

**AMENDED AND RESTATED BYLAWS  
OF  
AMERICAN BIRDING ASSOCIATION, INC.**

**I. OFFICES**

**1. Principal Office.**

The principal office of American Birding Association, Inc. (the “Association”) shall be located at such place as the board of directors may from time to time determine.

**2. Other Offices.**

The board of directors or officers of the Association may establish such other offices as they may from time to time determine.

**II. MEMBERSHIP**

**1. Members.**

The members of the Association shall be those persons or entities satisfying the conditions of membership set forth in the articles of incorporation of the Association (the “Articles”) and these Bylaws. Any person interested in the purposes and objectives of the Association is eligible to, and shall, become a member upon the payment of any dues payable to the Association. To the maximum extent permitted by law, members do not have any voting rights, governance rights, or membership rights except as expressly set forth in the articles of incorporation or these Bylaws.

**2. Classes of Membership.**

Membership classes shall have the characteristics, qualifications, rights and limitations determined from time to time by the board of directors or the officers, including which classes are entitled to receive print and/or digital versions of any or all of the Association’s publications. On any matter submitted to a vote of the members, all members will vote together as a single class, and no membership class shall entitle any member to more than one vote. For clarification, a joint membership will be deemed to be two members for voting purposes.

**3. Dues.**

**(a) Classes.** Dues for each class of membership and any subdivisions of such class as established from time to time by the board of directors shall be payable (i) at the time of application for membership (which process for application for membership shall be governed by procedures established by the officers) and (ii) thereafter upon expiration of the period of the applicable membership. The board

of directors may at its discretion, from time to time, offer one or more classes of membership without dues associated.

- (b) **Nonpayment.** The Association may suspend any member, and their membership and the corresponding rights and privileges thereof, if the membership dues payment is not received by the Association within 60 days of the time it becomes payable, and the Association is not obligated to provide notice of such suspension to any member. Suspended members are not considered to be in good standing and are not entitled to vote on any matter submitted to a vote of the members. If a suspended member pays all dues payable in full, then that member will no longer be suspended and will be in good standing as of the time such dues payment is received by the Association.

#### 4. **Meetings of the Members.**

- (a) **Limited Voting Rights.** Unless required by law or as otherwise expressly set forth herein, members have no right to vote on any matter except (1) voting for the election of directors at the annual meeting of the members of the Association for that purpose, (2) any change to what constitutes “the ABA Area”, (3) amendments to the Bylaws of the Association, and (4) voting on any other matter that the board of directors decides, in its absolute discretion, to submit to a vote of the members. Where a class of membership is offered without dues associated, the board of directors shall determine voting rights, if any, associated with such class of membership.
- (b) **Annual Meeting.** An annual meeting of the members of the Association for the election of directors shall be held each year at such time and place and on such date as the board of directors may determine. Any other official business may be transacted at the annual meeting.
- (c) **Special Meetings.** Special meetings of the members of the Association for any purpose or purposes may be called by the Chair of the board of directors, a majority of the board of directors, or by a written request signed by at least 10% of the members in good standing, calculated as of December 31 of the year preceding the date of the special meeting. Business to be transacted at any special meeting of the members is limited to the purposes stated in the notice of meeting.
- (d) **Notice of Meetings.** Notice of any meeting of the members stating the place, date, and hour of the meeting shall be sent by electronic mail, or via publication on the Association’s web site, not less than 10 nor more than 60 days prior to the date of the meeting, to each member in good standing. In the case of a special meeting, the notice shall state the purpose(s) for which it is being called and the person(s) by whom it is called. Notwithstanding the foregoing, all notices may be published in any scheduled print or electronic publication of the Association.

