

Article I:

NAME & FISCAL YEAR

Section 1.01 Name. The name of the Association is Columbia Heights Village Tenants Association Incorporated., hereinafter referred to as the “**The Association.**” It shall be a non-profit organization incorporated under the laws of Washington, District of Columbia (Washington DC). The principal office of the Association, Inc. shall be in Washington, District of Columbia.

Section 1.02 Fiscal Year. The Association’s Fiscal Year shall be from January 1 to December 31.

Article II:

PURPOSE

Section 2.01 Purpose. The Association is organized exclusively for charitable and educational purposes including for such purposes to benefit and protect of interest of residents residing at Columbia Heights Village Apartments (CHVTA).

Specifically, the Association will:

- Improve and maintain the well-being, safety, stability, and overall quality of life for Columbia Heights Village Apartment (CHVTA) Residents.
- Enhance the livability of the area by establishing and maintaining an open line of communication between the tenants, business partners, government agencies and other neighborhoods.
- To provide need based social programs and activities that positively impact the residents of CHVTA.
- Serve as the liaison between residents and management, ensuring accountability, transparency and integrity.
- Seek and promote CHVTA as a Tenant Association (TA) leader that will educate, empower and enhance other TA’s ability to lead sustainable communities.

Section 2.02 Net Earnings. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article III:
OFFICES AND REGISTERED AGENT**

Section 3.01 Offices: The principal office of the Association shall be located at 2900 14TH Street NW- Suite 110, Washington, DC 20009. The Association may maintain additional offices at other locations within the District of Columbia as the Board of Directors may designate.

Section 3.02 Registered Agent: The Association shall designate a person to serve as the registered agent for the District of Columbia. The Board of Directors may change the registered agent from time to time.

**ARTICLE IV:
GENERAL MEMBERSHIP**

Section 4.01: Purpose: General Membership exist to advise the Executive Board of Directors in all areas of CHVTA operations, including but not limited to occupancy, general management, maintenance, security, resident training, resident employment, social services, modernization priorities and to discuss problems, plan, activities and review the fiscal and operational health and progress of CHVTA.

Section 4.02: General Powers: Annual Voting of Executive Board of Directors shall be exercised by and under the authority of the general membership body.

Section 4.03: Eligibility for General Membership: General Membership in the Association shall be open to all residents of Columbia Heights Village who are at least 18 years of age and whose name appears on a Columbia Heights Village Apartment (CHVA) lease. No residence is entitled or permitted more than one general membership in the Association. Eligibility is to be without regard to race, creed, age, religion, color, national origin, ethnicity, gender, disability, military status, sexual orientation, or political views.

Section 4.04: Rights of Members: Each general member of the Association is eligible to serve as an board of director or on any committee of the Association (excluding board members and or committee members whose membership has been previously terminated) , and can vote on matters as provided by these Bylaws, and can attend (with any members of his or her household) any social functions and general body membership meetings of the Association.

Section 4.05: Restrictions of General Members: No general member of the Association may use or permit the use of the name of the Association or any information obtained through membership in the Association for commercial, political, or any other purpose inconsistent with these Bylaws or the Association's Articles of Incorporation.

Section 4.06: Transfer of General Membership: General Membership in the Association is neither transferable nor assignable.

**ARTICLE V:
GENERAL MEMBERSHIP MEETINGS**

Section 5.01: General Membership Meeting: General meetings shall be held on the 4th Tuesday of every month (unless otherwise deemed necessary ~~i.e. holidays~~), at a time and place designated by the Executive Board of Directors. These meetings are for general information purposes for all residents. Residents may request a meeting between these intervals under emergency circumstances, (i.e. situations that pose an immediate danger or threat to residents). Emergency circumstances shall be approved by the Executive Board of Directors.

Section 5.02: Place of General Meetings: General Meetings of the General Body Membership shall be held at a designated location selected by the Executive Board of Directors.

Section 5.03: General Annual Meetings. The Association General Annual meeting shall be the 4th Tuesday in the month of October (unless otherwise deemed necessary ~~i.e. holidays~~).

At this meeting:

- The Board Chair shall report on the state of the Association
- The Assistant Treasurer shall give an annual financial report
- Elections for Members of the Board shall be held

If the day for the general annual meeting is a legal holiday, the meeting will be held on the first day following which is not a legal holiday.

