



**BYLAWS**

**of the**

**ASSOCIATION OF STATE DAM SAFETY OFFICIALS, INC.**

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**BYLAWS**  
**of the**  
**ASSOCIATION OF STATE DAM SAFETY OFFICIALS**

**ARTICLE I**  
NAME

Section 1. Name. The name of the organization is the Association of State Dam Safety Officials, Inc. (the "Association").

**ARTICLE II**  
OBJECTIVES

Section 1. Purpose of Bylaws. The purpose of these Bylaws is to address governance and related functions of the Association. Certain elements formerly contained in the Association's "Constitution and Bylaws," including details relating to its vital Supporting Membership categories, will be addressed in separate documents and in policies and procedures.

Section 2. Objectives. The objectives of the Association shall be to pursue the purposes set forth in its Articles of Incorporation, and in the Association's then-current vision statement, mission statement, and strategic plan.

Section 3. Internal Revenue Code Provisions. The Association is organized exclusively for charitable, educational, and scientific purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or any successor provision. As such, the Association will not carry on any activities not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Code.

**ARTICLE III**  
MEMBERSHIP

Section 1. Members.

(a) The members of the Association (the "Members") shall include one (1) from each State, and one (1) from each United States Territory that opts to participate (collectively, each State and Territory shall hereinafter be referred to as a "State"). No State shall have more than one (1) Member.

(b) To qualify as a Member, an individual shall be (1) a full-time employee of the State in question who is responsible for administering and managing the State's dam safety program, and (2) either the highest ranking official directly involved in such program or an individual appointed by such official who meets the requirements of part (1) of this Section 1(b). In the event the highest-ranking official appoints another individual to serve as a Member, such appointment shall be effective when delivered in writing (including by email) to the Association or at such later date as is specified in such writing. Any such appointed individual is subject to removal and replacement by such official.

(c) The Association shall maintain a list of Members and each individual so listed shall continue as a Member until (1) the Association becomes aware that such individual no longer qualifies as a Member under Section 1(b), (2) he or she resigns as a Member, or (3) his or her death or permanent

disability and as a result of such disability he or she is no longer able to perform his or her functions as a Member. An individual who ceases to qualify as a Member shall have an affirmative duty to notify the Association promptly of that fact.

(d) In the event of a dispute over whether a particular individual is the Member from a particular State, such matter shall be resolved by the Board of Directors, in consultation with officials from the State in question.

Section 2. Member Meetings.

(a) The Annual Meeting of Members shall be held during the Association's Annual Conference. If an Annual Conference is not held, the Annual Meeting shall be held at such later date as determined by the Board of Directors. All other regular meetings of the Members shall be held on the date and at the place as determined by the Board of Directors.

(b) Special meetings of the Members may be called by the Board of Directors or shall be held upon written request of twenty-five percent (25%) or more of the Members. Special meetings shall be limited to the purpose or purposes for which called and no other business may be conducted thereat.

(c) Member meetings shall otherwise be governed by the applicable provisions of Article VII.

(d) Member meetings may be held within or outside of the Commonwealth of Kentucky.

Section 3. Member Voting.

(a) Each Member shall have one (1) vote, and shall be entitled to vote:

(i) In the election of any Director from that Member's Region ("Region" is defined in Article VII, Section 1). A Director must receive at least a majority of the votes cast to be elected.

(ii) In the election of any Board Officer (except to fill a vacancy, which is governed by Article IV, Section 7).

(iii) On the amendment of the Articles of Incorporation or these Bylaws as set forth in Section 6 of Article VII.

(iv) On any other matter the Board of Directors chooses to submit to the Members.

Members shall only have such voting rights as are expressly conferred under these Bylaws, under the Articles of Incorporation or by the Board of Directors.

(b) Members may vote in person or by proxy executed in writing by the Member. No proxy shall be valid after eleven (11) months after the date of its execution, unless otherwise provided in the proxy. In the case of a vacancy in a regional Director position, Members from the affected region may also vote by ballot as set out in Section 7 of Article IV.

(c) Quorum. A majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Members.

