeting of the Members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Section V.7.

V.7 Special Meetings. Special meetings of the Members may be held at any time and at any place within the State of New Hampshire. Special meetings of the Members may be called by the President or by a majority of the Board of Directors, and shall be called by the Secretary, or in the case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of twenty-five percent (25%) of Members in good standing.

V.8 Call and Notice of Meetings.

- (a) Annual Meetings. Notice of the time, date and place of all Annual Meetings shall be given to each Member at least thirty (30) days prior to the date of the meeting in person, by telephone, mail, facsimile, or email sent to such Member’s business or home address as it appears in the records of the Association. Notice shall also be posted on the website of the Association not less than thirty (30) days prior to the meeting.
- (b) Special Meetings. Notice of the time, date and place of all special meetings, stating the purposes of the meeting, shall be given to each to each Member at least seven (7) days prior to the date of the meeting in person, by telephone, mail, facsimile, or email sent to such Member’s business or home address as it appears on the records of the Association. Notice shall also be posted on the website of the Association as far in advance of the special meeting as is practicable.
- (c) Waiver of Notice. Whatever notice of a meeting is required, such notice need not be given to any Member if a written waiver of notice, executed by the Member's delegate or duly authorized officers (or its attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

- V.9 Voting Power. Each Member shall have one (1) vote. No Member shall be entitled to vote unless it had registered as a Member of the Association by October 15th of the preceding year and its membership in USTA, USTA New England, and the Association is in good standing at the time of voting.
- V.10 Quorum. At any meeting of the Members at least twenty percent (20%) of the Members then in good standing (whether present in person or represented by proxy) shall constitute a quorum. Any meeting may be adjourned to such a date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held adjourned without further notice.
- V.11 Proxies and Voting. At all meetings of Members, Members may vote either in person or by written proxy dated not more than three (3) months before the named meeting. Proxies shall be in writing and filed before being voted with the Secretary or other persons responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at the meeting named therein and any adjournment thereof but the proxy shall terminate after the final adjournment of such meeting.
- V.12 Action by Vote. When a quorum is present at any meeting, a majority of the votes properly cast by Members present in person or duly represented by proxy shall decide any question, including election of Director(s), unless otherwise provided by law, the Articles of Agreement, or these By-Laws.
- V.13 Action by Writing. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting.
- V.14 Authorization to Vote. Each voting delegate at any meeting and signatories on all proxies must establish to the satisfaction of the Secretary of the Association or to such person as the Secretary may appoint, that the person casting the ballot or executing the proxy has been duly authorized by the Member he or she purports to represent to act on the Member's behalf with respect to casting of said vote and upon all matters that may come before such meeting.
- V.15 Robert's Rules of Order. Except as otherwise provided in these By-Laws, Robert's Rules of Order shall be the rules of order for meetings of the Association.

## Article VI

### **BOARD OF DIRECTORS**

VI.1 **Powers.** The affairs of the Association shall be managed and controlled by the Board of Directors. The Board of Directors may exercise all of the powers of the Association and shall be responsible for establishing its policies and supervising the direction and management of its affairs, except as otherwise provided by law, by the Articles of Agreement, or by these By-Laws. The Board of Directors may act on any matter notwithstanding the existence of one or more vacancies in the Board of Directors.

VI.2 **Composition, Election, Term, and Qualifications.**

(a) Upon the adoption of these By-Laws, the Board shall consist of not less than seven (7) and not more than thirteen (13) Directors who shall be elected by vote of a majority of the Members at the Annual Meeting of the Association or any special meeting held for this purpose. The number of Directors may be increased or decreased from time to time only by the Board.

(b) Each Director shall be elected by the Members, in accordance with Article IX of these By-Laws, to a three (3) year term that expires at the third Annual Meeting of Members hence; except that at the first meeting at which Directors are elected by a vote of the Members, all Directors shall be elected, each to a term of one, two, or three years, to establish a pattern of staggered terms. Thereafter one-third (1/3) of the Directors shall be elected at each Annual Meeting by a vote of the Members.

