



## International Erosion Control Association

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### **BYLAWS**

#### **Amended and Restated**

### **INTERNATIONAL EROSION CONTROL ASSOCIATION**

A nonprofit corporation incorporated under the laws of the State of Washington.

#### **ARTICLE 1. TERMS**

- 1.1 Definitions. Unless the context clearly requires otherwise, the following terms contained in these Bylaws shall have the meaning indicated.
  - 1.1.1 "IECA" means International Erosion Control Association, also herein referred to as the "Corporation."
  - 1.1.2 "Act" means the Washington Nonprofit Corporation Act, as amended from time to time.
  - 1.1.3. "Articles" means this Corporation's Articles of Incorporation, as amended from time to time.
  - 1.1.4 "Board" means this Corporation's Board of Directors.
  - 1.1.5 "Corporation" means the International Erosion Control Association, also referred to herein as IECA".
  - 1.1.6 "Director" means a member of this Corporation's Board.
  - 1.1.7 "Director-Elect" means a duly elected Director who has not been installed.
  - 1.1.8 "Ambassador" means a member appointed by the Executive Committee who undertakes the duties and responsibilities described under Article 6.
  - 1.1.9 "Officer" means a Board elected Officer of the Corporation.
  - 1.1.10 "Executive Committee" means the President, Secretary and Treasurer.
  - 1.1.12 "Chapter" means the group of persons who are members of this organization organized according to the provisions of Article 11.
  - 1.1.13 "Member" means a person having status as a Member of the Corporation.
  - 1.1.14 "Person" means an individual, corporation, partnership, trust, estate or other entity.

## **ARTICLE 2. MISSION and VISION**

- 2.1 Mission Statement: IECA is dedicated to minimizing accelerated soil erosion. IECA connects, educates and develops the worldwide erosion and sediment control community.
- 2.2 Vision Statement: Be the global resource for people who share a common concern for the prevention and control of erosion.

## **ARTICLE 3. MEMBERSHIP**

- 3.1 Qualifications for Membership. Any Person who shall subscribe to the purposes and mission of the Corporation and is duly accepted to membership by the Board shall become a Member upon payment of the annual dues.
- 3.2 Annual Dues. The annual dues payable by each member shall be fixed from time to time by the Board. Dues shall be payable not later than 12 months from the anniversary date of the initial join date or other date which may have been previously established. Failure to pay dues shall immediately terminate the membership and all related benefits associated with membership. Membership status and related benefits shall be reinstated upon payment of appropriate dues. The period of membership and benefits applies to the 12 month period succeeding date of dues payment but does not preclude payment of dues in advance beyond a twelve month period.
- 3.3 Member Compensation. The Board shall establish the compensation of Members, if any.

## **ARTICLE 4. MEETINGS OF MEMBERS**

- 4.1 Annual Meeting. The Annual Meeting of the Members for the transaction of business as may properly come before the meeting, shall be held each year at the IECA Annual Conference or on such date and at such time and place as the Board may determine and specify in the notice of that meeting.
- 4.2 Special Meetings. A Special Meeting of the Members for any purpose or purposes may be called at any time by the Board to be held on such date and at such time and place as the Board may specify in notice of that meeting. In addition, it shall be the duty of the President to call a Special Meeting of the Members if the Board is presented with a written request from any three Directors or from ten percent (10%) or more of the total Members. Either written request must describe the purpose or purposes for the meeting. If the President neglects or refuses to issue such call, the Directors or the Members making the request may do so.
- 4.3 Notice of Meetings.
  - 4.3.1 General. Notice of each Annual and Special Meeting of the Members shall be given by or at the direction of the Secretary to each Member entitled to vote at such meeting.
  - 4.3.2 Form. Notice of each meeting shall be in writing, stating the date, time and place of the meeting. Notice of the Annual Meeting need not describe the purpose for the meeting. A notice of a Special Meeting shall describe the purpose or purposes for which the meeting is being called.

