

## American Association for State and Local History BYLAWS

Amended November 9, 2021

### **Article I. Purposes**

The Association is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code), and specifically, the Association shall serve individuals and organizations in researching, preserving, interpreting, and sharing history as a resource for their communities and the broader society. Its educational services and advocacy shall promote excellence at all levels of practice and study, and shall encourage collaboration and public appreciation of the value of history. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Directors, officers, employees, or other private persons, except that the Association 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 herein. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association 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 Bylaws, the Association shall not carry on any other activities not permitted to be carried on (i) 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 (ii) by a corporation, contributions to which are tax-deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

### **Article II. Membership**

#### **Section 1. Membership Criteria**

Membership in the Association shall be open to any individual, organization, institution, or corporation interested in history, pursuant to the membership qualifications and classifications provided for in these Bylaws.

#### **Section 2. Membership Categories**

The Council of the Association shall establish categories of membership in the Association and shall determine the benefits and privileges of each category of membership. All members shall be entitled to the full benefits and privileges of their respective membership categories. The Council may, from time to time, make changes in membership dues and in the benefits and privileges of membership.

#### **Section 3. Voting Criteria**

Only those individual, organizational, institutional, and corporate members of the Association who have paid their membership dues in full and who are otherwise in good standing shall be entitled to vote, one vote per member, at meetings of the Association and for the members of the Council, its officers, and its Leadership Nominating Committee. Organizational, institutional, and corporate members are entitled to one vote each. Individual members are entitled to one vote; however, those same individuals also may cast a vote as a representative of an organizational, institutional or corporate member.



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## **Section 4. Annual Business Meeting**

The Association shall hold an Annual Business Meeting at such time and place as the Council shall determine. 100 members, in person or by proxy, shall constitute a quorum for the transaction of business at such meetings. The Association shall hold such other meetings as shall be deemed advisable by the Council. Members shall be notified in writing, which may be via electronic mail, fax or mail, of all meetings at least 15 days in advance. Proxy voting shall be permitted at such meetings. In addition, in the absence of a meeting, voting by the Association's members may occur by written ballot, including by electronic mail, fax or mail.

## **Article III. Officers**

### **Section 1. Officers**

The officers of the Association shall be a Chair, a Vice Chair, a Secretary, a Treasurer, a Past Chair, and such other officers as the Council may from time to time determine.

### **Section 2. Terms**

#### **2.1 Officer Terms**

Each officer shall serve a term of two years, commencing at the Annual Business Meeting upon certification of his or her election and concluding at the Annual Business Meeting upon certification of his or her successor. The Chair, Vice Chair, and Past Chair may serve no more than one full term (two years). The Secretary and Treasurer, however, may serve a maximum of two consecutive two-year terms. In the case that any officer's position becomes vacant during a term and the position is filled, the term shall not be considered a full term, and the person filling the vacancy shall be eligible to serve a subsequent full two-year term.

#### **2.2. Succession of Chair**

The Vice Chair shall automatically succeed to the office of Chair at the conclusion of the Chair's term, unless he or she becomes unable or unwilling to serve.

#### **2.3. Removal from Office**

Any officer may be removed from his or her position, with or without cause, by a two-thirds majority vote of the full Council.

### **Section 3. Chair Powers and Duties**

The Chair shall exercise general supervision over the affairs of the Association and shall ensure that the Association operates in accord with the provisions of the Bylaws, [Statement of Standards and Ethics](#), actions of the Council, and the best interests of its members and the people and organizations it serves. The Chair shall serve as a voting member of the Association, the Council, and the Executive Committee. The Chair shall serve as an ex officio, non-voting member of all other committees of the Association, at the sole discretion of the Chair.

#### **3.1 Presiding and Appointing**

The Chair shall preside at all meetings of the Association, the Council, and the Executive Committee, and shall appoint the members of all committees in accord with these Bylaws.



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### **3.2 Review of President/CEO**

The Chair, in consultation with the Council and the Executive Committee, shall undertake the annual performance review of the President/CEO and shall recommend to Council any changes in the President/CEO's compensation package.

### **Section 4. Vice Chair Power and Duties**

The Vice Chair shall serve as Chair-Elect of the Association. The Vice Chair shall preside at meetings of the Association, Council, and Executive Committee in the absence of the Chair and shall perform such duties as the Chair, Council or the Executive Committee may from time to time assign.

### **Section 5. Past Chair Power and Duties**

The Past Chair shall serve as a member of Council and the Executive Committee, and shall perform such duties as the Chair, Council, or the Executive Committee may from time to time assign.

### **Section 6. Secretary Powers and Duties**

The Secretary shall certify the minutes of the Association, the Council, and the Executive Committee and shall have such other duties as are typically ascribed to the office of Secretary. The Secretary shall report the minutes of the Annual Business Meeting to the membership at the subsequent Annual Business Meeting.

