



**NATIONAL ASSOCIATION of STATE DIRECTORS  
of PUPIL TRANSPORTATION SERVICES  
(NASDPTS)**

**BYLAWS**

---

## **ARTICLE I – NAME, RESIDENT AGENT AND OFFICE**

The name of this Corporation is National Association of State Directors of Pupil Transportation Services, herein referred to as “NASDPTS,” a non-profit corporation incorporated in a state to be determined by the Board of Directors.

### Resident Agent and Offices.

The Association shall maintain in the state of its incorporation a resident agent and shall maintain its principal office as designated by the Board of Directors.

## **ARTICLE II – CORPORATE PURPOSE**

The purpose of the Association is to provide leadership assistance to the nation’s school transportation community with the goal of providing safe, secure, efficient, economical, and high- quality transportation for school children through one annual conference for school transportation professionals and representation at national meetings.

## **ARTICLE III – LEGAL IDENTITY**

### Legal Identity.

The Association is organized exclusively as a professional organization not organized for profit, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

### Dissolution.

In the event of dissolution, all assets remaining after the payment of all corporate liabilities of the Association shall be distributed as determined by the voting membership in accordance with applicable law, NASDPTS Articles of Incorporation, Bylaws and policies adopted by the Board of Directors.

## **ARTICLE IV– MEMBERSHIP**

### **MEMBERSHIP**

The Membership may include any person, partnership, or corporation directly or indirectly engaged in the school transportation industry meeting the qualifications of one of the membership categories listed below.

### **DUES**

- a) The membership dues will renew on January 1st of each year.
- b) Members shall pay the Annual Dues established by the Board of Directors or a Council’s Steering Committee.

c) Membership dues will be assessed according to the membership categories.

## **MEMBERSHIP CATEGORIES**

The Association Membership Categories shall be classified and defined as follows:

### **a) State Director Membership**

All Directors, Supervisors and/or representatives of a state agency and a US territory who have been designated as having primary leadership responsibilities in the state pupil transportation program.

This category may vote on matters applicable to this membership.

### **b) Supplier Council Membership**

Organizations or firms engaged in any of the following:

- Construction or manufacture of new school bus bodies and/or chassis
- Manufacturing or selling materials/components used in the manufacture of new school buses or in the school transportation aftermarket
- Supplying professional services that support school transportation; providing public or private pupil transportation
- School bus dealerships
- Providing media coverage with a focus on school transportation.

This membership category may vote on the affairs of this Council.

### **c) State Transportation Associations Council Membership (STAC)**

State transportation associations involved in promoting school transportation safety, security, and efficiency.

This membership category may vote on the affairs of this Council.

### **d) Associate Membership**

Individuals who are either a former State Director of Pupil Transportation or a current School District or State Agency Employee.

This membership does not have voting rights.

### **e) Complimentary Membership**

The President, with Board approval, may confer up to four (4) honorary annual Associate Memberships. This Membership does not have voting rights.

## **REGIONAL DIVISIONS**

The State Director and STAC Memberships have Regional Divisions defined as follows:

- Eastern**  
Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont and all United States territories.
- Southern**  
Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, Texas, Virginia and West Virginia.
- Central**  
Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Oklahoma, Ohio, South Dakota and Wisconsin.
- Western**  
Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, New Mexico, Nevada, Oregon, Utah, Washington and Wyoming.

## **RIGHTS OF MEMBERSHIP**

- a) Each member in good standing is eligible to vote, as defined above, in the affairs of the Association, enjoy the privileges of services provided by the Association, and participate in all activities.
- b) Each state represented by a State Director member or proxy, a public sector employee from the same state as and designated to the president by the state agency, has one vote provided that annual dues have been paid. States with shared State Director position(s) are allowed one vote per state.
- c) Members may represent the Association in an official capacity, only when authorized by the President or Board of Directors of the Association.
- d) Membership belongs to the respective agency/organization. Associate membership belongs to the individual member.

## **RESIGNATION AND TERMINATION**

- a) Any individual member in good standing may resign by presenting his or her resignation in writing to the Board of Directors. Such resignation will not relieve the member of the obligation to pay any previously incurred dues.
- b) Representing the Association without official authorization may result in censure or expulsion from membership by the Board of Directors.

## **WITHDRAWAL OF MEMBERSHIP PRIVILEGES**

Membership rights and privileges may be withdrawn for good cause; e.g. nonpayment of dues, violations of Bylaws or any rule or practice properly adopted by the association, or any other conduct prejudicial to the interests of the

association. Any withdrawal due to violation or conduct shall be by majority vote of the Board of Directors; provided that a statement of the charges shall have been noticed to the member at least fourteen (14) calendar days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting at which such withdrawal shall be considered, and the member shall have the opportunity to appear in person and present any defense before action is taken thereon.

### **REINSTATEMENT AND TRANSFER OF MEMBERSHIP**

Upon written application and payment by a former member submitted to the Administrative & Member Services Director, the former member may reinstate his/her membership, at the discretion of the Board of Directors. Membership in the Association is not transferable, nor can it be assigned, except by majority vote of the Board.

## **ARTICLE V - MEETINGS OF MEMBERS**

### **ANNUAL MEETINGS**

- a) An Annual Membership Meeting of the members shall take place at the Annual Conference with the specific date, time, and location to be designated by the Board of Directors.
- b) At the Annual Membership Meeting, the members shall elect Directors, Officers, receive reports on the activities of the Association and determine the direction of the Association for the coming year.
- c) The Business Meetings conducted during the Annual Conference shall only be open to Board Members and designated State Director members or his/her proxy.

### **SPECIAL MEETINGS**

Special meetings of a membership category may be called by:

- The NASDPTS President, Executive Committee, or by a simple majority of the Board of Directors,
- The Supplier Council Chair or,
- The STAC Chair.

A special meeting of NASDPTS may be called when representatives of any six states provide a written request to the President. Any call for a special meeting shall specify exact time, place, and purpose of such special meeting.

### **EMERGENCY MEETINGS**

An emergency meeting of the NASDPTS Board of Directors may be called by the NASDPTS President, a majority of the Executive Committee, or a simple majority of the Board.

### **NOTICE OF MEETINGS**

Notice of Annual, Board, or Special meeting shall be provided not less than fourteen (14) calendar days prior to the meeting.

Notice of an Emergency meeting shall be provided not less than twenty-four (24) hours prior to the meeting.

### **QUORUM**

A quorum for a meeting of the NASDPTS members, Supplier Council or STAC shall consist of at least twenty percent (20%) of the active members of that category.

### **PARLIAMENTARY AUTHORITY**

All meetings of the membership shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that such parliamentary procedures are not inconsistent with these Bylaws, the Association's Articles of Incorporation, or rules or policies adopted by the Board of Directors or the membership.

### **MINUTES**

Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing results of the deliberations of the voting membership. The minutes shall be submitted to the voting members for approval at the subsequent meeting of the voting members.

### **ANNUAL CONFERENCE COMPLIMENTARY REGISTRATIONS**

The President may elect to provide a limited number of complimentary Annual Conference registration each year. In addition, conference comps will be provided to:

- Prior NASDPTS Executive Directors
- Current Executive Directors of the National Association for Pupil Transportation (NAPT) and the National School Transportation Association (NSTA)
- Current Presidents of NAPT and NSTA

## **ARTICLE VI – BOARD OF DIRECTORS**

### **GENERAL POWERS**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **COMPOSITION, TENURE, DUTIES, AND ELIGIBILITY COMPOSITION**

- a) The Board of Directors shall be comprised of five (5) officers, the President, President-elect, Secretary, Treasurer, and Immediate Past President; four (4) Region Directors; the Supplier Council Chairperson; and the State Transportation Associations Council Chairperson.
- b) The President serves as the Chairperson of the Board of Directors.
- c) For the purpose of conducting a Board of Directors meeting, a quorum shall exist when a

simple majority of the voting members are present.

- d) The Executive Director and the Administrative & Member Services Directors are consultants to the Board, providing guidance and assistance during Board and Membership Meetings, but have no voting rights.

## **TENURE**

- a) State Directors elected to the Board of Directors as a Regional Director serve a two-year term and may be re-elected for one (1) additional two-year term or until a successor is elected or appointed.
- b) Regional Directors: Eastern and Western regions shall elect Directors in even years at the Annual Conference, and the Southern and Central regions shall elect Directors in odd years at the Annual Conference. Regional Director vacancies shall be filled by the State Director members of the region.
- c) The Supplier Council Chairperson is determined by the Supplier Council Steering Committee as appointed by each of the Original Equipment Manufacturers (OEMs) and serves a two-year term.
- d) The State Transportation Associations Council Chair is elected by the STAC membership, serves a two-year term and may be re-elected for one additional two-year term or until a successor is elected or appointed.

## **DUTIES**

- a) Meetings.
  - 1. The Board of Directors shall meet regularly at the call of the President. Meetings of the Board of Directors, except for closed sessions called by the President, are open to any State Director member. Additionally, the President may direct Association Consultants to participate in Board of Directors meetings.
  - 2. Three meetings of the Board shall be held each year, and additional regular meetings may be held, at such time and place as determined by the Board. Special meetings of the Board of Directors may be called by or at the request of the President or any two Officers.
  - 3. Notice of the time and place of all regular and special meetings of the Board of Directors shall be given to each State Director at least 14 days before the meeting; provided, however, that at the beginning of each one-year period, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually. Notice of the time and place of all emergency meetings of the Board of Directors shall be given to each State Director not less than twenty-four (24) hours before the meeting. Neither the business to be transacted at nor the purpose of any regular, special, or emergency meeting of the Board of Directors need be specified in the notice or waiver of notice.

4. Any person participating in a meeting of the Board of Directors may participate by any virtual or in-person means. Such participation shall constitute attendance at such meeting.
  5. Minutes of each meeting of the Board of Directors shall be recorded by the Secretary or the Secretary's designee. Minutes of each meeting shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. Minutes and records of action shall be maintained permanently among the records of the Association.
  6. All meetings of the Board of Directors shall be conducted in accordance with such rules of order as may be established by the Board. In establishing such rules, the Board may be guided by the latest edition of Robert's Rules of Order, to the extent that such provisions are not inconsistent with these Bylaws, the Association's Articles of Incorporation, or policies or rules adopted by the Board of Directors.
- b) The Board of Directors may remove from office a Board Member who fails to attend three consecutive board meetings, unless excused by the President.
  - c) A simple majority of the whole Board shall constitute a quorum at any meeting of the Board.
  - d) No member of the Board of Directors or appointed representative may represent the Association in a manner or opinion inconsistent with the Association's Bylaws.
  - e) The Board of Directors, by a two-thirds (2/3) secret ballot vote of its total membership, shall remove any member of the Board of Directors during his/her term of office if, in its sole judgment, said member of the Board of Directors is unable to fulfill the responsibilities of the office or has breached the trust or otherwise acted to the detriment of the welfare of the Association. In the event of any such removal, the member so relieved shall immediately cease to function in his/her position and the office shall be deemed vacant.
  - f) The Board of Directors shall, within 60 days, fill any vacancy on the Board occurring during the year. Regional Directors' vacancies shall be coordinated and approved by the Board of Directors. The vacancy shall be filled by a majority vote of the state directors of that region.

## **ELIGIBILITY**

- a) With the exception of the STAC and Supplier Council representative, a candidate for the NASDPTS Board must be a current State Director in good standing.
- b) Candidate may not serve on the governing board of any other National Association that is primarily in existence to serve the pupil transportation industry or community.
- c) Candidate agrees to request informed consent of his/her employer to serve on the Association's Board of Directors.
- d) Candidate agrees to make all reasonable attempts to participate in, and attend, all meetings of the Association's Board of Directors that are properly called by the President.
- e) Candidate for the position of President-elect shall have experience as a current or prior member of the Board of Directors, and/or serve as a Committee Chair, and shall be a current State Director.



## **ARTICLE VII – COMPENSATION AND INUREMENT**

### **COMPENSATION OF DIRECTORS**

The Association shall not pay any compensation to Officers or Directors for services rendered to the Association as such, except that Officers or Directors may be reimbursed for reasonable expenses incurred in the performance of his/her duties to the Association. Nothing herein shall be construed to preclude any Officer or Director from serving the Association in a capacity other than that of Officer or Director and receiving reasonable compensation for such service.

### **INUREMENT**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

## **ARTICLE VIII - CONFIDENTIALITY**

Board Members shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes or can reasonably be expected to benefit the Corporation. Board members shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Board Members shall execute an annual confidentiality agreement with the Corporation.

## **ARTICLE IX – OFFICERS**

The officers of the Association shall consist of a President, President-elect, Treasurer, Secretary, and Immediate Past-President. The President-elect and Treasurer shall be elected in even years and shall serve for a term of two (2) years or until his/her successor is duly elected. The Secretary shall be elected in odd years and shall serve for a term of two (2) years or until his/her successor is duly elected. The STAC and Supplier Council members are not eligible to serve as Officers of the Corporation. After serving a term as President-elect, the President-elect shall become President.

### **DUTIES**

#### **President**

The President shall preside at all meetings of the membership and board. The President shall have the following duties:

- a) Serves as Executive Officer in the Association

- b) Serves as an ex-officio member of all committees
- c) Presides as chairperson of the Executive Committee and Board of Directors
- d) Plans and presides over all business sessions during the Annual Conference
- e) Administers the business affairs of the Association
- f) Appoints and is responsible for all committees and notifying elected officers and regional directors of his/her respective duties

**President-elect**

- a) Serves as Chair of the Annual Conference
- b) Serves as a member of the Executive Committee
- c) Presides over all meetings in the absence of the President
- d) Attends meetings as requested by the President or Board of Directors
- e) Performs other activities for the Association as designated by the President or Board of Directors

**Immediate Past President**

- a) Serves as Chair of the Nominating Committee and a member of the Executive Committee
- b) Serves as advisor to the Board of Directors
- c) Attends meetings as requested by the President or Board of Directors

**Treasurer**

- a) Shall have charge and custody of and be responsible for all funds and securities of the Association
- b) Receive and give receipts for monies due and payable to the Association from any sources whatsoever
- c) Deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws
- d) Perform such other duties as from time to time may be assigned by the President or by the Board of Directors
- e) Attends meetings as requested by the President or Board of Directors

**Secretary**

- a) Shall record the minutes of all meetings of the Board of Directors and the membership

- b) Maintain such minutes in a manner prescribed by the Board of Directors
- c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law
- d) Be the custodian of the corporate records, including but not limited to all correspondence of the Association
- e) In general, perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors

**DELEGATION OF DUTIES**

One or more duties of any Officer of the Association may be expressly delegated by the Board of Directors or by such Officer to one or more other Officers, employees, or consultants of the Association, provided that if such delegation is not to another Officer, then the Officer shall supervise and oversee the actions of such employees or agents. Actions taken by Officers, employees, or consultants of the Association shall in all instances be subject to Article XIII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

**EMPLOYEES, CONTRACTORS OR AGENTS**

One (1) or more employees, or consultants, if such are deemed necessary by the Board of Directors, may be hired on a full- or part-time basis, on a temporary or permanent basis, and/or on an employment or contract basis, by the Board of Directors. The President shall supervise and provide direction to any employees, or consultants to the Association on a regular basis.

**VACANCIES/RESIGNATIONS/EXPULSIONS**

In the event that the President cannot serve his/her full term due to resignation, expulsion, or inability to perform his/her duties, the President-elect shall succeed the President as the Executive Officer of the Association and shall assume all duties and responsibilities of the Office of President.

In the event the President-Elect is unable to fulfill his or her term, the Board of Directors shall elect a new President-Elect within sixty (60) days to fulfill the unexpired term.

In the event that both President and President-elect are unable to serve, the Board of Directors shall elect a President and a President-Elect within sixty (60) days to serve the unexpired terms. The Past President shall act as President until such time as the new President has been elected by the Board of Directors.

If an Immediate Past-President is not available, and no other Past Presidents are available to serve on the Board of Directors, this position shall remain vacant until such time as a Past President becomes available.

**ARTICLE X – COMMITTEES AND COUNCILS**

**GENERAL**

The Board of Directors is hereby authorized to establish one or more committees. Except as provided in these bylaws, a Committee may not:

- a) authorize distributions;
- b) approve or propose to the members action required to be approved by the members;
- c) fill vacancies on the Board or any Board Committee; or
- d) adopt, amend, or repeal the Bylaws.

The designation of and the delegation of authority to a Board Committee shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law. Each committee member, including the Committee Chair, shall be a member in good standing of the Association. The Chair of each committee, with the exception of the Finance Committee, shall be appointed by the Board of Directors.

### **STANDING COMMITTEES**

The Association shall have the following standing committees:

**a) Executive Committee**

The Executive Committee shall consist of the Officers of the Association. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the Association between meetings of the Board. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors, or an individual Director, of any responsibility imposed upon them by law.

**b) Audit Committee**

The Audit Committee shall be appointed by the Chairman to reconcile the accounts of NASDPTS no less than once each year and report the results to the Board of Directors and the Voting Members present at the Annual Meeting. The Audit Committee shall consist of a minimum of three (3) Voting Members. Members of the Executive Committee shall not serve on the Audit Committee. Each Committee member shall sign a confidentiality agreement for each term he or she serves.

**c) Finance Committee**

The Chair of the Finance Committee shall be the Treasurer. The Finance Committee shall consist of a minimum of three (3) Voting Members including the Treasurer. This committee shall be responsible for drafting and recommending an annual budget to the Board of Directors prior to its presentation to the membership for final approval. This committee shall review the Association's fiscal status in detail and make periodic reports to the Executive Committee and Board of Directors as requested. Each Committee member shall sign a confidentiality agreement for each term he or she serves.

**d) Membership Services Committee**

This Committee shall create, implement, and continually evaluate the Association's membership

recruitment and retention plan to achieve stated goals for membership. This Committee will further advise the Association membership on potential member benefits strategies to retain members, and implement those strategies, as directed by the Board of Directors.

**e) Conference Committee**

The Chairperson shall be the President-elect and shall work with the affiliates, the Board of Directors, and the convention coordinators to plan the program for the Conference and any social activities held in conjunction with the NASDPTS Conference. The Committee shall establish a schedule for completion of Conference tasks and a budget. These shall be presented to the Board of Directors in writing for approval.

**Nominating Committee**

The Nominating Committee Chair shall appoint a Nominating Committee.

- a) The Nominating Committee shall be composed of the following non-candidates: The Immediate Past President, or if unavailable, the President; plus two (2) State Director members.
- b) The Chair of the Nominating Committee shall report to the Board of Directors with recommended candidates for the following elective offices: President-elect, Secretary and Treasurer.
- c) The Nominating Committee shall be responsible for ensuring that all candidates for the office meet requirements for holding office.

**AFFILIATIONS**

**School Bus Manufacturers Technical Council (SBMTC)**

SBMTC is a Council within NASDPTS that acts as the industry’s advisor by providing a forum in which council members address technical and government related issues concerning the manufacture and acceptability of school bus chassis and bodies. The SBMTC Chair and SBMTC members consist of representatives of OEM school bus manufacturers.

**National Congress on School Transportation (NCST)**

NASDPTS is a sponsor of NCST, and the NCST’s objective is to develop specifications and procedures for school buses and school bus operations. These guiding principles are affirmed at the onsite meeting of the National Congress on School Transportation, which is held every 5 years. NCST consists of a Steering Committee that selects writing and special committees to develop recommendations for the National School Transportation Specifications and Procedures that are reviewed and adopted by State Delegations.

**COMMITTEE/COUNCIL MEETINGS AND ACTION**

Meetings of Committees/Councils shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board of Directors as are set forth in these Bylaws, except as otherwise provided by these Bylaws or resolution of the Board, or other policy pertaining to Committees as may be determined from time to time by the Board.

## **MINUTES AND RECORDS OF ACTION**

Minutes of all meetings of and actions taken by Committees shall be recorded and maintained with the records of the Association.

