

BYLAWS

OF THE CUSTOM ELECTRONIC DESIGN & INSTALLATION ASSOCIATION

Revised September 2011

ARTICLE I

SECTION 1. Name. The name of the Association shall be the CUSTOM ELECTRONIC DESIGN AND INSTALLATION ASSOCIATION.

SECTION 2. Offices. The Association shall maintain a registered office in the State of Illinois and a registered agent at such office. The Association may have other offices within or without the state.

ARTICLE II

PURPOSES

Purposes. The purposes of the Association shall be:

(1) to develop and encourage high standards of service and conduct of electronic systems contractors. Electronic systems contractors are experienced and educated designers and installers of electronic equipment who provide aesthetic and functional solutions to clients' electronic environmental needs, either individually or through direct supervision of personnel;

(2) to acquire, preserve and distribute data and other valuable business information relative to the business and industry of electronic systems;

(3) to promote high standards of integrity, business ethics and professionalism by and among all those engaged in the design and installation of electronic systems;

(4) to promote the activities of the industry to architects, interior designers, builders and end users, in order to strengthen and develop the standing and economic health of the industry;

(5) to promote and expand the educational opportunities available to all levels of the management and employees in the industry, in order to further the professional, business, management, and technical design and installation skills of all involved in the industry;

(6) to promote and improve the communications and exchange of information and assistance between and among all segments of the industry; and

(7) to do all other things necessary or expedient for the administration of the affairs and the attainment of the purposes of the Association.

ARTICLE III

MEMBERS

SECTION 1. Members. Membership in the Association is open to any electronic systems contractor company ("ESC") and to businesses involved in manufacturing, selling and supplying goods and/or services to such ESCs. The Association Board of Directors may establish qualifications for membership from time-to-time.

SECTION 2. Classes of Members. The Association shall have six (6) classes of members. The designation of such classes, the qualifications of the members of such classes, and the rights of the members of such class(es) shall be as follows:

SECTION 2.1. Regular Members. Any ESC that is engaged substantially in the design and/or installation of electronic systems shall be eligible to apply for regular membership in the Association.

SECTION 2.2. Associate Members. Any business entity that supplies equipment, goods, parts or services to custom electronic designers and/or installers, and any business entity that is engaged in the design and/or installation of electronic systems as less than a substantial portion of its business shall be eligible to apply for associate membership in the Association.

SECTION 2.3. Affiliate Members. Any business entity that is owned, managed or controlled, in whole or in part by substantially the same owner(s) or executive management as that of another member and which otherwise qualifies for membership in the Association shall be eligible to apply for membership as an Affiliate Member. The term "control" shall be construed to mean, but not be limited to, when the owner(s), member or affiliate regularly and consistently do any of the following:

- (a) when the owner, member or the affiliate employs or furnishes executive supervisory personnel to the other;
- (b) when the owner, member or affiliate owns, directly or indirectly, more than 5% of the assets, stock or beneficial interest in the other;
- (c) when the owner, member or affiliate furnishes a substantial portion of the assets or finances needed to operate the other; or
- (d) when the owner, member or affiliate purchases more than 50% of the production of the other.

Any member that becomes owned, managed or controlled, in whole or in part by substantially the same owner(s) or executive management as that of another member shall immediately notify the Membership Committee of such change in ownership, management or control. Only one of such commonly owned, managed or controlled business entities may remain a Regular Member of the Association.

Affiliate members shall have all the rights of the membership class for which they qualify (Regular or Associate), except that Affiliate members shall not be entitled to vote as a member of the Association.

SECTION 2.4. Honorary Members. Honorary Members are those persons who have given substantial time and effort to the Association, who have ceased ownership or employment in the custom electronics industry and who have been invited to be Honorary Members by the Board of Directors. Honorary Members may not vote in the Association's affairs or be elected to the Board of Directors.

SECTION 2.5. Student Members. Any Student who is enrolled in a high school, technical college, trade school, college, university or other educational institution which may be recognized by the Membership Committee shall be eligible to apply for a student membership in the Association. Student Members shall not be entitled to vote as members of the Association and shall have the rights assigned to them by the Membership Committee.