- 4.3.3 Delivery. Notice of each Annual Meeting shall be given not less than thirty (30) days prior to the meeting date and no more than fifty (50) days before the date of the meeting. Notice of a Special Meeting shall be provided not less than thirty (30) or more than fifty (50) days after the previously described request is received. Notice may be transmitted by mail, personal delivery, telegraph or teletype, email or by telephone, wire or wireless equipment which transmits a facsimile of the notice, addressed to a Member at the Member's last address shown in the records of the Corporation. Such notice shall be deemed to have been delivered one [1] day after sending (1) if mailed with first-class postage prepaid, (2) if mailed by registered or certified service, on the date shown on the signed return receipt by or on behalf of the addressee, or (3) if transmitted by any other method set forth above.
- 4.4 Waiver. Notice of a Members' Meeting may be waived by any Member, either before or after the meeting, in writing, signed by the Member. Even when there has been no written waiver, attendance at a meeting in person or by proxy shall constitute a waiver of notice or defective notice of the meeting, unless the Member (1) at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, or (2) objects to consideration of a matter not within the purpose or purposes described in the notice of a special meeting when it is presented.
- 4.5 Adjourned Meetings. When a quorum is present, an adjournment or adjournments of any Members' Meeting may be taken to such time and place as those present may determine and announce at the meeting without new notice being given. In the case of any meeting which is adjourned because of the failure of a quorum to attend, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum if notice of the new meeting is given in accordance with Section 4.3.
- 4.6 Telephonic Meetings. One or more Members may participate in any meeting by telephone or other means of communication by which all persons participating in the meeting can hear one another during the meeting. A Member participating by such means shall be deemed to be present in person.
- 4.7 Action Without A Meeting. Action required or permitted to be taken by the Members at any meeting may be taken without a meeting if all Members entitled to vote on the action consent thereto. Such action shall be evidenced by one or more written consents describing the action taken, signed by all Members entitled to vote on the action, and delivered to the Corporation for inclusion in the Minutes or filing with the Corporation's records.
- 4.8 Quorum. Members representing ten percent (10%) or more of the membership represented in person, by proxy or by written ballot received by the Corporation prior to the meeting, shall constitute a quorum, subject to the provision of Section 4.5 above.
- 4.9 Voting. Each Member having status as a Member on the date notice of the meeting is given shall have one vote on each matter voted on during the Members' meeting. A Member may vote in person, by proxy or, in the case of the election of Directors, by written ballot or email received by the Corporation prior to the meeting. Action upon a matter is approved if the number of votes cast favoring the action exceeds the number of votes opposing the action, except as otherwise required by the Act. Cumulative voting shall not be permitted for the election of Directors or upon any other matter presented to a meeting.

## ARTICLE 5. DIRECTORS

5.1 Authority. All Corporate powers shall be exercised by or under the authority of, and the business, affairs and property of the Corporation shall be managed under the direction of the Board, subject to any limitations set forth in the Articles and in these Bylaws. The rights and responsibilities of the Board may not be transferred to any third party.

5.2 Number and Qualification.

5.2.1 Number. The Board shall consist of at least nine Directors, all of whom shall be Members.

5.2.2 Qualifications. Board candidates must meet the requirements of 5.2.2.1 through 5.2.2.4 which demonstrate (1) previous participation in the erosion/sediment control industry, (2) contribution to IECA and (3) intent to provide continued service to the IECA.

5.2.2.1 Board candidates must demonstrate a professional affiliation with the erosion control industry.

5.2.2.2 Board candidates must have a minimum of five years membership in IECA, with three years of consecutive membership prior to the date of their candidacy.

5.2.2.3 Board candidates shall have served a minimum of three years as an active, participating (1) IECA Committee Member, (2) Chapter Officer, (3) Chapter Committee Member, or (4) combination thereof.

5.2.2.4 Board candidates agree, if elected, to attend and participate in at least 75% of all scheduled Board meetings.

5.3 Nomination and Election.

5.3.1 Nomination. Nominations shall be solicited, in writing, including email, from the Members each year for the purpose of electing three (3) Directors to the Board. It is a goal of the Corporation to maintain a balance in representation on the Board from among contractors, manufacturers, design professionals, suppliers, academic, government and others whose activities are relevant to the purposes and mission of the Corporation. Each chartered IECA Chapter is encouraged to be involved with the nomination process by submitting one Chapter-endorsed candidate for the Board of Directors each year.

Each Candidate for nomination to the Board of Directors shall submit the following information to the Executive Offices: 1) the endorsement of three current Members, 2) a biosketch, 3) a statement of why the nominee would like to serve as an IECA Director and 4) a business photo. Acceptance of the Candidate's nomination shall be verified by the Executive Director, based on fulfillment of the Candidate qualifications as described in Section 5.2.2 and compliance with the submittal requirements 1 through 4 of this section. Upon verification of the nomination, the Candidate's biosketch and statement shall be placed on the ballot and distributed to all eligible Members prior to the election date.

