

**Amended Constitution and Restated By-Laws
of
New England Marathi Mandal (NEMM)**

ARTICLE I. ORGANIZATION

SECTION 1. CORPORATE NAME

The name of the organization shall be New England Marathi Mandal (NEMM). It is a not-for-profit incorporation and referred here as “Association”.

SECTION 2. CORPORATE PURPOSES

The purposes for which the Association is organized are for social, cultural, community service and educational within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Law as stated in the Articles of Incorporation of the Association and, in furtherance of these purposes, the Association will perform, either for itself or as an agent for its members, any and all acts, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing.

1. In particular, the Association shall have the following objectives:

- (a) Advance the cultural heritage of the Marathi-speaking people within the New England region of the United States of America including Marathi language
- (b) To nurture ties between the Marathi community of New England and the Marathi community in India as well as other Global Marathi communities
- (c) To promote cultural and social activities approved by the Operating Committee which do not violate the Articles of Incorporation and these By-Laws
- (e) To develop relationships with the North American Maharashtrian community at large
- (f) Assist and promote the visiting artists, musicians, educators, and professionals to understand the social, cultural, economic, and democratic way of life in the United States

In achieving the above objectives, the Association may seek cooperation from other organizations, having objectives compatible with those of the Association.

No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Association in any manner or to any

extent participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE II. MEMBERSHIP

SECTION 1. TYPES OF MEMBERS

The Association shall have two types of Members:

- (a) Regular members
- (b) Life members

The rights and duties of members are set forth below.

SECTION 2. REGULAR MEMBER

These members contribute on the yearly basis. The membership is deemed to be expired as soon as the membership period ends. The members can renew the membership before the expiry period and continue to be members of the Association.

A member shall be in “Good Standing” on any given date if the membership fees for the member has been paid for regular member. Regular member who is not in “Good Standing” shall not have voting rights until the member has paid dues and reinstated to “Good Standing”.

SECTION 3. LIFE MEMBER

These members contribute on one-time basis. The membership is entitled to the individual for the entire life. Membership cannot be transferred to another individual. These members have same voting rights as Regular Member.

SECTION 4. GENERAL BODY

The General Body of the Association shall consist of the regular members in good standing and life members.

The General Body shall be the ultimate authority in all matters pertaining to the operations of the Association and may overrule decisions of the Board of Trustees or the Officers of the Operating Committee. For this to happen, a quorum is necessary in General Body as explained in the next section.

In the event of any dispute between the Board of Trustees and the Officers of the Operating

Committee that cannot be resolved through discussions, either of them shall have the power to approach the General Body for resolution of the contentious issue(s) involved. The vote of the General Body on the matter shall be binding on both the Board of Trustees and the Officers of the Operating Committee.

In absence of General Body Quorum, decision by majority of Board of Trustees will be binding until General Body Quorum is obtained.

SECTION 5. QUORUM

The affirmative vote casted by the two-third of the eligible members present at the general body meeting shall be the act of the General Body of the Association.

SECTION 6. TERMINATION OF MEMBERSHIP

- (a) If a member of the Association fails to pay membership fees, his/her membership shall automatically lapse. On such a lapse, a member wanting to resume its membership shall need to re-apply for membership
- (b) A member of the Association who is considered to be engaging in activities that violate the Association's Code of Ethics and/or Code of Conduct may be expelled from the Association by a majority in the Board of Trustee and Officers of Operating Committee vote

SECTION 7. GENERAL BODY MEETINGS

A meeting of the General Body shall be held as needed at the location, time and manner decided by the Board of Trustees and Officers of the Operating Committee. The President of the Association and selected member of Board of Trustees shall jointly preside over the meeting. The Secretary of the Association shall circulate the agenda for the General Body meeting at least 2 weeks in advance of the meeting.

If at any time the Board of Trustees or the Officers of the Operating Committee wish to discuss any issues that cannot wait until the next General Body meeting, the Secretary shall arrange a Special General Body meeting by giving at least 2 weeks of advance notice.