(c) Each Director must be a USTA Individual Member whose principal place of residence is located in New Hampshire, and who is active and knowledgeable about the affairs of the Association and tennis activity within the State.

VI.3 **Regular Meetings of the Board of Directors.** Regular meetings of the Directors shall be held within the State of New Hampshire at least three (3) times in each fiscal year. Two (2) of these meetings must be separated by at least three (3) months. The annual meeting of the Board shall be one of these meetings. The time and place of these meetings shall be designated by the President. Members of the Association may, at the discretion of the President, participate in the discussions at such meetings, but only voting members of the Board shall be entitled to vote on matters proposed for action.

VI.4 **Annual Meeting.** The annual meeting of the Board is the first meeting of the Board following the Annual Meeting of the Members and shall occur no later than ten (10) days after the Annual Meeting of the Members. The annual meeting of the Board shall receive the annual report of the President, the annual report of the Treasurer, and conduct such other business as shall come before it. The election of officers shall take place at every annual meeting of the Board.

- VI.5 Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place within the State of New Hampshire when called by the President or by three (3) or more Directors.
- VI.6 Call and Notice of Meetings.
- (a) Regular Meetings. Notice of the time, date and place of all regular meetings shall be provided to each Director at least twenty (20) days prior to the date of the meeting in person, by telephone, mail, facsimile, or email sent to such Director's business or home address as it appears on the records of the Association. Notice shall also be posted on the website of the Association. Unless otherwise stated in the notice of meeting, any and all business may be transacted at any meeting without prior specification of such business.
  - (b) Special Meetings. Notice shall be provided of the time, date and place of all special meetings stating the purposes of the meeting to each Director at least seven (7) days prior to the date of the meeting by mail, facsimile, or email, sent to such Director's business or home address as it appears on the records of the Association or by hand or by telephone at least forty-eight (48) hours prior to the meeting, unless otherwise required by law, the Articles of Agreement or these By-Laws. However, seven (7) days notice is required and the purposes of a meeting must be specified if there is to be considered at the meeting (i) contracts or transactions of the Association with interested persons, (ii) amendments to these By-Laws, (iii) an increase or decrease in the numbers of Directors, or (iv) removal of a Director or Officer. Notice shall also be posted on the website of the Association.
  - (c) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to (i) any Director if a written waiver of notice, executed by the Director (or an attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting; (ii) any Director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.
- VI.7 Quorum. At any meeting of the Board of Directors, one-half (1/2) of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- VI.8 Action by Vote. At any meeting of the Board of Directors at which a quorum is present, a majority of the Directors present may take any action on behalf of the Board of Directors, unless a larger number is required by law, by the Articles of Agreement or by these By-Laws.

- VI.9 Action by Writing (Including email). Any action to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to the action in writing (by mail or email) and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the Board of Directors.
- VI.10 Participation by Conference Call. Directors may, at the discretion of the President, participate in a meeting of the Board by means of conference telephone, video or similar communication equipment that permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- VI.11 Resignation. A non-officer Director may resign by delivering his or her written resignation to (i) the President, Vice President, Treasurer, or Secretary of the Association; (ii) a meeting of the Members or Directors; (iii) the Association at its principal address. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- VI.12 Removal. A non-officer Director may be removed with or without cause, only after reasonable notice and opportunity to be heard, by vote of (a) a majority of the Members then in good standing or (b) no less than two-thirds (2/3) of the Directors then in office. A non-officer Director so removed by a vote of the Members shall have the opportunity to appeal such a removal to the Board of Directors, who may grant such appeal by a vote of two-thirds (2/3) of the Directors then in office.
- VI.13 Vacancies. Any vacancy for a non-officer Director may be filled by the Board of Directors. Each successor shall hold office until the Nominating Committee nominates and Members elect a successor for the unexpired term (as provided by Sections VI.2 and VIII.1.(b), or until he or she resigns, is removed, dies, or otherwise becomes unable to serve, whichever occurs sooner. The Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## Article VII