### **Section 7. Treasurer Powers and Duties**

The Treasurer shall be responsible for reviewing and overseeing the financial administration policies and procedures of the Association on behalf of the membership and the Council to ensure that the Association is managed in a financially sound and responsible manner, and shall have such other duties as are typically ascribed to the office of Treasurer.

#### **7.1 Treasurer Committee Service**

The Treasurer shall chair the Finance Committee and shall serve on the Investment Committee.

#### **7.2 Role in Budget Preparation**

Together with the Chair, the Treasurer shall advise the President/CEO in the preparation and presentation of an annual budget of the Association.

#### **7.3 Reporting Duties**

In consultation with the Chair and the President/CEO, the Treasurer shall present reports on the financial position of the Association to the Council prior to each Council meeting and shall make recommendations for any actions needed to provide for the financial health and stability of the Association.

#### **7.4 Report to Membership**

The Treasurer shall report on the financial condition of the Association to the membership at the Annual Business Meeting.



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## **Section 8. Officer Vacancies**

### **8.1 Chair Vacancy**

In the case that a vacancy occurs in the office of Chair prior to the expiration of his or her term, the Vice Chair shall assume the position of Chair for the remainder of the term. The term shall not be considered a full term, and the person filling the vacancy shall be eligible to serve a subsequent full term.

### **8.2 Vice Chair Vacancy**

If the Vice Chair's position becomes vacant for any reason, the Chair shall recommend and the Council shall elect an Interim Vice Chair. The Interim Vice Chair shall serve until the election of a new Vice Chair by the membership of the Association. If not already scheduled, the Council shall call for election of a new Vice Chair at the next Annual Business Meeting.

### **8.3 Simultaneous Vacancies**

In the case of simultaneous vacancies in the offices of Chair and Vice Chair, the Secretary shall assume the position of Acting Chair until such time as the Council has elected an Interim Chair. In such cases, if not already scheduled, the Council shall call for an election of a Chair and a Vice Chair by the membership at the next Annual Business Meeting to serve for the balance of the vacant terms.

### **8.4 Past Chair Vacancy**

In the case of a vacancy in the Past Chair position, the position does not have to be filled.

### **8.5 Secretary or Treasurer Vacancies**

In the case of a vacancy in either the Secretary or the Treasurer positions, the Chair shall nominate a successor to fill the vacancy, to be approved by the Council at its next regularly scheduled meeting. In addition, the Chair may temporarily fill the vacant position by interim appointment until the Council next meets.

## **Article IV. Council**

### **Section 1. Composition**

#### **1.1 Numbers and Rotation**

The Association shall be governed by a Council, which shall be composed of 16 members elected by the membership of the Association, plus the Chair, Vice Chair, Secretary, Treasurer, and immediate Past Chair. Council member terms shall be staggered, with four members to be elected to the Council each year to serve a four-year term.

#### **1.2 Removal of Council Members**

Any Council member may be removed from his or her position, with or without cause, by a two-thirds majority vote of the entire Council.

#### **1.3 Council Member Vacancies**



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In the case of a vacancy on the Council, the Chair shall nominate a successor to fill the vacancy, to be confirmed by the Council at its next regularly scheduled meeting. In addition, the Chair may fill the vacant position by interim appointment until the Council next meets. An individual so chosen shall hold such position until the expiration of the term of the vacated position and until a successor shall be elected. The term shall not be considered a full term, and the person filling the vacancy shall be eligible to serve a subsequent full term.

## **Section 2. Powers and Duties**

### **2.1 Duties of the Council**

The Council shall maintain ultimate fiduciary responsibility over the Association and shall exercise all powers of the Association not otherwise reserved to the Association's members or other persons or entities.

## **Section 3. Council Meetings**

### **3.1 Annual and Other Meetings**

The Council shall hold its annual meeting in connection with the Annual Business Meeting of the Association and shall hold other regular meetings as may be required to conduct the business of the Association. Special meetings of the Council may be called by the Chair or by any three members of the Council.

### **3.2 Absences**

Any Council member that needs to be absent from a Council meeting shall notify the Chair or the President/CEO of the reason for absence. The Council shall decide in each instance if the absence is excusable. Any Council member with three unexcused absences will be deemed to have resigned his or her position, and the position will be filled in accordance with these Bylaws.

## **Section 4. Proceedings**

The Council shall determine the manner and form of its proceedings, and it may adopt rules and procedures consistent with these Bylaws.

## **Section 5. Quorum**

At all meetings of the Council, a majority of its members then in office shall constitute a quorum for the transaction of business, and a majority vote of those present and voting shall be required for the approval of all matters. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings.

## **Section 6. Approval Process**

Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Council members present at a meeting at which a quorum is present shall be the act of the Council. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Council may be taken without a meeting if all of the Council members consent in writing through electronic mail, fax, or mail authorizing the action ("unanimous written consent"). The written consents by the Council members shall be filed with the minutes of proceedings of the Council. A unanimous written consent has the effect of action taken at a meeting of the Council and may be described as such.