(d) Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the Members present at a meeting at which a quorum is present shall constitute the act of the Members.

(e) Proxies. Any Member may designate a proxy to attend a meeting of Members and act for such Member subject to the following provisions:

(i) The proxy holder must be appointed in writing (including by email) by the Member submitting the proxy and such writing shall be delivered to the President of the Association at or prior to the meeting of Members in question.

(ii) The proxy may be given to another Member, to a Director or to an individual who is a current full-time employee within the voting Member's State dam safety program.

(iii) Proxy holders shall follow the instructions of the Member whose vote is being cast.

(iv) The Board of Directors or the Executive Committee may establish such reasonable forms for proxy voting as deemed appropriate.

Section 4. Member Dues. Members shall be assessed membership dues, but shall not be personally liable therefor; instead, each Member shall ensure that such dues are timely paid out of their respective State funds or from other appropriate sources. The amount and the timing of such dues shall be as established by the Board of Directors from time to time. The Board of Directors may suspend a Members' rights, including but not limited to his or her right to vote, in the event of a failure to pay dues.

Section 5. State Representatives. Members historically have been referred to as "State Representatives" and shall continue to be called such for other purposes, but for purposes of clarity and alignment with Kentucky nonprofit corporation law, such persons shall be referred to in these Bylaws as Members.

Section 6. Supporting Memberships. Historically, the Association has enjoyed benefit from the participation by individuals and organizations serving on one or more supporting and honorary membership categories (collectively, the "Supporting Memberships"). The Board of Directors shall establish and separately document written criteria, including dues paying requirements, for such Supporting Memberships.

#### **ARTICLE IV**

##### BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed under the direction of its Board of Directors.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of not less than twelve (12) nor more than sixteen (16) persons, each of whom shall be elected as set forth below.

(a) Terms. A Director shall serve for a term of two years and may succeed himself or herself for one additional two-year term but shall not be eligible for election to a third term for a period of one (1) year following the expiration of such Director's second term. Notwithstanding the foregoing two-term

limit, the Board of Directors may, on occasion, allow an individual to run for election for a third term of up to two (2) years if, in the Board's judgment, extraordinary circumstances exist that merit the extension (and in such event, such Director shall not be eligible for election to a fourth term for a period of one (1) year following the expiration of such Director's third term). A partial term shall not be considered in determining a Director's term limit.

(b) End of Term. A Director shall serve until the earlier of:

(i) The Annual Member Meeting held at or near the end of the second year after his or her election to a full term (or at such later time during the Association's Annual Conference as the Board of Directors shall determine);

(ii) While serving to fill a term due to a mid-term vacancy, the expiration of the original Director's term;

(iii) His or her resignation as Director by written notice to the Association;

(iv) His or her death or permanent disability and as a result of such disability he or she is no longer able to perform his or her duties as Director; or

(v) His or her removal by the Board of Directors, as provided below.

(vi) In the case of a Director term ending under either part [i] or part [ii] of this Section 2(b), the Director's term shall continue until his or her successor has been elected and has taken office.

(c) Ex Officio Nonvoting Directors. In addition to the voting Directors described above, the immediate past President of the Association and the Chair of the Advisory Committee may be invited by the Board of Directors to serve as ex officio nonvoting Directors.

### Section 3. Individuals Eligible to Serve as Directors.

(a) Members. Any Member is eligible to be elected as a regional Director and/or a Board Officer.

(b) Past Directors. In addition, subject to any term limits applicable to such individual, any past Director is eligible to be elected as a Director (as a regional Director and/or a Board Officer) so long as he or she is a current full-time employee of a State dam safety program.

(c) Member-Nominated Directors. Finally, an individual is eligible to be elected as a Director (as a regional Director and/or a Board Officer) if such individual is nominated by a Member for election as Director and that individual meets the following criteria: [i] he or she is a current full-time employee within the nominating Member's State dam safety program, [ii] he or she has been actively involved with the Association or has committed to be so involved, and [iii] the nominating Member attests to the candidate's leadership skills and judgment. If elected, such individual must continue to meet part [i] of this Section 3(c) to remain eligible to serve as Director.