- 5.3.2 Election. The Directors shall be elected by the Members entitled to vote.
- 5.3.2.1 Written ballots shall be provided to each Member in the same manner as provided for notice of a meeting of the Members including email.
- 5.3.2.2 Each Member shall vote for any three Directors from among the Candidates named on the ballot.
- 5.3.2.3 The three Candidates receiving the most votes shall be elected.
- 5.3.2.4 Ballots shall be signed by the Member or his/her authorized representative, mailed or transmitted by facsimile to the address set forth therein, transmitted via email and received by the Corporation on or before the date specified therein in order to be counted.
- 5.3.2.5 In the event of a voting tie for a Director position, a second ballot will be distributed to all Members for the sole purpose of voting for those Candidates affected by the tie.
- 5.3.2.6 Upon election and prior to installation, each newly elected Candidate shall be called a "Director-Elect". A Director-Elect does not hold voting powers for Board transactions.
- 5.4 Term of Office. Each Director shall hold office for a term of three years. Three Directors shall be elected each year.
- 5.5 Installation of Director-Elects. Installation of Director-Elects occurs upon adjournment of the first Board of Directors meeting, prior to the Annual Members Meeting during the annual conference.
- 5.6 Resignation. A Director may resign at any time by delivering written notice to the Board. A resignation shall be effective on the date such notice is received or on the date specified in the notice, if later. If the date of notice reception is different from the date specified within the notice, the President shall decide which of the two dates takes precedence.
- 5.7 Removal.
- 5.7.1 By Members. The Members may remove one or more Directors, with or without cause. The director shall be removed by a majority vote of the members. The removal ballot must occur at a Special Meeting of the Members.
- 5.7.2 By Board. The Board may remove any Director for cause by a 2/3 vote of the entire Board.
- 5.8 Vacancies. A vacancy in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by a majority vote of the remaining Directors. If the remaining Directors do not constitute a quorum, the Board may fill the vacancy by affirmative vote of a majority of the remaining Directors. A Director thus elected or affirmed to fill any vacancy shall hold office for the unexpired term of his or her predecessor, and until his or her successor is elected and installed.

- 5.9 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business.
- 5.10 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board. A Director who is present at a meeting when action is taken is deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting, (2) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting, or (3) the Director delivers written notice of the Director's dissent or abstention to the Officer presiding at the meeting before its adjournment or within two (2) days after adjournment. A Director who votes in favor of the action shall have no right of dissent or abstention.
- 5.11 Meetings.
- 5.11.1 Regular Meetings. Regular meetings of the Board shall be held at such place and on such date and hour as shall from time to time be fixed by resolution of the Board.
- 5.11.2 Special Meetings. Special meetings of the Board may be called by the Board, the President or any two Directors, to be held at such date, time and place as the Board, the President or Directors calling the meeting shall specify in the notice of that meeting.
- 5.11.3 Notice of Meetings. No notice of the Annual Meeting of the Board shall be required. No notice of any Regular Meeting need be given if the date, time and place thereof shall have been fixed by the Board at a previous meeting and a copy of the minutes of that meeting shall have been mailed or delivered to every Director at least thirty days before the first meeting held in pursuance thereof. Notice of the time and place of all Special Meetings of the Board shall be given by, or at the direction of, the Secretary by mail; personal delivery; telegram; email; telephone, wire or wireless equipment which transmits a facsimile of the notice; at least ten days prior to the day upon which the meeting is to be held. In addition to the transaction of business as may properly come before the Board, such notice shall state the general purpose(s) for which the Special Meeting was called.
- 5.11.4 Waiver of Notice. Notice of any meeting of the Board may be waived by a Director before or after the time and date specified in the notice. Any such waiver shall be in writing, signed by the Director and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Even though there has been no written waiver, attendance at or participation in a meeting shall constitute a waiver of notice of that meeting, unless, at the beginning of the meeting or promptly upon arrival, the Director objects to holding the meeting or the transaction of business at that meeting and does not thereafter vote for or assent to action taken at the meeting.
- 5.11.5 Telephonic Meeting. Any or all of the Directors may participate in a Regular or Special Meeting by telephone or means of communication by which all Directors participating can hear each other at the same time during the meeting. Participation by such means shall constitute presence in person at the meeting.