## **TERM; REMOVAL AND RESIGNATION; VACANCIES**

Each member of a committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof. Any committee chair or member may be removed from such position at any time by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, whenever in his/her judgment the best interests of the Association would be served thereby. Any Committee Member may resign, at any time, by giving written notice to the committee chair, the Chairman, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified in such notice or, if no time is specified, at the time such resignation is tendered. Vacancies in the membership of any Committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

## **LIMITATION ON DELEGATED AUTHORITY**

Actions taken by committees shall in all instances be subject to Article XIII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

# **ARTICLE XI – LIMITATION OF LIABILITY, INDEMNIFICATION, AND INSURANCE**

## **GOOD FAITH ACTION**

The Association shall be authorized to indemnify each of its officers and/or directors from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of any action or proceeding or any appeal therein, imposed upon or inserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties. This indemnity shall only be authorized when the determination shall have been made that such officer:

- a) acted in good faith,
- b) believes
  1. in the case of conduct in his or her official capacity with the Association that his or her conduct was in the best interests of the Association, and
  2. in all other cases, that his or her conduct was at least not opposed to the best interests of the Association, and
- c) in the case of any criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful.

Such determination shall be made either judicially or by the membership of the Association acting by a quorum consisting of members who are not parties to such action or proceeding or, if a quorum of the membership is not

obtainable, by independent legal counsel, if the foregoing determination is to be made by the membership. The membership may rely, as to all questions of law, on the advice of independent legal counsel. Such indemnification shall be made to the extent permitted in, and subject to, the limitations of the laws of the state of Incorporation.

### **INCLUSION**

Every reference herein to a director of the Association or officer of the Association shall include every member and office thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Association might otherwise be entitled, and provisions hereof shall neither impair nor adversely affect such rights.

### **INSURANCE**

The Association shall purchase Officers and Directors liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors of the Association.

## **ARTICLE XII – BOOKS, RECORDS, FISCAL RESPONSIBILITY**

### **FISCAL YEAR**

The fiscal year of the Association shall be the calendar year.

### **CONTRACTS**

The Board of Directors may authorize any Officer or Officers, agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

### **CHECKS AND DRAFTS**

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Association, shall be signed by such Officer or Officers, or agent or agents of the Association, and in such manner, as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by the Chairman, Secretary or Treasurer and one other Officer or Director of the Association.

### **DEPOSITS**

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

### **BOOKS AND RECORDS**

The Association shall keep correct and complete books and records of account and shall also keep as permanent records:

- a) minutes of all meetings of the Board of Directors and members;

- b) records of all actions taken by a Board Committee on behalf of the Association.

The Association also shall keep at its principal office:

- a) the Association's Articles of Incorporation;
- b) the Association's Bylaws;
- c) minutes and other permanent records described above for the last three years;
- d) all communication in the form of a record to members generally within the past three years, including financial statements furnished to members in the last three years; and
- e) a list of the names and business addresses of the Association's current Directors and Officers and
- f) The most recent Annual Report filed with the State of Incorporation.

### **ARTICLE XIII - DECLARATION OF POLICY**

Responsibility and authority for any declaration of Association policy, and/or Endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees of the Association are not authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Association, including all matters relating to the acquisition, holding, management, control, investment and disposition of the funds and other property of the Association.

### **ARTICLE XIV - AMENDMENTS**

Notice of proposed amendments shall be disseminated to each member at least fourteen (14) calendar days prior to the vote by the membership at the annual meeting on such proposed amendments. Any amendment shall be made to the extent permitted in, and subject to, the limitations of the state of incorporation. Any proposed amendment shall be adopted by the 2/3 of the voting members present.

### **ARTICLE XV - ADMINISTRATION OF THE BYLAWS**

These bylaws shall be the foundation of all activities conducted by the Association in pursuit of its goals and objectives. The Board of Directors, or its designee, shall establish sufficient policies and procedures to affect the daily conduct of Association business. These policies and procedures shall be the domain of the Board of Directors or other Association designee, as approved to act on behalf of the membership.