### OFFICERS

- VII.1 Enumeration. The officers of the Association shall be a President, an Immediate Past President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may elect such other officers, as it shall deem desirable. Only voting members of the Board of Directors may serve as President, Vice President, Secretary, and Treasurer.
- VII.2 Election and Term of Office. The officers of the Association, except the Immediate Past President, shall be elected annually by closed ballot by the Board of Directors at its annual meeting.
- (a) For each office except Immediate Past President, a candidate is elected by a majority of the votes cast. If no candidate for an office receives a majority of votes cast, then the office will be voted again on a new ballot that lists all the candidates who received the two (2) highest vote counts. This process of re-balloting shall continue until one candidate for each contested office is elected by a majority of the votes cast.
  - (b) Each officer elected shall hold office until the adjournment of the Annual Meeting of the Association at which he or she ceases to be a Director, or until officers are again elected at the Board's first meeting following the next Annual Meeting of the Association, whichever occurs sooner.
  - (c) The term of office of Immediate Past President is concurrent with the term(s) of the succeeding President of the Association.
- VII.3 President. The President shall be the Chief Executive Officer of the Association, and subject to the provisions of these By-Laws and to the direction of the Board of Directors, shall have the general management and control of the affairs of the Association, shall preside at all meetings of the membership and of the Board of Directors, and shall perform all other duties and exercise all other powers commonly incident to the office or which may be prescribed by the Board of Directors or which may be authorized or required by law. In addition, the President usually serves as New Hampshire State Delegate on the Board of Directors of USTA New England, in accordance with the By-Laws of USTA New England and as provided by Section VII.11 below.

- VII.4 Immediate Past President. The Immediate Past President serves as an ex-officio, non-voting Board member. However, if the Immediate Past President is otherwise a member of the Board, he or she shall retain any voting rights associated with that other Board position. The Immediate Past President shall use his or her knowledge and experience on the Board to assist the current President specifically, and more generally, the Board, as requested with duties and matters pertaining to the Association. He or she shall make his or her knowledge and skills gained in the Association's highest office available to the Association.
- VII.5 Vice-President. The Vice-President shall perform such duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President or in the event of the President's disability, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- VII.6 Treasurer. Subject to the direction of the Board of Directors, the Treasurer shall have charge and custody of and shall receive and disburse the funds of the Association. The Treasurer may utilize the services of the accounting department of USTA New England in connection with these duties. The Treasurer shall endorse for collection on behalf of the Association checks, notes and other obligations, and shall have authority to deposit funds of the Association under the direction of the Board of Directors. The Treasurer shall perform all other duties and exercise all other powers commonly incident to the office. The Board may request the accounting department of USTA New England to receive and disburse the funds of the Association on its behalf. In the absence of the Treasurer, or in the event of disability, the President may appoint an Assistant Treasurer to act temporarily. The Board may require the Treasurer or any Assistant Treasurer to be bonded at the cost of the Association in such sums and with such surety as the Board may determine.
- VII.7 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the Members. Subject to the direction of the Board, the Secretary shall have custody of the minutes and the documents of the Association. The Secretary shall give notice of meetings and, subject to the direction of the Board, shall perform all other duties and exercise all other powers commonly incident to the office. Pursuant to Sections V.2 through V.5, the Secretary, with support from USTA New England, shall maintain the membership records of the Association and invite new USTA Organization Members to register. In the absence of the Secretary or in the event of disability, the President may appoint an Assistant Secretary to act temporarily.
- VII.8 Resignation. An Officer may resign by delivering his or her written resignation to another Officer of the Association in person, by mail, or by email. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

