The Mission of the North American Die Casting Association is to be the worldwide leader of and resources for stimulating continuous improvement in the die casting industry.
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Bylaws Approved - October, 1996
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Bylaws Revised – May, 2007
Bylaws Revised – February, 2014
Bylaws Revised – June, 2014
Bylaws Revised – January, 2018
ARTICLE I
The Association

Section 1. The name of this Association shall be the North American Die Casting Association.

Section 2. The principal office shall be located at 3250 N. Arlington Heights Rd., Ste. 101, Arlington Heights, IL or any such location approved by the Board of Governors (BOG). Any relocation of the principal office of more than fifty (50) miles shall require a majority vote of the Board of Governors. The Association may have such other offices as may from time to time be designated by the Board of Governors.

ARTICLE II
Corporate Powers

The Association shall have all the powers and enjoy all the privileges granted by the laws of Illinois to corporations organized under The General Not For Profit Corporation Act of 1986 as amended: Illinois Revised Statutes, Chapter 32, Paragraph 101.1 et seq.

ARTICLE III
Objectives and Purposes

Section 1. To promote the common business interests of those engaged in the die casting industry and to protect and foster the best interests of the consumer of die cast products.

Section 2. To disseminate useful information to members of the die cast industry and the consuming public.

Section 3. To promote and support ongoing research and continuing education to enhance the professionalism of the members of the die casting industry.
Section 4. To consider and deal, by all lawful means, with common problems of management, such as those involved in the production, marketing, distribution, employment, and financial functions of the die casting industry. To foster cooperative action in advancing, by all lawful means, the common purposes of its members and to promote activities designed to assist the die casting industry.

Section 5. To afford due consideration to and expression of opinion upon questions affecting the die casting industry and the financial, marketing, commercial and industrial interests of the North American region, and to promote, by all lawful means, the common business interests of the die casting industry.

Section 6. To make possible all lawful unified action by all segments of the die casting industry in protecting it from unjust and discriminating legislation and regulation as well as unfair and/or illegal competition.

Section 7. To cooperate with other industries and organizations.

Section 8. To encourage high standards of quality products and services within the die casting industry, which best serve the public interest and the business community.

Section 9. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

Section 10. It is not the intent or practice of this Association to restrain trade of commerce, or to engage in acts that contravene fair trade, commerce or fair competition.

ARTICLE IV
Membership

Section 1. There shall be five (5) general membership classifications:

A. Corporate Member

Any firm, partnership, or corporation primarily engaged in the manufacturing of die castings, or any supplier to a manufacturer of die castings, all of whom maintain a physical presence in North America are eligible for active membership in the Association.
B. Individual Member

Any individual employed by a manufacturer of die castings, or any employee of a supplier to a manufacturer of die castings, who maintains a physical presence in North America is eligible for active membership in the Association.

C. Associate Members

Any person, firm or corporation that is not eligible for active membership as described in Article IV, Section 1, subsections A and B shall be eligible for associate membership. Associate Members may not vote or hold office. The products and services available to Associate Members shall be determined and approved by the Board of Governors. Associate Members shall have all other rights and privileges of active members. The Associate Member classification shall also include the following four (4) categories:

1. **Student members** - any student who is interested in the objectives of the Association and is enrolled in a recognized degree program of post-secondary education;

2. **Honorary members** - any person who is not eligible for active membership in the Association but by virtue of outstanding professional achievement in support of the die casting industry has been named an Honorary Member by a three-fourths (¾) majority vote of the Board of Governors;

3. **OEM Corporate** - Any firm, partnership, or corporation primarily engaged in the design or purchasing of die castings, does not die cast components, and maintains a physical presence in North America; and

4. **Non-North American** - Any person that is employed in the manufacture of die castings, or any employee of a supplier to a manufacturer of die castings with an address outside of North America.