- (e) **Qualification of Voters.** Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members at any annual or special members' meeting.
- (f) **Quorum.** One hundred members in good standing, present in person or by proxy, shall constitute a quorum at any annual or special meeting of the members. In the event that a quorum is not present at any meeting, the presiding officer of the meeting or the members present at such meeting may adjourn the meeting from time to time, until a quorum is present. Notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At any such adjourned meeting any business may be transacted that might have been transacted at the meeting as originally noticed.
- (g) **Proxies.** Each member in good standing may authorize another person or persons to act for such member (at a meeting or by written consent) by proxy. A proxy is valid only for the meeting and business for which it is given, unless otherwise provided in the proxy. A proxy is irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A member may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Association a revocation of the proxy or a new proxy bearing a later date.
- (h) **Voting.** At all meetings of members for the election of directors at which a quorum is present, a plurality of the votes cast shall be sufficient to elect. All other elections and questions presented to the members at a meeting at which a quorum is present shall, unless otherwise provided by the Articles, these bylaws, or applicable law, be decided by the affirmative vote of the holders of a majority of the members which are present in person or by proxy and entitled to vote thereon. On any matter submitted to a vote of the members, all members will vote together as a single class, and no membership class shall entitle any member to more than one vote. For clarification, a joint membership will be deemed to be two members for voting purposes.
- (i) **Participation in Meetings by Video Conference.** Members may participate in a meeting thereof by means of conference telephone, video conference, or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

## **5. Termination of Membership.**

A membership may be terminated by one of the following methods: (a) failure of the member to pay the renewal dues within 120 days of the date such dues become payable,

(b) the filing with the Secretary of a written notice of termination by the member, or (c) with or without cause by a majority of the board of directors, in its absolute discretion. The event of termination shall not entitle any member to a refund of dues and shall not relieve any member of any obligation to pay unpaid membership dues. The board of directors shall have the right to refuse to accept payment of membership dues from any person. Terminated members, or individuals refused into membership, shall not be considered in good standing and shall not be entitled to vote.

### **III. BOARD OF DIRECTORS**

#### **1. Powers.**

The direction, policies, management and budgets of the Association shall be established by its board of directors and executed by its officers and employees. The board of directors shall have oversight responsibility to ensure that its direction, policies, management and budgets are implemented and that the Association is being properly managed. Members of the Advisory Committee are not directors as the term is used herein, but may attend meetings of the board of directors.

#### **2. Qualifications.**

All members of the Association in good standing and over the age of 18 years are eligible to serve as directors. Other criteria and standards for director qualification shall be established by the Nominating Committee. No director shall have a conflict of interest with the Association.

#### **3. Number, Term of Office and Voting.**

(a) **Number.** The board of directors shall consist of no fewer than nine nor more than 21 members, each of whom shall be elected by the members of the Association to serve a three-year term. Within these limits, the number of directors at any given time shall be fixed from time to time by resolution of the board of directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

(b) **Terms.** Each director shall be elected to hold office for a three-year term or until their respective successor is duly elected and qualified. No person may serve as director longer than three consecutive three-year terms. If a director is elected or appointed to fill a vacancy for an unexpired term in accordance with Section 5 below, the unexpired term shall not count against such director's term limit. If a director is elected or appointed to fill a vacancy resulting from an increase in the size of the board of directors in accordance with Section 5 below, that director's initial term will continue until the expiration of three years from the annual meeting for the election of directors at which such director.

- (c) **Election.** The Nominating Committee shall recommend candidates for nomination to the board of directors and submit the nominations to the board of directors not less than 60 days prior to the annual meeting of the members of the Association at which the election of directors of the Association will take place. The board of directors shall determine the nominees, and the Secretary shall cause the names of the nominees for directors of the board of directors to be included in the notice of meeting of the members.

#### **4. Chair & Vice Chair of the Board of Directors.**

- (a) **Chair.** The Chair of the board of directors shall preside at all meetings of the members of the Association and meetings of the board of directors and its Executive Committee and, in general, shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the board of directors from time to time.
- (b) **Vice Chair.** In the absence of the Chair of the board of directors, or in event of the Chair's inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the longest tenured Vice Chair in the order of election) shall perform the duties of the Chair, and when so acting, shall have all the powers of, and be subject to the restrictions upon, the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned by the Chair or by the board of directors.
- (c) **Election of Chair and Vice Chair.** The Nominating Committee shall propose candidates for the positions of Chair and Vice Chair of the board of directors. Such recommendations shall be submitted to the board of directors not less than 30 days prior to the meeting at which the individuals nominated shall be proposed for election. The Chair and Vice Chair shall serve a two-year term upon election unless a shorter term is prescribed by the board of directors or in the event of the expiration of their term of service as directors.