(d) One Director Per State. Notwithstanding the foregoing, no more than one (1) individual from a particular State may serve as Director at any given time.

(e) Continuing Eligibility Required. In the event that a Director ceases to meet one of the foregoing eligibility requirements, he or she shall immediately submit his or her resignation to the Association.

Section 4. Composition and Election of Board of Directors.

(a) Board Size. The Board of Directors shall be composed of twelve (12) regional Directors and four (4) Board Officers. While not required, Regional Directors may also serve as Board Officers (which will have the effect of automatically reducing the size of the Board).

(b) Directors Elected by Region. The regional Directors shall be elected as follows: Four (4) Directors shall be elected by Members from the West Region, three (3) Directors shall be elected by Members from the Northeast Region, three (3) Directors shall be elected by Members from the Southeast Region, and two (2) Directors shall be elected by Members from the Midwest Region. In the election of such regional Board members, Members shall be entitled to vote only for Directors to be elected from their Region. Members may not cumulate their votes.

(c) Board Officer Directors. There may be up to four (4) additional Directors, each elected to serve as one of the four (4) Board Officer positions. Except in the case of vacancies, which is covered under Section 7 below, all Members shall have a vote in the election of Board Officers.

Section 5. Resignation. Any Director may resign as Director at any time by giving written notice to the Association. In the event that a Director is no longer eligible to serve as Director, he or she shall immediately resign as Director.

Section 6. Removal. Any member of the Board of Directors may be removed:

(a) For any or no reason by the affirmative vote of two-thirds of the Directors then in office;  
or

(b) For Cause, as defined below, by the affirmative vote of the majority of the Directors then in office.

For purposes of this Article IV, "Cause" shall include, but not be limited to: [i] any act of personal dishonesty taken by the Director in connection with his or her responsibilities as a Director which causes injury to the Association, [ii] the Director's conviction of a felony or of any crime that causes injury to the Association, [iii] the Director's failure to follow the policies and procedures adopted by the Board of Directors, [iv] violation of the Director's fiduciary duty, [v] excessive absence from meetings of the Board of Directors, or [vi] such Director is no longer eligible to serve as a Director.

Section 7. Vacancy.

(a) In the event of a vacancy in a regional Director position, such vacancy shall be filled by vote of the Members of the region that elected such Director.

(b) In the event of a vacancy in a Board Officer position, such vacancy shall be filled by vote of the Board of Directors.

In either such case, votes may be cast at a special meeting or by mailed ballot in accordance with such procedures as the Board of Directors may establish. Any such vacancy shall be filled as soon as reasonably possible. Unless terminated earlier, the term of a Director elected to fill a vacancy shall end when the original Director's term would have ended; such partial term shall not be counted against the term limit described in Section 2.

Section 8. Annual Meeting. The Annual Meeting of the Board of Directors shall be held during the Association's Annual Conference. At the Annual Meeting, the Board of Directors shall review annual reports and address any other business as may properly come before the Board of Directors.

Section 9. Quarterly Meetings. Regular meetings of the Board of Directors (inclusive of the Annual Meeting) shall be held quarterly, at such times and at such locations as the board may from time to time designate, for the purpose of transacting any business as may come before the meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or at the request of a majority of the Board of Directors.

Section 11. Quorum and Manner of Acting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Except as otherwise provided in these Bylaws, the act of the majority of the Directors present at a meeting at which a quorum is present shall constitute the act of the Board of Directors.

Section 12. Meeting Chair. The President shall serve as chairperson of the Board of Directors and, as such, shall preside at all meetings of the Board of Directors. In his or her absence, the President-Elect shall preside at such meetings.

Section 13. Compensation. No Director shall receive compensation for his or her services as Director; however, any expenses incurred by any Director by reason of his or her duties or responsibilities as such may be paid by the Association.

Section 14 Policies and Procedures. The Board of Directors shall have the power to approve all policies and procedures, provided that any such policy or procedure is not in conflict with applicable law, the Association's Articles of Incorporation or these Bylaws. The Board may delegate such authority to the Association's management as it deems appropriate.

