

**BY-LAWS OF THE EXECUTIVES OF CALIFORNIA LAWYERS' ASSOCIATIONS**  
*(Adopted September 9, 1983; amended October 12, 2012; amended July 21, 2014)*

**ARTICLE I**  
**NAME**

The name of this Association shall be "Executives of California Lawyers' Associations."

**ARTICLE II**  
**PURPOSES**

The purposes of the Association are: to develop a cordial relationship, spirit of unity and common understanding among paid executive staff of California lawyers' associations, including the State Bar of California, county bars, local bars, specialty bars, minority bar and identity bar associations throughout the State of California; to provide a forum for the mutual interchange of ideas which will facilitate the administration of organized bar activities; to provide information which will assist in the introduction of modern methods of office management and business administration in the operation of bar association offices; to secure a closer coordination of activities of bar associations; to conduct surveys among Members of the Association on various aspects of bar association operations and activities; and to stimulate the work and activities of bar associations in general.

**ARTICLE III**  
**MEMBERSHIP**

Section 1. Classes of Members

There shall be the following classes of Members in the Association:

- (a) Regular Member. Any paid Member of the staff in an executive capacity of a California lawyers' association with purposes related to the judiciary or practice of law shall be eligible to be a Regular Member of the Association.
- (b) Honorary Member. Regular Members, who by reason of their health are unable to continue in an executive capacity or who have retired from an executive capacity of a bar association or organization, or such other persons as the Executive Committee in its discretion selects, shall become, upon election by the Executive Committee, Honorary Members of the Association. Honorary Members shall not have voting rights or privileges of Regular Members.

Section 2. Non-Member Participation

The Executive Committee shall have the power to grant a right to participate in the activities of the Association to such persons as the Executive Committee, in its discretion, may decide would benefit from or assist the Association by such participation. Such participants shall not have any voting rights and shall not be deemed to be Members of the Association, but shall have only such rights and privileges as the Executive Committee shall expressly grant them.

### Section 3. Membership Application

Any person eligible for Membership in the Association shall become a Member upon submission of a Membership application with payment of the current dues amount; such submission shall be to the person so designated by the Executive Committee.

### Section 4. Rights and Privileges of Members

(a) General. All Members of the Association shall have the right to attend all meetings of the Association; to engage in deliberation at such meetings; to petition the Executive Committee; and to participate in all programs and activities sponsored by the Association.

(b) Voting. Only Regular Members of the Association shall be entitled to vote, except that an organization having more than one (1) Regular Member shall be entitled to only (1) vote to be cast by the chief staff executive or his/her designee.

(c) Taking Positions. The Association may, by a majority vote of the Regular Members voting at a duly called meeting, take a position on any issue or subject, which directly affects the Executives of California Lawyers' Association, bar associations, or the State Bar of California.

### Section 5. Dues

The annual dues for Regular Members shall be due and payable on the first day of September of each year or on a date set by the Executive Committee.

The Executive Committee shall have full power to set and adjust the amount of the dues subject to the following. The Executive Committee may not increase the dues in an amount to exceed twenty-five percent (25%) of the previous year's dues without the approval of two-thirds (2/3) of the Regular Members present at any duly held meeting of the Association. Notice of the proposed increase, including the amount of the increase, shall be clearly stated in the notice of the meeting where the proposed dues increase is to be acted upon.

### Section 6. Termination of Membership

(a) Resignation. A Member may resign from the Association at any time by advising the current President of the Association. Paid dues are not refunded in any portion when a Member resigns.

(b) Nonpayment of Dues. Any Regular Member whose dues are in arrears for thirty (30) days subsequent to the due date set for payment of the annual dues may be removed as a Regular Member of the Association. Any such lapsed Regular Member may rejoin the Association pursuant to Article III, Section 2.

## **ARTICLE IV**

### **MEETINGS OF MEMBERS**

#### Section 1. Annual Meetings

The Association shall hold its Annual Meeting at a place and date fixed by the Executive Committee.

## Section 2. Regular Meetings

Regular Membership Meetings shall be held from time to time as the Executive Committee may determine.

## Section 3. Special Meetings

Special Meetings may be held on dates and places determined by the Executive Committee. No business shall be transacted at a Special Meeting other than that specified in the notice of the Special Meeting. Notice of a Special Meeting shall be given in writing to all Regular Members at least three (3) business days in advance of the Special Meeting.