D. Affiliate Member

A manufacturer’s representative representing at least one Corporate member or a professional consultant to the die casting industry with at least one active corporate member as a client. The business must employ five people or less, be non-manufacturing in nature and have a North American presence.
E. Distinguished Member

Any person who is a member of the Association may be designated a Distinguished Member for life by a three-fourths (¾) majority vote of the Board of Governors. A member in this classification pays no dues but does enjoy all of the rights and privileges of active members including the right to vote and to hold office.

Section 2. Applications for membership shall be made in writing to the Association and directed to the President. Any person, firm or corporation eligible for membership under these Bylaws shall be elected to membership by the President subject to policies established by the BOG, and by the payment of appropriate dues and fees.

Section 3. Each member, unless otherwise specified in these Bylaws, shall have no vote in determining the general affairs of the Association. Each member firm or corporation shall appoint and certify to the Secretary of the Association a person to be its representative in the Association and who shall represent, the member in all affairs of the Association.

Section 4. Any member, unless otherwise specified in the Bylaws, shall be eligible to hold office.

Section 5. Membership in the Association may terminate by voluntary withdrawal, as herein provided, or otherwise in pursuance of these Bylaws. All rights, privileges, and interests of a member in or to the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal. Any person, firm or corporation wishing to reinstate membership at some future date, must have fulfilled all obligations up to the date of withdrawal. There shall be no refunds of prepaid dues.

Section 6. Any membership may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the Bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the BOG provided that a statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least thirty (30) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the BOG at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to
be represented by counsel to present any defense to such charges before action is taken thereon.

Section 7. The members of the Association may be divided into divisions and/or special interest groups as designated by the BOG. Each division and/or special interest group may form such auxiliary organizations for the purpose of coordinating and aiding in the general purposes of the Association and may not be inconsistent with the Bylaws or interfere in any way with the activities or affairs of the Association as determined by the BOG.

ARTICLE V
Chapters

Section 1. Each Individual Member of the Association shall be assigned to a Chapter in the geographic area in which that individual member is located. The Board of Governors shall designate the description for geographic areas.

Section 2. The Chapters shall be maintained as a separate entity. No Chapter shall be authorized, without prior approval of the Association’s Board of Governors, to make any commitment in the name of the Association, nor to make any statement for publication in the name of the Association, nor to take any action in the name of the Association, legal or administrative.

Section 3. Each Chapter shall be governed by its own Bylaws that conform to these Bylaws and are approved by the Association’s Board of Governors. Similarly, amendments to the Bylaws must be approved by the Board of Governors of the Association.

Section 4. Each Chapter shall be responsible for electing officers to perform the duties provided in its Bylaws and rules and regulations. Attendance at chapter meetings shall be limited to regular Association members and prospective members.

Section 5. For a Chapter to maintain good standing, it shall meet three (3) times per fiscal year with advance notice to its members of at least ten (10) days. Copies of such notices shall be forwarded to the principal office of the Association.

Section 6. Within ninety (90) days of the end of the fiscal year, each Chapter shall submit to the principal office of the Association all reports as may be required by the Board of Governors of the Association but specifically, a copy of their annual report to the state in which they are incorporated.
and a detailed report of the chapter’s financial condition so as to prove compliance with the Internal Revenue Service and other guidelines. Failure to submit all reports in a timely fashion, as required by the Association, may be cause for revocation of the chapter charter.

Section 7. A new Chapter may organize for the purpose of convenience and to facilitate communications with the staff and governing board of the Association.

A. A Chapter seeking a charter must send a petition to the Association’s principal office. The petition shall have a proposed set of Bylaws attached.

B. The Board of Governors may award a charter after notice and hearing and a majority vote.

C. A charter may be revoked upon a petition brought by twenty (20) percent of the active members, or a motion by a Board of Governors member and after notice and opportunity for a hearing and a majority vote of the Board of Governors.

ARTICLE VI
Dues

Section 1. The annual dues for each member of the Association shall be determined by the Board of Governors.

