

BYLAWS
CONCRETE AND MASONRY ANCHOR MANUFACTURERS
ASSOCIATION

ARTICLE I
NAME

The name of this Corporation is CONCRETE and MASONRY ANCHOR MANUFACTURERS ASSOCIATION (“CAMA”), a Missouri Nonprofit Corporation (the “Association”).

ARTICLE II
OFFICES

The Association must continuously maintain a registered office in the State of Missouri and a registered agent at the same address, and may have such other offices in or outside the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE III
ASSOCIATION PURPOSES

The principal purposes and objectives of the Association are to:

Promote the use of anchors, and advance the interests and welfare of the industry.

Serve as the voice and representative of the anchor industry.

Establish standards, codes, criterion and principles for the use, design and testing of anchors.

Affect and participate in the making of laws, regulations, standards and codes that affect anchors.

Cooperate and exchange information with other organizations and industries whose services or products are affected by anchors, and those with products, trades or services that impact the use, design or testing of anchors.

Establish and conduct joint research and testing programs.

Provide a forum for members to discuss matters of industry concern.

Unless specifically provided otherwise, in these Bylaws the term “anchor” or “anchor product” or “anchor system” means anchors designed for use in concrete or masonry, including, but not limited to cast-in-place, adhesive/chemical and mechanical anchor products and systems.

ARTICLE IV **MEMBERS**

Section 1. CATEGORIES AND QUALIFICATIONS FOR MEMBERSHIP. The Association shall have two (2) categories of members, as follows:

A. MANUFACTURER MEMBERS. Any legally established business entity that bears financial and legal responsibility for the manufacture of an anchor product or system and (1) is engaged in the manufacture of an anchor product or system, or (2) causes an anchor product or system to be manufactured to that entity’s own unique specifications shall be eligible for membership in the Association. Manufacturers of more than one anchor product or system and manufacturers that are legally associated under a common parent company may hold one membership in the Association.

B. ASSOCIATE MEMBERS. Consultants, registered engineers, laboratories, institutions, government agencies, regulatory bodies, quality assurance agencies and code/standards setting organizations whose purposes or regular business affects or is affected by anchors, may become associate members of the Association ("Associate Member"). Associate Members are divided into the following classifications ("Class"):

1. Technical/Professional - Consultants, Registered Engineers, and Laboratories.
2. Institutions/Regulators - Institutions, Government Agencies, Regulatory bodies, quality assurance agencies and Code/standards setting organizations.

No Associate Member may be included in more than one Class. No employee of a Manufacturer may be an Associate Member.

Section 2. APPLICATION PROCEDURE AND ADMISSION TO MEMBERSHIP. Every prospective member shall submit an application for membership on the form provided by the Association to the principal office of the Association with information documenting its membership qualifications. If that information is confidential or proprietary, the applicant may submit it to an independent third party selected by the Board. The application shall then be submitted to the Board of Directors for consideration at its next regular or special meeting, or by written ballot. The applicant shall become a Manufacturer Member or Associate Member (as appropriate) upon approval by the Board of Directors and receipt of initial dues payment.

Section 3. VOTING RIGHTS. Each Manufacturer Member shall be entitled to one vote on each matter submitted to a vote of the members. Associate Members shall be entitled to one vote per every six (6) members of each Associate Member Class on each matter submitted to a vote of the members, and that vote shall be cast by the Class Designated Voting Representative (“Class DVR”).

Section 4. TERMINATION OF MEMBERSHIP. Membership in CAMA may terminate by voluntary resignation or if the entity no longer meets the eligibility requirements for membership. If there is a dispute over eligibility there shall be an appropriate hearing, conducted in accordance with due process procedures adopted and approved by the Board of Directors and Legal Counsel. Termination of membership, shall not relieve the member of its obligation for dues, fees and assessments or other charges accrued and unpaid. Upon such termination all rights, privileges and interest of CAMA membership shall cease.

Section 5. REINSTATEMENT. Upon written request signed by a former member and filed with the Executive Director, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate, which may include payment of previously delinquent dues and assessments.

Section 6. TRANSFER OF MEMBERSHIP. Membership in the Association is not transferable or assignable.

ARTICLE V **MEETING OF MEMBERS**

Section 1. ANNUAL MEETING. The members shall hold an annual meeting at a place, time and date set by the Board of Directors and shall transact any business that requires approval by the general membership

Section 2. REGULAR MEETINGS. Regular meetings of the general Association members, other than the annual meeting, shall be held as directed by the Board of Directors.

Section 3. SPECIAL MEETINGS. Special meetings of the members may be called by the President or a majority of the Directors or upon written request by not less than one-third (1/3) of the members having voting rights, for the purpose stated in the notice and call of the meeting.

