

# **Virginia Quarter Horse Association, Inc**

## **BYLAWS**

### **ARTICLE 1 - GENERAL MATTERS**

#### **1. Purpose.**

The purposes of the corporation are to advance and promote the American Quarter Horse and to encourage and support related activities.

#### **2. AQHA.**

All activities of the corporation shall be in accordance with the rules and regulations of the American Quarter Horse Association (hereinafter referred to as AQHA).

#### **3. Principal Office.**

The location of the principal office of the corporation shall be determined by the Secretary and published in the VQHA Newsletter.

#### **4. Official Publication.**

The VQHA newsletter or any other publication as approved by the Board of Directors shall be the official publication of the corporation.

#### **5. Parliamentary Procedure.**

All meetings of the corporation's members, Board of Directors and Committees shall be governed by Robert's Rules of Order.

#### **6. Official Seal.**

The seal of the corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same on paper, with the name of the corporation and the word 'Seal' engraved thereon.

#### **7. Fiscal Year.**

The fiscal year of the corporation shall begin on January 1 of each year and end on December 31.

### **ARTICLE 2 - MEMBERSHIP**

#### **1. Classes.**

Membership in the corporation shall be through application to and approved by the Board of Directors in accordance with the Bylaws. The corporation shall have four classes of members. The designation of such classes and the qualifications and rights of the members of each class shall be as follows.

##### **a. Individual Membership.**

Application shall be open to any individual interested in the purposes of the corporation. Members of this class shall be entitled to one vote. As an incentive to youth members, a special reduced rate membership shall be offered for their first year of membership in the VQHA.

##### **b. Family Membership.**

Applications shall be open to any family unit consisting of husband and wife or parents or legal guardians and their dependent children if such children are 18 years of age or under as of the beginning of the fiscal year and have never been married. Each membership of this class shall be entitled to two votes. If more than two individuals comprise the membership, then the two votes shall be cast according to a majority vote of the individuals comprising the membership.

##### **c. Senior Membership.**

Application shall be open to any individual 65 years or older who has been a member in good standing of the corporation for five consecutive years. Each member of this class shall be entitled to one vote.

d. Life Membership.

Application shall be open to any individual or family unit as designated above in Article 2, Section 1a. Individual Life Members shall be entitled to one vote, and Family Life Members shall be entitled to two votes as detailed in Article 2, Section 1b above. In the event of divorce, a family life membership will remain in the name of the original member, unless VQHA is notified by both parties to do so differently or if the membership is contested. If the membership is contested, each spouse shall receive an individual life membership. Any children will be covered through their youth eligibility.

2. Good Standing.

No member or membership shall be entitled to one vote if the dues for such member or membership are not paid for the current year or if such member or membership is not in good standing with AQHA.

3. Dues.

Membership dues shall be set by the Board of Directors on or before December 1 for the succeeding year. Notification of membership dues for the following year shall be posted on the VQHA website no later than December 31 of each year. The assessment shall be due and payable by March 1. A membership will be considered as lapsed and automatically terminated if dues remain unpaid after March 1.

4. Revocation of Membership.

The Board of Directors may revoke or suspend any member for causes in accordance with AQHA rules. Any member whose membership has been revoked or suspended may file a written request to the Secretary of the corporation that the matter of revocation or suspension be submitted to the membership at the next general membership meeting. The Board shall not be obligated to call a special membership meeting. Such membership shall be suspended until the matter is determined by the members.

5. Registration.

Each membership shall be registered on the corporation's records to the regional district in which such member or majority of members comprising a membership reside.

## ARTICLE 3 - MEETING OF MEMBERS

1. Annual Meeting.

The annual meeting of the members shall be held during the first quarter of each fiscal year. The Board of Directors shall determine the exact date, time, and place of each meeting. Each member shall be given written notice of the date, time, and place of the annual meeting at least 30 days prior to the meeting. Failure to hold the annual meeting at the designated time shall not work forfeiture or dissolution on the corporation.

2. Special Meetings.

Special meetings of the members may be called by the President or upon a 60% or greater vote of the Board of Directors and shall be called by the Secretary on receipt of a petition of members having 20% of the votes entitled to be cast at such meeting.