ARTICLE III. BOARD OF TRUSTEES

SECTION 1. COMPOSITION

The Board of Trustees shall consist of three members who shall be elected in the manner set out below.

The current President of the Association shall act as a liaison between the Board of Trustees and the Operating Committee of the Association. The President can attend the meetings of the Board of Trustees as needed but shall not have voting rights on decisions taken by the Board of Trustees.

SECTION 2. TERM

Each member of the Board of Trustees shall be elected for a six-year term.

SECTION 3. RESPONSIBILITIES OF BOARD OF TRUSTEES

The Board of Trustees brings unique knowledge and skill to more effectively govern the organization. It serves to make strategic decisions and recommendations for current operations. The Board of Trustees shall be responsible for the following functions:

- (a) Monitoring the operations of the Association to verify that they are in keeping with its long-term objectives and making recommendations to the Operating Committee to align the operations to long-term objectives if needed
- (b) Reviewing the long-term needs of the Association's membership and making recommendations to the Operating Committee for necessary actions
- (c) Reviewing the standards in place for various activities of the Association and, after discussion with the Operating Committee, recommending new standards or modified standards and monitoring their communication medium. These activities shall relate (but not necessarily limited) to membership administration, communication, elections, database maintenance, accounting, publication of communication media, conventions, fund raising, etc.
- (d) Monitoring the activities of the various ad hoc Committees, commissions or advisory bodies set up by the Operating Committee to undertake various tasks related to the operation of the Association
- (e) Providing support to the Operating Committee in their operations
- (f) Ensuring that all members of the Operating Committee and Board of Trustees, volunteers

and appointees follow the Code of Ethics and Code of Conduct adopted by the Association and identifying any deviations from the Code of Ethics and Code of Conduct to the Operating Committee

- (g) Assisting the Association in fund-raising and public relations activities in coordination with the Operating Committee
- (h) Monitoring the tangible, intangible and intellectual assets of the Association
- (i) Reviewing the budget proposed by the Operating Committee and making recommendations if any
- (j) Monitoring Organization's operating funds and conducting periodic financial review to make sure that expenses are within budget
- (k) If warranted, suggesting amendment to the Articles of Incorporation and By-Laws to the Officers of the Operating Committee to enhance abilities of the Association to meet stated goals and purposes
- (l) Reviewing all contracts, memorandums of understanding and agreements executed by the Association to ensure they are within the Association's policy and protect the assets of the organization. Recommending any needed changes to the Operating Committee

The Officers of the Operating Committee shall review any recommendations made by the Board of Trustees for enforcement; provided, however, the Officers may overrule the recommendations of the Board of Trustees.

If either the Board of Trustees or the Officers are concerned that that the actions of the other violate the Articles of Incorporation or these By-Laws or may cause material harm to the Association, they shall have the right to call a meeting of the General Body.

SECTION 4. ELECTION OF BOARD OF TRUSTEES

- (a) A candidate for a position on the Board of Trustees should be a member in good standing.
- (b) The candidate should be currently or have been previously an Officer of the Operating Committee of the Association for minimum of 2 years.
- (c) The member of the Board of Trustees shall be elected by the 4 Officers of Operating Committee and 3 members of Board of Trustees.

SECTION 5. RESIGNATION OR REMOVAL

A member of the Board of Trustees may resign at any time upon written notice to the Board of Trustees. In the event of such automatic removal or resignation or the death of a member of the

Board of Trustees, the remaining members of the Board of Trustees along with Officers from Operating Committee shall find a replacement who shall serve until the first to occur of the expiration of the remaining term of the deceased, removed or resigned member. This term will not be counted towards the new Board of Trustee member's 6-year term which otherwise be binding.

A member of the Board of Trustees may be removed as follows:

- (a) The removal of a member of the Board of Trustees must first be first approved by the rest of the members of the Board of Trustees and Officers of Operating Committee by anonymous vote.
- (b) A General Body meeting shall be arranged to establish the member of Board of Trustees could be removed by majority vote.

SECTION 6. MEETINGS

The Board of Trustees shall hold quarterly meetings as agreed mutually.