Section 2. Members who fail to pay their dues within thirty (30) days from the time they become due shall be notified by the NADCA Headquarters’ staff member, and if payment is not made within the next thirty (30) days may, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership. The Board of Governors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

Section 3. New members shall be obligated for the established dues and assessments for the year in that they join, or the prorated dues and assessments, as determined by the Board of Governors.
ARTICLE VII
Meetings

Section 1. There may be an annual meeting of the Association, the date, time and location of that to be determined by the Board of Governors. Notice of such meetings, signed by the Secretary-Treasurer, shall be provided to the membership either in the official publication of the Association or through any other available means at least ten (10) days, but not more than one hundred twenty (120) days, before the time appointed for the meeting.

Section 2. Special meetings of the Association may be called at any time by the Chairman of the Board or, in the absence of the Chairman of the Board, by the Vice Chairman of the Board when approved by a simple majority of the Board of Governors. The Chairman of the Board or, in the absence of the Chairman of the Board, the Vice Chairman of the Board shall call a special meeting of the Association within ninety (90) calendar days after receipt of a request for such meeting received at the Association’s principal office, said request being directed to the Chairman of the Board, and signed by at least a simple majority of the Board of Governors or at least twenty (20) percent of the voting members. Written notice of a special meeting, as approved by the Board of Governors, shall be included in the official publication of the Association or through any other available means at least ten (10) days but not more than one hundred twenty (120), days before the time appointed for the meeting.

Section 3. Eighty percent (80%) of the voting members represented in person or by proxy at any meeting of the Association shall constitute a quorum, including the annual meeting, and, in case there is less than this number, the presiding officer may adjourn the meeting from time to time until a quorum is present.

Section 4. Each member, unless otherwise specified in these Bylaws, shall be entitled to one vote on each matter submitted. Voting may also be accomplished by letter ballot as an alternative to the meetings set forth in these Bylaws, or as the Board of Governors determines, and as permitted by law.
ARTICLE VIII
Board of Governors

Section 1. The Board of Governors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. The Board of Governors shall be composed of twenty-eight (28) elective Governors; fourteen (14) shall be elected from the Corporate Membership classification and fourteen (14) from the Chapter Membership classification. However, there shall be no more than one Governor for each Company on the Board of Governors. In the event there are not enough member volunteers, the Board of Governors shall be composed of no less than 24 members and no membership classification, as stated above, shall exceed the other by more than two (2) members.

Section 3. Election of Corporate Members to the Board of Governors shall be accomplished by a majority vote of all Corporate Members on a slate to be provided by a Corporate Member Nominating Committee. The Nominating Committee shall be made up of three (3) Corporate Members currently sitting on the Board of Governors whose terms are not concurrent with the slate to be presented and will be selected by all of the Corporate Members of the Board of Governors. The Corporate Member Nominating Committee will select one of their own to serve as the Chairman. The Nominating Committee is charged with the responsibility of submitting to the Corporate Members a slate of eligible nominees for election to the next year’s Board of Governors. This slate shall be submitted no later than five (5) months before the end of the calendar year. A simple majority of the votes received will constitute election of the slate to the Board of Governors.

Section 4. Nominees for election to the Board of Governors from the Chapters shall be submitted by the Chapter Board Nominating Committee. The Chapter Board Nominating Committee shall be made up of all the Chapter Board Members currently sitting on the Board of Governors. The Chapter Board Nominating Committee will select one of their own to serve as the Chairman. The Chapter Board Nominating Committee is charged with the responsibility of requesting from active NADCA Chapters the name(s) of eligible nominees for election to the next year’s Board of Governors. In
the event a Chapter designated to provide a nominee is defunct or has no nominee to offer, the Nominating Committee may seek a nominee from an alternate Chapter, but in no event, shall there be more than two (2) Governors from an individual Chapter on the Board. The Chapter Board Nominating Committee will request Board nominees from specific Chapters in an effort to maintain a balance within the Chapter Board member ranks in terms of geography and member density. These nominees shall be reviewed and approved by the Chapter Board Nominating Committee. They must be submitted to the Board of Governors no later than five (5) months before the end of the calendar year. A simple majority of the votes of the board of governors will constitute election of the nominee(s) to the Board of Governors.