3. Notice of Special Meetings.

Written notice of date, time, and place of special meetings of the members shall be given to the members not less than 10 days nor more than 60 days before the date of the meeting except as otherwise required by law. The notice shall state the purpose or purposes for which the meeting is called.

4. Quorums and Voting.

The total eligible members present at a duly called annual or special meeting of the general membership as specified in Article 3, Paragraphs 1 and 3 shall constitute a quorum. The vote of a majority of the vote entitled to be cast at a meeting at which a quorum is present shall be necessary for adoption of any matter voted upon by the members, unless a proportion is required by law. Members holding 10% of the votes entitled to be cast shall constitute a quorum for all other meetings. Members entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those members exists with respect to that matter. Less than a quorum may adjourn the meeting to a fixed time and place, no further notices of any adjourned meeting being required.

#### 5. Conduct of Meetings.

The President shall preside over all meetings of the members. If he or she is not present, the Vice President shall preside. If neither of these officers is present, a chairperson shall be elected by the meeting. The Secretary of the corporation shall act as Secretary of all meetings. If he or she is not present, the chairperson shall appoint a secretary of the meeting.

#### 6. Record Date.

The record date for determining members entitled to vote for election of officers and directors shall be August 1 of the election year.

#### 7. Order of Business.

The order of business for all regular membership meetings shall be as follows:

- a. Calling of the roll.
- b. Proof of due notice of meeting.
- c. Reading and disposal of any unapproved minutes.
- d. Reading of communications.
- e. Reports of standing committees.
- f. Reports of special committees.
- g. Report of secretary.
- h. Report of treasurer.
- I. Unfinished business.
- j. New business.
- k. Invitations for place of next meeting.
- l. Adjournment.

8. Board Meeting minutes will be distributed to board members 7 days from the meeting. If undisputed will be considered approved after additional 3 days.

### ARTICLE 4 - THE BOARD OF DIRECTORS

#### 1. Number and Qualifications.

a. The business and affairs of the corporation shall be managed under the direction of a Board of Directors composed of the President, Vice President, Secretary, Treasurer, the immediate Past President, Amateur Director, Youth Director, one Director from each of the regional districts (Regional Directors) as provided in Article 7. Also, to include six Directors-at-Large and two Honorary Board Members. All shall be residents of the state of Virginia, members in good standing of the corporation and AQHA, and 19 years of age or older. Regional Directors shall be registered to the region in which they are elected. The term of such Regional Directors shall expire if the registration changes.

b. The AQHA Director(s) shall be ex-officio member(s) of the Board without the right to vote. The Executive Vice President shall have the right to vote.

c. The President, Vice President, Secretary and Treasurer shall be elected for staggered terms of two years by the entire membership and shall serve until their successors are duly elected. The terms for the President and Vice President shall expire at the end of odd numbered years and the terms for the Secretary and Treasurer shall expire at the end of even numbered years.

d. One Regional Director shall be elected for a term of two years from each regional district solely by the members registered to each regional district and shall serve until their successors are duly elected. The members of each regional district shall be considered a separate voting group for the purpose of electing Regional Directors. The terms of the Regional Directors shall be staggered so that the term for directors for Shenandoah, Southwestern, & South Central regions shall expire at the end of odd numbered years. The term for directors for Northern, Greater Richmond, Central regions shall expire at the end of even years.

e. The Directors-at-Large shall be elected by the entire membership for staggered terms of two years.

f. Directors and officers shall be elected by a plurality of the votes cast by the members entitled to vote in the election.

g. The Amateur Director shall be elected as prescribed in the bylaws of the Virginia Amateur Quarter Horse Association (VAQHA).

h. The Honorary Board Members will be chosen by the VQHA Board and voted on. They will have full voting privileges at all VQHA meetings.

## 2. Election Procedures.

### a. Date.

The officers and directors shall be elected by mail ballot for terms beginning January 1 of the next year. If the offices are not contested, elections will not be held for that year.

### b. Slate.

The slate of candidates for officers and directors shall be determined by the Nominating Committee on or before October 1. Any person desiring to have his or her name considered for nomination shall submit such request in writing to the President postmarked on or before September 20. A Regional Director who wishes to retain that position must submit such request in writing as stated above, even when the position is uncontested. The President shall forward the request to the chairperson of the Nominating committee.