SECTION 7. INFORMAL ACTION BY WRITTEN CONSENT

The authority of the Board of Trustees may be exercised without a meeting if a consent in writing, including email, setting forth the action taken, is approved by majority of the members of the Board of Trustees.

ARTICLE IV. OPERATING COMMITTEE

SECTION 1. COMPOSITION

The Operating Committee of the Association shall consist of at least 10 members as set forth below:

- (a) The President, Vice President, Secretary and Treasurer of the Association shall be Officers whose individual responsibilities are set out in Article V of these By-Laws shall be voting members of the Operating Committee
- (b) The Operating Committee shall have at least 6 more members selected by the President and Officers

SECTION 2. TERM

The term of office of the members of the Operating Committee shall be two years and shall

commence on the January 1st. Each member of the Operating Committee shall hold office until the successor Committee shall have been duly elected and appointed by Board of Trustees.

SECTION 3. RESPONSIBILITIES OF OPERATING COMMITTEE

The Operating Committee shall be responsible for the following functions of the Association:

- (a) Managing the day-to-day operations of the Association in all areas of its activity including the planning, promotion and hosting responsibilities of Association events
- (b) Preparing and approving the Association's budgets as needed
- (c) Establishing ad hoc Committees to undertake different tasks, after consultation with the Officers and recruit suitable volunteers for such Committees
- (d) Supervising the work of the various Committees set up to undertake different tasks for smooth operations of the Association
- (e) Publishing Association's newsletters and publications
- (f) Management of social media publications in order to reach community effectively
- (g) Providing support to Officers as needed
- (h) Implementing necessary functions and processes required for the execution of assignments given by the Officers
- (i) Maintaining membership information and help promote Organization membership
- (j) Initiating any alterations, amendment or repeal of the By-Laws or Articles of Incorporation of the Association
- (k) Adopting a Code of Ethics and Code of Conduct for the Association

SECTION 4. ELECTION OF OPERATING COMMITTEE (excluding officers)

These shall be the pre-requisites for induction of a member into Operating Committee

- (a) The individual must be a member in good standing at least for 1 year before being considered for Operating Committee
- (b) The individual shall approach the President of the Committee with a request to be inducted in the Committee
- (c) President in consultation with other Officers shall decide whether the member should be inducted in Operating Committee
- (d) Normally, Board of Trustees shall not get involved in deciding members of the Operating Committee unless specific guidance or opinion is sought by the President of the Committee

SECTION 5. RESIGNATION OR REMOVAL

In the event of the death or resignation of an elected member of the Operating Committee (including the Officer positions), the remaining members of the Operating Committee may elect an appropriate person (satisfying the eligibility criteria for becoming a member of the Operating Committee) to serve the remainder of the term of the deceased or resigning member. The Operating Committee shall consult with the Board of Trustees before electing the replacement.

A member of the Operating Committee (excluding Officers) may be removed as follows:

- (a) The removal of the Operating Committee member must first be approved by a majority vote by Operating Committee
- (b) The removal shall then be approved by Board of Trustees by majority vote to make the removal permanent

SECTION 6. MEETINGS

The Operating Committee shall hold meetings periodically as needed. If holding such meetings in person is not practical, these meetings may be held through teleconferencing. The minutes of these meetings will be recorded and stored.

Decisions taken by Operating Committee members present in the meetings shall be deemed the action of the Operating Committee, unless the vote of a greater number is required by the General Not for Profit Association Act, the Articles of Incorporation or these By-Laws.

SECTION 7. INFORMAL ACTION BY WRITTEN CONSENT

The authority of the Operating Committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed or supported by the majority members of the Operating Committee.

ARTICLE V. OFFICERS

SECTION 1. OFFICER LIST

The Officers of the Association shall be

- (a) President
- (b) Vice President
- (c) Treasurer
- (d) Secretary

The Officers of the Association shall be members of the Operating Committee. The guidelines and by-laws for Operating members shall be applicable to Officers unless explicitly stated otherwise.

SECTION 2. PRESIDENT

The President shall be the Chief Executive Officer of the Association. The President shall preside over all the operating committees' meetings of Association.