- VII.9 Removal. An Officer may be removed with or without cause by vote of no less than a majority of Directors then in office at any special meeting called for such purpose or at any regular meeting. An Officer may be removed with or without cause only after reasonable notice and opportunity to be heard. (An Officer so removed remains a Director for the duration of his or her term.)
- VII.10 Vacancies. Any vacancy in any office except the Immediate Past President may be filled for the unexpired portion of the term by the Board of Directors. A vacancy in the office of President shall automatically be filled by the Vice President provided that the Vice President is willing and able to accept the position. If the office of President should become vacant despite this provision for automatic succession, the Directors shall elect a President within thirty (30) days after the vacancy occurs. If the office of any other Officer except the Immediate Past President becomes vacant, the Directors shall elect a successor within sixty (60) days. Each such successor shall hold office for the unexpired term, or in each case until he or she sooner resigns, is removed, dies, or otherwise becomes unable to serve. If the office of the Immediate Past President becomes vacant, it shall remain so for the duration of the term(s) of the current President of the Association.
- VII.11 State Delegate to USTA New England Board of Directors.
- (a) Nomination of State Delegate. No later than September 15 prior to the next cycle of office for USTA New England, the Association Secretary will communicate to the incumbent Chair of the Nominating Committee of USTA New England, the Association's nominee for State Delegate. The incumbent President of the Association shall be the nominee, unless he or she defers or is otherwise unable to serve, in which case the Board shall appoint another of its members, or the incumbent State Delegate to be the nominee.
- (b) Succession of State Delegate.
- (1) Immediately following each annual election of officers or otherwise upon the vacancy of the State Delegate position, the President, at his or her sole discretion, shall declare his or her intent to serve as the New Hampshire State Delegate to the USTA New England Board, or to defer.
  - (2) If the President defers, the Association Board shall appoint another of its members or the incumbent State Delegate to be the State Delegate to serve until after the next annual election of officers.
  - (3) The State Delegate shall serve as a non-voting member of the Association Board at any time(s) he or she is not otherwise a voting member.

- (4) If after following Sections VII.11.(b).(1) and (2) it is determined that the incumbent State Delegate is not continuing, he or she shall then resign as New Hampshire State Delegate from the Board of Directors of USTA New England as provided in its By-Laws, said resignation to become effective on a date selected by the incoming State Delegate after consultation with the incumbent (outgoing) State Delegate. The incumbent (outgoing) State Delegate shall send a copy of said resignation to the Association Secretary by mail or email, at the same time as submitted to USTA New England.
- (5) Upon the resignation of an incumbent State Delegate, or if the position otherwise becomes vacant, the Association Secretary shall inform the President and Secretary of USTA New England of the new State Delegate (who may be either the President or another member of the Association Board as determined in this Section VII.11).

## **Article VIII**

### **STANDING COMMITTEES**

#### **VIII.1 Nominating Committee.**

- (a) **Selection of the Nominating Committee.**
  - (1) The Chairman of the Nominating Committee shall be selected as follows:  
The Board shall appoint the Chair.
  - (2) By the following August 15 the Chairman shall have selected a committee consisting of three (3) members (the Chairman plus two (2) other members). In selecting members for the Committee, the Chairman shall seek USTA Individual Members and/or named representatives of Association Members who are active and knowledgeable about the affairs of the Association and tennis activity within the State.
    - (a) No voting member of the Board of Directors may serve on the Nominating Committee unless he or she is in the final year of their term and he or she is not a candidate for election to the Board.
    - (b) No person who is or was a member of the Nominating Committee on or after May 15th that precedes an Annual Meeting may be nominated for election as a Board member at that Annual Meeting.

- (3) The Nominating Committee, as selected by its Chair, shall then be approved by a majority vote of the Board of Directors at its next meeting.
- (4) Members of the Nominating Committee shall serve concurrent terms that expire at the third (3<sup>rd</sup>) Annual Meeting following the selection of the Nominating Committee Chairman.
- (5) If there is a vacancy of the Chair of Nominating Committee, the Board shall appoint a person to complete the Chair's term. If the Chair is vacant following any Annual Meeting, the Directors shall appoint a Chairman by the following May 15. If there is a vacancy of another member of the Nominating Committee, the Chair shall select a replacement to complete the member's term, with the approval of the Board by majority vote.