Section 4. NOTICE OF MEETINGS. Written notice of each meeting of the members shall state the place, day and time of the meeting, and in the case of a special meeting or when required by law or these Bylaws, shall state the purpose for which the meeting is called. Such notice shall be delivered to each member personally, by first class mail, facsimile or other electronic means permitted under the law of Missouri, at least ten (10) days nor more than sixty (60) days before the date of the meeting, unless otherwise provided by law, the Articles of Incorporation (“Articles”), or these Bylaws.

Section 5. QUORUM. A majority of the members entitled to vote (whose representatives are present in person or by proxy) shall constitute a quorum for the transaction of business at any members meeting. If a quorum is not present, a majority of the members present and entitled to vote may adjourn the meeting to another time without further notice.

Section 6. MANNER OF ACTION. If a quorum is present, the affirmative vote of a majority of members shall be necessary to accomplish any business or make any decision, unless the act of a greater number is required by law or by these Bylaws.

Section 7. PROXIES. Each member entitled to vote may vote in person or by written proxy, executed in writing by the member or the Class DVR. The proxy shall be valid only with respect to the specific meeting for which it is given. All proxy forms shall be signed by the designated voting representative and received by the Executive Director or designated representative, to be considered valid proxies. A proxy may only be given to another CAMA member, whereby members are defined in Article IV.

Section 8. ACTION BY WRITTEN BALLOT. Unless otherwise provided by law, the Articles, or these Bylaws, any action which may be taken at any annual, regular or special meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. The ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter; and specify the time by which a ballot must be received by CAMA in order to be counted. A written ballot may not be revoked.

ARTICLE VI **BOARD OF DIRECTORS**

Section 1. GENERAL POWERS. The Board of Directors shall manage the affairs of CAMA, and shall have general strategic planning and policy-making authority with respect to the interests of CAMA as a whole and oversight as to the Committees/Task Groups. All explicit and implied powers of CAMA not regulated by the Articles or these Bylaws may be exercised by these Bylaws.

Section 2. NUMBER, TENURE & QUALIFICATIONS. The Board of Directors consists of:

1. One (1) Director appointed by each Manufacturer Member; and
2. One (1) Director elected by each Class of Associate Members that has six (6) or more members (i.e., no Class may elect a Director unless it has at least six (6) members). Only an

Associate Member (i.e. an owner or employee of an Associate Member) may be elected as a Director.

Each Director holds his/her seat on the Board as long as the manufacturer member he/she represents is a member of the Association. Each Manufacturer Member may, at any time, and at its complete discretion, change the representative designated to represent it on the Board of Directors by giving written notice to the Association. The Secretary may require the Manufacturer Member to document or confirm the appointment of its representative to the Board. The Executive Director shall canvass the membership annually, prior to the annual meeting of the members, to maintain current listings of Manufacturer Members' representatives. In the event there are multiple representatives on the Board of Directors who are employees of any parent, subsidiary or division of a member, they shall together have only (1) vote at the Board of Directors.

Section 3. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held in conjunction with the annual meeting of members for the purpose of election of Officers, election of Associate Members Class Voting Representative(s) to the Board, and transaction of such other business as may be properly before the Board

Section 4. REGULAR MEETINGS. Regular meetings, other than the annual meeting, shall be shall be held as directed by the Board of Directors.

Section 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or a majority of the Directors or upon written request by not less than one-third (1/3) of the members having voting rights.

Section 6. NOTICE OF MEETINGS. Written notice of each meeting of the Board of Directors shall be given to each Director at least five (5) calendar days in advance of the meeting if notice is by first class mail, or two (2) days notice if delivered by facsimile or other electronic means, unless otherwise provided by law, the Articles, or these Bylaws. In the case of a special meeting or when required by law or these Bylaws, written notice shall be given at least two (2) calendar days before each special meeting and the purpose(s) for which the meeting is called shall be stated in the notice and call of the special meeting.

Section 7. QUORUM. A majority of the Directors entitled to vote (whose representatives are present in person or by proxy) shall constitute a quorum for the transaction of business at any Board of Directors meeting. If a quorum is not present, a majority of the Directors present and entitled to vote may adjourn the meeting to another time without further notice.

Section 8. MANNER OF ACTION. If a quorum is present, the affirmative vote of a majority of Directors shall be necessary to accomplish any business or make any decision, unless the act of a greater number is required by law or by these Bylaws.