Subject to the direction and control of the Operating Committee and the Board of Trustees, he or she shall oversee the business of the Association. She or He shall see that the resolutions and directions of the Operating Committee and the Board of Trustees are carried into effect.

The President shall work with other Officers and Operating Committee members to host Association events. He or she is empowered to make decisions on behalf the Association on day-to-day basis.

The President shall sign any cultural activity related contracts which the Operating Committee or the Board of Trustees have authorized to be executed. He or she may accomplish such execution either under or without the seal of the Association and either individually or with the other Officers according to the requirements of the form of the contract.

In addition to the above the President shall:

- (a) Provide general guidance to the operations of the Association
- (b) Decide, in consultation with the Operating Committee, for hosting Association events
- (c) Allocate the responsibilities among the members of the Operating Committee for making sure Association events are conducted in efficient and streamlined manner
- (d) Nominate the Officers upon election and make sure the selection is approved by Board of Trustees
- (e) Formulate the Operating Committee in consultation with other Officers
- (f) Provide guidance and direction to Committee members as needed
- (g) Work with Board of Trustees to make sure general guidelines and objectives of the Associations are adhered to and upheld

- (h) Represent the Association at BMM conventions and vote on behalf of Associations directly or through proxy
- (i) Represent the Association at other external events hosted by other organizations as needed

SECTION 3. VICE PRESIDENT

Vice President shall be deputy to the President and assist the President in running the Association.

In the event of President's removal, death or resignation, the powers and responsibilities shall be taken over the by the Vice President. The Vice President shall be automatically elevated as a President of the Association and another person in the capacity of the Vice President shall be nominated by him/her subject to approval by Board of Trustees.

Vice President shall:

- (a) Perform all the duties that President may not be able to perform, and other duties assigned to him or her by the President, the Operating Committee or by the Board of Trustees
- (b) Sign with the President any contracts that the Operating Committee has authorized to be executed as needed
- (c) Provide general guidance to the operations of the Association as needed
- (d) Help in making arrangements for hosting Association events
- (e) Help in allocating the responsibilities among the members of the Operating Committee for making sure Association events are conducted in efficient and streamlined manner
- (f) Provide guidance and direction to Operating Committee members as needed
- (g) Work with Board of Trustees to make sure general guidelines and objectives of the Associations are adhered to and upheld
- (h) Represent the Association at other external events hosted by other organizations as needed

SECTION 4. TREASURER

The Treasurer shall be the principal accounting and financial Officer of the Association. He or she shall:

- (a) Have charge of and be responsible for the maintenance of adequate books of account for

the Association

- (b) Have charge and custody of all funds and securities of the Association, and be responsible therefor and for the receipt and disbursement thereof
- (c) Keep an account of the finances of the Association, prepare the financial statements consistent with accepted accounting practices
- (d) Ensure that the financial guidelines prepared in consultation with professional accountants are properly followed in all the financial matters relating to the Association's activities
- (e) Invest the Association's assets in accordance with the financial guidelines set by Operating committee
- (f) Deposit money, drafts, checks in the name of and to the credit of Association, in the banks designated by the Operating Committee
- (g) Keep accurate record of membership payments and other payments due to Association
- (h) Disburse Association funds and issue checks, drafts in the name of Association, as prescribed by Operating Committee with designated signatures
- (i) In consultation with the Officers, prepare annual budget and program budget
- (j) Perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President, the Operating Committee or by the Board of Trustees.

SECTION 5. SECRETARY

The Secretary shall:

- (a) Record the minutes of the Operating Committee meetings
- (b) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law
- (c) Be custodian of the corporate records and of the seal of the Association
- (d) Keep a register of the contact information of each member which shall be furnished to the Secretary by such member
- (e) Have authority to certify the By-Laws, resolutions of the Operating Committee, the Board of Trustees and the General Body, and other documents of the Association as true and correct copies thereof
- (f) Maintain all the correspondence of the Association in good order and conduct the business of the Association maintain and store all pertinent records of Association in the manner set forth
- (g) Maintain the inventory list of Association's physical assets and hand over the list at the end of the tenure

- (h) Notify all members of the Operating Committee the particulars of all meetings and gatherings of the Association and provide them with the agenda and programs a week in advance of the meeting
- (i) Notify all members of the particulars of the General Body meeting (location, date, time) in advance. Provide minutes of the previous General Body meeting, annual report, Treasurer's final report, documenting organizational activities and progress, agenda, election of Officers and special resolutions, if any

SECTION 6. ELECTION PROCESS FOR PRESIDENT

The term of the President shall be for two years and shall commence on the January 1st of the year. Each President shall hold office until the successor President shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner provided herein.