(b) Operation of the Nominating Committee.

- (1) On or before the November 22 prior to the next Annual Meeting of the Association at which members of the Board of Directors are to be elected, the Nominating Committee shall file with the Secretary of the Association a list of nominations of Directors, which list shall be submitted for election at the next Annual Meeting. The Nominating Committee shall nominate a candidate to a full term for each Director whose term expires at the next Annual Meeting; and likewise, for any Director appointed by the Board (Section VI.13), to the unexpired portion of that term. In selecting a candidate the Committee shall seek a USTA Individual Member and/or named representative of an Association Member, whose principal place of residence is located in New Hampshire and who is active and knowledgeable about the affairs of the Association and tennis activity within the State. The candidates selected shall be determined at a meeting of the Nominating Committee (either by conference call or in person), with the Committee members having received advance notice of the time and place of the meeting. A quorum for this meeting shall consist of three (3) members of the Nominating Committee, and a majority of the Committee members present and voting shall nominate the candidates for Directors.
- (2) If the Nominating Committee does not file the list of nominations by November 22, the Board may at its discretion by majority vote either [i] extend additional time to the Nominating Committee, or [ii] disband the Nominating Committee and immediately select a new Nominating Committee Chair. If the Board elects to disband the Nominating Committee, none of the incumbent members of the Nominating Committee shall be eligible to serve on the succeeding committee, and the process described in Section VIII.1.(a), shall be followed, time being of the essence. Candidates for nomination reviewed by the disbanded

committee may be considered by a succeeding committee, without prejudice.

- (3) Should elections not be able to be held according to the timeline prescribed by these By-Laws, the incumbent Board shall remain in power until such time as elections can be held.

VIII.2 Special Committees. The President, with the consent of the Board of Directors, may from time to time designate and appoint one or more special committees with such powers and duties as the Board of Directors may determine. At least one (1) member of each such committee shall be a member of the Board of Directors. Such committees may have as advisors or members persons who are not Directors of the Association. Membership in all committees, with the exception of the Nominating Committee as specified above, shall be for the term the Board establishes for such committee.

VIII.3 Other Committees. The Board of Directors may from time to time designate and appoint one or more other standing committees with such powers and duties as the Board may determine. Membership in all committees, with the exception of the Nominating Committee as proposed above, shall be for the term as the Board establishes for such committee.

## Article IX

### ELECTION OF THE BOARD OF DIRECTORS

#### IX.1 Organizational Formation, Including First Election of the Board and Officers.

- (a) The following procedures for the nomination and election of Directors, an Interim Secretary, and Officers of the first Board of the Association shall be used in lieu of the nominating and election procedures specified in these By-Laws.
  - (1) A meeting of the forming Board of Directors shall be held in January 2017 to first adopt these By-Laws. Immediately upon their adoption, the Board members present shall elect the Directors of the first Board of the Association and an Interim Secretary:
    - (i) Each member of the forming Board shall have the opportunity to self-nominate himself or herself for Director of the first Board of the Association, either at the meeting, or prior thereto, by email or written notice in hand to the President and at least one other member of the forming Board. All nominees shall then be voted by the forming Board. Each nominee who receives one or more votes shall be elected as Director to a term that expires at the first Annual Meeting of Members to be held in 2018.
    - (ii) The Directors of the first Board shall then elect from their number an Interim Secretary by majority vote. The Interim Secretary shall record the election of the Directors with the Association's records, call the meeting of the first Board of Directors to elect Officers, record said election of Officers with the Association's records, and shall be authorized to certify the adoption of these By-Laws. These duties, powers, and the term of the Interim Secretary expire once the first Officers of the Board of Directors have been duly elected.
  - (2) At the first meeting of the Board, which shall occur no later than ten (10) days following the adoption of these By-Laws, the Interim Secretary shall preside over the election of Officers as provided in Section VII.2.(a), to terms that expire at the first Annual Meeting of Members in 2018.
- (b) The newly elected President shall then call a special meeting of all USTA Organization Members eligible for membership in the Association, to be held on or before April 30, 2017, and providing at least forty-five (45) days notice of said meeting. The purpose of the special meeting is to introduce the Board of Directors, register the Members, and present the process for electing Directors to the Board at the first Annual Meeting of the Members in 2018.