### c. Ballots.

1. Elections will be conducted by mail. A ballot package shall be mailed to each member on or before October 10. The package shall contain (1) a ballot or ballots for voting; as prescribed in Article 2; (2) a statement of not more than 100 words by each candidate if provided by the candidate; and (3) a return envelope pre-addressed to the chairperson of the nominating committee. The nominating committee may mark the return envelopes and/or ballots as needed to assist in maintaining ballot integrity. Any member not receiving a ballot package by October 20 may notify the President or Secretary. Another ballot package shall be issued to each member, and the return envelope shall be marked to indicate that it has been reissued. A list shall be kept of the names of members to whom ballot packages have been reissued.

2. All ballots must be returned in the pre-addressed envelope postmarked no later than November 1.

3. The ballots shall be opened and counted at a meeting of the Nominating Committee to be held during the month of November at the date indicated on the ballot, using procedures approved by the Board of Directors. Any member may attend the opening and counting of the ballots.

4. The President may appoint one or more inspectors to determine the qualification of voters, the validity of votes, and the results.

5. Votes for write-in candidates will not be tallied.

3. Vacancies.

Any vacancy on the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. At the next annual election, the members shall elect a new director or officer to replace a director or officer selected by the Board of Directors to fill a vacancy. If the director is a Regional Director, the term of the new Director shall expire in accordance with the staggered term for the region.

4. Removal of Officers and Directors.

Officers and Directors may be removed by a majority vote of the Board of Directors for the following reasons: revocation of membership in AQHA or VQHA according to Article 2, Section 4 of these Bylaws or as the result of more than three unexcused absences, in one fiscal year, of duly called meetings of the Board of Directors. Notification shall be given to the officer or director before his or her removal from the Board of Directors.

5. Place of Meetings.

Meetings of the Board of Directors, annual, regular, or special, may be held either within or without the State of Virginia.

6. Annual Meetings.

The Board of Directors shall meet each year immediately before the general membership meeting to organize and consider any other business that may properly be addressed at the general membership meeting. Notice of this meeting shall be given to both the Board of Directors and the general membership.

7. Regular Meetings.

The Board of Directors shall hold regularly scheduled meetings at least bimonthly (six per year) the date, time, and place of the regular meetings shall be designated by the President with a mandatory meeting in January of outgoing and incoming Board members. Written or direct verbal notice of the date, time, and place of meetings shall be given to each director and officer at least 10 days prior to the meeting.

8. Other Meetings.

Other meetings of the Board of Directors may be called by the President of the corporation and shall be called by the President upon receipt by the President of a written request of not less than 60% of the members of the board. Written notice of the date, time, and place of the special meeting shall be given to each director not less than five days before the date of the meeting. The notice of the special meeting shall state the purpose or purposes for which the meeting is called.

9. Quorums.

The directors who attend a regularly scheduled Board of Directors meeting shall constitute a quorum for the transaction of business if at least eight directors attend. The act of the majority of the 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 statute, the Articles of Incorporation, or the Bylaws.

10. Action without a Meeting.

Any action that may be taken at a meeting of the Board of Directors or of a committee may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed before the action by all of the directors or all of the members of the committee, as the case may be.

11. Order of Business.

a. Reading and approval or correction of any unapproved minutes.

b. Reports of officers or committees.

- c. Unfinished business.
- d. New business.
- e. Adjournment.

12. AQHA Director.

In the event of a vacancy for a Virginia representative on the AQHA Board of Directors, the VQHA Board of Directors shall designate a member of the corporation to represent the corporation as Director to the credentials committee of AQHA.

13. Hiring Practices.

The Board of Directors shall accept and review resumes and hire from the applicants for the paid positions (Newsletter Editor and Points/Membership Secretary) biannually. It is recommended that the term of the Newsletter Editor and Points/Membership Secretary be two years, coinciding with that of the President.

## ARTICLE 5 - THE OFFICERS

1. Officers.

The officers of the corporation shall be residents of the Commonwealth of Virginia. They shall consist of a President, Vice President, Secretary, Treasurer, each of whom shall be elected as set forth in Article 4, and such other officers and assistant officers and agents deemed necessary by the Board of Directors.