Section 9. PROXIES. Each Director entitled to vote may vote in person or by written proxy, executed in writing by the Director or the Class DVR. The proxy shall be valid only with respect to the specific meeting for which it is given. All proxy forms shall be signed by the designated voting representative and received by the Executive Director or designated representative to be considered valid proxies. A proxy may only be given to another CAMA member, whereby members are defined in Article IV.

Section 10. ATTENDANCE BY ELECTRONIC COMMUNICATION. Unless the Articles or Bylaws provide otherwise, the Board may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. No Director can require the Association to provide or pay for electronic conferencing equipment as a condition to participation in the meeting. Such participation in a meeting shall constitute presence in person at the meeting.

Section 11. ACTION WITHOUT MEETING. Unless the Articles or these Bylaws provide otherwise, an action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting at the request of: the President, any Committee/Task Group, or a Director, with the consent or co-sponsorship of at least two (2) other Directors. Such action shall be taken by written ballot and shall require the vote of all members of the Board. The act of a majority of the Board of Directors shall be deemed an act of the Board of Directors. The written ballot shall be prepared and distributed by the Executive Director and may be delivered to every Director by any reasonable means, including, without limitation, facsimile or other electronic transmission, courier or first class mail. Unless otherwise determined by the CAMA officers, Board ballots shall be given thirty (30) calendar days until ballot is due. The President may, in his/her sole discretion, and without notice, extend any ballot deadline for a reasonable time under the circumstances (thereby permitting late ballots to be counted). Each ballot shall be signed by a Director. Action taken under this section is effective when ballots have been received from all Directors. Action under this section has the effect of a meeting vote and may be described as such in the minutes.

Section 12. VACANCIES. The Board of Directors may not fill a Manufacturer Member's vacancy. Only the Manufacturer Member may fill a vacancy for its seat on the Board. If a Director elected by a Class of Associate Members is unwilling or unable to serve, the Board may appoint a Director to fill the vacancy until the next annual meeting of members. The person appointed to fill the vacancy must be an Associate Member (*i.e.*, an owner or employee of an Associate Member).

Section 13. COMPENSATION. Directors shall not be compensated for serving on the Board.

ARTICLE VII **OFFICERS**

Section 1 OFFICERS. The officers of the Association shall be the President, Vice-President, Secretary, and Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. QUALIFICATION, ELECTION & TERM OF OFFICE. Only Directors eligible to vote may be Officers. The officers of the Association shall be elected annually by the Directors at their annual meeting. If the election of officers is not held at that meeting, it must be held as soon thereafter as may be conveniently scheduled. New offices may be created and filled at any Board meeting. Each officer holds office until his/her successor has been duly elected and qualifies.

Section 3 REMOVAL & RESIGNATION. Any officer elected by the Board of Directors may be removed by the Board of Directors with or without cause and without notice, by a majority of the Directors at any regular or special meeting of the Board. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President, Secretary, or Executive Director. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

Section 4 VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by an appointment of the Directors with a majority vote at its next meeting. Any Officer so appointed to fill a vacancy shall serve the unexpired term of the predecessor, and shall thereafter be eligible for election for a full term.

Section 5. PRESIDENT. The President shall be the principal executive officer of the Association and shall have general supervision of its business, meeting agendas, and affairs subject to the direction and control of the Board of Directors. The President shall preside at all meetings of the members and the Board of Directors. He/she may sign any contract or instrument which the Board of Directors approves or authorizes CAMA to execute. He/she shall be an ex-officio member of all committees and performs any other duties assigned by the Board of Directors from time to time.

Section 6. VICE-PRESIDENT. The Vice President shall perform such duties and have such powers as may be assigned by the President or the Board of Directors from time to time. In the absence of the President or in the event of his/her inability or refusal to act, 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.

Section 7. SECRETARY. In the absence of the Executive Director, the Secretary shall record and preserve meeting minutes, serve as custodian of Association records, and provide notice of all meetings as required by these Bylaws or as required by law. The Secretary shall attest documents as necessary and perform any other duties assigned by the President or the Board of Directors.

Section 8. TREASURER. The Treasurer shall have the responsibility for overseeing the financial affairs of the Association. He/she may review and approve any expense report or expenditure of the Executive Director and Legal Counsel, and may establish any rules or policies for reviewing/auditing the Association's financial and tax records as necessary. He/she is not directly responsible for managing the Association's financial affairs if there is an Executive

Director or other staff person assigned that duty by the Board. He/she performs any other duties assigned by the President or the Board of Directors.

ARTICLE VIII
FINANCES, DUES, AND ASSESSMENTS

Section 1. DUES. The dues for each Manufacturer and Associate Member of the Association shall be determined by the Board of Directors from time to time. Such dues shall be pro-rated for members that join the Association at a time other than the beginning of the Association's fiscal year.