#### **5. Vacancies.**

Any vacancies in any directorship resulting by reason of the death, resignation, retirement, removal or disqualification of any director, or any newly-created directorships resulting from an increase in the authorized number of directors, may be filled by the affirmative vote of a majority of the directors remaining in office, although less than a quorum. Any director so chosen shall hold office until the next annual meeting of the members, and, if elected to the board of directors at that meeting, then that director's term will continue for the remainder of the unexpired term of the director who no longer holds the vacancy position, or until a successor is elected and qualified.

**6. Compensation.**

The directors of the Association shall receive no compensation for their services as directors but may be reimbursed for out-of-pocket expenses incurred by them in the performance of their duties.

**7. Meetings of the Board of Directors.**

- (a) **Regular Meetings.** The board of directors shall hold at least one regular meeting in each calendar year without call or notice at a time and place to be determined at its discretion.
- (b) **Special Meetings.** Special meetings of the board of directors for any purpose or purposes may be called at any time by the Chair of the board of directors, the Executive Committee, or by five or more directors.
- (c) **Notice.** Notice of each meeting of the board of directors, stating the place, date and hour of the meeting, and, in the case of special meetings, the purpose or purposes therefore, shall be given to each director in person, by telephone, by electronic mail, or other means of electronic transmission no less than 48 hours prior to the commencement of such meeting. Notice of a meeting of the board of directors need not be given to any director who signs a waiver of notice, whether before or after the meeting, or who attends the meeting for a purpose other than the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called and convened. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.
- (d) **Quorum.** A quorum shall consist of at least half of the members of the board of directors.
- (e) **Vote.** Except as otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the board of directors at which a quorum is present shall be the act of the board of directors.
- (f) **Adjournment.** A majority of the directors present at any meeting, whether or not a quorum is present, may adjourn that meeting to another time and place without further notice. At any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting as originally called.
- (g) **Participation in Meetings by Video Conference.** Members of the board of directors, or any committee designated by the board of directors, may participate in a meeting thereof by means of conference telephone, video conference, or other communications equipment by means of which all persons participating in

the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

- (h) **Regulations.** To the extent consistent with applicable law, the Articles and these Bylaws, the board of directors may adopt such rules and regulations for the conduct of meetings of the board of directors and for the management of the affairs and business of the Association as the board of directors may deem appropriate.

## 8. **Action without a Meeting.**

1. Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting, without prior notice, and without a vote, if signed by three quarters ( $\frac{3}{4}$ ) of the total number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting. The consent must state the date of each director's or committee member's signature. Prompt notice of the taking of an action by directors or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

## 9. **Committees of the Board.**

2. Except as otherwise provided herein, the board of directors may appoint one or more committees of the board of directors, with each committee to consist of at least two directors. A majority of the members of any such committee must be directors. Except as otherwise provided herein or as required by law, the board of directors may delegate to any committee of the board of directors any of the authority of the board of directors.

(a) **Executive Committee.** To the fullest extent permitted by law, the Executive Committee shall implement the responsibilities and authority of the board of directors on an interim basis between meetings of the board of directors. The committee shall consist of at least four directors, who shall be the Chair of the board of directors and no fewer than three other directors appointed by the board of directors.

(b) **Nominating Committee.** The Nominating Committee shall obtain and nominate candidates for the board of directors of the Association, and shall periodically review, and recommend to the board of directors, the criteria for selection of directors. The Nominating Committee shall follow the nomination procedures set forth in Section 3(c) of this Article III.

The Nominating Committee shall evaluate the operations and performance of the board of directors and members and committees thereof for the purpose of

determining whether the board of directors and its members are fulfilling their responsibilities to each other, and to the Association, its bylaws, goals and objectives. The Nominating Committee may recommend to the board of directors the retention or replacement of members of the board of directors.

The Nominating Committee shall propose to the board of directors candidates for the positions of Chair and Vice Chair of the board of directors. Such recommendations shall be submitted to the board of directors not less than 30 days prior to the meeting at which the individuals nominated shall be proposed for election.