Procedure for electing the President shall be as follows:

- (a) The selection process will be conducted and facilitated by the "President Selection Panel" constituting of the current President of the association and the Board of Trustees.
- (b) Current President of the Association in conjunction with the Board of Trustees shall announce kick start of the election process for the next President by the 1st week of October of the election year
- (c) Interested candidates should be asked to apply in writing describing the vision/goals of the candidate and approach he/she will be following to achieve the goal
- (d) The candidate must be the member of the current/previous operating committee and must have served for minimum 2 years in the committee. If no suitable candidate is available in two weeks, an alternate candidate will be considered with a member of the Association in good standing for at least 1 year.
- (e) All the applications shall be sent to current president of the Association and shared with the President Selection Panel
- (f) If more than one candidate is interested, following procedure shall be followed
 - a. President Selection Panel may interview the interested candidates to elaborate on some of the points described in application
 - b. President Selection Panel shall decide on the President of the Association through a majority vote.
 - c. President Selection Panel shall communicate to the candidates, their first preference.
- (g) If the President Selection Panel is not able to decide on their preferred choice or if their preference is not acceptable to one of more candidates, they will approach the Secretary

of the Association to have General Assembly meeting for the Association. Secretary of the Association shall then initiate the proceedings of hosting General Body meeting.

(h) The President shall be chosen by majority vote in the General Body meeting.

SECTION 7. ELECTION PROCESS FOR OTHER OFFICERS

The term of the Officers shall be for two years and shall commence on the January 1st of the year. Each Officer shall hold office until the successor Committee shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner provided herein.

Procedure for electing the Officers shall be as follows:

- (a) President elect of the Association shall kick start the Officers selection process.
- (b) Interested candidates shall be asked to apply in writing describing the Officer position they are interested in
- (c) The candidate must be a member of the Association in good standing at least for 1 year
- (d) The elected President will use his/her judgement to finalize the candidates
- (e) The President will send the final name of the candidates to Board of Trustees for approval
- (f) Once approved, the Officers would be considered elected to serve for the tenure with President
- (g) It may not be possible for the elected President to accommodate all the interested candidates as Officers. But the President's decision will be binding to everyone.

SECTION 8. RESIGNATION OR REMOVAL OF PRESIDENT

In the event of the death or resignation of President before his or her term of office expires, the Vice President of the Association shall take over the reins. If both President and Vice President are not available to serve, the responsibility shall be transitioning to Treasurer and then Secretary of the Association.

In an event, no one is available to serve as the President of the Association among the members of the Officers team, the Board of Trustees may find an interim President and Officers until a General Body meeting is conveyed to confirm the appointment for the remaining tenure.

President of the Association may be removed as follows:

- (a) The removal of the President must first be approved by the members of the Board of Trustees by majority vote
- (b) The removal of the President must also be approved by Officers

SECTION 9. RESIGNATION OR REMOVAL OF OFFICER

In the event of the death or resignation of Officer before his or her term of office expires, President of the Association shall nominate another person in that role. The Board of Trustees shall approve the appointment by majority vote.

In case a serving Officer needs to be removed for any reason, the President of the Association shall approach the Board of Trustees with justification. The Board of Trustees shall approve the removal by majority vote. There is no need to have General Body meeting in these cases.

SECTION 10. MANAGING CONFLICT OF INTEREST

The conflict of interest situation refers to the case when an Officer has a professional or volunteer position that prevents him/her from being impartial and loyal to the Association. Federal law also requires nonprofit organization to have a conflict of interest policy.