Section 15. Regional Representatives. Directors (other than certain Board Officers) historically have also been referred to as "Regional Representatives" and may continue to be called such, but for purposes of clarity and alignment with Kentucky nonprofit corporation law, such persons shall be referred to in these Bylaws as Directors or members of the Board of Directors.

## **ARTICLE V**

### OFFICERS

Section 1. Officers. The Association shall have the following Board Officers: President, President-Elect, Treasurer and Secretary, and the following corporate officer: Executive Director, and may have such other corporate officers with such duties as the Board of Directors may from time-to-time determine. An individual may hold no more than one (1) Board Officer position at a time.

Section 2. Election and Term of Office of Board Officers. Board Officers shall be elected (and may be removed) as provided in Article IV. Such officers shall serve for (1) year terms ending at the Annual Meeting of the Members or, if later, at such time as his or her successor is elected and qualifies for office. A Board Officer may succeed himself or herself for one (1) additional term. If such election shall not be held at such meeting, it shall be held as soon thereafter as convenient.

Section 3. Vacancies. A vacancy in the President position shall automatically be filled by the then current President Elect, who shall serve as President for the remainder of the term of his or her predecessor. All other officer vacancies shall be filled by the Board of Directors as soon as reasonably possible after the date the position is vacated; such individual shall serve for the remainder of the term of his or her predecessor.

Section 4. President. The President of the Association shall be the chief officer of the Board of Directors and shall preside at all Board meetings. The President may call special meetings when necessary and shall serve as the primary contact between the Board of Directors and the Executive Director. The President shall perform such other duties as may be assigned to him or her from time to time by the Board.

Section 5. President Elect. In the event the President is absent or unable to act or that office becomes vacant, the President Elect shall perform the duties of the President. The President Elect shall perform such other duties as may be assigned to him or her by the Board of Directors or by the President.

Section 6. Treasurer. The Treasurer shall provide oversight regarding the financial affairs of the Association and submit periodic and annual financial reports to the Board at each Board meeting. The Treasurer shall serve as Chair of the Finance Committee, shall oversee development and execution of financial plans to manage the resources of the Association, including the maintenance of full and accurate accounts of the finances of the Association in its books and records, and shall serve as the Board's primary contact for the Association's annual audit. The Treasurer shall, in general, perform, all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the Board of Directors or the President. The Treasurer may be assisted by an Assistant Treasurer, who shall be an employee of the Association.

Section 7. Secretary. The Secretary shall keep or cause to be kept the minutes of the Board of Director meetings in one or more books provided for that purpose; either directly or by delegation, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general, perform all 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 Board of Directors. The Secretary may be assisted by an Assistant Secretary, who shall be an employee of the Association.

Section 8. Executive Director. The Executive Director will direct and oversee all ongoing operations and activities of the Association and will report to the Board of Directors. In addition, the Executive Director will supervise and oversee the strategic and operational business affairs of the Association and will prepare an annual budget for approval of the Board of Directors; prepare, develop and recommend policies, procedures and guidelines for the Association; and oversee the Association's personnel, and establish and carry out personnel policies as authorized by the Board of Directors. In addition, the Executive Director shall perform such other duties as from time to time assigned to him or her by the President.

**ARTICLE VI**  
**COMMITTEES**

Section 1. Committees Generally.

(a) The Association shall have at least three (3) standing Board committees: the Executive Committee, the Finance Committee and the Nominating and Governance Committee, and may have such additional committees as the Board of Directors may establish. The Association shall have at least one (1) standing non-Board committee, the Advisory Committee.

(b) Members of the Executive Committee shall consist of the Board Officers; members of the Finance Committee shall include the Treasurer and such other members shall be appointed (and may be removed) by the Board of Directors; and members of all other committees may be appointed (and may be removed) by the Board of Directors, by the Executive Committee, or pursuant to any additional procedure established by the Board of Directors.

(c) A committee of the Board shall only have such authority as specifically authorized by the Board of Directors or by these Bylaws. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon such persons by law.

(d) With the exception of the Executive Committee, which shall consist solely of Directors, Board committees may include non-Directors so long as the composition of such committee and its manner of acting comply with Section 6 of this Article VI. Any non-Board committee shall be advisory only and shall have no authority to bind the Association legally, including but not limited to authorizing the payment of monies or the incurring any debt or expenditures of the Association.

(e) In addition to the stated duties of each committee, the Board of Directors may assign such other duties to a committee as it deems appropriate.

Section 2. Executive Committee. The Executive Committee shall consist of the President, the President-Elect, the Treasurer and the Secretary. Except as provided by law, the Articles of Incorporation or these Bylaws, the Executive Committee shall have and may exercise such powers as may be delegated to it by the Board of Directors. The Executive Committee shall meet at such times as shall be determined by the President. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors immediately, but in no event later than the next regular meeting of the Board. The President shall serve as the chair of the Executive Committee. The President may, in his or her discretion, invite the immediate past President and the chair of the Advisory Committee to attend any Executive Committee meeting as nonvoting participants.

Section 3. Finance Committee. The purpose of the Finance Committee is to oversee the accounting and financial reporting processes of the Association, review the budget and financial statements of the Association, make recommendations to the Board of Directors with regard to financial matters and policies. The Treasurer shall serve as the chair of the Finance Committee.

Section 4. Nominating and Governance Committee. The Nominating and Governance Committee, which shall consist of at least two (2) Board members, shall be responsible for periodic review of the

Bylaws and the Association's conflict of interest policies, advising the Board of Directors on actual or potential conflict of interest matters, and, to the extent directed by the Board of Directors or the Executive Committee, serving a recruitment and nominating function for new Board and non-Board member committee members. As part of its nominating function, the Nominating and Governance Committee shall seek to offer candidates such that the four (4) Board Officers will come from at least three (3) Regions and otherwise strive for regional diversity in connection with non-Board members serving on committees.

Section 5. The ASDSO Advisory Committee. Formerly known as the Affiliate Member Advisory Committee, the purpose of the ASDSO Advisory Committee is to support the Board of Directors and the Association and its Membership as described in the Association's Policies and Procedures documents. The Board of Directors may establish specific responsibilities of the ASDSO Advisory Committee so as to continue its good works.

Section 6. Committee Meetings. Meetings of committees shall be held at such times and places as shall be fixed by the President, by the respective committee chair, or by vote of a majority of all of the members of the committee. Written minutes of the proceedings shall be kept for Executive, Finance and Nominating and Governance Committee meetings and, after approval by the respective committee, shall be submitted at the next meeting of the Board of Directors.

Section 7. Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. With the exception of the Executive Committee, which shall consist only of Directors, any other Board committee may have non-Directors on the committee so long as (a) the Directors on such committee outnumber the non-Directors, and (b) committee action shall require the affirmative vote of a majority of Directors on such committee.

Section 8. Term of Office. Ex officio members of committees shall serve on the committee so long as they hold the underlying office giving rise to their committee membership. Each other committee member shall serve until the next annual Member or Board of Director meeting as the case may be, or, if later, until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such committee member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 9. Other Advisory Committees. The Association may have such additional non-Board committees as the Board of Directors deems in the Association's best interest. Members of advisory committees need not be members of the Board of Directors. Any such committee shall be established and its members appointed thereto in such manner as is established by the Board of Directors.

## **ARTICLE VII** **MISCELLANEOUS**

Section 1. Regions. Members of the Association shall be divided into the following four (4) Regions:

**Northeast:** Maine, Vermont, New Hampshire, Massachusetts, Connecticut, Rhode Island, New York, New Jersey, Pennsylvania, Delaware and Maryland.

**Southeast:** Kentucky, Tennessee, North Carolina, South Carolina, Mississippi, Alabama, Georgia, Florida, Virginia, Louisiana, Arkansas, West Virginia, Puerto Rico, and the Virgin Islands.