Section 5.04: General Special Meetings. A special general meeting of the membership may be called by the Board Chair or by a majority of the Executive Board of Directors as deemed necessary. Notification and purpose of the special general meeting shall be within seven (7) days advance written, email or telephone notice to all general members of the Association.

Section 5.05: General Meeting Agenda. The Board Chair shall prepare the agenda for general and special meetings of the general membership. Any member may suggest an item to be added to the agenda by submitting the item in writing to the Executive Board of Directors at least seven days in advance of the general membership meeting. Any member of the Association may make a motion to add an item to the board, general or special agendas at those respective meetings. Adoption of the motion requires a second and majority vote.

Section 5.06: General Meeting Quorum. General Membership meetings have no quorum. Unless otherwise specified in these bylaws, advising of the Association shall be made by a majority vote of those members present at any meeting.

Section 5.07: General Meeting Procedures: All Meetings (General and Executive) Meetings shall follow Roberts Rules of Order in all areas not covered by the bylaws.

Section 5.08: Order of General Business Meetings:

- Roll Call
- Agenda
- Old Business
- New Business
- Announcements and Events

**ARTICLE VI:
GENERAL MEMBERSHIP VOTING**

Section 6.01: Voting: All members, 18 years of age or older, shall have one vote each to be cast during attendance at any general or special meeting. All issues under the scope of authority of the General membership body shall be decided by a majority vote, entitled to be cast, of members, present at the meetings.

In the event of a tie, a majority vote of the Board of Directors will break the tie/ decision. The voting method shall be by written ballot, voice vote, or another way as prescribed by the chairperson of the meeting unless otherwise provided by these Bylaws.

Section 6.02: Annual Meeting Voting. General Members present at the annual meeting shall either vote in person and or by absentee ballot.

Section 6.03 Absentee Voting. General members may cast their vote via absentee ballot for the election of Executive Board Members only. Members that vote via absentee ballot must cast their votes at least ten (10) days in advance before election day. General Membership must follow the election policy and procedures. To avoid conflicts, under no circumstances can ballots be managed and or handled by nominees, board members and or current Executive Board of Directors of the Association.

Section 6.04 Voting Procedures. The following general body annual voting procedures is established.

- a) Election Committee is appointed by the Board Chair. Election Committee can consist of up to 3 members of the general body membership.
- b) List of vacancies along with voting procedures shall be announced 30 days prior to the general body annual meeting.
- c) Board applications are made available to members by mail request, email, fax and or pick up from the main office.
- d) Completed applications must be returned to the Election Committee Chair within 3 days prior to the annual general meeting.
- e) Election Chair shall announce the new members at the next annual general membership meeting.
- f) Election committee shall be entitled to receive a stipend of up to \$200 for their participation. All agreed and approved by the Board of Directors.
- g) Election committee shall be responsible for noting the process and taking minutes from their election nomination meeting.

**ARTICLE VII:
EXECUTIVE BOARD OF DIRECTORS**

Section 7.01: Composition of the Board: The Executive Board of Directors hereinafter referred to, as the Executive Board shall be composed of up to nine members and not fewer than three. In the event, there are only 3 Executive members on the board, all three (3) members must be present to represent a quorum, vote and take action.

Section 7.02: Purpose: The Executive Board exist to serve as a liaison between residents and management as well as advise its partners in all areas of CHVTA operations, including but not limited to occupancy, general management, maintenance, security, resident training, resident employment, resident services, modernization priorities and to discuss problems, plan activities and review the fiscal and operational health and progress of CHVTA.

Section 7.03: Board of Director Powers and Duties: All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Executive Board of Directors.

- No Executive Board member or officer shall enter into any agreement with vendors or other business entities without the knowledge and approval from the other Executive Board members.

Section 7.04 Eligibility of Executive Board. Executive Board Membership in the Association shall be open to all residents of Columbia Heights Village who are at least 18 years of age and whose name appears on a Columbia Heights Village Apartment (CVHA) lease, voted on through the General Membership Body and whose board /committee membership /term has not been terminated or voted off in prior administrations. Eligibility is to be without regard to race, creed, age, religion, color, national origin, ethnicity, gender, disability, military status, sexual orientation, or political views.

Section 7.05: Restrictions of Executive Members. No executive member of the Association may use or permit the use of the name of the Association or any information obtained through membership in the Association for commercial, political, or any other purpose inconsistent with these Bylaws or the Association's Articles of Incorporation.