Section 2. SPECIAL ASSESSMENTS. The Board of Directors, by an affirmative vote of two-thirds (2/3) of the entire Board, may levy special assessments on the members.

Section 3. FISCAL YEAR. The Association's fiscal year shall be the calendar year.

Section 4. OBLIGATION TO PAY DUES. Membership in the Association carries a definite obligation to pay dues and assessments as established in accordance with these Bylaws. Membership is renewable without notice, and a member who does not give notice of withdrawal from the Association prior to the commencement of the Association's fiscal year shall be liable for all dues and assessments relating to that fiscal year

Section 5. TERMINATION FOR FAILURE TO PAY FINANCIAL OBLIGATIONS. Any member who shall fail to pay its dues within thirty (30) days from the due date shall be notified in writing by the Executive Director or other officer designated for such purpose by the Board of Directors and, if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from the membership rolls and thereupon forfeit all rights and privileges of membership. The Board of Directors may prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member for good cause shown.

ARTICLE IX
COMMITTEES/TASK GROUPS

Section 1. EXECUTIVE COMMITTEE. The Executive Committee shall be comprised of the Association Officers, and shall exercise the authority of the Board of Directors in the operational management of the Association, except as specifically limited by law or by the Board of Directors. Meetings of the Executive Committee may be held upon such notice and call as determined by the President or the Board of Directors.

Section 2 TASK GROUPS. The President or the Board of Directors may establish task groups at anytime and appoint its members. The Chair of each group may be appointed by the President and if not, then the task group members must elect one by majority vote of all task group members. Voting members of a task group need not be CAMA members or employees of a CAMA members. The President or Board of Directors may remove any task

group member at any time without cause or justification and without notice. Meetings of the task groups may be held upon such notice and call as specified by the task group Chair. No task group may have more than two (2) voting members from (*i.e.*, associated with or employed by) the same company or entity, including CAMA members

Section 3. STANDING TASK GROUPS. The Board of Directors may establish Standing Task Groups at any time; and similarly, the Board of Directors may dissolve a Standing Task Group at any time without cause or notice. The Chair of each task group may be appointed by the President and if not, then the Task Group members must elect one by majority vote of all Task Groups members. Standing Task Groups membership consists of a representative from each Manufacturer Member (who is appointed by each Manufacturer Member) and absent a specific appointment, the Task Group member is the person serving on the Board of Directors for that Manufacturer Member. A representative of every Manufacturer Member has the right to participate in, and vote on, all matters coming before a Standing Task Group. Task Group meetings may be called by the Chair or one-third (1/3) of its members on five (5) business days notice (given by the Secretary or the Executive Director). The activities of these Task Groups shall be subject to limitations as may be prescribed by the Board of Directors

Section 4. TERM OF OFFICE. Once appointed a Task Group member remains a member of that Task Group until he/she resigns, the Task Group is disbanded, or he/she is removed from the Task Group by the President or the Board of Directors. In the case of a Standing Task Group, a committee member may be removed or replaced by the Manufacturer Member whom he/she represents, at anytime without cause or notice.

Section 5. VACANCIES. Vacancies in the membership of any Task Group may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. MEETINGS. Unless otherwise provided by the Board of Directors, each Task Group may, by a majority vote, select its chair, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and establish its rules of procedure consistent with these Bylaws or with rules adopted by the Board of Directors. The Chair at his/her sole discretion, may hold open or closed meetings and may permit any person, including Directors, to participate in Task Group discussions and deliberations (whether or not he/she is a voting member of the Task Group or a CAMA member). Every Director has the right, with notice to the Chair, to be included in Task Group correspondence/communications (e.g. group e-mails and copies of working documents), whether or not the Director is a voting member of the task group.

Section 7. QUORUM. Unless otherwise provided by the Board of Directors, a majority of the task group members entitled to vote (whose representatives are present in person or by proxy) shall constitute a quorum for the transaction of business at any task group meeting. If a quorum is not present, a majority of the task group members present and entitled to vote may adjourn the meeting to another time without further notice

Section 8. MANNER OF ACTING. Unless otherwise provided by the Board of Directors, if a quorum is present, the affirmative vote of a majority of task group members shall be necessary to accomplish any business or make any decision, unless the act of a greater number is required by law or by these Bylaws

Section 9. ATTENDANCE BY ELECTRONIC COMMUNICATION. Unless the Articles or Bylaws provide otherwise, the Board may permit any or all committee/task group members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all committee/task group members participating may simultaneously hear each other during the meeting. No committee/task group members can require the Association to provide or pay for electronic conferencing equipment as a condition to participation in the meeting. Such participation in a meeting shall constitute presence in person at the meeting.