SECTION 2.6. Allied Organizations. Any trade association or other organization related to the custom electronics industry shall be eligible to be a member of the Association. Allied Organization Members may not vote in the Association's affairs or be elected to the Board of Directors.

SECTION 3. Election of Members. Any business entity eligible for membership under these Bylaws may apply for membership by written application on such forms as may be prescribed by the Membership Committee from time-to-time. Applicants for membership must satisfy such conditions for membership as the Membership Committee shall prescribe from time-to-time. The application for membership shall be in a period of review for six months after the application has been received by the Membership Committee. During the six month review period the applicant shall have temporary membership status. If the Membership Committee takes no action as to the application within the six month review period, the membership is automatically approved. If a majority of the members of the Membership Committee determines within the review period that the applicant does not

fulfill the requirements established for membership in the Association, it shall reject the application. If the Membership Committee rejects an applicant's application, the Committee shall inform the applicant of the rejection and the reason(s) therefore. Any applicant whose membership has been rejected under this section may appeal the Membership Committee's decision to the Board of Directors. The Board of Directors' decision as to such appeal shall be final.

SECTION 4. Voting Rights. Each Regular Member and each Associate Member shall be entitled to one vote on each matter submitted to a vote of the Membership. The vote shall be cast by an individual designated by the Member and authorized to vote and act for such Member.

SECTION 5. Voluntary Resignation. Any member wishing to resign must file a written resignation with the Secretary. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 6. Transfer of Membership. Membership in this Association is not transferable or assignable.

SECTION 7. Removal of Members. Any member's membership in the Association may be suspended or revoked for just cause as determined by the Membership Committee or the Ethics Committee. Without limitation, "just cause" shall include ceasing to be qualified for membership in the Association and/or non-payment of dues or any other sums which the member owes to the Association. The Membership Committee or the Ethics Committee shall inform the member of the revocation of its membership and the reason(s) therefore. Any member whose membership is revoked by the Membership Committee under this section may appeal such Committee's decision to the Board of Directors on such terms and under such conditions as may be established by the Board of Directors from time-to-time. The Board of Directors' decision as to such appeal shall be final.

SECTION 8. Termination of Member Benefits. Upon termination or revocation of a member's membership in the Association, the former member may not hold itself out as a member of the Association or participate in any member benefits of the Association.

ARTICLE IV

DUES, FEES, AND ASSESSMENTS

Dues. The annual membership dues, fees, and any special assessments shall be as established from time-to-time by the Board of Directors of the Association or by any person or entity that the Board may appoint to establish such membership dues, fees and/or special assessments.

ARTICLE V

MEETINGS OF MEMBERS

SECTION 1. Meetings. The Association shall meet at least annually. An annual meeting of the Members shall be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

SECTION 1.1. Special Meetings. Special meetings of the membership may be called by the Chairman of the Board, by an affirmative vote of at least three-fifths (3/5) of all voting members of the Board of Directors, or a majority of the Members having voting rights.

SECTION 2. Notice of Meetings. Written notice stating the place, date, time and tentative agenda of any meeting of members shall be delivered to each member entitled to vote at such meeting at least thirty (30) days before the date of such meeting, unless otherwise provided by statute, the Articles of Incorporation, or these Bylaws.

SECTION 3. Record Date. The record date for any meeting of the members shall be the date on which notice is delivered.

SECTION 4. Quorum. Members holding five percent of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present, the members present may, at their option, conduct a meeting depending upon the nature and/or importance of the items being considered for discussion only. The minutes of the meeting shall indicate the absence of a quorum. In the absence of a quorum, a majority of the members present may adjourn the meeting to another time without further notice. Withdrawal of members from any Meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 5. Manner of Action. The act of a majority of the voting Members present at a meeting at which a quorum is present shall be the act of the Association, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

SECTION 6. Proxies. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by its duly authorized attorney-in-fact and delivered to the Secretary prior to the meeting. The proxy must be in a format approved by the Board of Directors.