Section 7.06: Transfer of Executive Membership: Executive Membership in the Association is neither transferable nor assignable.

Section 7.07: Terms /Roles of Executive Directors. Executive board members shall serve the following terms.

<i>Board Chair/Director</i>	<i>Five (5) Years</i>
<i>Vice Chair/Director</i>	<i>Four (4) Years</i>
<i>Directors at Large</i>	<i>Three (3) Years</i>

All terms are eligible for re-election for up to five consecutive terms.

Roles:

The ***Board Chair*** (a voting director) shall convene regularly scheduled board meetings and general body meetings, shall appointed committee members, provides leadership to the Board of Directors who sets policy, develops the agenda, assist in strategic planning with the Board of Directors, helps guide and mediate board action, ensures Board of Directors are aware of their roles and responsibilities and seeks out technical assistance and support when necessary.

The ***Vice Chair*** (a voting director) shall chair committees on special projects as designated by the Board of Directors and serve in the absence of the Board Chair and carry out all other duties assigned by the Board of Directors.

The ***Directors at Large*** (voting directors) shall attend board meetings and important related meetings. Make serious commitment to participate actively in the work of the Board.

Volunteers for and willingly accepts assignments and completes them thoroughly and on time. Stays informed about board matters, prepares well for meetings, and reviews, comments and approve minutes, agendas and reports. These are the expectations of all Board of Directors.

Section 7.08: Election Procedures of Executive Directors: A nominating committee (appointed by the Board Chair) shall be responsible for overseeing nominations (adhering to the elections policies and procedures) to represent the Association's diverse constituency. In addition, any member can nominate a candidate to the slate of nominees in the absence of a nominating committee.

Section 7.09: Nomination of Executive Directors: The election of Directors for positions which terms have expired or will expire shall occur at the annual meeting of the General Membership Meeting or otherwise at a regular meeting of the Executive Board, by unanimous vote of the existing Board of Directors for each position to be filled. Directors shall be eligible for re-election without limitation on the number of terms served. The Association may require any proposed nominee to furnish such other information/ documentation as may reasonably be required by the Association to determine the eligibility of such proposed nominee of the Association or officer.

1. The Board Chair shall appoint a Nominating Committee which shall consist of members from the general membership body to provide oversight over the annual elections.
2. The Nominating Committee shall make as many nominations for elections to the Executive Board of Directors as it shall in its discretion determine, but not less than the number of vacancies.
3. Notice of the names of the nominees selected shall be given to the general members at least thirty (30) days prior to the date of the annual election meeting in the manner prescribed by the Executive Board through the adhering of the election policies and procedures.
4. The election of Executive Board Members shall be held in October at the annual meeting of the general membership body.

Section 7.10: Removal. Any Executive Board of Director may be removed from office with cause by at least two-thirds (2/3) vote of the current Executive Board of Directors. An Executive director may not be removed by the Executive board at a meeting unless the notice (agenda) of such meeting states that the purpose, or one of the purposes, of the meeting is removal of the director.

Causes for Removal:

- A board member may be removed from the board due to excess absences, i.e., no more than three consecutive absences (without prior notice to the Board Chair or secretary) from board meetings in a year.
- A board member may be removed for violating the confidentiality policy.
- A board member may be removed for violating any the corporations governing policies.

Section 7.11 Vacancies. A vacancy occurring on the Executive Board of Directors may be filled by a 2/3 vote of the remaining directors or appointed by the Board Chair . The officer appointed to such vacancy shall serve for the remainder of the term of the director he or she replaced.

Section 7.12: Resignations. Any officer may resign at any time by giving written notice to the Board, the Board Chair or the Secretary. Resignations from the board must be in writing. Such resignation shall take effect on the date of receipt of such notice.

Section 7.13: Special Appointments. The Board of Directors may elect officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board of Directors may, from time to time determine.

Section 7.14 Compensation. The Executive Board of Directors shall not receive any stated salary for their service as directors. However, by resolution of the board of directors, a fixed sum and expenses of attendance, if any, may be allowed to directors for attendance at each annual, regular or special meeting of the board of directors or of any committee of the board of directors; but nothing contained in these bylaws shall be construed to prevent any director from serving the corporation in any capacity and receiving compensation for those services.

It is also agreed that salaried officers cannot vote on their own compensation and that compensation decisions shall be made by a separate (personnel) committee (in the event there is not a quorum of non-salaried board of directors) to make such decisions where appointed members are not engaged in fee for service contracts.