Section 5. The elected members of the Board of Governors shall hold office for a three (3) year term beginning January 1, and shall continue in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term (a partial term shall not count as a full term). No member of the Board of Governors may serve more than two (2) consecutive three (3) year terms, unless elected to the Executive Committee. Any former Board member cannot return to the Board unless they are off the Board for a minimum of one year.

Section 6. The Board of Governors shall meet upon call of the Chairman of the Board no fewer than three (3) times per year at such times and places as the Chairman of the Board may designate, and shall be called to meet upon demand of a majority of its members or twenty (20) percent of voting members pursuant to Article VII. Section 2. Notice of all meetings of the Board of Governors shall be by mail, electronic mail or other mode of transmittal to each member of the Board of Governors at his or her last recorded address at least ten (10) days in advance of such meetings.

Section 7. A majority of the Board of Governors shall constitute a quorum at any meeting of the Board of Governors. Any less number may adjourn from time to time until a quorum is present.

Section 8. Any member of the Board of Governors unable to attend a meeting shall, in a letter addressed to the Chairman of the Board or Secretary-Treasurer, state the reason for his or her absence. If a Governor is absent from three (3) consecutive regularly scheduled meetings, or four (4) within a two (2) year period, that Governor’s resignation shall be deemed to have been tendered and accepted and a replacement shall be named pursuant to Article VIII. Section 10.
Section 9. Any Governor may resign at any time by giving written notice to the Chairman of the Board, the Secretary-Treasurer or the Board of Governors. Such resignations shall take effect at the time specified therein, or, if no time is specified, at the time of delivery to the Chairman of the Board, the Secretary-Treasurer or the Board of Governors. No Governor may be removed except by the affirmative vote of the body that elected the Governor, namely, in the case of an Individual member serving on the Board of Governors, by a vote of the Chapter Board Nominating Committee, and, in the case of a Corporate member serving on the Board of Governors, by a vote of the Corporate members. If the vote takes place at a meeting of the electing body, an affirmative vote of two-thirds (2/3) of the eligible voters present and voting, either in person or by proxy, shall be required for removal. If the vote takes place by mail ballot, an affirmative vote of two-thirds (2/3) of the eligible voters shall be required.

Section 10. Any vacancies that may occur on the Board of Governors by reason of death, resignation, or otherwise, shall be filled as follows:

A. Corporate Member

The Corporate Member Nominating Committee shall bring forth a qualified candidate that the Chairman of the Board shall appoint to fulfill the unexpired term.

B. Individual Member

The Chapter board nominating Committee shall bring forth a qualified candidate that the Chairman of the Board shall appoint to fulfill the unexpired term.

Section 11. Governors as such shall not receive any compensation for their services as Governors, but the Board of Governors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Association. Nothing herein shall preclude a Governor from serving the Association in any other capacity and receiving compensation for such services.
ARTICLE IX
Officers

Section 1. The executive officers of this Association shall consist of a Chairman of the Board, a Vice Chairman of the Board and a Secretary-Treasurer. These officers shall be elected annually by the Board of Governors. Election shall be by ballot and a majority of the votes cast shall elect.

Section 2. Each executive officer shall take office January 1 and shall serve for a term of one (1) year or until his or her successor is duly elected and qualified. No elected officer may serve more than two (2) consecutive one (1) year terms.

Section 3. Vacancies in any office may be filled for the balance of the term thereof by the Board of Governors at any regular or special meeting.

Section 4. The Chairman of the Board shall be the principal officer of the organization, shall preside at meetings of the Association and the Board of Governors and of the Executive Committee, and be a member ex officio, with right to vote, on all committees except any Nominating Committee. The Chairman of the Board shall also communicate to the Association or the Board of Governors such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of Chairman of the Board or as may be prescribed by the Board of Governors.