- (c) **Finance Committee.** The Finance Committee shall assist the board of directors in its oversight responsibilities relating to fiscal management of organization-wide financial assets, including, but not limited to, assisting the board of directors in its oversight and monitoring the Association's systems of internal controls and risk mitigation, in ensuring compliance with legal and ethical standards and in selecting and hiring of any financial statement reviewers or auditors.
- (d) **Other Committees.** The board of directors shall establish committees with the responsibility of advising the board of directors regarding finance, administration, development, membership, publications and any other function as determined by the board of directors. The functions may be accumulated in one or more committees.
- (e) **Term of Committee Members; Removal.** Each member of a committee shall continue as such until the expiration of the term of office of such director or until a successor is elected and qualified, subject to such director's earlier death, resignation, disqualification or removal. Any committee member may be removed from the committee by the board of directors.
- (f) **Meetings of the Committees.** Meetings of committees of the board of directors shall be held in such a manner and at such time and place as shall be fixed by the chair of the committee. Unless otherwise provided by the board of directors, a majority of all of the members of a committee shall constitute a quorum, and a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be the act of the committee.
- (g) **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## 10. Committees of the Association



3. Except as otherwise provided herein, the board of directors may appoint one or more committees of the Association, with each committee to consist of one or more members, who need not be members of the board of directors. Each committee of the Association shall have the authority as set forth below, and no such committee of the Association constitutes a committee of the board of directors nor may any such committee have or exercise the authority of the board of directors in the management of the Association. If a committee of the association has its own rules and procedures regarding selection and appointment of its members, then any director appointed in accordance with those rules will be deemed to have been appointed by the board of directors.

- (a) **Checklist Committee.** The ABA Checklist Committee (ABA-CLC) shall maintain and revise a master checklist of the birds of the ABA Area, including any determination of checklist standards and geographic standards. The checklist, taxonomic changes, species inclusion and exclusion, decisions on acceptability, ease-of-observation codes, and four-letter alpha codes shall be revised from time to time by the ABA-CLC. The ABA-CLC's latest online revised checklist shall serve as the basis for all ABA Area lists and other types of lists recognized by the Association for areas that include, or are included by, the ABA Area as delineated herein. Any change to what constitutes "the ABA Area" for checklist purposes must be approved by the board of directors and the members.
- (b) **Recording Standards and Ethics Committee.** The Recording Standards and Ethics Committee (RSEC) shall establish and amend the rules and procedures for the submission to, and publication by, the Association, of both bird lists and Big Day Reports, shall be responsible for the wording of the Association Code of Birding Ethics, and will address policy concerns regarding issues of birding ethics as they apply to the Association.
- (c) **Advisory Committee.** The board of directors may designate one or more Advisory Committees, which shall act in an advisory capacity to the board of directors. Each Advisory Committee shall consist of such number of persons as the board of directors may deem necessary to advise on matters affecting the affairs of the Association and assist in such general and specific duties and management and furtherance of the Association as requested and to the extent permitted by law.
- (d) **Appointment of Committee Members.** Members of each committee of the Association shall be members of the Association. Any committee member may be removed from the committee by the board of directors. Each member of a committee shall continue as such until the expiration of the term for which such member was appointed, or until such member's successor has been duly appointed. Each committee of the association shall determine the term and any term limits applicable to that committee of the Association.

- (e) **Meetings of the Committees.** Unless otherwise determined by the board of directors, meetings of committees of the Association shall be held in such a manner and at such time and place as shall be fixed by the chair of the committee. Unless otherwise provided by the board of directors, a majority of all of the members of a committee of the Association shall constitute a quorum, and a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall be the act of the committee.
- (f) **Vacancies.** Vacancies in the membership of any committee of the Association may be filled by appointments made in the same manner as provided in the case of the original appointments.

**11. Resignations and Removal of Directors.**

- (a) **Resignation.** Any director of the Association may resign at any time by written notice to the Chair of the board of directors or to the Secretary. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon delivery thereof.
- (b) **Removal.** Any director may be removed as a director, but only for cause and by affirmative vote of two-thirds of all directors then in office.

**IV. OFFICERS**

**1. Number**

The officers of the Association shall be a President and Secretary, and such other officers as may be appointed by the board of directors. Persons holding such offices shall be supervised by the board of directors and shall have the authority to perform the duties prescribed from time to time by the board of directors. The officers shall implement the direction, management policies and budgets as established by the board of directors. The officers may, but are not required to, be members of the board of directors. The officers may delegate duties to other employees of the Association.

**2. Qualifications, Removal and Resignation.**

- 1. Officers must be members of the Association. Any officer appointed by the board of directors may be removed, with or without cause, by a majority vote of the board of directors. Any officer appointed by the President may be removed, with or without cause, by the board of directors or by the President. An officer may resign at any time by giving written notice to the President or to the Chair of the board of directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon delivery thereof.

**3. President.**

The chief executive officer of the Association, regardless of the title assigned to that person by the board of directors, shall serve as the President of the Association, and shall report to the board of directors. The President shall provide leadership and implement the direction, policies and budgets of the Association as established by the board of directors. The President shall have the responsibility for the day-to-day management of the Association and all of its employees and shall do so within the direction, policies and budgets established by the board of directors. The President's responsibilities include, but shall not be limited to, apprising the board of directors regarding the condition of the Association and of external developments that could affect the condition of the Association, and providing consistent achievement of the Association's mission, policies, and objectives and assuring the custodianship of the Association's finances and assets.

**4. Vice-President.**

The Vice-President(s) shall perform the duties and exercise the powers assigned to that office by the President and shall have such other powers and perform such other duties as may be authorized by the policies and budget set by the board of directors and supervised by the President.

**5. Treasurer.**

The Treasurer is responsible for providing general direction, oversight and review of the financial operations of the Association, including such matters as banking and investments, fund and investment management, accounting, audit, reporting, controls, and measurements, ensuring that legal requirements and policies and budgets established by the board of directors are properly executed, and reporting regularly to the board of directors and the members on the financial status of the Association. The Treasurer may delegate such details of the performance of duties of the office as may be appropriate in the exercise of reasonable care to one or more other persons, but shall not thereby be relieved of responsibility for the performance of such duties. The Treasurer shall also ensure the performance of such other duties customarily incident to the office of Treasurer. The Treasurer shall perform such other duties as from time to time may be assigned by the President, and shall report to the President, and shall execute the direction, policies and budgets established by the board of directors.

**6. Secretary.**

It shall be the duty of the Secretary to see that all notices required to be given by the Association are duly given; to keep a current list of the Association's members, directors and officers, and their mailing and email addresses; to be the custodian of the seal of the Association and affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same, and to be the designated custodian of all business records of the Association.

**V.**

**PUBLICATIONS**

**1. Official Publication.**

The Association's official publication is BIRDING.

**2. Other Publications.**

From time to time the board of directors may authorize the publication or sponsorship by the Association of print or electronic books, pamphlets, articles, magazines, and other publications.

**VI. TRANSACTIONS WITH DIRECTORS, OFFICERS, AND EMPLOYEES**

4. The Association may enter (i) into contracts or transact business with one or more of its directors, officers, or employees or with any corporation, association, trust company, organization, or other entity in which one or more of the Association's directors, officers, or employees happen to be directors, officers, trustees, beneficiaries, or stockholders, or otherwise interested, and (ii) into other contracts or transactions in which any one or more of this Association's directors, officers, or employees may have a pecuniary or other interest, provided, however, that the board of directors of the Association shall receive full disclosure of the nature (including the extent and details) of the interest of such director, officer, or employees and such contract or transaction shall be authorized, ratified, or approved by a majority of the directors present at any duly constituted meeting, except that an interested director shall abstain from voting on said issue.

**VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**1. Right to Indemnification.**

5. The Association shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that they, or a person for whom they are the legal representative, are or were a director or an officer of the Association or, while a director or an officer of the Association, is or was serving at the request of the Association as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article VII, the Association shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the

commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the board of directors.