Section 7.15 Executive Board Member Stipends. Executive members of the board shall receive a stipend, up to \$300 per month. Subject to appropriations, the stipends will be funded from the tenant's association operating subsidy funding. Stipends are not to be construed as salaries and should not be included as income for calculation of rents and are not subject to conflict of interest requirements.

**ARTICLE VIII:
EXECUTIVE BOARD VOTING**

Section 8.01: Voting Rights: Each member shall be entitled to one (1) vote to conduct business transactions

**ARTICLE IX:
EXECUTIVE BOARD MEETINGS**

Section 9.01: Executive Meetings and Notice: Executive meetings shall be held on the 3rd Tuesday of every month (unless otherwise deemed necessary i.e. holidays), at a time and place designated by the Executive Board of Directors. A notice/agenda will be furnish to directors within 3 to 5 days of the scheduled meeting.

Section 9.02: Holding Special meetings: Special meetings of the Executive Board shall be called upon at the request of the Board Chair or two-thirds (2/3) vote of the Board members. Notices of special meetings shall be sent out by the Secretary to members/at least 48 to 72 hours in advance unless there is an emergency meeting called. In the case of an emergency meeting, the secretary must contact each board member in writing, by telephone, text or email at least 24 hours in advance.

Section 9.03: Quorum: At least two-thirds (2/3) members of the executive board must be present for action to be taken on consent items and business transactions. All actions require proper motions to pass.

Section 9.04 Informal Action by Directors. Action taken by the executive board of directors without a meeting is nevertheless Executive Board action. The action taken or in question, must be described and signed by all the directors and filed with the minutes of the last board meeting.

**ARTICLE X
OFFICERS**

Section 10.01: Officers Powers and Duties: The officers of the corporation shall be elected annually and or when required or to fill vacancies) by the executive board of directors at each annual meeting of the board of directors. Officers may be elected as required of the Board of Directors before an annual meeting. If the election of officers is not held at any annual meeting, the election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the officer's successor is elected and qualified or until the officer's death, resignation or removal in the manner hereinafter provided. Any two or more offices except CEO and vice president may be held by the same person. Election of an officer shall not of itself create contract rights between the corporation and that officer.

Section 10.02: Removal and Resignation: Any officer may be removed by the board of directors if in its judgement the best interest of the corporation would be served thereby, but the removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer of the corporation may resign at any time by giving written notice of the resignation to the board of directors, the chairman of the board, the CEO or the secretary. Any

resignation shall take effect at the time specified therein or, if the time when it shall become effective is not specified therein, immediately upon its receipt.

Section 10.03: Vacancies: A vacancy in any office may be filled by the board of directors for the balance of the term.

Section 10.04 Eligibility of Officers. Officers of the Corporation shall be open to qualified non-residents and or residents of Columbia Heights Village who are at least 18 years of age and whose name appears on a Columbia Heights Village Apartment (CHVA) lease, voted on through the Board of Directors and whose board /committee membership /term has not been terminated or voted off in prior administrations. Eligibility is to be without regard to race, creed, age, religion, color, national origin, ethnicity, gender, disability, military status, sexual orientation, or political views.

Section 10.05: Chief Executive Officer: The Chief Executive Officer (CEO) of the corporation shall in general supervise and control all of the business and affairs of the corporation. The CEO shall preside at all meetings of the membership. Unless the /CEO is not a member of the board of directors, the CEO shall preside at all meetings of the board of directors and shall be an ex officio member of all committees that may, from time to time, be constituted by the board of directors. The CEO may execute any deed, mortgage, bond, contract or other instrument which the board of directors has authorized to be executed, except in cases where execution is expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise executed; and in general shall perform all duties incident to the office of CEO and any other duties prescribed by the board of directors from time to time.

Section 10.06: Vice President : In the absence of the CEO, or in the event of a vacancy in that office, the vice president shall perform the duties of the CEO and when so acting, shall have all the powers of and be subject to all the restrictions of the CEO and shall perform all duties assigned from time to time by the CEO or by the board of directors. The board of directors may designate one or more vice president s as executive vice president or as vice president for particular areas of responsibility, including a vice president of finance who shall and direct the organizations financial policies and oversee all financial functions including accounting, budget, credit, insurance, tax and treasury.