5.11.6 Action Without A Meeting. Action required or permitted to be taken by the Board at any meeting may be taken without a meeting if one or more written consents describing the action taken are signed by each Director before or after the action is taken, and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records.

5.12 Committees.

5.12.1 Committees. By majority vote of the Board, it may create one or more committees of the Board, to serve at the pleasure of the Board and to have such authority as the Board, by resolution, shall provide subject to limitations contained in the Act.

5.12.2 List of Committees. The Board shall maintain a written list of all committees established under the terms of Section 5.12.1 herein. The list shall be updated at each Regular, Special or Annual Meeting of the Board to reflect any changes.

5.12.3 Committee Minutes. Each committee shall keep a written record of each meeting. Committee reports should be sent to the Administrative Vice President at least 5 weeks prior to all scheduled Board meetings.

5.12 Directors' Compensation. The Board shall establish the compensation of Directors, if any.

## **ARTICLE 6. AMBASSADORS**

6.1 Responsibility and Authority.

6.1.1 Responsibility. Ambassadors will aim to connect, educate and develop the worldwide erosion and sediment control community by growing and nurturing membership in diverse countries.

6.1.2 Authority. Ambassadors shall have the authority as specifically described, in writing, by the Executive Committee.

6.2 Number and Qualification.

6.2.1 Number. The Executive Committee may appoint as many Ambassadors as deemed necessary to accomplish the Corporation's mission and goals.

6.2.2 Qualification. An Ambassador must be a Member for a minimum of one year.

6.3 Term of Office. Ambassador term of service will be reviewed by the Executive Committee annually. Ambassador can be appointed indefinitely as deemed appropriate by the Executive Committee.

6.4 Duties.

6.4.1 Meetings. Each Ambassador is encouraged to attend conferences and functions where the mission of the Corporation can be served.

6.4.2 Reporting. Each Ambassador is to maintain contact with the Board and the Corporation's staff liaison by submitting a report two times a year that lists activities and opportunities of interest to the Board.

6.5 Resignation. An Ambassador may resign at any time by delivering written notice to the Board. A resignation shall be effective on the date such notice is received or on the date specified in the notice, if later.

6.6 Removal.

6.6.1 By Board. The Board may remove any Ambassador for cause by a 2/3 vote of the entire Board.

6.6.2 Cause. Cause shall be defined, without limitation, as the Ambassador violating the trust, code of ethics or code of conduct of International Erosion Control Association.

6.7 Compensation. Compensation, if any, of each and all Ambassadors shall be fixed by the Board.

## **ARTICLE 7. OFFICERS**

7.1 Officers. The Officers of the Corporation shall be President, Administrative Vice President, Technical Vice President, Marketing Vice President, International Development Vice President, Secretary, Treasurer and Executive Director. To be considered for the office of President, one must have served one year as a Board Officer. Excluding the office of President, the same individual may simultaneously hold more than one office.

7.2 Election. An Officer must receive the affirmative vote of a majority of the Directors present to be elected. All Officers shall be elected by secret ballot cast by the Board of Directors. The election shall occur at the first meeting of the newly elected Board of Directors held for this purpose after the last meeting of the previous Board at the annual conference.

7.3 Term of Office. Officers shall hold office for a period of one year, with the exception of the President. Installation of all Officers occurs at the Members' Annual Meeting during the annual conference. Officers' terms shall continue until their respective successors are installed. The President shall serve as Past President until a subsequent President steps down and serves in this position. If the President is elected in his/her third year on the Board he/she will automatically continue as President and Past President without having to be re-elected to the Board.

7.4 Qualifications. Except the office of the Executive Director, all Officers of the Corporation shall be Directors.

7.5 President. The President shall exercise the usual executive powers pertaining to the office of the President, preside at all meetings of the Board and Members and perform such other duties as the Board may from time to time designate.

7.6 Administrative Vice President. In the absence or disability of the President, the Administrative Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate.



- 7.7 Technical Vice President. In the absence or disability of the President and the Administrative Vice President, the Technical Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate.
- 7.8 Marketing Vice President. In the absence or disability of the President, Administrative Vice President and Technical Vice President, the Marketing Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate.
- 7.9 International Development Vice President. In the absence or disability of the President, Administrative Vice President, Technical Vice President and the Marketing Vice President, the International Development Vice President shall act as President and shall perform such other duties as the Directors may from time to time designate.
- 7.10 Secretary. The Secretary shall be responsible for (1) directing the issue of notification of the meetings of the Members and Directors; (2) recording minutes of the meetings of the Board and Members; (3) signing and executing, along with the President, Executive Director or other authorized Officer, all contracts, documents and other instruments in the name of the Corporation; (4) keeping the corporate seal; and (5) performing such other duties as the Board may from time to time direct.
- 7.11 Treasurer. The Treasurer shall (1) perform all of the duties usually incident to the office of Treasurer; (2) supervise and be responsible for all funds and securities of the Corporation; (3) keep or cause to be kept regular books of account, deposit; (4) cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board; and (5) perform such other duties as from time to time the Board may direct.
- 7.12 Executive Director. The Executive Director is responsible for implementation of policies and programs and the daily operation of the association, including staff administration. The Executive Director shall be employed by the Board and shall perform duties for the Corporation as the Board may from time to time specify. The Executive Director shall give notice of the meetings held by the Members and the Directors. Said notice shall be given at the direction of the Secretary.
- 7.13 Resignation. An Officer may resign at any time by delivering written notice to the Board. The resignation shall be effective on the date such notice is delivered or on the date specified in the notice.
- 7.14 Removal. The Board may, by a two-thirds (2/3) vote of the entire Board, remove any officer at any time, with or without cause. Such removal becomes effective on the date specified by the Board.
- 7.15 Vacancies. Vacancies in any office arising from any cause may be filled by a majority vote of the Board at any Regular or Special meeting.
- 7.16 Other Officers and Agents. The Board may appoint such other Officers and agents as it shall deem necessary or expedient, who shall hold their office for such terms, have and exercise such powers, and perform such duties as the Board determines from time to time.
- 7.17 Compensation. The compensation, if any of all Officers of the Corporation shall be fixed by the Board of Directors.

- 7.18 Changes in Nomination and Election Process. The Board has the authority to make decisions as it deems necessary during transitional processes of Board member nominations and the election process.

## **ARTICLE 8. ADMINISTRATION BOOKS AND RECORDS**

- 8.1 Records of Corporate Meetings. The Corporation shall keep as permanent records, duly signed by the Corporation's Secretary, minutes of all Member and Board meetings.
- 8.2 Membership Record. The Corporation shall maintain a record of its Members containing the names of the Members and their respective addresses.
- 8.3 Books of Account. The Corporation shall keep appropriate and complete financial records and books of account.
- 8.4 Records at Principal Office. Copies of the following records shall be maintained at the principal office of the Corporation:
- 8.4.1 Its Articles or restated Articles and all amendments to them currently in effect.
  - 8.4.2 Its Bylaws or restated Bylaws and all amendments to them currently in effect.
  - 8.4.3 Minutes of all Member meetings for at least the past three (3) years.
  - 8.4.4 Financial statements required to be maintained by law, for the past three (3) years.
  - 8.4.5 All written communication to Members within the past three (3) years.
  - 8.4.6 A list of the names and business addresses of its current Directors and Officers.
  - 8.4.7 The most recent Annual Report delivered to the Washington Secretary of State.
- 8.5 Inspection. A Member or Member's agent shall have the right to inspect and copy, during regular business hours and at the principal office of the Corporation, any of the records required to be maintained under Section 8.4 above. A Member or Member's agent shall also have the right to inspect and copy, during regular business hours and at the principal office of the Corporation, excerpts from minutes of any Director's meeting, records of action taken by the Members or Directors without a meeting, accounting records of the Corporation, and the Member Register; provided that the Member's demand is made in good faith and for a proper purpose, that the Member describes with reasonable particularity the purpose for inspection and the records to be inspected, and the records are directly connected with the Member's stated purpose. A Member may exercise these rights by giving the Corporation written notice thereof not less than five (5) business days prior to the date the Member wishes to inspect and copy. The Corporation may impose a reasonable charge for copies of any records provided a Member to cover the costs of labor and material.
- 8.6 Validity of Records. Any Person dealing with the Corporation may rely upon a copy of the records of the proceedings, resolutions, or votes of the Board or Members, or a copy of a resolution or motion, when certified by the President or Secretary.