Any candidate, who wishes to be Officer, shall provide full disclosure about the positions held in other organizations that are involved in cultural or social activities. The Board of Trustees shall review the conflict of interest and let the candidate know whether candidate has any conflicting interests. The candidate must resign from the conflicted position prior to be considered for an Officer role.

Further during the tenure, an Officer must not take another position of interest prior to seeking permission from the Board of Trustees in writing. If such a situation arises, Board of Trustees reserve the right to remove the Officer immediately.

ARTICLE VI: CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. FISCAL YEAR

The fiscal year for the Association shall be Jan 1st to Dec 31st.

SECTION 2. PUBLISHING OF ACCOUNTS

At the close of each fiscal year, the accounts relating to the Association's activity during the fiscal year shall be circulated to the Board of Trustees and Officers by end of February or earlier of following year.

SECTION 3. INVESTMENT OF FUNDS

All funds of the Association will be categorized into 2 pools:

- (a) Operating funds
- (b) Reserved funds

SECTION 4. OPERATING FUNDS

The operating pool shall be in the amount of up to \$30,000. This pool of money shall be for operating expenses of the Association on everyday basis. This pool of money will be managed by President and Officers and shall be used for annual operating budget.

If the Officers determine that enough operating funds are not available, Officers may request the Board of Trustees to provide additional funds in writing. The Board of Trustees by majority vote will decide whether additional funds could be made available to Operating Committee.

SECTION 5. RESERVE FUNDS

The reserve pool shall consist of all the money and assets that Association has other than operating funds. This pool shall be invested in long term instruments. It will serve as rainy day fund and could be used as onetime expenses for special initiatives or events. This pool of money will be managed by Board of Trustees with reporting access to Treasurer and President.

SECTION 6. BANKING PROCEDURE

The Officers shall open and maintain all accounts for operating money pool accounts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by only president and/or treasurer have signing authority. In the absence of such determination by the Operating Committee, such instruments shall be signed by the Treasurer and countersigned by the President of the Association. The

Operating Committee may authorize by a majority decision any other person(s) to operate any bank accounts for special purposes or for the functioning of any of the Committees, either alone or along with one of the Officers of the Operating Committee.

The Board of Trustees shall open and maintain all Reserve pool money accounts. The money shall be managed in banks, trust companies or other depositories as the Board of Trustees may select. The information about reserved funds would be made available by the Board of Trustees to Officers and shall be included in financial reporting of the organization.

SECTION 7. BUDGETS AND EXPENSE LIMITS

The Treasurer of the Association shall prepare the annual budgets of the Association.

Special activities such as the BMM convention will have their independent budgets and shall manage their financial affairs as specified in the respective Memoranda of Understanding. In undertaking any other activities on behalf of the Association (either for a single activity or in combination with other activities occurring in a calendar year), the Officers will produce and approve a budget and manage the financial aspects of these activities within the specified budget. Unless approved by the Officers of the Association at the time of approval of the Association's annual or event budget, no loans or obligations shall be contracted on behalf of the Association, no evidences of indebtedness shall be issued in the name of the Association, no debits from the Association's bank accounts shall be made and no expenditures shall be made by the Association unless authorized as set forth below:

- (a) The Officers can collectively spend, lend or incur expenditures on behalf of the Association in an amount up to \$15,000 per one-time event without consulting the Board of Trustees
- (b) For amounts expenses or expenditures in the aggregate in excess of \$15,000 per one-time event approval of Board of Trustees is needed
- (c) The Association shall not be held responsible monetarily or otherwise, for any agreements reached between parties without the required written approval of the designated Association Officers, Operating Committee or Board of Trustees as set forth herein.

SECTION 8. EXPENSE REIMBURSEMENT

Any Operating Committee member shall be reimbursed with record, for expenses incurred by him/her for carrying on activities prescribed by a member of the Operating Committee or the

Board of Trustees having the authority to approve the expense.