Section 10.07: Chief Administrative Officer (CAO): The CAO shall (a) keep the minutes of the proceedings of the general body membership meetings, the board of directors and committees of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office addresses, telephone numbers and fax numbers furnished to the secretary by the members; and (e) in general perform all other duties assigned from time to time by the CEO or by the board of directors.

Section 10.08:Assistant Treasurer : The Assistant Treasurer shall have the custody of the corporate finds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in those depositories designated by the board of directors.

Section 10.09: Certified Public Accountant: II.Bylaws: Section 10.09: Certified Public Accountant (CPA): The Corporations Certified Public Accountant (CPA) firm shall serve as the adviser of the corporation accounting functions. The CPA firm is responsible for planning and directing ledger accounts, financial statements, and cost control systems. The CPA, shall render to the CEO and board of directors, at the regular scheduled BOD meetings if required , an account of Quickbook transactions and the current financial condition of the corporation.

Section 10.10: Assistant Secretaries and Assistant Treasurers: The assistant secretaries and assistant treasurer, in general shall perform the duties assigned to them by the (CEO, COO and CFO).

Section 10.11: Annual Report: The /CEO or any other officer designated by the board of directors shall prepare or cause to be prepared annually a full and correct statement of the affairs of the corporation, including a balance sheet and a statement of the results of operations for the preceding year to date, which shall be submitted at the annual meeting of the general members and filed within twenty (20) days thereafter at the principle officer of the corporation.

Section 10.12: Salaries: The salaries or compensation of the officers shall be determined by the personnel committee and no officer shall be prevented from receiving the salary or compensation by reason of the fact that the officer is also a director of the corporation.

ARTICLE XI COMMITTEES

Section 11.01: Committee Formation: The board may create committees as needed, such as finance, neighbors helping neighbors, performance, resident services, fundraising, etc. The board chair appoints all committee chairs. Members of Committees shall be approved by the board of directors and may be comprised of non-residents of Columbia Heights Village. The Board of Directors has the authority to dismiss members and or retract committees as needed and when its deems appropriate and in the best interest of the Association.

It is expected that all committees are working committees and shall produce timely reports to the board of the directors. Committee stipends are paid at the frequency of when meetings are held.

Standing Committees Are as Follows:

1. **Finance Committee:** The Assistant Treasurer is the chair of the Finance Committee, which may include other members from the Executive Board and or General Membership Board. The Finance Committee is responsible reviewing fiscal procedures, fundraising plans, and the annual budget with partners, staff, and other board members.

- a. Hires the Auditor
 - b. Creates the Annual Budget and all expenditures must be within budget. All major changes in the budget (expenditures over \$5,000) must be approved by the board.
 - c. Ensures the annual report is completed and filed with the Associations Assistant Secretary and presented. Budgets shall highlight all income, expenditures, and pending income. This information is to be shared and presented to the General Membership Body at the annual meeting.
2. **Neighbors Helping Neighbors Committee.** The Neighbors Helping Neighbors Committee Shall send condolences and small love offerings (i.e. flowers, cards to residents who have passed away, identifying those in need and crisis, welcoming new residents).
 3. **Resident Services Committee.** The Resident Services committee shall advise and assist the board of directors with making informed decisions regarding the needs of residents. The committee shall share information, influence the types of programming administered onsite and provide guidance to all residential services contracts.
 4. **Communication Committee.** The Communication Committee shall prepare a periodic Association newsletter for members of the Association, maintain the association Website, and be tasked with other forms of ongoing communication with association members as directed by the board.
 5. **Safety and Security.** The Safety and Security Committee shall meet with Metro Police Department and Contracted Security firm to ensure adequate measures both preventive and intervention techniques are being administered to ensure both safety and crime prevention for residents of Columbia Heights Village Apartments.
 6. **New Members Committee.** The New Members Committee shall welcome new residents/tenants to the property (i.e. welcome packet/letter) and share information regarding CHVTA activities, mission and vision. This committee may also compile, update and maintain an electronic directory of residents; provide notices of meetings, distribute newsletters and other information deemed necessary by the Board of Directors.
 7. **Personnel Committee.** The Personnel Committee shall provide compensation review and analysis on new employees, officers and contractors.
 8. **Compliance Performance & Accountability Committee.** The Contract Performance & Accountability Committee shall evaluate the performance of contractors and vendors which shall include the oversight and management of all insurance bonds and contracts terms and conditions.