SECTION 7. Action Without Meeting. The members may take any action which they could take at any meeting of the members without a meeting if consent in writing, setting forth the action so taken, is signed by all the members entitled to vote on the subject thereof. A less than unanimous consent will nonetheless be effective if signed by the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all the members entitled to vote thereon were present and voting, provided written notice of the proposed action is delivered to each member entitled to vote on the subject at least five (5) days prior to the consent's effective date, and, after the effective date of the consent, written notice of the action so taken is promptly delivered to those members entitled to vote who have not consented in writing.

ARTICLE VI *BOARD OF DIRECTORS*

SECTION 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

SECTION 2. Number. There shall be thirteen voting members of the Board of Directors. The voting Members of the Association shall elect eight Directors who are employees or principals of Regular Members of the Association. The Board of Directors shall appoint five Directors who may be but are not required to be employees or principals of Members of the Association. The Immediate Past Chairman of the Association shall serve as a member of the Board. If the Immediate Past Chairman's third consecutive term on the Board has not expired, his/her elected and Past Chairman's terms shall run concurrently. The Immediate Past Chairman's period of service on the Board beyond his third term shall not be considered a "term" for the purpose of the term limits provided in Article VI, Section 4, below. The Chief Executive Officer of the Association shall serve as a non-voting member of the Board, except that in the event of a tie vote on any resolution requiring a simple majority to pass, the Chief Executive Officer shall cast the tie-breaking vote.

SECTION 3. Election. Elected Directors shall be elected by mail, facsimile or electronic ballot in conjunction with the annual meeting or by vote at a properly announced and scheduled meeting. The Nominating Committee shall be responsible for securing election nominations for directorships. If a nominee is an employee of a company Member, the Nominating Committee shall inquire of the Member whether it consents to the nominee being elected a Director of the Association. The Secretary shall be responsible for election of directors by mail, facsimile or electronic ballot.

SECTION 4. Tenure. Each Director shall assume office at the first meeting of the Board of Directors in a calendar year, which shall be held in January (the “Annual Initial Board Meeting”). Each Director shall hold office for a term of two years and until his/her successor is duly elected and qualified or until his/her death, resignation, incapacity, disqualification or removal. No Director may serve more than three consecutive terms. After a Board Member’s term on the Board is terminated, including any term as Past Chairman, either through the expiration of the term, resignation or removal, he/she may not serve on the Board until an absence from the Board of at least three years.

SECTION 5. Qualifications. A Director elected by the Membership (an “Elected Director”) must be an employee or principal of a member. If an Elected Director ceases at anytime during his/her term as a Director to be an employee or principal of a member, he/she must immediately notify the Chairman and must resign his/her seat on the Board unless, within sixty days of ceasing to be an employee or principal of a member, he/she becomes employed by or a principal of another member. If any two or more directors become employees or principals of companies that are under common ownership, management or control, as defined in Article III, Section 2.3 above, (“Affiliated Directors”) they must immediately so notify the Chairman, and every such Affiliated Director must immediately resign his/her seat on the Board. No principals or employees of two or more commonly owned, managed or controlled business entities, as defined in Article III, Section 2.3, above, may run simultaneously for a seat on or serve on the Associations’ Board of Directors simultaneously.

SECTION 6. Annual Meeting. An annual meeting of the Board of Directors shall be held without notice other than these Bylaws at the same place and general time as the annual meeting of members. The Chairman shall set the specific time and date to correspond with the Annual Meeting of Members.

SECTION 7. Other Meetings. The Board of Directors may provide by resolution, the time and place for the holding of additional regular meetings of the Board, without notice other than such resolution. The Chairman may call any special meeting of the Board of Directors. Other meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute presence in person at such meeting.

SECTION 8. Notice. The notice or waiver of notice of any meeting of the Board need not specify the business to be transacted at, nor the purpose of, such meeting unless specifically required by law or these Bylaws. Notice of any special meeting of the Board of Directors shall be given at least forty-eight hours in advance by written, facsimile or electronic notice to each Director.

SECTION 9. Quorum. At all meetings of the Board of Directors a majority of the total number of voting directors then in office shall constitute a quorum for the transaction of business. If less than a majority of the voting directors is present at said meetings a majority of the directors present may adjourn the meeting to another time without further notice. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 10. Manner of Action. The act of a majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws.

SECTION 11. Action Without Meeting. The Board of Directors may take any action which it could take at a meeting of directors without a meeting if a consent in writing, setting forth the action so taken, is signed, personally or electronically, by all the directors entitled to vote on the subject thereof.

SECTION 12. Attendance by Telephone. Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation in a meeting shall constitute presence in person at the meeting.

SECTION 13. Absences. Any Director who is absent from more than one Board of Directors meeting in any twelve month period shall be subject to censure by the Board of Directors, and the Board of Directors may ask the Regular Members of the Association to remove such Director from the Board by affirmative vote of 2/3 of the votes present and voted, either in person or by proxy.

SECTION 14. Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected or appointed to fill a vacancy shall serve for the un-expired term of his/her predecessor, and until his/her successor is duly elected and qualified or until his/her death, resignation, disqualification, incapacity or removal. A Director elected or appointed to fill a vacancy shall be considered to have served one complete term if he/she served more than 50% of the vacated term.

SECTION 15. Mail Ballot. The Board of Directors may submit the election of directors to the voting members of the Association by mail, facsimile, written or electronic ballot. The voting members of the Association may vote by mail, facsimile, written or electronic ballot.

SECTION 16. Compensation. Directors shall not receive any compensation for their services as Directors, but by resolution of the Board of Directors, Directors may be reimbursed for expenses incurred in attending any regular or special meeting of the Board, or on other official business of the Association. A Director may serve the Association in any other capacity for reasonable compensation.

ARTICLE VII *OFFICERS*

SECTION 1. Officers. The elective officers of the Association shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer. The Board of Directors may also elect such other officers as it deems appropriate. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. No officer may hold more than one office at any one time.

SECTION 1.1. Election of Officers. Prior to the Annual Initial Board Meeting the Nominating Committee will select a slate of nominees for officers from the newly elected Board of Directors. In addition to the slate presented, nominations may be made from the floor. The election of Officers shall proceed in any voting method selected by the Board, and the results of the election shall be announced by the out-going Chairman.

SECTION 2. Term of Office. Each elective officer of the Association shall be elected by the Board of Directors at the Annual Initial Board Meeting, and shall hold office for a term of one year and until his/her successor is elected and qualified or until his/her death, resignation or removal. No Chairman or vice-Chairman shall serve more than two terms in the same office without an absence from such office for at least one year. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Election of an officer shall not itself create contract rights.

SECTION 3. Chairman. The Chairman shall be the principal elective officer of the Association. Subject to the direction and control of the Board of Directors, the Chairman shall preside at meetings of the Association, and of the Board of Directors. He/she shall also, at the Annual Meeting of the Association and at such other times as he shall deem proper, communicate to the Board of Directors or the Association such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as prescribed by the Board of Directors from time to time. The Chairman shall be a non-voting member of all committees.

SECTION 4. Vice Chairman. The Vice Chairman shall perform such duties and have such powers as prescribed by the Chairman or the Board of Directors from time to time. Further, in the absence of the Chairman or in the event of his/her or her inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman

and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman

SECTION 5. Secretary. The Secretary shall be responsible for recording the minutes and keeping adequate records of meetings of the members and of the Board of Directors. The minutes shall include the time and place of the meeting, the names of the persons present at the meeting, all official acts of the members and of the Board, and any dissenting argument when requested by a member. The Secretary shall present the written minutes for approval or amendment at the next official meeting. The Secretary shall certify the Bylaws, the resolutions of the members, the Board of Directors and committees, and other documents of the Association as true and correct copies thereof, and shall have such other duties as prescribed by the Chairman or the Board of Directors from time to time.

SECTION 6. Treasurer. The Treasurer shall remain fully advised as to the financial condition of the Association and shall regularly report to the Board of Directors on the financial conditions of the Association and the adequacy of the accounting records of the Association. The Treasurer shall have such other duties as prescribed by the Chairman or the Board of Directors from time to time.

ARTICLE VIII *COMMITTEES*

SECTION 1. Creation of Committees. The Board of Directors may, by resolution adopted by a majority of the directors in office, designate such standing or special committees as it deems appropriate. Each committee shall consist of such persons as the Board shall appoint. The Chairman may appoint the chairperson of such committees.

SECTION 2. Executive Committee. The Officers and the immediate Past Chairman of the Association shall constitute the Executive Committee of the Board of Directors. This Committee may exercise the powers of the Board of Directors when the Board is not in session, reporting any action taken to the Board of Directors at its next meeting. Meetings of the Executive Committee may be called by the Chairman, who shall be Chairman of the Executive Committee, or by any two other members of the Executive Committee. A unanimous vote of the votes present and voted at such meeting of the Executive Committee is required for the Committee to take any action.

SECTION 2.1. Nominating Committee. The Nominating Committee shall establish a list of nominees for election as Officers and Directors. The Committee shall be comprised of the following members: Immediate Past Chairman as Chairman, the current Chairman of the Association, the Chief Executive Officer and up to four other member representatives of the Association who shall be appointed by the Immediate Past Chairman.

SECTION 2.2. Finance Committee. The Finance Committee shall be comprised of the Treasurer, the Immediate Past Treasurer and the Chief Operating Officer. The Finance Committee shall prepare a financial budget for each fiscal year and submit it to the Board of Directors for approval.

SECTION 2.3. Ethics Committee. The Ethics Committee shall be comprised of the representatives of three regular members of the Association who shall be appointed by the Chairman. The Ethics Committee shall hear grievances between members and may make recommendations to the Board of Directors as to the action(s) to be taken, if any. The Ethics Committee shall notify any member against which a complaint has been lodged of the complaint and that the member may be heard by the committee as to the complaint. The Committee shall notify the member of any action(s) it recommends to the Board. The member may appeal to the Board the Committee's recommendations under such procedures as may be established by the Board from time-to-time. The decision of the Board shall be final. The Board shall notify the member of any action(s) it takes as to the member.

SECTION 2.4. Membership Committee. The Membership Committee shall be comprised of between three and

seven Association member representatives. The Chairman of the Association shall appoint the Chairman of the Committee, and the Chairman of the Committee shall appoint the members. The Committee shall determine whether to accept or reject membership applications in accordance with these Bylaws and the requirements determined by the Board of Directors. The Membership Committee shall also determine whether a member's membership qualifications and/or classification have changed and may take such action(s) as it deems appropriate to address such changes. The Committee shall provide guidance and oversight of the Association's member benefits.

SECTION 2.5. Professional Development Committee. The Professional Development Committee shall be comprised of from between three and seven Association member representatives. The Chairman of the Association shall appoint the Chairman of the Committee, and the Chairman of the Committee shall appoint the members. The Committee shall provide guidance and oversight of the Association's professional development offerings.

SECTION 3. Quorum. Unless the presence of a greater number is required in the resolution designating a committee, a majority of the whole committee shall constitute a quorum.

SECTION 4. Manner of Acting. Unless the act of a greater number is required in the resolution designating a committee, the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5. Meetings. Unless otherwise provided herein or in the resolution designating a committee, such committee may, by majority vote, select its chairman if that position has not been duly filled by appointment, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules of procedure consistent with these Bylaws and with rules adopted by the Board of Directors.

SECTION 6. Term of Office. Each member of a committee shall continue as such until his/her or her successor is appointed, unless the committee is terminated sooner, or unless such member is removed from the committee, resigns, dies, or ceases to qualify as a member thereof.

SECTION 7. Vacancies. Vacancies in the membership of any committee may be filled by the Board of Directors.

SECTION 8. Action Without Meeting. Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the committee, entitled to vote with respect to the subject matter thereof.

SECTION 9. Attendance by Telephone or Other Device. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation in a meeting shall constitute presence in person at the meeting.

ARTICLE IX *GENERAL PROVISIONS*

SECTION 1. Chief Executive Officer and Chief Operating Officer

SECTION 1.1. Chief Executive Officer. The Board of Directors shall employ or retain a person to serve as the Chief Executive Officer of the Association. The Chief Executive Officer shall report directly to the Board of Directors and shall serve as the executive responsible for external functions of the association. The Chief Executive Officer shall serve as an ex-officio member of the Executive Committee and Board of Directors and other committees as directed by the Chairman. He/she shall be directed by the Board of Directors through the Executive Committee and the Chairman. In matters of conflicting or unclear directions, the Chief Executive Officer shall answer to the Board of Directors. The responsibilities of the Chief Executive Officer shall be defined and modified by the Board of Directors, the Chairman and/or the Executive Committee as needed.

SECTION 1.2. Chief Operating Officer. The Board of Directors shall employ or retain a person to serve as the Chief Operating Officer of the Association, who shall be responsible for the internal management of the Association. He/she shall manage and direct all internal operations of the Association and perform such other duties as the Board of Directors may prescribe from time to time. He/she shall be directed by the Board of Directors, the Executive Committee and/or the Chairman. The Chief Operating Officer shall answer to the Chief Executive Officer and to the Board of Directors.

SECTION 2. Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

SECTION 4. Fiscal Year. The fiscal year of the Association shall be the calendar year of January 1 through December 31.

SECTION 5. Delivery of Notice. Any notice required to be given by statute, the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/director on the records of the Association; if by telegram, when the telegram is deposited with the telegram company; if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account; and if by electronic mail, when received by the recipient.

SECTION 6. Waiver of Notice. A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

SECTION 7. Use of Funds and Dissolution. The Association shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation, and no part of its funds shall inure or be distributed to the members of the Association. Upon dissolution of the Association, any funds remaining shall be distributed in the manner specified in the Articles of Incorporation of the Association.

ARTICLE X

LIABILITY, INDEMNIFICATION AND INSURANCE

SECTION 1. Limitation of Liability. No director or officer of the Association shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer except to the extent required by law.

SECTION 2. Indemnification. The Association shall indemnify any person or entity to the extent required by law, and may otherwise indemnify any person or entity to the extent permitted by law.

SECTION 3. Advance Payments. Expenses incurred in defending an action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, to the extent permitted by

law.

SECTION 4. Non-exclusivity. The indemnification permitted by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law.

SECTION 5. Insurance. The Association may purchase and maintain insurance on behalf of any person to the extent permitted by law, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article X

SECTION 6. Reports. If the Association has paid indemnity or has advanced expenses under this Article X to a director, officer, employee or agent, the Association shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

ARTICLE XI *AMENDMENTS*

Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws provided if adopted by a 3/4 majority of the Board of Directors present and voting or by a 2/3 majority of the Regular Members present and voting at any regular meeting or at any special meeting of the membership, providing at least ten (10) and not more than forty (40) days written notice is given of a proposal to alter, amend or repeal or to adopt the Bylaws at such meeting. The Board of Directors is authorized to submit proposed Bylaw changes by mail, facsimile or electronic transfer to the membership, should they so choose, accompanied by ballots which the membership may use to register votes for or against the proposed changes.

ARTICLE XII *RULES OF PROCEDURE AND CONSTRUCTION*

The Board of Directors may, at any time, establish rules and procedures governing meetings and actions of the Association, Directors, or any of its committees, and it shall interpret the Bylaws of the Association. In the absence of such action by the Board of Directors, Roberts Rules of Order shall be accepted as the parliamentary rules therefore, provided that the Chairman may vary the order of business at his/her discretion, and a majority of the Directors present at any meeting of Members may determine any rules for such meeting.

ARTICLE XIII *MISCELLANEOUS*

SECTION 1. HEADINGS. The headings used herein are solely for the purpose of identifying the general subject of the section and are not intended as a limitation on the subject matter of such sections.