ARTICLE VII: INDEMNIFICATION

The Association shall 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 (other than an action by or in the right of the Association) by reason of the fact that such person is or was a member of the Board of Trustees or the Operating Committee, Officer, employee or agent of the Association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Operating Committee in the specific case, upon receipt of an undertaking by or on behalf of the member of the Board of Trustees or the Operating Committee, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this article.

ARTICLE VIII: DISPUTE RESOLUTION

In the event of a serious disagreement between the Operating Committee and/or the members of the Association and/or the Board of Trustees regarding the interpretation of the By-Laws or Articles of Incorporation of the Association, the parties shall be entitled to declare a dispute.

Disputes between the Board of Trustees and the Operating Committee that the actions of the other violate the Articles of Incorporation or these By-Laws or may cause material harm to the Association shall be referred to the General Body.

Declarations of other disputes shall be in writing, stating the issue in dispute, and shall be addressed to the Operating Committee. The Operating Committee shall consider such declaration within two (2) weeks of receiving it. Should the Operating Committee not be able to resolve the dispute to the satisfaction of the parties to the dispute, the dispute shall be referred to an independent arbitrator mutually acceptable to the parties to the dispute and the Operating Committee. The parties shall designate such arbitrator within 2 weeks after the failure of the Operating Committee to resolve such dispute. If the parties and the Operating Committee cannot agree on a mutually agreeable arbitrator, they shall each appoint an arbitrator and the Operating Committee shall appoint a third arbitrator. If the Operating Committee is one of two parties to a dispute, the arbitrators selected by the parties to the dispute shall mutually select a third arbitrator.

In the event three arbitrators are selected, the decision of the arbitrators shall be made by an affirmative vote of two out of the three arbitrators.

The arbitrator shall have the power to decide any motions brought by any party to the arbitration, including motions for summary judgment and/or adjudication and motions to dismiss and demurrers, prior to any arbitration hearing. The arbitrator shall issue a written decision including findings of fact and conclusions of law on the merits of its award. The arbitrator shall have the power to award any remedies, including attorneys' fees and costs, available under applicable law.

The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice and prior practice of the Association with respect to any ambiguous provision of the By-Laws or Articles of Incorporation; provided however the arbitrator shall not (a) have the authority to disregard or refuse to enforce any lawful Association policy; (b) require Association to adopt a policy not otherwise required by law, which Association has not adopted; (c) violate the plain meaning of these By-Laws or the Articles of Incorporation and (d) violate any applicable law.

The person(s) declaring the dispute and the Operating Committee, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

The provisions of this article VIII do not supersede and are subject to powers, right to remove from office or as a member, or other dispute resolution mechanisms explicitly set forth in the Articles of Incorporation or these By-Laws, including without limitation in Article II Section 4 of these By-Laws. In all other situations, arbitration as set forth herein shall be the sole, exclusive and final remedy for any dispute that may arise from the interpretation of these By-Laws or

Articles of Incorporation of the Association. The decision of the arbitrator shall be final and binding upon all the parties to the dispute, the Operating Committee and the Association. Judgment upon the award rendered by the arbitration(s) may be entered in any court having jurisdiction thereof.

ARTICLE IX: AMENDMENTS

The By-Laws or Articles of Incorporation of the Association may be made, altered, amended or repealed according to the following procedure:

- (a) Any alterations, amendment or repeal of the By-Laws or Articles of Incorporation must be initiated and approved by a majority vote of the Board of Trustees and Operating Committee. The By-Laws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with the law or the Articles of Incorporation
- (b) The General Body shall vote on the altered, amended or repealed By-Laws or Articles of Incorporation at the next meeting of the General Body.
- (c) A 2/3rds majority vote of the votes cast by members having the right to vote at the meeting of the General Body shall be required to adopt the altered, amended or repealed By-Laws or Articles of Incorporation

ARTICLE X: DISSOLUTION

The Association can be dissolved only by a 2/3rds majority vote of the votes cast by the members having the right to vote at a meeting of the General Body.

Upon dissolution or liquidation of the Association, all its assets remaining after payment of all of its liabilities and obligations shall be distributed exclusively for the purposes of the Association in such manner or to such organization or organizations as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.