Section 11.02 Committee Member Stipends. The Executive Board of Directors shall decide on the amount of the stipend, up to \$100 per month. Subject to appropriations, the stipends will be funded from the tenant's association operating subsidy funding. Stipends are not to be construed as salaries and should not be included as income for calculation of rents and are not subject to conflict of interest requirements.

Section 11.03 Committee Meetings. Committees shall meet according to the established frequency schedule set forth by the Board of Directors. Such meetings shall be called and chaired by the Chairperson of the committee or his or her designated replacement.

ARTICLE XII FISCAL AFFAIRS

Section 12.01: Fiscal Affairs. The fiscal affairs of the Association shall begin on the first of January of each year, and end on the last day of December in each year which is considered a calendar year. Financial reports are to be given to the general members, by the Assistant Treasurer on an annual basis.

Section 12.02: Fiscal Policies and Procedures. The fiscal affairs of the Association shall be governed by Fiscal Procedures and Policies approved by the Executive Board of Directors.

Section 12.03: Inspection of the Books. Upon written request from a member, the Assistant Treasurer shall make produce reports and accounting records available to the member/his or her certified agent within 30 business days.

Section 12.04: Annual Audit. Every other year the Board shall retain a Certified Public Accountant to perform an audit of corporate books and financial accounts. The Board of Directors shall designate through the recommendations of the Finance Committee, an auditor other than a member of the Board of Directors.

Section 12.05: Expenditures. Expenditures of funds requested for unbudgeted expenses (i.e. events or projects) amounting to over Five Thousand Dollars (\$5000) per expense must be approved by a majority vote of the Executive Board at any properly announced meeting.

Section 12.06: Financial Reports. Monthly Reports shall be prepared by the Assistant Treasurer and presented to the Executive Board of Directors. The Annual Financial Reports shall be prepared by the CFO/CPA and reviewed by the Board of Directors. Once approved, the Assistant Treasurer will prepare and provide a copy to the General Body Membership no later than January 31.

ARTICLE XIII
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 13.01: Contracts. The CEO is authorized to enter into any contract, lease or other agreement, and to execute and deliver any instrument, on behalf of the Association which is to be entered or executed and delivered in the ordinary course of the Association's business. In addition, the executive board 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 and deliver an instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. The Executive Board may also authorize the Association to enter into employment contracts with any of its employees for any length of time and on any terms and conditions it deems wise.

Section 13.02: Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board of Directors, or a committee thereof, and except as permitted by law. Such authority may be general or specific in nature and scope.

Section 13.03: Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as from time to time shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be co-signed by at least two members of the board: Assistant Treasurer and Vice-President. The CEO will only sign if the Assistant Treasurer or Vice-President are not available.

Section 13.04: Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Executive Board or a committee shall direct.

Section 13.05: Miscellaneous Transactions. The following types of transactions shall not be entered into without a vote by the Executive Board of Directors approving the same as provided herein:

1. Participation in administrative or legal proceedings, except as may be necessary to enforce rules and regulations adopted by the Association.
2. Contracts or transactions that may commit the Association to an amount, either alone, or in combination with other commitments, in excess of the total approved budget of the Association.

Section 13.06: Gifts. Executive Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Association so as long as such gifts are approved by the Executive Board of Directors.

**ARTICLE XIV:
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Section 14.01: Indemnification of Officers and Directors. In addition to, and not in any way in limitation of, all indemnification rights and obligations otherwise provided by law, the Association shall indemnify and hold harmless its Directors and Indemnified Officers against all Liabilities and Expenses in any Proceeding (including, without limitation, a Proceeding brought by or on behalf of the Association itself) arising out of their status as Directors or officers, or their service at the Association's request as a Director, officer, partner, trustee, employee or agent of another foreign or domestic Association, limited liability company, association, partnership, joint venture, trust, employee benefit plan or other enterprise, or their activities in any such capacity; provided, however, that the Association shall not indemnify a Director or an Indemnified Officer against Liabilities or Expenses that such person may incur on account of activities of such person which at the time taken were known or believed by him or her to be clearly in conflict with the best interest of the Association.

The Executive Board of Directors shall have the authority to adopt such resolutions pertaining to the implementation of this Section 14.01 as it may from time to time determine, and such resolutions shall be given full effect, even though they supplement, amplify or go beyond the provisions of this Section 14.01, provided and to the extent such resolution does not violate any provision of the Act or Articles. This Section 14.01 shall be construed in a manner to fully effect the purpose and intent of the resolution of the Association's Executive Board of Directors approving and adopting this provision.