The Chairman of the Board is not charged with executive or administrative responsibilities in the management and continuing conduct of the Association’s affairs.

Section 5. The Vice Chairman of the Board may be delegated by the Chairman of the Board, the duties of the Chairman of the Board, in the event of the Chairman of the Board’s temporary disability or absence from meetings, and shall have other duties as the Chairman of the Board or the Board of Governors may assign.

Section 6. It shall be the duty of the Secretary-Treasurer to give or have given notice of all meetings of the Association, to keep or have kept a record of all proceedings, to keep or have kept an account of all monies received and expended for the use of the Association, coordinate the annual audit/review for the Association and perform all duties incumbent on the office. The Secretary-Treasurer shall also serve as Chairman of the Finance Committee.
Section 7. The administration and management of the Association shall be a salaried staff head employed by and directly responsible to the Board of Governors. That person shall have the title of President and shall be the chief executive and operating officer of the Association, with responsibility for the management and direction of all operations, programs, activities, and affairs of the Association, including employment and termination of employees, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Governors. The President shall have such other duties as may be prescribed by the Board of Governors.

ARTICLE X
Committees

Section 1. The Chairman of the Board, subject to the approval of the Board of Governors, shall annually appoint such standing, special, or subcommittees, their Chairmen, and members as may be required by the Bylaws or as the Chairman of the Board may find necessary.

Section 2. The Chairman of the Board, subject to approval of the Board of Governors, shall also appoint, as needed Ad Hoc Committees or Task Forces and their Chairmen as may be necessary.

Section 3. A majority of the members appointed shall constitute a quorum.

Section 4. During the month of June each year, the Executive Committee shall appoint a Nominating Committee (NC) of four (4) members of the Board of Governors (two (2) Corporate Members and two (2) Chapter Members) in addition to the immediate Past Chairman of the Board who, as Chairman, has no vote, except to break a tie, to nominate a slate of officers to the Board of Governors. If the Executive Committee appoints an individual from the Board who wishes to be considered for the slate of officers, that person shall decline the appointment to the NC. The Chairman of the NC will instruct each of the four (4) members of the NC to submit their one nominee for each officer position (Chairman, Vice-Chairman and Secretary-Treasurer). The names of the nominees will be sent via e-mail to the NADCA President and to the Chairman of the NC. The NADCA President and NC Chairman shall notify the Secretary-Treasurer, in writing, at least forty-five (45) days before the next regular meeting of the Board of Governors, the names of the candidates the NC proposes, and the Secretary-Treasurer shall e-mail a copy thereof to the last recorded address of each member of the Board
of Governors at least thirty (30) days before the date of the next regular meeting, requesting approval or disapproval of the slate. The slate of candidates shall be approved by simple majority of votes prior to or during the Fall Board meeting.

**Section 5.** Nominations for Officers and Governors may also be made by petition, endorsed with the names of not less than one hundred (100) members of the Association, provided the following requirements are met:

A. In the case of nominations for an Officer or a Governor position, the petition must be received by the Secretary-Treasurer at least forty-five (45) days prior to the election for such position as provided herein, so that nominations can be transmitted to the eligible voters.

B. Nominees must be eligible to serve in the position for which they are nominated. Nominees for Corporate Member positions on the Board of Governors must be Corporate Members. Nominees for Chapter Member positions on the Board of Governors must be Chapter Members of a specific Chapter as established in accordance with Article VIII. Section 4 hereof. Nominees for Governor positions may not have served for the immediately preceding two (2) consecutive three (3) year terms. Nominees for an Officer position may not have served for the immediately preceding two (2) consecutive one (1) year terms in that position.

C. Chapter Board members may be nominated by petition for a position on the Board of Governors. The petition nominating them must contain the signatures of not less than one hundred (100) Association members from the Chapter they would be representing if elected.