2. Vacancies.

Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers in the corporation, or otherwise, the same shall be filled by the Board of Directors except that a vacancy in the office of the President shall be filled automatically by the Vice President. The officer so elected shall hold office until a successor is chosen and qualified at the regularly scheduled annual election.

3. President.

The President shall have general supervision of the operation of the corporation, subject, however, to the control of the Board of Directors. He or she shall preside at all meetings of the members and directors, discharge all the duties that devolve upon a presiding officer, and perform other duties as the Bylaws provide or the Board of Directors may prescribe. He or she shall be a non-voting member of all committees.

4. The Vice President.

The Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and shall perform other duties as the Bylaws may provide or the Board of Directors may prescribe.

5. The Executive Vice President.

The Executive Vice President shall be appointed by the Board of Directors. He or she shall be the chief operations officer of the corporation and shall be in charge of and exercise general management and control of the business of the corporation, subject to the directors by the President under policies of the Board of Directors. When in doubt on matters of policy, the Executive Vice President shall seek advice from the President. He or she shall be required to attend all meetings of the Board, and shall have a vote at meetings of the Board.

6. The Secretary.

The Secretary shall attend all meetings of the general membership, the Executive Committee, and the Board of Directors. He or she shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of these meetings. The Secretary shall be custodian of the records and the seal of the corporation and see that the seal is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized. He or she shall attend to the giving of all

notices and shall perform all other duties as the Bylaws may provide or the Board of Directors prescribes.

**7. The Treasurer.**

The Treasurer shall keep correct and complete records of all accounts, showing accurately at all times the financial condition of the corporation. He or she shall be the legal custodian of all moneys, notes, securities, and other valuables that may from time to time come into the possession of the corporation. He or she shall immediately deposit all funds of the corporation coming into his or her hands in a reliable bank or other depository to be designated by the Board of Directors, and shall keep this bank account in the name of the corporation. He or she shall furnish at each meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the corporation. The Treasurer shall perform such other duties as the Bylaws provide or the Board of Directors prescribes. It shall be the responsibility of the Treasurer to insure that all tax-related documents are filed in a timely manner. An annual review of the accounts of the Association shall be made by a certified public accountant at the close of each fiscal year and at such times as the Board of Directors shall direct. The results of the said review or reviews shall be reported at the next Board of Directors meeting and the annual meeting of the general membership.

**8. Transfer of Authority.**

In case of the absence of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may temporarily transfer the power or duties of that officer to any other officer or to any directors or employee of the corporation, provided a majority of the full Board of Directors concurs.

**ARTICLE 6 - COMMITTEES**

**1. Appointment.**

The members of all committees except for the executive committee shall be determined by the chairpersons of the committees. The President may nominate a chairperson of each committee, but appointment shall be subject to confirmation by the Board of Directors, which may also nominate committee chairpersons.

**2. Rules.**

Each committee may adopt rules consistent with these Bylaws to govern its proceedings. Each committee shall keep accurate records of all receipts and disbursements and shall account to the Board of Directors for all funds.

**3. Duties.**

Each committee shall make recommendations to the Board of Directors concerning matters referred to or relating to the committee. Each committee shall implement policy approved by the Board and assigned to the committee.

**4. Executive Committee.**

a. The Executive committee shall consist of the President, Vice President, Secretary, Treasurer, Immediate Past President, Executive Vice President, and AQHA Director. The AQHA Director shall be ex-officio members. The Executive Committee shall exercise functions and powers of the Board of Directors between meetings of the Board in matters considered sufficiently urgent that could not or should not be reasonably delayed until the next regularly scheduled meeting of the Board of Directors. The committee shall not modify or change actions previously taken by the Board.

b. Meetings may be called by the President or any two members of the Executive Committee. Three members of the committee shall constitute a quorum for the transaction of business. The President or acting chair of the Executive Committee shall record or cause to be recorded all actions of the Committee and shall make a full report

to the Board of Directors at the meeting , following the Executive Committee meeting. The Board of Directors may accept, reject, rescind, or void any agreement, decision, or obligation of the Executive Committee.