**ARTICLE XV:
INSURANCE**

Section 15.01 Insurance. The Association may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who were or are serving at the request of the Association in any capacity with another Association, partnership, limited liability company, association, joint venture, trust, employee benefit plan or other enterprise // against any liability asserted against or incurred by such person in any capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article XV or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee, agent or other person identified above made to or on behalf of a person entitled to indemnification (to compensate for damage or loss sustained, expense incurred, or to guard or secure against anticipated loss; give security against (future damage or liability), under this Article XV shall relieve the Association of its liability for indemnification provided for in this Article XV or otherwise to the extent of such payment, and no insurer shall have a right of substitute against the Association with respect to such payment.

**ARTICLE XVI:
MEETING CODE OF CONDUCT**

Section 16.01 Expected Behavior. All participants, attendees, Board of Director's staff, and vendors are treated with respect and consideration, valuing the diversity of views and opinions.

- Be considerate, and respectful. Communicate openly with respect for others, critiquing ideas rather than individuals.**
- Avoid personal attacks directed toward the Board of Directors, attendees, participants, staff and suppliers/vendors.**
- Be mindful of your surroundings and of your fellow members. Alert a member of the Board of Directors, security staff if you notice a dangerous situation or someone in distress.**
- Respect the rules and policies of the meeting venue.**

Section 16.02 Unacceptable Behavior. Harassment, intimidation or discrimination in any form will not be tolerated. Physical or verbal abuse of any attendee, speaker, volunteer, exhibitor, Board of Director, staff or other meeting guests will not be tolerated.

Examples of unacceptable behavior include, but are not limited to:

- Verbal comments related to gender, gender identity and expression, sexual orientation, disability, physical appearance, body size, race, religion, national origin,**
- Inappropriate use of nudity and/or sexual images in public spaces or in presentations**
- Threatening or stalking any member of the Board of Directors, attendee, speaker, volunteer, contractor, service provider or other meeting guest.**
- Recording or taking photograph of another individual's presentation without the explicit permission of the Board of Director is not allowed.**
- Disruption of talks at oral or post sessions, in the meeting hall or at other events organized by the Board of Director.**

Section 16.03 Consequences. Anyone requested to stop unacceptable behavior is expected to comply immediately. A member of the Board of Director (or their designee) or security may take any action deemed necessary and appropriate, including immediate removal from the meeting without warning. The Board of Director reserves the right to prohibit attendance at any future meeting.

**ARTICLE XVII:
LEAVE OF ABSENCE**

Section 17.01 Leave of Absence An Officer or a Director of the Corporation (hereafter a Board Member) who is temporarily unable to continue her or his board of directors and is in good standing based on board service criteria, may request a leave of absence pursuant to Article 17 of this Policy document.

**ARTICLE XVIII:
GENERAL PROVISIONS**

Section 17.01 Succession Order. The succession order to the Board Chair for purposes of these By- Laws shall be the Vice-Chair (in such order), and if there are no persons holding such offices or if the Board of Directors shall determine to alter such succession order, the person selected to preside by a majority of the directors present or participating in a meeting at which such designation is necessary.

Section 17.02 Conflict. In case of any conflict between the Articles of Incorporation and the Bylaws, the Articles shall control;

**ARTICLE XIX:
AMENDMENT OF THE BYLAWS**

Section 18.01: Amendments to the Bylaws: The amendment to the bylaws shall be made at any **board of directors** regular, special or emergency meeting after the members have been notified of all proposed amendment/s to the bylaws with 24 hours advance written, email or telephone notice. Adoption of amendment shall require a two- thirds (2/3) vote of the members present at the meeting. **An approved copy of the bylaws shall be distributed to all association members.**

**ARTICLE XX:
ADOPTION OF THE BYLAWS**

Section 19.01: Adoption. The Adoption of these bylaws shall require a two-thirds (2/3) vote of the executive board of directors at any meeting.

**ARTICLE XXI:
DISSOLUTION**

Section 20.01 Dissolution. The executive board of directors may condition its submission of the proposal for dissolution on any basis and shall be treated according to the regulations set forth in the Articles and according to its Bylaws. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a Court in the jurisdiction in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.