**Section 6.** The Executive Committee (NADCA Chairman, NADCA Vice-Chairman, NADCA Secretary/Treasurer) shall serve as a compensation review committee for NADCA’s President. The review process will occur annually and be completed by December 1st of each year.

**ARTICLE XI**

**Mail Vote**

**Section 1.** Whenever, in the judgment of the Chairman of the Board or the Board of Governors, any question shall arise that is believed should be put to a vote of the Board of Governors or the active membership, and when it is deemed inexpedient to call a special meeting for such purposes, the Chairman of the Board or the Board of Governors may, unless otherwise
required by these Bylaws, submit the matter to the Board of Governors or the membership in writing by mail, electronic mail or fax for vote and decision by written consent, and any decision reached in such case shall be binding upon the Association in the same manner as a decision reached at a duly called meeting, provided the following requirements are met:

A. In the case of a vote by the Governors or by the Members, only written consent by the voter shall be considered valid. Submission may be made by U.S. Mail, electronic mail or facsimile.

B. In the case of a vote by the Governors, action shall not be considered as taken by the Board of Governors unless all of the Governors have given their written consent to that action (that may be conveyed by U.S. Mail, electronic mail or facsimile).

C. In the case of a vote by the members, action shall not be considered as taken by the members unless:

1. such action is approved by all of the members entitled to vote with respect to the subject matter, or by members having not less than the minimum number of votes that would be necessary to authorize or take such action at a membership meeting at which all members entitled to vote thereon were present and voted, and

2. if the action is approved by fewer than all of the members entitled to vote thereon, prompt notice in writing of the taking of such action without a membership meeting is delivered to those members entitled to vote who have not approved the action in writing.

D. In the case of a vote by the members, all votes returned to the principal office by mail, electronic mail or fax within ten (10) days after submission of the question to the members for a vote shall be counted, if they are otherwise valid, votes returned thereafter shall be considered invalid.
ARTICLE XII
Fiscal Year

The fiscal year shall commence on the first (1) day of January and shall end on the thirty-first (31) day of December.

ARTICLE XIII
Seal

The Association shall have a seal of such design as the Board of Governors may adopt.

ARTICLE XIV
Indemnification

Section 1. The Association shall, to the extent authorized by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was director, Governor, officer, or employee of the Association, or is or was serving at the request of the Association as a director, officer, trustee, employee, partner, fiduciary or agent or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses, including attorney’s fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, pending or threatened, may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Governors, upon receipt of an undertaking by such individual to repay to the Association the amounts so paid if it is ultimately determined that indemnification of such expenses is not authorized under these Bylaws. Such undertaking may be accepted without reference to the financial ability of such persons to make repayment. The Association will not indemnify any person with respect to any matter unless he or she acted in good faith in the reasonable belief that his or her action was in, or not opposed to, the best interests of the Association, or, to the extent that such matter relates to service with respect to an employee benefit plan,
in the best interests of the participants or beneficiaries of such employee benefit plan, or, with respect to any criminal action or proceeding, unless he or she had no reasonable cause to believe his or her conduct was unlawful. The absence of any express provision for indemnification shall not limit the right of indemnification existing independently of this Bylaw.

Section 2. The Association shall purchase and maintain insurance in an amount to be agreed upon as approved by the Board of Governors on an annual basis, on behalf of any person who is or was a director, Governor, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, Governor, trustee, employee, partner, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, against liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability hereunder.

ARTICLE XV
Dissolution

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, education, scientific or philanthropic organizations to be selected by the Board of Governors.

ARTICLE XVI
Amendments

Proposals to amend, alter, or repeal any part, or all of these Bylaws may be considered at any meeting of the Association’s Board of Governors, provided that a copy of such proposal is mailed to the last recorded address of each member of the Board of Governors at least thirty (30) days prior to the date of the meeting. Adoption of a proposal to amend, alter, or repeal shall require a two-thirds (2/3) majority vote of the entire Board of Governors.