Section 10. COMMITTEE/TASK GROUP & CHAIR AUTHORITY LIMITED. No task group or task group Chair shall have the authority to represent or communicate to any person or entity outside of CAMA membership that the action or inaction of any committee/task group is supported or adopted by CAMA or its membership, unless authority is granted by formal resolution of the Board of Directors.

ARTICLE X **GENERAL PROVISIONS**

Section 1. CONTRACTS. The Board of Directors may authorize any officer(s) or agent(s) of the Association in addition to the officer(s) or agent(s) so authorized by these Bylaws, 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 2. DEPOSITS, 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 and/or approve. 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(s) or agent(s) of the Association and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, the Executive Director of the Association shall sign such instruments.

Section 3. BOOKS AND RECORDS. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, Executive Committee, and Committees, and shall keep a record giving the names and addresses, both post office and electronic, of all members at the Association headquarters. Any member shall have the right to examine, in person or by agent, at any reasonable time, the Association's books and records of account and minutes, and to make extracts, but only for a proper purpose. In order to exercise this right, a member must make a written demand upon the Association at least five (5) business days before the date on which the member wishes to inspect and copy, stating with particularity how the records are directly connected with the stated purpose. If the Association refuses examination, the member may file

suit in the circuit court of the county in which either the registered agent or principal office of the Association is located to compel such examination as may be proper. If a member seeks to examine books or records of account, the burden of proof is upon the member to establish a proper purpose. If the purpose is to examine minutes, the burden of proof is upon the Association to establish that the member does not have a proper purpose.

Section 4. AUDIT. The accounts of the Association shall be audited on a regular basis by an independent Certified Public Accountant approved by the Board of Directors.

Section 5. DELIVERY OF NOTICE. Any notice required to be given by law, or authorized or approved by the Articles 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 in the records of the Association; if electronically, when transmitted to such email address shown for the member/Director in the records of the Association; and 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.

Section 6. WAIVER OF NOTICE. A written waiver of any notice required to be given by statute, the Articles or these Bylaws, signed by the person(s) 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, 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 after payment of all debts and liabilities shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Section 8. COMPLIANCE WITH I.R.C. SECTION 501(c)(6). The Association shall operate and conduct its activities in accordance with those permitted a nonprofit association under Internal Revenue Code Section 501(c)(6).

Section 9. BONDING. The Board of Directors may require any officer, director, employee, or agent of the Association, to furnish at the expense of the Association, a fidelity bond, in such a sum as the Board shall prescribe.

Section 10. WRITING. Actions required to be "written" or "in writing," or to have written consent or written approval of, members, directors, or committee members shall include any communication transmitted or received by electronic means or by any other technology permitted by law and not prohibited in the Articles or by policy or procedure of the Board of Directors. A requirement for a signature shall be satisfied by any means recognized by law, *e.g.*, electronic signature, unless prohibited by policy or procedure of the Board of Directors.

Section 11. LEGAL COUNSEL. The Board of Directors shall retain Legal Counsel for the Association upon such terms and conditions as the Board shall deem advisable.

Section 12. EXECUTIVE DIRECTOR. The Board of Directors shall employ or retain a person or firm to administer, manage, and direct all functions and activities of the Association. The Executive Director shall: (a) keep the minutes of the meetings of the members, Board of Directors, Associate Members, and Task Groups; (b) ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Association; (d) keep a register of the post office and e-mail addresses of each member which shall be given to the Executive Director by such member; (e) be responsible for the financial administration of the Association, subject to the oversight of the Board of Directors; and (f) in general, perform all duties incident to the office of Executive Director and such other duties as may be assigned by the President or by the Board of Directors from time to time.

ARTICLE XI

LIABILITY INDEMNIFICATION & INSURANCE

Section 1. LIMITATION OF LIABILITY. No director, officer, employee, or agent of the Association acting in his/her official capacity shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director, officer, employee or agent except to the extent dictated by law.

Section 2. INDEMNIFICATION. The Association shall indemnify and hold harmless any person or entity to the full extent required by law, who is or was serving in his/her official capacity at the request of the Association as a director, officer, employee, or agent, and may otherwise indemnify any person or entity to the extent permitted by law.

Section 3. INSURANCE. The Association may purchase and maintain insurance for such indemnification of the directors, officers, employees, or agents against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, regardless of whether the Association would have the power to indemnify against such liability

ARTICLE XII

AMENDMENTS TO BYLAWS

Section 1. AMENDMENTS. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors, acting by affirmative two thirds (2/3) vote of a of the Directors if at least thirty (30) days notice is given. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles.