

**ARTICLE I
NAME**

The name of this corporation shall be: **WASHOE COUNTY EMPLOYEES ASSOCIATION,
INCORPORATED**; hereinafter called the “**Association**”.

**ARTICLE II
PURPOSES**

The purposes of this organization shall be:

Section 1. To work for and promote the welfare of the citizens of the community by the advancement and improvement of Washoe County services and Washoe County Employees. Washoe County hereinafter called “the County”.

Section 2. To develop and promote the adoption of such ethical practices, personnel policies and standards of preparation, training and participation as mark a profession.

Section 3. To unify and strengthen the County employees to secure and maintain the salaries, retirement, tenure, leave and other matters concerning wages, hours, terms and conditions of employment necessary to better serve the County.

Section 4. To promote a closer bond of fraternity for mutual benefits and advantages, pecuniary or otherwise, to promote the individual well-being of each member or members collectively, and pertaining to the Washoe County employees and to present their individual and common interests before various boards, agencies and other legal authorities or bodies.

Section 5. To transact, promote, conduct or engage in any lawful activity authorized by the laws of the State of Nevada.

**ARTICLE III
ASSOCIATION-AUTHORIZATION**

Section 1. Every member, by virtue of his or her membership in the Association, authorizes the Association's Board of Directors or its designees with full and exclusive power to execute agreements with his or her employer governing terms and conditions of employment and to act for them and have final authority in presenting, processing and adjusting any grievance, difficulty or dispute arising under the collective bargaining agreement or out of his or her employment with said employer, in such manner as the Association or its Officers deem to be in the best interest of the Association.

Section 2. The Association's Board of Directors or its designees, may decline to process any grievance, complaint, difficulty or dispute if, in their reasonable judgment, the complaint or dispute lacks merit. A written appeal of a denial may be directed to the Association President.

**ARTICLE IV
PRINCIPAL OFFICE**

The location and mailing address of the office where its principal business will be transacted **will be in Washoe County**. However, business may be hereafter transacted at such other place or places, either inside or outside the State of Nevada, as may be determined from time to time by the Board of Directors. The business office may be established at such other place or places within Washoe County as determined by the Board of Directors.

ARTICLE V MEMBERSHIP

Section 1. There shall be four (4) classes of membership Active, Associate, Supportive and Honorary Member.

- (a) Active members shall be those employees of the County who shall have applied for membership and paid the dues prescribed by the Association. They shall be entitled to all the rights and privileges of the Association, including full voting powers and the right to hold office as prescribed by these By-Laws upon receipt of the application.
- (b) Associate membership in the Association shall be conferred for life upon all regular members in good standing in the Association who are retired under the Retirement Act. Such Associate Members shall not be subject to the payment of dues and shall be entitled to all the rights and privileges accorded regular members, with the exception of the right to vote or hold office in the Association. Such Associate Members, however, shall have the privilege of advising, recommending, and taking part in any of the deliberations brought before any General Assembly meeting.
- (c) Supportive members are those employees of the county who, because of their position, cannot join the Association as active members but may pay dues as supportive members and as such are not entitled to vote or hold office but can contribute in a monetary fashion to the Association and shall have the privilege of advising, recommending and taking part in any of the deliberations brought before any General Assembly meeting.
- (d) Honorary membership may be conferred upon any citizen of the United States not otherwise eligible for membership in the Association, whose accomplishments in governmental matters or whose interest in the Association's aims and purposes entitled her or him to the privilege. Honorary membership may be conferred at any regular meeting of the Board of Directors by a two-thirds vote of the Board membership. Such Honorary Member shall not have the privilege of voting or holding office in the Association.

Section 2.