#### 5. Standing Committees.

The following committees shall be designated as standing committees:

- a) **Auditing Committee** – It shall be the responsibility of this committee to oversee the annual audit of the records of the Treasurer and all committees handling corporate funds. A member of the Executive Committee shall also serve on this committee.
- b) **AQHA Programs Committee** - It shall be the responsibility of this committee to insure that all programs, such as Take Aim, and documents required to maintain AQHA affiliate status are completed and submitted by the required deadlines. It shall also be the responsibility of this committee to coordinate the VQHA adoption and promotion of AQHA-sponsored riding programs. It is recommended that at least one member of this committee also be an executive board member.
- c) **Awards Committee** - It shall be the responsibility of this committee to obtain awards for those achievements recognized by VQHA at the annual banquet and to arrange for their presentation.
- d) **Banquet Committee** - It shall be the responsibility of this committee to plan and present the annual VQHA banquet.
- e) **Breeders Incentive Fund Committee** - It shall be the responsibility of this committee to oversee breeders' activities including the annual Breeders Incentive Program and coordinate activities with the VQHA futurity.
- f) **Bylaws Committee** - It shall be the responsibility of this committee to review the VQHA bylaws periodically and make suggestions to the Board for improving and/or updating them.
- g) **Communications** – It shall be the responsibility of this committee to coordinate the timely and reliable dissemination of information to the membership and the public in the best interest of the corporation. This may include publication and distribution of the newsletter, web pages, direct mailings, or any other media, or liaison with the publishers, editors or hosts. The chairperson of this committee will be involved with the Board of Directors in the selection, of paid publishers, editor or web hosts. The communications committee shall work in conjunction with the membership director for publications distributed for the purpose of recruitment of new members and the production of a member's packet for existing and new members.
- h) **Futurity committee** - It shall be the responsibility of this committee to plan and organize the VQHA futurity, receive all futurity nominations, and disburse funds according to the rules and regulations governing the futurity.
- i) **Membership committee** - The membership committee shall keep and maintain accurate records of all VQHA, VAQHA, and VQHYA memberships and furnish such information to the Board of Directors as needed. Information regarding members will not be sold or distributed to any non- VQHA member. It shall be the responsibility of the membership committee to develop materials for the recruitment of new members, development of a member's packet and distributing it to members and for publicizing the association in conjunction with the Communications Committee unless an employee of the corporation assumes this function.



- j) **Nominating Committee** - It shall be the responsibility of this committee to nominate slates of candidates for officers and is as provided for in Article 4. The committee shall consist of no less than five members of the corporation in good standing and shall include at least one past president. No member of this committee shall be eligible to run for director or officer while a member of the committee.
- k) **Permanent Records Committee** - It shall be the responsibility of this committee to compile and update records of VQHA and have them available to VQHA officers and directors.
- l) **Points committee** - It shall be the responsibility of this committee to tabulate all points and to prepare and publicize a monthly points report beginning no later than May of each year unless this function is assumed by an employee of the corporation.
- m) **Queen Committee** - It shall be the responsibility of this committee to oversee and run the Queen Contest. The Queen will represent all VQHA members for the year at various Quarter Horse functions and represent Virginia at the annual Queen Contest of the Ohio Quarter Horse Association Congress Show.
- n) **Show committee** – It shall be the responsibility of this committee to recommend the approval of all AQHA shows in Virginia that meet the VQHA requirements. This committee shall also be responsible for helping to organize and promote any VQHA sponsored shows approved by the board. This committee shall work with the futurity committee on the annual futurity show. It shall be the responsibility of this committee to establish show and point rules that will govern all shows approved by VQHA. Rules and regulations will be updated and published annually and will apply from January 1 thru December 31 of any given year. This committee will review exhibitor’s suggestions and concern and present such concerns to the Board of Directors. They will coordinate the standardization procedures for selecting and hiring AQHA judges for VQHA sanctioned shows and recommend to the VQHA Board of Directors any changes or modifications. This committee will consist of one member of the executive committee and at least five additional VQHA members.
- o) **Ways and Means Committee** - It shall be the responsibility of this committee to develop methods for financing various VQHA projects.
- p) **Youth Committee** - It shall be the responsibility of this committee to oversee the Youth Division and to assist them with their various activities. The Youth Director shall serve as chairperson.