**2. Prepayment of Expenses.**

6. The Association shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VII or otherwise.

**3. Claims.**

7. If a claim for indemnification (following the final disposition of such proceeding) is not paid in full within 60 days after the Association has received a claim therefor by the Covered Person, or if a claim for any advancement of expenses under this Article XII is not paid in full within 30 days after the Association has received a statement or statements requesting such amounts to be advanced, the Covered Person shall thereupon (but not before) be entitled to file suit to recover the unpaid amount of such claim. In any such action the Association shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

**4. Nonexclusivity of Rights.**

8. The rights conferred on any Covered Person by this Article VII shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the Articles, these Bylaws, agreement, vote of the members or disinterested directors or otherwise.

**5. Other Sources.**

9. The Association's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or nonprofit entity, and the availability of such indemnity and advancement of expenses hereunder shall be of last resort.

**6. Amendment or Repeal.**

**10.** Any repeal or modification of the provisions of this Article VII shall not adversely affect any right or protection hereunder of any Covered Person in respect of any proceeding (regardless of when such proceeding is first threatened, commenced or completed) arising out of, or related to, any act or omission occurring prior to the time of such repeal or modification.

**7. Other Indemnification and Advancement of Expenses.**

**11.** This Article VII shall not limit the right of the Association, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

**VIII. PROPERTY**

**1. Execution of Contracts.**

The board of directors, except as otherwise provided in these Bylaws, may authorize any officer or agent or employee, in the name of and on behalf of the Association to enter into any contract, or execute and deliver any instrument. Such authority may be general or confined to specific instances, but unless so authorized by the board of directors or expressly authorized in these Bylaws, to the fullest extent permitted by law, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily in any amount for any purpose.

**2. Loans.**

No loans shall be contracted on behalf of the Association unless specifically authorized by the board of directors.

**3. Checks; Evidences of Indebtedness.**

All checks and drafts on the Association's banking accounts, and all bills of exchange, promissory notes, and all acceptances, obligations, and other instruments for the payment of money, or other evidences of indebtedness, shall be signed by the Treasurer, another officer, or a delegated staff member of the Association, as shall be duly authorized from time to time by the board of directors.

**4. Deposits.**

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, investment accounts (including bonds or equities) or other depositories as the Treasurer, and the board of directors or an appropriate committee of the board of directors, may select.

**5. Bequests and Trusts.**

The Association may accept gifts, bequests and trust interests that benefit the purposes of the Association.

Unrestricted gifts of cash, securities or other negotiable instruments shall be promptly deposited in a bank account of the Association. Unrestricted gifts of real or other personal property shall not be accepted without prior approval of the board of directors.

A gift, bequest or trust interest that contains restrictions on its use shall not be binding on or be deemed accepted by the Association without the approval and acceptance of the terms by the board of directors of the Association. The board of directors may establish accounting practices, endowment funds, and financial management policies regulating the investment of unrestricted or restricted gifts, including funds from restricted gifts that exceed the restricted purpose.

**6. Fiscal Year**

The fiscal year of the Association shall commence at the beginning of the first day of January of each calendar year and end at the conclusion of the thirty-first day of December of that year, unless otherwise provided by resolution of the board of directors.

**IX. GENERAL**

**1. Notices.**

All notices required by these Bylaws shall be in writing and emailed to all members in good standing at the email address appearing on the books of the Association, unless a member shall have filed with the Secretary a written request that notices be emailed to another address, in which case it shall be emailed to the address designated in the request. Any notice requirement may be waived in writing (including by email) by the member or by attending the subject meeting for a purpose other than the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called and convened.

**X. AMENDMENTS**

**1. Amendments.**

Unless otherwise provided in the Articles, these Bylaws may be amended, altered or repealed by the board of directors or the members, provided, however, that any proposed, amendment, alteration, or repeal by the board of directors must be approved by the members. No amendment, alteration, change or repeal of these Bylaws shall be effected or be effective that would result in a denial or revocation of the tax-exempt status of the Association under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**2. Effectiveness.**

Amendments to these Bylaws adopted at a duly constituted meeting of the board of directors or members shall become effective immediately upon the adoption thereof, unless otherwise stated in the amendment.