- (a) Application for membership in the Association can be made only after the applicant has completed two pay periods with the County. A member's right to file a grievance may be limited by the employment contract with the County until the member is a permanent, classified employee.
- (b) Membership in this Association may cease upon resignation, termination or dismissal of a member from service in the County and such dismissed member is not reinstated pursuant to the grievance procedure.
- (c) Once membership has been applied for and granted in the Washoe County Employees Association, each member shall maintain a loyal and supportive attitude towards the Association and its activities. If a member requests a voluntary withdrawal from the Association such request shall be granted. If any member who has voluntarily withdrawn membership wishes to reinstate membership there will be a \$150.00 fee payable in full with the reinstatement application.
- (d) Upon an appeal by a member the Board may review a reinstatement fee. The fee may be waived by a unanimous vote of the Board.
- (e) Notwithstanding Section I of this Article or any other provision of the By-Laws, no person shall be considered eligible for active membership status and be entitled to the rights and privileges (including without limitation the right to nominate and vote for Directors) of membership in this Association who is not current in dues or has had membership cancelled for cause as provided in these By-Laws.
- (f) No member or officer shall be responsible individually or personally liable for any of the debts or liabilities of the Association in excess of his/her proportion of the indebtedness authorized to be incurred by the Association in the By-Laws. In the event of failure and insolvency of the Association, a member may be required to pay any unpaid dues or installments which, pursuant to the By-Laws, have become due from such member to the Association before such insolvency.

**ARTICLE VI
OFFICERS OF THE ASSOCIATION**

Section 1. The Officers of the Association are as follows: President, Vice President, Secretary and Treasurer.

Section 2. (a) Until the elections of 2006, the Board of Directors shall consist of President, Vice President, Secretary, Treasurer, Immediate Past President, and six elected Directors by and from the general membership, but not more than two Board members shall be from any one Department.

(b) Commencing November 2006 the Board of Directors shall consist of President, Vice President, Secretary, Treasurer, and seven elected Directors by and from the general membership, but not more than two Director members shall be from any one Department.

**ARTICLE VII
DUTIES OF THE OFFICERS**

Section 1. Duties of the President: He/she shall be the Chief Executive Officer of the Association and a member of the Executive Committee. The President shall:

- (a) Preside at all meetings of the Association and its Executive Committee and Board of Directors.
- (b) Open the meetings at the time called by taking the chair and calling members to order.
- (c) Announce the business before the meeting in the order in which it is to be acted upon.
- (d) Recognize members entitled to the floor.
- (e) State and put to a vote, all questions which are regularly moved, or which necessarily arise in the course of the proceedings.
- (f) Announce the result of the vote on all such motions.
- (g) Protect the membership from frivolous or dilatory motions by refusing to recognize said motion.
- (h) Assist in expediting business in every way compatible with the rights of the members to express views, arguments, or opinions, upon any business properly before the meetings.
- (i) Restrain the members when engaged in debate, within the Roberts Rules of Order.
- (j) Enforce all the observances of order and decorum among the members, decide all questions of order (subject to an appeal to the assembly by any two members) unless, when in doubt, he/she prefers to submit the question for decision of the assembly.
- (k) Inform the assembly when necessary, on a point of order or practice pertinent to the pending business.
- (l) Authenticate, by his/her signature when necessary, all the acts, order and proceedings of the assembly.
- (m) In case of very serious disorder or other great emergency, declare the meeting adjourned, if it is impracticable to take a vote.

Section 2. The President shall be permitted to vote on business in case of a tie.

(a)

Section 3. The President, together with either the Secretary or Treasurer, shall execute all official documents, bonds, contracts and other instruments to which the Association is a party.

Section 4. With the approval of the majority of the Board of Directors, the President shall, immediately upon taking office each year, appoint such committees as shall be found necessary. Standing committee members shall be appointed by the Board of Directors.

- (a) The President shall appoint all committees not otherwise provided for.
- (b) The President shall perform such other duties as may be assigned him/her by the Executive Board.

Section 5. Whenever the Secretary is absent from a meeting of the Association or of the Board of Directors, the President shall appoint an acting Secretary, who shall perform the duties of the office as set forth in these By-Laws.

Section 6. Duties of the Vice President: In the absence of the President, the Vice President shall preside at Association meetings or meetings of the Board of Directors. He/she shall perform such other duties as may be assigned to him/her by the Board.

Section 7. Duties of the Secretary: The Secretary shall attend all meetings of the Board of Directors and all meetings of the membership and record all the proceedings in a book to be kept for that purpose and may perform the said duties for the standing committees when required. The Secretary shall give notice of all meetings of the members and special meetings of the Board of Directors, and shall perform other duties as may be prescribed by the Board of Directors, or the President. All records and documents shall be maintained at the WCEA office.

Section 8. Duties of the Treasurer: The Treasurer shall:

- (a) Keep full and accurate accounts of receipts and disbursements in books belonging to the Association.
- (b) Deposit all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors.
- (c) Disburse the funds of the Association as may be ordered by the Board of Directors, taking proper receipts for cash disbursements.
- (d) Render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his/her transactions as Treasurer and of the financial condition of the Association.
- (e) Provide the Association with a bond in such sum as is satisfactory to the Board of Directors for the faithful performance of his/her office. The bond shall cover the restoration to the Association in case of his/her death, resignation, retirement or removal from office, of all books, papers, receipts, money and other property of whatever kind in his/her possession or under his/her control, belonging to the Association. The cost of the bond will be borne by the Association.

Section 9. At least sixty (60) days prior to the election of Officers the President and/or Treasurer shall turn over the books of the Association to the accountant for audit. The accountant shall submit a written audit report to the Board of Directors at the next regular meeting or as otherwise instructed.

- (a) A financial statement shall be presented to the membership by the Treasurer at the annual General Membership Meeting.

ARTICLE VIII DUTIES OF THE BOARD

The Board of Directors shall be responsible for the management of the Association, approve all expenditures, carry out policies established, suggest policies for consideration by the membership, and attend all General Membership Meetings.

ARTICLE IX DUTIES OF EMPLOYEE REPRESENTATIVES

Section 1. Employee Representatives must be active members of the Association.

Section 2. Employee Representatives may be appointed or removed by the majority of the Board of Directors.

Section 3. Employee Representatives shall assist other Association members in the understanding of the current By-Laws, and the grievance procedures.

Section 4. Employee Representatives shall abide by the guidelines established by the Board of Directors.

**ARTICLE X
MEETINGS OF THE BOARD**

Section 1. The Board of Directors of the Association may hold meetings, both regular and special, either inside or outside the State of Nevada.

Section 2. Meetings of the Board of Directors shall be held at least once every month. Reasonable notice and general concurrence of such meetings shall be required.

Section 3. Special meetings of the Board may be called by the President on two days notice to each Director. Special meetings shall also be called on the written request of two Directors.

Section 4. At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business. The Directors present may adjourn the meeting until a quorum shall be present.

Section 5. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors, may be taken without a meeting if a written or verbal consent is approved by all members of the Board. Such consent must be filed with the minutes of the proceedings of the Board or committee.

**ARTICLE XI
APPOINTED COMMITTEES OR BOARDS**

Section 1. By resolution passed by a majority of the entire Board, one or more committees may be formed for a specific purpose. The Committees shall have the powers of the Board of Directors in the management of the business and affairs of the Association. A committee may consist of a Director and persons who are not Directors. Any final action of the committee must receive the approval of a majority of the Board of Directors.

Section 2. Each committee chairman shall report all proceedings of its meetings to the Board of Directors.

Section 3. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written or verbal consent is approved by all members of the Board. Such consent must be recorded with the minutes of the proceedings of the Board or committee.

**ARTICLE XII
MEETINGS OF GENERAL MEMBERSHIP**

Section 1. All meetings of general membership for any purpose may be held at such time and place, inside or outside the State of Nevada, as shall be stated in the notice of meeting or in a duly executed notice of waiver there. Roberts Rules of Order shall prevail at all meetings whether general membership or special meetings of the membership.

Section 2. An annual meeting of the general membership shall be held on the third Wednesday of September, other meetings at the discretion of the Board at which time such other business shall be transacted as may properly be brought before the membership at the meeting.

Section 3. Written notice of the annual meeting and any other general meeting shall be posted ten (10) days before the date of the meeting.

Section 4. Special meetings of the membership for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called by the President and shall be called by the President or Vice President at the request in writing and signed by 10% of the general membership. Such request shall state the purpose or purposes of the proposed meeting.

**ARTICLE XIII
ELECTION OF OFFICERS AND
CONTRACT/VOTING PROCEDURES**

Section 1. There shall be an election of Vice President, Secretary and Treasurer and the Board of Directors. Commencing in 2005 there shall be an election of President. All Officers and Board of Directors shall be elected by secret ballot by the general membership eligible to vote at the time of the election. All terms will be for a period of two years.

Section 2. Three (3) Board members will be elected each year until 2006. Commencing 2006 four (4) Board members shall be elected in even numbered years and three (3) Board members shall be elected odd numbered years and continue there after in such manner.

Section 3. All nominations shall be received no later than the second Wednesday in September. In the event the Nomination Committee does not receive more than one nomination for each vacant office and the vacancies for the Board of Directors, the formal election process will be waived and the persons nominated will be deemed elected to the respective positions.

Section 4. The voting on Contract proposals and election of Officers shall be in the following manner:

- (a) Secret ballots shall be mailed to each member's last known address, allowing a sufficient period of time for delivery, marking of ballot and returning it to the required return address. Said time shall not be less than 14 calendar days.
- (b) Each member shall be required to sign his/her name and complete all other information required on the envelope provided for the return of the secret ballot envelope. This is to assure that only eligible members vote on the contract offer/election of Officers
- (c) Absolutely no absentee balloting will be allowed.
- (d) Mailing lists as provided by Washoe County shall be used on the aforementioned mail-outs. It is the responsibility of the member to verify his/her correct mailing address is on file with the Human Resource Department.
- (e) A committee of members of the Association shall be selected by the Board of Directors to mail contract ballots and count ballots as overseen and certified by an accountant. The committee members shall be entitled to release time as Washoe County Employee Members representative as set forth in the contract or be paid by the Association.
- (f) A committee of members of the Association shall be selected by the Board of Directors to mail election ballots and count ballots as overseen and certified by an accountant. The committee members shall not be entitled to release time on election balloting and will use their own time. No candidate may be a member of the election committee.
- (g) Candidates will be allowed space for a campaign statement up to 250 words in a bulletin to be sent out with the ballot. Candidates' statements must be supplied in a format specified by the Board.
- (h) In case of a tie vote the ballots will be recounted by the election committee. After a recount shows there is still a tie a flip of the coin will determine the winner.

Section 7. The results of the election except contract votes shall be posted on all WCEA Bulletin Boards.

Section 8. All ballots shall be retained for one (1) year after the count has been certified.

Section 10. Any protests as to the conduct of the election shall be taken to the Board of Directors in writing through the President or Business Representatives within seven (7) calendar days after the results are posted. Failure to meet this time requirement will negate any protest.

**ARTICLE XIV
REMOVAL AND RESIGNATIONS OF OFFICERS AND DIRECTORS**

Section 1. Any Officer or member of the Board of Directors who becomes negligent in the performance of his/her duties or absents himself/herself from three (3) meetings in a twelve month period without prior notice or excuse or is guilty of any acts hostile to the welfare of the Association may be removed from office by a two-thirds (2/3) vote of the balance of the Board of Directors. Such person may also be removed from office by a two-thirds (2/3) vote of the eligible members of the Association. Such vote is to be based upon written charges which must be signed by at least twenty-five (25%) of the eligible members. The Board will notify such person, by letter, within seven (7) calendar days after the voting result and declare the office vacant.

Section 2. A hearing may be requested by any Officer or Director who may be removed by the Board of Directors by two thirds (2/3) vote. The President, by request, shall, within twenty (20) days of receiving said request, appoint seven (7) members of the Association, other than the Board of Directors, to conduct a hearing so that evidence and witnesses may be brought forth to substantiate the removal. If the Appeal Board finds that the Board acted in good faith, then the removal shall stand. However, if the Appeal Board overturns the decision of the Directors, then the Officer or Director shall immediately be reinstated to his/her position. The appointed committee will notify the Board, by letter, within seven (7) calendar days of the hearing. A copy of such letter is to be sent to the Officer or board member by certified mail.

Section 3. The vacancy created by removal shall be filled with the person who in the last election received the second or third majority of votes. If there is no person available from the past election or this person does not desire the position, the Board may choose a person from the general membership to fill the position.

Section 4. Resignation from an office may be accepted by a majority vote of the Board of Directors

**ARTICLE XV
GROUNDS FOR CHARGES**

Section 1 Officers of the Association may be charged only with offenses specified in Article XIV of the bylaws or with "serious misconduct". "Serious misconduct" is defined in the following manner:

- (a) Willful or negligent failure to hold the money and property of the Association solely for the benefit of the Association and its members.
- (b) Willful or negligent failure to manage, invest and expend the money and property of the Association in accordance with the By-Laws of the Association or any resolution duly adopted by the membership.
- (c) Willfully or negligently dealing with the Association as an adverse party, or on behalf of an adverse party, with respect to any matter connected with the duties of said Officer.
- (d) Willfully or negligently holding or acquiring any pecuniary or personal interest of the Association.
- (e) Willfully or negligently holding or acquiring any pecuniary or personal interest which conflicts with the interest of the Association.

Section 2. The use of monies received by the Association by way of dues, assessments, initiation or reinstatement fees to promote the candidacy of any person in an election for an office in an intermediate body or the Association Office.

Section 3. No member or Officer of the Association shall resort to any court or agency outside of the Association unless and until he/she has exercised all his/her rights as a member of such organizations, exhausted all forms of relief and avenues of appeal provided for in the Association By-Laws unless otherwise provided by statute N.R.S. 288.

**ARTICLE XVI
SAFEGUARDS AGAINST IMPROPER
DISCIPLINARY ACTION**

No member of the Association shall be fined, suspended, expelled or otherwise disciplined except for nonpayment of dues, unless such member has been served with written specific charges, and unless such member has been afforded a full and fair hearing held not less than (10) days after the service of charges upon such member.

**ARTICLE XVII
CHARGES AND TRIAL PROCEDURES**

Section 1. Every member of the Association shall be afforded equal protection and fair treatment in the application of the By-Laws for the Association.

Section 2 The President shall, appoint seven (7) members of the Association other than the Board of Directors to the Trial Board so that evidence and witnesses may be brought forth.

Section 3. Trial Boards acting pursuant to these By-Laws shall base their decisions upon the evidence presented to them at a hearing held after reasonable notice, at which both the accused and charging party have been given an opportunity to present evidence, call and cross-examine witnesses and make oral or written arguments.

Section 4. No member shall be tried unless said member shall have been served by the Secretary, personally or by registered or certified mail, with a true and correct copy of the charge(s).

Section 5. The Secretary shall notify, personally or by registered or certified mail, all parties of the time and place of trial of said charges, provided that the hearing shall be held not less than ten (10) days after the service of the charges upon the individual charged.

Section 6. Each party shall be entitled to representation at the hearing by any member in good standing in the Association. Neither party shall be permitted representation by an attorney at law.

Section 7. Neither the charging party nor the member charged shall sit as a member of the Trial Board.

Section 8. When deemed necessary the Trial Board, by majority vote, may direct that the entire hearing proceedings be reported and transcribed and is authorized to expend Association funds for this purpose.

Section 9. The charging party shall have the burden of proving the charges. No member standing charged shall be found guilty except by majority vote of a Trial Board having heard the evidence and having found that a preponderance of the evidence supports the charges. Both the charged party and the charging party may be present during the presentation of evidence and testimony at the hearing but not during deliberations.

Section 10. The transcript of the hearing, plus any exhibits introduced by the parties or by the Trial Board shall constitute the record of the proceedings. The record shall be retained at the Association Office and shall be made available for use in any further internal Association proceedings in connection with the case.

Section 11. Decisions of the Trial Board shall set forth the facts found to be true, as well as the basis for the decision reached.

Section 12. Having found a member guilty of charges, the Trial Board shall impose upon such member discipline, as it deems proper, provided that such discipline conforms to the By-Laws.

**ARTICLE XVIII
MEMBERSHIP**

The Association shall be entitled to recognize the exclusive right of a person registered on its books as a member to vote as such, and to hold liable for calls and assessments a person registered on its own books as a member, and shall not be bound to recognize any equitable or other claim to or interest in such on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Nevada.

**ARTICLE XIX
FINANCES**

Section 1. The Board of Directors shall present a full and clear statement of the business and condition of the Association at each annual meeting and at any special meeting of the members when called for by vote of the members.

Section 2. The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

**ARTICLE XX
DUES AND ASSESSMENTS**

Section 1. The members of the Association shall pay bi-weekly dues in an amount determined by the Board of Directors. This amount is collected by the Comptroller's Office and paid to the Association. If members so desire, they may pay dues in one lump sum to cover an entire year's dues. This can be done by ascertaining the current year's dues and making a check payable to W.C.E.A. and forwarding it to the Treasurer of the Association.

Section 2. Associate and honorary members are exempt from paying dues.

Section 3. Whenever the Board of Directors deems that the conditions warrant or demand the levying of an assessment or the raising of dues, the Board of Directors shall submit a proposed plan, by majority vote of the Board, to the eligible members of the Association for vote on the same. If the plan is approved by a majority of the members voting, the assessment or raise in dues shall become due and payable immediately, unless otherwise specified in the proposal.