- (c) On or before May 15, 2017, the first duly elected Board shall appoint by majority vote the Chair of the Nominating Committee.

IX.2 Nominations. By December 1 prior to the next Annual Meeting of the Association at which Directors are to be elected, the Secretary shall forward the list of nominations for the Board of Directors provided by the Nominating Committee to the Association Membership.

IX.3 Additional Nominations. Additional nominations for Director(s) may be made by filing with the Secretary, on or before the January 10 prior to an Annual Meeting, a certificate of candidacy signed by at least twenty-five percent (25%) of the Members in good standing of the Association. Any additional nomination(s) shall clearly identify whom the alternative(s) would replace on the Nominating Committee's slate. Only candidates duly nominated under the provisions of this Article shall be eligible for election.

Each Nominee for contested office shall be entitled to submit to the Secretary a concise statement of his or her qualifications for said office. An additional Nominee as defined herein shall submit a statement of qualifications at the time of filing the certificate of candidacy. Upon receipt of such statement of qualifications and certificate of candidacy, the Secretary shall without delay notify all other candidates for said office of the additional nomination and receipt of statement of qualification, if any. Upon notification by the Secretary of such additional nomination, all other nominees for the office in question shall be entitled to submit a statement of qualifications on or before January 20. The Secretary shall distribute a copy of any statement of qualifications submitted by any nominee to all members of the Association entitled to vote for the office in question, together with a list of all candidates for said office, appropriate proxies, and a notice of the Annual Meeting. It shall be the responsibility of each nominee to supply the Secretary with sufficient quantities of any statement of qualifications submitted for distribution to all members of the Association entitled to vote for the office in question.

IX.4 Election. The election of Directors shall take place at the Annual Meeting. If no alternative candidates were properly submitted, the Nominating Committee's slate shall be deemed elected at such Annual Meeting. If there is more than one duly nominated candidate for any Director position, election shall take place at the Annual Meeting of the Association. The nominee for an office receiving the highest number of votes for said office at the Annual Meeting of the Association shall be declared elected to fill said office. In the event of a tie another vote shall be conducted until the tie is resolved.

**Article X**

**EXECUTION OF PAPERS**

- X.1 Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, including but not limited to continuing resolutions, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Association shall be signed by the President.

**Article XI**

**INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

- XI.1 Definitions. For purposes of this Article

- (a) A “Director” or “Officer” means any person serving as a director of the Association or in any other office filled by appointment or election by the directors and also includes (i) a Director or Officer of the Association serving at its request as a director, officer, employee, trustee, partner or other agent of another organization, and (ii) any person who formerly served as a Director or Officer;
- (b) “Expenses” means (i) all expenses (including attorneys’ fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Article, (ii) such expenses incurred in connection with a Proceeding initiated by a Director or Officer as may be approved by the Board of Directors, and (iii) any judgments, awards, fines or penalties paid by a Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding; and
- (c) A “Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and any claim which could be the subject of a Proceeding.