## Section 4. Quorum

At meetings of the Association, the presence of eight (8) Regular Members eligible to vote, representing eight (8) organizations, shall constitute a quorum for the transaction of any business of the Association.

## Section 5. Role of Officers *(amended July 21, 2014)*

At every meeting of Members, the President, or in his/her absence the President-Elect, or in the absence of both such officers, or in the absence of all such officers, a person selected by the Regular Members present at the meeting, shall act as Chair of the meeting. The Secretary, or in his/her absence such other person designated by the Chair of the meeting, shall act as Secretary of the meeting.

## Section 6. Transaction of Business

Except as otherwise provided in these By-Laws, all meetings of Members shall be conducted in conformity with Robert's Rules of Order, Newly Revised, as amended from time to time.

## Section 7. Notice

Written notice of the Annual, Regular and all Special Meetings of the Members shall be mailed or sent by electronic communication to each Member not more than ninety (90) nor less than three (3) business days prior to the date of the meeting. Such written notice shall state the place, date and hour of meeting, and shall indicate that the meeting notice is being issued by or at the direction of the person or persons calling the meeting.

Notice of a Special Meeting shall also specifically state the purpose or purposes for which the meeting is called.

## Section 8. Place/Manner of Meetings

Any type of Membership meeting permitted by this Article may be held by telephone or electronic communication in lieu of in-person meetings when, in the opinion of the President, or in his/her absence, the President-Elect, determines that the best interest of the Association would be served.

## **ARTICLE V**

## **EXECUTIVE COMMITTEE**

### Section 1. Powers and Duties

(a)The Executive Committee shall be responsible for and shall have the authority necessary for the management of all the affairs of the Association. Executive Committee Members shall serve in the capacity of a board of directors pursuant to California Corporations Code Section 7210.

(b)The Executive Committee may appoint an Executive Director of the Association who may be designated as the Chief Executive Officer of the Association. The Executive Director shall have such authority and perform such duties as the Executive Committee may determine.

(c)Acts of the Executive Committee shall require the affirmative vote of a majority of the Executive Committee present at a meeting at which a quorum is present. A quorum is defined in Section 6 of this Article.

### Section 2. Composition (amended July 21, 2014)

The Executive Committee shall be comprised of six(6) Regular Members of the Association to include the President, the President-Elect, the Secretary, Treasurer, the Immediate Past President and one (1) At-Large Delegate.

### Section 3. Terms of Office

The President, President-Elect, , Secretary, Treasurer, and Immediate Past President shall each serve as Executive Committee Members for as long as they hold such positions and until their successors have been elected and/or appointed. The At-Large Member of the Executive Committee shall serve for two (2) years and until their successor has been elected or appointed.

### Section 4. Meetings

(a)As soon as practical but no later than sixty (60) days after the Annual Meeting each year, the Executive Committee shall hold an Organizational Meeting for the purpose of organizing and transacting other business as may be necessary.

(b)Regular and Special Meetings of the Executive Committee may be held at such time and place as determined by the President, unless a majority of the Executive Committee objects in writing to the President ten days prior to such meeting. Special Meetings of the Executive Committee may also be called by or upon the written request of three (3) Members of the Executive Committee.

(c)All meetings of the Executive Committee shall be governed by Robert's Rules of Order, Newly Revised, as amended from time to time, except as otherwise provided in these By-laws or by resolution of the Executive Committee.

### Section 5. Notice of Meetings

(a)Regular Meetings of the Executive Committee may be held without notice to the Members of the Executive Committee if the time and place or manner of such meetings were set by the Executive Committee at its initial Organizational Meeting.

(b)Special Meetings of the Executive Committee may be held only on written notice given by electronic communication at least five (5) days or on notice given in-person

or by telephone at least forty-eight (48) hours before the time of the Special Meeting.

Section 6. Quorum (amended July 21, 2014)

Three (3) Members of the Executive Committee shall constitute a quorum to conduct business at any meeting of the Executive Committee. In the event a meeting is called for the purpose of filling vacancies, and the existence of such vacancies makes it impossible to establish a quorum, a majority of the Executive Committee then in office shall constitute a quorum for the purpose of filling such vacancies.

Any action taken by telephone or mail shall be ratified at the next meeting of the Executive Committee.

Section 7. Resignation and Vacancies (amended July 21, 2014)

(a) Any Executive Committee Member may resign with or without a stated reason at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified in the written resignation, or, if no time is specified, then on delivery of the written resignation.

(b) A vacancy in any office, other than the office of President or President-Elect, shall be filled by a majority vote of the Executive Committee. The person selected by the Executive Committee to fill any such vacancy shall hold such office until the next Annual Meeting and until his/her successor is elected or appointed.

(c) In the event the office of President becomes vacant, the President-Elect shall immediately succeed to the office of President and shall serve as President for the unexpired term and thereafter shall serve the full term as President for which s/he was elected by virtue of his/her election to the office of President-Elect.

Section 8. Role of Officers (amended July 21, 2014)

The President, or in his/her absence the President-Elect, or in the absence of all such officers, a Member of the Executive Committee chosen by a majority of the Members of the Executive Committee present, shall act as Chair at each meeting of the Executive Committee. The Secretary shall act as Secretary of the meeting, or in the absence of the Secretary, the Chair of the meeting shall select a Secretary of the meeting.

Section 9. Indemnification

The Association shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Member of the Executive Committee or employee of the Association against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such

action was in the best interests of the Association; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Executive Committee who are not at that time parties to the proceeding.

The Executive Committee shall have the authority to retain counsel to represent the Member of the Executive Committee, officer or employee to satisfy the Association's obligation pursuant to this Section.

The indemnification provided here shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification pursuant to this Section. The right of indemnification under this Section shall be in addition to and not exclusive of all other rights to which any person may be entitled.

## **ARTICLE VI OFFICERS AND AT-LARGE MEMBER OF EXECUTIVE COMMITTEE**

### Section 1. Elected Officers (amended July 21, 2014)

The Elected Officers of the Association shall be a President, a President-Elect, a Secretary, a Treasurer, the Immediate Past President and one (1) At-Large Member of the Executive Committee. The President-Elect, Secretary, Treasurer and At-Large Member shall be elected by the Members at the Annual Meeting as provided hereinafter. The President-Elect shall automatically succeed to the office of President upon the expiration of the President's term of office.

### Section 2. Qualifications and Terms of Office (amended July 21, 2014)

(a) The elected officers must be Regular Members of the Association, including any Members appointed to fill vacancies in any of the elected offices.

(b) The term of Office of the President-Elect, Secretary, Treasurer and the Immediate Past President shall be one (1) year commencing at the conclusion of the last business session of the Annual Meeting following their election and until their respective successors are elected. The President shall serve as such for one (1) year following the completion of his term as President-Elect.

(c) The term of At-Large Member of the Executive Committee shall be for two (2) years commencing at the conclusion of the last business session of the Annual Meeting following their election and until their respective successors are elected.

d) The Executive Director shall serve at the pleasure of the Executive Committee.

### Section 3. Removal and Suspension

Any elected officer may be removed only by a majority vote of the Regular Members of the Association, such vote to be conducted by written secret ballot which may be sent to Regular Members by mail or electronic communication, but the authority of any elected officer to act as such may be suspended for cause by a majority vote of a quorum of the Executive Committee excluding the elected officer for which suspension is being considered. However, no elected officer shall be suspended by the Executive Committee for longer than one-half of the remaining term of that elected officer. Prior to the removal or suspension of any officer pursuant to this

Section, such officer shall be afforded at least ten (10) days written notice setting forth the specific reasons for the proposed removal or suspension and a reasonable opportunity to be heard that is at least five (5) days prior to any removal or suspension.

#### Section 4. President

The President shall act as the Chief Executive Officer of the Association, and it shall be his/her duty to supervise the management of the affairs of the Association subject only to the direction of the Executive Committee. The President shall also perform such other duties as may be assigned by the Executive Committee. The President shall be a Member of all committees except the Nominating Committee, and he shall be entitled to notice of and to vote at Committee Meetings, but his/her absence shall not be counted for the purpose of determining a quorum at Committee Meetings.

#### Section 5. President-Elect

The President-Elect shall preside at all meetings of the Association or the Executive Committee in the absence of the President. The President-Elect shall perform such other duties as may be assigned by the Executive Committee. The President-Elect shall observe the operations of the Association and make plans for the administration of the Association when he succeeds to the office of President. He/she shall announce the appointment of Standing and Special Committees no later than ninety (90) days after he/she assumes his/her duties as President of the Association.

#### Section 6. Secretary

It shall be the duty of the Secretary to act as Secretary of all meetings of the Members and of the Executive Committee, and to cause the minutes of all such meetings to be kept; to see that all notices required to be given by the Association are duly given and served, and to perform such other duties as usually pertain to such office or as may be assigned by the Executive Committee.

#### Section 7. Treasurer

The Treasurer shall be the Chief Financial and Accounting Officer of the Association and shall perform or cause to be performed such duties as the Executive Committee may assign and shall perform such other duties as usually pertain to such office.

#### Section 8. The Immediate Past President (*amended July 21, 2014*)

The Immediate Past President remains a member of the Executive Board for one year following his/her presidential term. This continued involvement provides continuity and the Immediate Past President can serve as a resource for the President, if asked. The duties and responsibilities expected of all Board members are also expected of the Immediate Past President. The Immediate Past President shall serve as the Chair of the Nominating Committee for the year immediately following their year as President.

Section 9. At-Large Member of the Executive Committee

The At-Large Member of the Executive Committee acts as direct representatives of the Membership and shall assist in the administration of the Association.

Section 10. Executive Director

If the Executive Committee appoints an Executive Director, he/she may be a salaried employee of the Association and shall perform such duties as may be assigned by the Executive Committee.

**ARTICLE VII**

**NOMINATION AND ELECTION OF OFFICERS AND AT-LARGE MEMBERS OF THE EXECUTIVE COMMITTEE**

Section 1. Nominating Committee (amended July 21, 2014)

There shall be a Nominating Committee consisting of the Immediate Past President of the Association and two (2) Regular Members appointed by the Executive Committee. The two Regular Members appointed to the Nominating Committee shall consist of one (1) Regular Member who is employed by a county or local bar association, and one (1) Regular Member who is employed by a specialty or minority bar association. The Immediate Past President of the Association shall serve as Chair of the Nominating Committee. The Nominating Committee shall, at a date to be set by the Executive Committee, send by mail or electronic communication to each Member of the Association eligible to vote, a report containing the name of one (1) or more candidates for election to each the following offices: President-Elect; Secretary; Treasurer; and At-Large Member of the Executive Committee.

Section 2. Nominee Withdrawal

After the Nominating Committee has reported its nominations, and before the Annual Meeting, if a nominee resigns, withdraws, or otherwise becomes unavailable to serve, the previous nominations shall be voided and the Nominating Committee shall reconvene and prepare a revised list of nominations pursuant to Section 1 of this Article to either appear on the written ballot (contested election) or to be reported to the Membership at the Annual Meeting, whichever in the judgment of the President would serve the best interests of the Association.

Section 3. Additional Nominations

Additional nominations for any elected office may be made by submitting to the Chair of the Nominating Committee, before a date to be set by the Nominating Committee, a written petition signed by at least five (5) Regular Members of the Association representing five (5) organizations. Such petition shall state the name of the candidate and the position for which s/he is nominated. Nominations of candidates at the Annual Meeting shall not be permitted.

Section 4. Elections Committee

(a)Appointment. In the event of a contested election, the President shall appoint an

Elections Committee consisting of three (3) Regular Members of the Association, designating one (1) of the Members as Chair of the Committee. In case any Committee Member fails to attend the Annual Meeting, the vacancy may be filled by President or in absence of the President, the person presiding at the Annual Meeting.

(b)Duties. 1) The Chair of the Election Committee shall be responsible for receiving completed contested election ballots. 2) The Election Committee at the Annual Meeting shall determine if a Member is eligible to vote and at the Annual Meeting, and not prior to, shall tabulate all ballots, both those submitted prior to the Annual Meeting and those delivered at the Annual Meeting. 3) The Election Committee shall determine all challenges and questions arising in connection with the right to vote.

(c)Other. The Election Committee shall perform such other action to ensure the election is conducted fairly.

#### Section 5. Ballots and Voting

(a)Contested Elections. In the event of contested elections, the Nominating Committee shall, on or before January 1st of each year, cause a written ballot(s) to be prepared and sent to each chief staff officer of each organization. Such ballots shall contain the names of all candidates for each position, listed in alphabetical order, and shall contain such other information as the Executive Committee may direct. Completed ballots shall be returned by mail to the Chairman of the Elections Committee, or to such place directed by the ballot, no later than January 25th of each year. Ballots not returned by that time may be submitted to the Elections Committee at the first business session of the Annual Meeting within the first one-half (1/2) hour after the commencement of the Annual Meeting. After such time no ballots shall be accepted or counted.

(b)Uncontested Elections. Unopposed candidates shall be elected by motion at the Annual Meeting.

#### Section 6. Election Results

The President or his/her designate shall announce the results of the voting in a contested election as soon as practical at the Annual Meeting. In no event shall the results of the ballots delivered prior to the Annual Meeting be disclosed, announced or publicized before the balloting at the Annual Meeting or be announced separate from the tally of votes cast at the Annual Meeting. The candidate receiving a plurality of the votes cast for each office shall be declared elected to that office. In the event of a tie vote, a majority vote of those present at the Annual Meeting shall break the tie.

### **ARTICLE VIII COMMITTEES**

#### Section 1. Standing Committees of the Executive Committee

The Executive Committee may, from time to time, create Standing Committees of the Executive Committee, each consisting of three (3) or more Members of the Executive Committee, the duties and authority of which shall be established from year to year

by the Executive Committee upon recommendation of the President. The authority conferred on Standing Committees shall not exceed the authority of the Executive Committee.

### Section 2. Special Committees of the Executive Committee

The Executive Committee may, from time to time, create Special Committees of the Executive Committee, each of which shall have such duties and authority as are provided in the Resolution creating the committee, except that such authority shall not exceed the authority of the Executive Committee or Standing Committees of the Executive Committee. The President shall appoint the Members of such Special Committees of the Executive Committee from the Executive Committee.

### Section 3. Committees of the Association

The Executive Committee, upon the recommendation of the President, may from time to time create committees other than Standing or Special Committees of the Executive Committee, which committees shall be deemed to be committees of the Association. The President shall appoint the Members of these committees. The Members of the committees of the Association need not be Executive Committee Members or Regular Members of the Association. Committees of the Association shall only have such power and duties as are specifically delegated to them by the Executive Committee.

Actions taken by committees of the Association shall be subject at all times to the direction and approval of the Executive Committee.

### Section 4. Meetings

Meetings of all committees shall be held at such time and place as shall be fixed by the President, the Chair of the Committee, or by vote of a majority of the committee. Notice of committee meetings shall be given orally, by mail or by electronic communication and shall state the purposes, time and place of the meeting.

### Section 5. Quorum/Transaction of Business

Unless otherwise provided by resolution of the Executive Committee or these By-Laws, the quorum for each committee shall be one-half (1/2) plus one (1) of the total Membership of the committee. The transaction of business by any committee shall require a majority of the votes cast at any meeting at which a quorum is present except that where the committee consists of five (5) or fewer Members, the vote of a majority of all the Members of the committee shall be necessary to constitute the act of the committee. Any action to be taken by a committee shall mean action to be taken at a meeting of the committee.

### Section 6. Appointment and Tenure of Committee Members

Members of committees of the Executive Committee and Association Committees shall be appointed by the President and shall serve for a term to be set by the President not to exceed one (1) year.

## **ARTICLE IX FINANCES**

### Section 1. Fiscal Year and Budget

The Fiscal Year of the Association shall commence on January 1st of each year and shall end on December 31st of each year unless otherwise authorized by the Executive Committee. The Treasurer shall prepare an annual budget, which shall be approved by the Executive Committee, but in no event shall the Executive Committee adopt a budget exceeding anticipated annual revenue plus cash reserves, except as authorized by the Membership.

### Section 2. Funds and Property (amended July 21, 2014)

(a) All funds and property received by the Association through dues, fees, gifts, and bequests or otherwise shall be utilized only to further the purposes of the Association.

(b) All checks, drafts and other orders for the payment of money out of the funds of the Association and all notes or other evidences of indebtedness of the Association shall be signed on behalf of the Association in such manner as shall from time to time be determined by the Executive Committee.

(c) All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, savings and loan associations or other depositories as the Executive Committee may select.

(d) The President, the President-Elect, the Secretary and the Treasurer, or such other officers as the Executive Committee may designate, shall have the power to assign, or to endorse for transfer, and to deliver, any stock, bond, subscription rights, or other security or any beneficial interest therein, held or owned by the Association.

### Section 3. Annual Financial Report

The Executive Committee shall present at the Annual Meeting an Annual Financial Report verified by the President and Treasurer, or by a majority of the Members of the Executive Committee, or certified by an independent public, or certified public accountant, selected by the Executive Committee, showing in appropriate detail the following: (a) the assets and liabilities including the trust funds, of the Association as of the end of the most recent twelve (12) month fiscal period; (b) the principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report; (c) the revenue of receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; (d) the number of Members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and office addresses of the current Members may be found. The Annual Financial Report shall be sent to the Association Membership by mail or electronic communication or shall be posted on the Association website within thirty (30) days following the Annual meeting and shall be filed with the records of the Association, and either a copy or an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

## **ARTICLE X OFFICE AND BOOKS**

### Section 1. Office

The office of the Association shall be at such place as the Executive Committee may from time to time determine.