**ARTICLE XXI
ADOPTION, AMENDMENT AND REPEAL**

Section 1. By-Laws of the Association shall be adopted by the members of the Association within one month after the filing of the Articles of Incorporation. A majority vote of the members present and voting at a meeting or responding to a referendum or the written assent of members representing a majority of the votes is necessary to adopt such By-Laws.

Section 2. The Board of Directors of the Association shall have the power to make additional By-Laws and to alter the By-Laws first adopted by the membership.

Section 3. The members shall have the power to make additional By-Laws, to amend the By-Laws, or to repeal any By-Laws, provided that two-thirds of the voters vote in the affirmative by a secret printed ballot vote.

Section 4. These By-Laws may be altered or repealed at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors if notice of such alteration or repeal be contained in the notice of such special meeting.

ARTICLE XXII NOTICES

Section 1. Except as provided for in other sections of these By-Laws; notices to Directors and members shall be in writing and mailed to the Directors or members at their addresses as provided by a Human Resources mailing list. Notice by mail shall be deemed to be given according to the postmark date. .

ARTICLE XXIII NEGOTIATIONS

Section 1. Negotiating Committee

- (a) The committee shall consist of volunteers who are active members of the Association, and shall consist of members from both the supervisory and non-supervisory units.
- (b) The Board of Directors shall appoint a chairperson for the negotiating committee.
- (c) The President shall appoint support personnel for the negotiating committee, which may include, but is not limited to, an outside negotiator, attorney, accountant, or the Association Business Agent.
- (d) Suggestions for items to be considered for negotiation shall be solicited from members of the Association.
- (e) The negotiating chairperson will be responsible for bringing to the Board of Directors those items which the negotiating committee feel justifiable to be negotiated.

Section 2. Negotiating Teams

- (a) A team shall be appointed by the Board of Directors to represent the supervisory unit.
- (b) A team shall be appointed by the Board of Directors to represent the non-supervisory unit.
- (c) Each team shall consist of the chief negotiator, one (1) board member, three (3) active members chosen from the negotiation committee and two (2) alternates.
- (d) The President shall appoint support personnel for the negotiating team, which may include, but is not limited to, an outside negotiator, attorney, accountant, or the Association Business Agent.

ARTICLE XXIV INDEMNIFICATIONS

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, impending or completed action, suit or proceeding, except an action by or proceeding, except an action by or in the right of the Association, by reason of the fact that he/she is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as director, Officer, employee, or agent of another corporation, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, and that with respect to any criminal action or proceeding, he/she had reasonable cause to believe that his/her conduct was lawful.

Section 2. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right to the Association, or is serving at the request of the Association as an Director, Officer, employee or agent of another corporation, trust or other enterprise against expenses including attorney's fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner which he/she reasonably believed to be in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Association, but no indemnification shall be made in respect to any claim, issue or matter as to

which such person has been adjudged to be liable for negligence or misconduct in the performance of his/her obligations to the Association unless and only to the extent that the court in which such action or suit was brought determined upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court deems proper.

Section 3. To the extent that a Director, Officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claims, issue or matter therein, he/she shall be indemnified by the Association against expenses, including attorney's fees, actually and reasonably incurred by him/her in connection with such defense.

Section 4. Any indemnification under Sections 1 and 2, unless ordered by a court, shall be made by the Association, only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct as set forth in Sections 1 and 2. Such determination shall be made: (a) by the members; (b) by the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to such act, suit or proceeding; (c) if such a quorum of disinterested Directors so orders, by independent legal counsel in a written opinion.

Section 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceedings as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it is ultimately determined that he/she is entitled to be indemnified by the Association as authorized by this Article.

Section 6. The indemnification provided by this Section; (a) does not exclude any other rights to which a person seeking indemnification may be entitled under any other By-Law or under any agreement, vote of members of disinterested Directors or otherwise, both as to action in his/her official capacity and as an action in another capacity while holding such office; and (b) shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, and is or was serving at the request of the association as a Director, Officer, employee or agent of another corporation, partnership, or other enterprise against liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provision of this Article.

ARTICLE XXV NEWS RELEASES

Unless otherwise authorized, all news releases concerning the business of the Association shall be approved by the Board of Directors.

ARTICLE XXVI PROCEDURE/AUTHORITY

Roberts Rules of Order Revised shall be the parliamentary authority for the Association on all questions not covered by the Articles of Incorporation, By-Laws, or Special Rules of Order.

APPROVED, RATIFIED AND ADOPTED by the Board of Directors this,