**Midwest:** Minnesota, Wisconsin, Michigan, Illinois, Indiana, Ohio, Iowa, and Missouri.

**West:** Kansas, Oklahoma, Texas, New Mexico, Nebraska, Montana, North Dakota, South Dakota, Wyoming, Utah, Colorado, California, Nevada, Arizona, Hawaii, American Samoa, Guam, Trust Territory of the Pacific Islands, Washington, Alaska, Oregon, and Idaho.

Section 2. Notice of Meetings.

(a) Board of Director Meetings. Notice of any regular meeting of the Board of Directors (including its Annual Meeting) shall be in writing and delivered at least thirty (30) days prior to the meeting in question. Notice of any special meeting shall be in writing and delivered at least three (3) days prior to the meeting in question.

(b) Member Meetings. Notice of any regular meeting of the Members (including the Annual Meeting of Members) shall be in writing and delivered at least three (3) months prior to the meeting in question. Notice of any special meeting shall be in writing and delivered at least thirty (30) days prior to the meeting in question and otherwise conform to Section 2(b) of Article III of these Bylaws. A special meeting of the Members of a particular region may be held solely for the purpose of electing a regional Director to fill a vacancy as set forth in Section 7 of Article IV. In such case, the notice of such special meeting shall be at least ten (10) days prior to the meeting in question.

(c) Committee Meetings. Notice of any committee meeting shall be in writing and delivered at least five (5) days prior to the meeting in question.

(d) Reasonable Rules of Order. Except as otherwise provided in these Bylaws, meetings shall be conducted under reasonable rules of order as set forth by the Board of Directors or the presiding officer at such meeting. In carrying out their duties, Directors, committee members, and Members shall at all times conduct themselves in a manner that is respectful of others and that is consistent with the Association's policies and procedures and its governing documents.

(e) Meeting Notice Requirements. For such purposes, delivery may be by personal delivery, by U.S. mail (in which case such notice shall be deemed delivered two (2) business days after the date it is deposited in the United States mail in a sealed envelope properly addressed, with first class postage thereon prepaid), by email (with deemed delivery when actually sent by email to the proper address) or by facsimile transmission (with deemed delivery when actually sent by facsimile transmission to the proper address). Any Director, Member or committee member, as the case may be, may waive notice of any meeting. Any notice required hereunder shall state the time and place of the meeting. Except as provided in Section 2(b) of Article III of these Bylaws and by Section 6 of this Article VII, neither the business to be transacted at, nor the purpose of any annual, regular, or special meeting of the Board of Directors, need be specified in the notice or waiver of notice of such meeting.

(f) Waiver of Notice. Any person may waive any required notice of a meeting before or after the date and time stated in the notice. Attendance at or participation by a person in a meeting shall

constitute a waiver of notice of such meeting unless the person at the beginning of the meeting (or promptly upon arrival) objects to the holding of the meeting or the transacting of any business at the meeting.

Section 3. Remote Participation in Meetings. Directors, Members and committee members, as the case may be, may participate in and act at any meeting through the use of a conference telephone or other communications equipment so that all persons participating in the meeting can simultaneously communicate with each other during the meeting. Participation in such manner shall constitute attendance and presence in person at the meeting in question.

Section 4. Informal Action. Any action which may be taken at a meeting of the Board of Directors or of a committee thereof, or any action which may be taken at a meeting of Members or of Members from a particular region, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the Directors, or by all of the members of the committee, or by all Members, or by Members from the affected region, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 5. Nonvoting Members. Only those Members described in Section 1 of Article III shall be "members" as defined in KRS 273.161(7) and only such Members shall have any voting rights.

Section 6. Work Groups. Nothing in these Bylaws shall preclude the formation by the Association of task groups, interest groups, work groups, project teams, or study groups. No such group or team shall have any authority to bind the Association legally, including but not limited to authorizing the payment of monies or the incurring any debt or expenditures of the Association.

Section 7. Amendment of Bylaws. Amendments to these Bylaws may be proposed by the Board of Directors or by written petition signed by ten percent (10%) of the Members. Amendment shall require a vote of the Board of Directors and approval of at least two-thirds of the Members.

Section 8. Dissolution. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association to such organization or organizations operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code.