- XI.2 Right to Indemnification. Except as limited by law and to the extent that the Association's exemption from federal taxation is not adversely affected thereby, the Association may indemnify its Directors and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Director or Officer, except that (i) no indemnification shall be provided for any Director or Officer regarding a matter as to which it shall be determined pursuant to Section XI.5 or adjudicated that he or she did not act in good faith and in the reasonable belief that his or her action was in the best interests of the Association, or with respect to a criminal matter, that he or she had reasonable cause to believe that his or her conduct was unlawful, and (ii) no indemnification shall be provided for any Director or Officer with respect to any Proceeding by or in the right of the Association or alleging that a Director or Officer received an improper personal benefit if he or she is adjudged liable to the Association in such Proceeding or, in the absence of such an adjudication, if he or she is determined to be ineligible for indemnification under the circumstances pursuant to Section XI.5.
- XI.3 Settled Proceedings. If a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon a Director or Officer, no indemnification shall be provided to him or her with respect to such proceeding if it is determined pursuant to Section XI.5 on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.
- XI.4 Advance Payments. Except as limited by law, Expenses incurred by a Director or Officer in defending any Proceeding, may be paid by the Association to said Director or Officer in advance of final disposition of the Proceeding upon receipt of his or her written undertaking to repay such amount if he or she is determined pursuant to Section XI.5 or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section XI.5 on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.
- XI.5 Determinations; Payments. The determination of whether a Director or Officer is eligible or ineligible for indemnification under this Article and the amount of indemnification to be paid shall be made in each instance by (a) a majority of the directors or a committee thereof who are not parties to the Proceeding in question, (b) independent legal counsel appointed by a majority of such directors, or if there are none, by a majority of the directors in office, or (c) a vote of the members who are not parties to the Proceeding in question. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article.

- XI.6 Insurance. The Association shall have power to purchase and maintain insurance on behalf of any agent, employee, director or officer against any liability or cost incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have power to indemnify him or her against such liability or cost.
- XI.7 Responsibility With Respect to Employee Benefit Plan. If the Association or any of its Directors or Officers or sponsors undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then for purposes of indemnification of such persons under this Article (i) a “Director” or “Officer” shall be deemed to include any Director or Officer of the Association who serves at its request in any capacity with respect to said plan, (ii) such Director or Officer shall not be deemed to have failed to act in good faith in the reasonable belief that his or her action was in the best interests of the Association if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of the participants or beneficiaries of said plan, and (iii) “Expenses” shall be deemed to include any taxes or penalties imposed on such Director or Officer with respect to said plan under applicable law.
- XI.8 Heirs and Personal Representatives. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of a Director or Officer.
- XI.9 Non-Exclusivity. The provisions of this Article shall not be construed to limit the power of the Association to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the Association shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.
- XI.10 Tax Provisions. In no case, however, shall the Association indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the “Code”). Further, the Association shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in Section 501(c)(4) of the Code.
- XI.11 Amendment. The provisions of this Article may be amended or repealed by the Members only; however, no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer under this Article with respect to his or her acts or omissions at any time prior to such amendment or repeal, shall apply to him or her without his or her consent. The Association shall indemnify and reimburse out of Association funds any person acting in good faith (or the personal representative of any person) who at any time serves or shall have served as a Director, officer, employee or other agent of the Association.

**Article XII**

**AMENDMENTS AND PROCEDURAL MATTERS**

- XII.1 Amendments. These By-Laws may be altered, amended, or repealed in whole or in part by vote of a two-thirds (2/3) of the Directors then in office, except with respect to any provision thereof, which by law, the Articles of Agreement or these By-Laws requires action by the Members. Not later than the time of giving notice of the meeting of Members next following the making, amending, or repealing by the Directors of any By-Laws, notice thereof stating the substance of such change shall be given to all Members. The Members may alter, amend or repeal any provision, which by law, the Articles of Agreement or these By-Laws requires action by the Members, however, no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer under this Article with respect to his or her acts or omissions at any time prior to such amendment or repeal, shall apply to him or her without his or her consent.
- XII.2 Procedure. The Board of Directors shall decide matters of procedure not governed by these By-Laws, including but not limited to the use of continuing resolutions.

**Article XIII**

These By-Laws are certified to have been accepted by the Board of Directors of the Association on the \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Secretary

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