## ARTICLE 7 - REGIONAL DISTRICTS

The regional districts of the corporation shall include the counties and cities listed below. All cities surrounded by the indicated counties also shall be included in the counties’ region. Each region shall be entitled to elect one member of the Board of Directors as provided in Article 4.

The composition of the regional districts shall be reviewed by the Executive committee one every five years who will make recommendations concerning revisions thereof to the Board of Directors.

- Northern -

Arlington, Frederick, Warren, Clarke, Loudon, Fauquier, Prince William, Rappahannock, Fairfax Counties and any city within that area.

- Central—  
Westmoreland, Northumberland, Richmond county, Lancaster, Essex, King and Queen, Middlesex, Gloucester, Matthews, James City, York, Newport News, Accomack, Northampton and any city within that area. Greene, Madison, Culpeper, Caroline, Orange, Spotsylvania, Stafford, King George, and any city within that area. Westmoreland, Northumberland, Richmond county, Lancaster, Essex, King and Queen, Middlesex, Gloucester, Matthews, James City, York, Newport News, Accomack, Northampton and any city within that area.
- Shenandoah –
- Shenandoah, Page, Rockingham, Augusta, Rockbridge, Highland, Nelson, Bath and Allegheny Counties and any city within that area.
- Greater Richmond –  
Ablemerle, Fluvanna, Louisa, Goochland, Hanover, Henrico, Powhatan, City of Richmond, King William, New Kent, Charles City, Prince George, Chesterfield, Dinwiddie and any city within that area.
- South Central -  
Greenville, Brunswick, Amelia, Nottaway, Lunenburg, Mecklenburg, Cumberland, Buckingham, Prince Edward, Charlotte, Appomattox, Amherst, Lynchburg, Campbell, Halifax, Bedford, Pittsylvania and any city within that area. Virginia Beach, Norfolk, Chesapeake, Suffolk, Isle of Wight, Surry, Sussex, Southampton and any city within that area.
- South Western –  
Botetort, Craig, Roanoke, Franklin, Henry, Montgomery, Floyd, Patrick, Giles, Pulaski, Carroll, Bland, Wythe, Grayson, Tazewell, Smyth, Buchanan, Russell, Washington, Dickenson, Wise, Scott, Lee and any city within that area.

#### ARTICLE 8 - SPECIAL CORPORATE ACTS: NEGOTIABLE, INSTRUMENTS, DEEDS, AND CONTRACTS.

All checks, drafts, notes, bonds, bills of exchange, and orders for payment of money of the corporation; all deeds, mortgages, and other written contracts and agreements to which the corporation shall be a party; and all assignments of endorsements of stock certificates, registered bonds, or other securities owned by the corporation shall be assigned by the President and such officers as the Board may time to time direct. The Board of Directors may authorize any one of its officers to sign any of such instruments for and on behalf of the corporation, without necessity of countersignatures; may designate officers or employees of the corporation, other than those named above, who may, in the name of the corporation, sign such instruments; and may authorize the use of facsimile signatures of any such persons. Any shares of stock issued by any other corporation and owned or controlled by the corporation may be voted at any shareholder's meeting of the corporation by the President of the corporation, if he or she is present; or in his or her absence, by any Vice President of the corporation who may be present, and, in the event both the President and Vice President shall be absent, then by such person as the President of the corporation shall, by duly executed proxy, designate to represent the corporation at such shareholder's meeting.

## ARTICLE 9 - INDEMNITY.

Any person made a party to an action suit or proceeding, by reason of the fact that he or she, his or her testator or interstate representative is or was a director, officer or employee of the corporation, or of in any corporation in which he or she served as such at the request of the corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit, or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

The amount of any indemnity to which any officer or any director may be entitled shall be affixed by the Board of Directors, except that in any case where there is not a disinterested majority of the board available, the amount shall be fixed by arbitration pursuant to the existing rules of the American Arbitration Association.

## ARTICLE 10 - CONTRACTS WITH DIRECTORS, ETC.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

## ARTICLE 11 - AMENDMENTS

These Bylaws may be amended only by the members at a meeting duly called. The undersigned secretary of the corporation, certifies that these Bylaws were ratified, approved, and confirmed by the members on February 21, 2004. Typographical and grammatical errors may be corrected at any time with approval of the executive committee.

Dated: JULY 2017