## **ARTICLE 9. FISCAL YEAR**

9.1 The fiscal year of the Corporation shall be from January 1 through December 31.

## **ARTICLE 10. GIFTS AND DONATIONS TO THE CORPORATION**

10.1 Acceptance. Donations and gifts to the Corporation shall be subject to approval and acceptance by the Board. No gift or donation shall be accepted which shall or may require the payment of any annuity or other charge from the funds or resources of the Corporation, except from the income or principal of such gift or donation so made.

10.2 Records. A full and complete record of all gifts to the Corporation shall be kept by the Executive Director and reported not less than annually to the Board.

## **ARTICLE 11. CHARTER AND RECOGNITION OF CHAPTERS**

11.1 Establishment. The Board may charter and recognize chapters of the Corporation to exist solely in furtherance of the purposes and mission of the Corporation and to operate in compliance with the Articles, Bylaws and policies of the Corporation.

11.2 Members. Membership in a Chapter shall be restricted to Members of the Corporation. Membership in a Chapter is automatic upon payment of Corporation member dues.

11.3 Officers. Each Chapter shall have a President, Vice President, Secretary and Treasurer. The same individual may hold more than one office, excluding the President. Each Officer shall serve a term of one year and shall be elected by the Chapter members at the annual meeting of the Chapter. Officers of the Chapter must be members of the Corporation.

The Chapter Officers shall have charge of the affairs of the Chapter and shall have the authority to establish methods of funding in addition to the Chapter dues remitted from the Corporation, employ and fix the compensation and terms of employment of all employees of the Chapter, adopt rules for the conduct of the Chapter's affairs which are consistent with the Corporation's Articles, Bylaws and policies, and perform such other acts as may be necessary or proper in carrying out the affairs of the Chapter.

11.4 Liaison. The President of the Chapter or a representative elected by the Chapter members shall serve as liaison with the Corporation on the Chapter Advisory Committee.

## **ARTICLE 12. INDEMNIFICATION**

12.1 Each Director or Officer now or hereafter serving the Corporation, and each individual who at the request of or on behalf of the Corporation is now serving or hereafter serves as a director, officer, partner, trustee, employee, member or agent of any other corporation, partnership, joint venture, trust, employee benefit plan, committee or enterprise, and the respective heirs, executors and administrators of each of them, shall be indemnified by the Corporation to the fullest extent permitted by the Act against all liability, including costs, expenses, judgments, penalties, fines, and attorneys' fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he or she is or may be made a

party by reason such Director or Officer being or having been such a director, officer, partner, trustee, employee, member or agent, or by reason of any action alleged to have been taken or omitted by him or her in any such capacity, whether or not he or she is a Director or officer or acting in such other capacity at the time of incurring such liability. The foregoing right of indemnification shall not be exclusive of other rights to which such Director or Officer may be entitled as a matter of law.

### **ARTICLE 13. AMENDMENT OF BYLAWS**

- 13.1 By the Board of Directors. These Bylaws may be amended, altered or repealed by a two thirds (2/3) vote of the entire Board at any regular or special meeting of the Board, if, in the case of a Special Meeting notice of the proposed action is contained in the notice of the meeting; provided, however, that the Board shall not amend, alter or repeal any Bylaw in such manner as to affect the qualifications, classifications, term of office or compensation of the Directors in any way.
- 13.2 By the Members. Amendments to or repeal of any provision in these Bylaws affecting the qualification, classification, term of office or compensation of the Directors may be made by the Members.

### **ARTICLE 14. RULES OF ORDER**

- 14.1 The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of Members and Directors where those rules are not inconsistent with the Articles, Bylaws, or special rules of order of the Corporation.

Approved: September 30, 1995

Resubmitted for comment by Secretary Price on November 5, 1999.

Resubmitted for comment by Secretary Price on February 21, 2000.

Resubmitted for comment by Administrative VP Price on June 5, 2000.

Submitted for approval by Administrative VP Price on June 12, 2000.

Revised and approved by the Board, June 23, 2001.

Resubmitted for comment by Administrative Vice President Ron Faucher on February 19, 2006.

Revised and approved by the Board, April 3, 2006

Revised and approved by the Board, November 22, 2008