### Section 2. Books and Records

The following books and records shall be kept by the Secretary of the Association or his/her designee: correct and complete books and records of financial accounts; minutes of the proceedings of the Members and the Executive Committee meetings; a current list of the Executive Committee and Officers of the Association and their office addresses; a current list containing the names and addresses of all Members; Articles of Incorporation; letters of determination and a copy of these By-Laws.

### Section 3. Inspection of Books and Records

Any Regular Member of the Association who has been such for at least six (6) months immediately preceding his/her request shall have the right upon at least five (5) days written demand to examine in person or by agent or attorney, during usual business hours, the minutes of the proceedings of the meetings of the Association and the list of Members of the Association, and to make extracts there from. An inspection authorized by Article X, Section 3, may be denied to such Member or other person upon his refusal to furnish to the Association an affidavit that such inspection will not be used for a purpose which is not in the interest of a business or objective other than the business of the Association.

## **ARTICLE XI CONFLICTS OF INTEREST**

### Section 1. Self-Dealing Transaction

Before any "self-dealing transaction" (as defined by Section 5233 of the California Nonprofit Corporation Law or any successor section thereto) or any part thereof shall be consummated, one of the following shall occur:

(a) The Executive Committee shall (1) consider and in good faith determine, after reasonable investigation under the circumstances, that the Association could not have obtained a more advantageous arrangement with reasonable effort under the circumstances, and (2) authorize or approve the transaction in good faith by a vote of a majority of the Executive Committee Members then in office without counting the vote of the interested Member/s, and with knowledge of the material facts concerning the transaction and the Member's interest in the transaction; or  
(b) Where it is not reasonably practical to obtain approval of the Board prior to consummating the transaction, in a manner consistent with the standards set forth in clause (a) of this section. In the event the procedure of clause (b) of this section is followed, the Executive Committee, after determining in good faith that the conditions of clause (a) of this section are satisfied, shall ratify the transaction at its

next meeting by a vote of the majority of the Executive Committee Members then in office without counting the vote of the interested Member/s.

### Section 2. Approval of Contracts

Before approving, authorizing or ratifying any contract or other transaction between the Association and any corporation, firm or association in which one or more Trustees are also Executive Committee Members of this Association, the Executive Committee (a) must be apprised of the material facts as to the transaction and as to the Executive Committee Member/s' common directorships and (b) must authorize, approve or ratify the transaction in good faith by a vote sufficient without counting the vote of the common Executive Committee Member/s and Trustee/s.

### Section 3. Interested Executive Committee Members

Interested Executive Committee Members may be counted in determining the presence of a quorum at a meeting of the Executive Committee, which authorizes, approves or ratifies a self-dealing transaction.

### Section 4. Loans to Executive Committee Members

The Executive Committee shall not make any loan of money or property to or guarantee the obligation of any Executive Committee Member or officer (other than advances for anticipated reimbursement expenses).

## **ARTICLE XII AMENDMENTS**

### Section 1. Proposals to Amend

A proposal that these By-Laws be amended may be made by filing with the Secretary a written petition signed by five (5) or more Regular Members representing five (5) or more organizations setting forth the proposed amendment or amendments, which petition shall also contain a request that the proposal be submitted to the Members for their considerations at the next Regular Meeting of Members or at a Special Meeting of Members to be called for such purpose.

A proposal that these By-Laws be amended may also be made by resolution of the Executive Committee, and in such event the Executive Committee shall direct that the proposal be submitted to the next Regular Meeting of Members or at a Special Meeting of Regular Members called by the Executive Committee to consider such proposal.

### Section 2. Notice

When a proposal has been made, as provided in Section 1 of this Article, the notice of the meeting at which the proposed amendment or amendments are to be considered shall state that one (1) of the purposes of the meeting is the consideration of such proposals, and a copy of the proposed amendment or amendments or a summary of the changes to be affected thereby shall be included in the notice of such meeting.

Section 3. Adoption

These By-Laws shall be amended if two-thirds (2/3) of the Regular Members who are present, in person or by proxy, at any Regular or Special Meeting of Regular Members, approve such amendment, provided that notice of the proposed amendment had been given as required by Article XII, Section 2, and a quorum of Regular Members is present at such meeting, in person or by proxy.