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Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Council members may participate in a meeting of the Council by means of conference telephone or by other means by which all Council members participating are able to simultaneously hear each other during the meeting, and such participation shall constitute presence in person at the meeting.

### **Section 7. Meeting Minutes**

The Secretary shall keep, or cause to be kept, minutes of all regular and special Council meetings. Minutes of all Council meetings shall be provided to the Council for its approval at the subsequent meeting of the Council.

### **Section 8. Good Standing**

No one may serve as a member of the Council who is not in good standing as a member of the Association.

## **Article V. Executive Committee**

### **Section 1. Composition**

The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer, the Council's representative, the Governance Committee Chair, and the immediate Past Chair. The Council's representative shall be chosen by a majority vote of the Council's 16 elected members to serve at its pleasure while remaining a duly elected member of the Council. A majority of the Executive Committee members shall constitute a quorum.

### **Section 2. Powers and Duties**

The Executive Committee shall have and exercise all the powers of the Council during all intervals between meetings of the Council, subject to the general policies established by the Council, and shall determine the manner and form of its proceedings and the time, place and notice to be given of its regular and special meetings.

### **Section 3. Vacancies**

Any vacancies in the Executive Committee shall be filled by the Council, but, if needed, the Chair shall have the authority to fill such vacancies temporarily until the next regularly scheduled meeting of the Council.

### **Section 4. Approval Process**

Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Executive Committee may be taken without a meeting if all of the Executive Committee members consent in writing through electronic mail, fax, or mail authorizing the action ("unanimous written consent"). The written consents by the Executive Committee members shall be filed with the minutes of proceedings of the Executive Committee. A unanimous written consent has the effect of action taken at a meeting of the Executive Committee and may be described as such. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Executive Committee members may participate in a meeting of the Executive Committee by means of conference telephone or by other means by which all Executive Committee members participating are able to simultaneously hear each other during the meeting, and such participation shall constitute presence in person at the meeting.

## **Section 5. Meeting Minutes**

Minutes of all Executive Committee meetings shall be provided to the Executive Committee for its approval at the subsequent meeting of the Executive Committee, subsequent to which a copy shall be provided to the Council.

## **Article VI. Nominations and Elections**

### **Section 1. Leadership Nominating Committee**

#### **1.1 Leadership Nominating Committee Duties**

The responsibilities of the Leadership Nominating Committee shall be to recruit, review and nominate future members of both the Council and the Leadership Nominating Committee to meet the current and anticipated needs of the Association and ensure a diverse and qualified leadership.

#### **1.2 Leadership Nominating Committee Composition**

The Leadership Nominating Committee shall include 12 voting members: nine members who are elected by the membership on a staggered basis, with three members elected by the membership each year, along with the chair of the Governance Committee, the Council Vice Chair, and the Council Past Chair. The Council Chair and the President/CEO of the Association shall serve as ex-officio, non-voting members.

#### **1.3 Leadership Nominating Committee Terms**

Members of the Leadership Nominating Committee shall be elected for one three-year term. Council Past Chair, Council Vice Chair, and Governance Committee Chair will serve as long as they fill those positions.

#### **1.4 Leadership Nominating Committee Chair**

The Leadership Nominating Committee Chair shall be either the Council Past Chair or the Council Vice Chair, as appointed by the Council Chair.

#### **1.5 Member Vacancies**

In the case of a vacancy on the Leadership Nominating Committee, the Council Chair, in consultation with the Leadership Nominating Committee, shall nominate a successor to fill the vacancy to be confirmed at the next meeting of the Council or its Executive Committee. In addition, the Chair may fill the vacant position by interim appointment until the Council next meets. An individual so chosen shall hold such position until the expiration of the term of the vacated position or until a successor shall be elected. The term shall not be considered a full term, and the person filling the vacancy shall be eligible to serve a subsequent full term.

### **Section 2. Nominations**

#### **2.1 Process**

For all open positions in any year, the Leadership Nominating Committee shall seek nominees of its own accord and shall solicit recommendations from the membership for nomination of officers, members of Council, and members of the Leadership Nominating Committee from the chairs of other Association committees and through an announcement to the general membership. Recommendations must be



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submitted in writing in any required format. Nominees shall be sought who reflect the diversity of the field, who have shown a strong commitment to the Association, and who are willing and able to provide leadership to the Association. Nominees considered for the position of Treasurer shall exhibit experience in financial administration, including budget development and monitoring, and trend analysis.

## **2.2 Communication with Candidates**

The Leadership Nominating Committee shall correspond with each recommended candidate soliciting a response, in writing, concerning his or her commitment to serve and responding to questions pertinent to the position for which the individual is being recommended.

## **2.3 Preparation of Slates and Nominations**

Considering recommendations from all sources who have responded with a commitment to serve, the Leadership Nominating Committee shall prepare a slate of one nominee each for the offices of Vice Chair (who shall be Chair-elect), Secretary and Treasurer during years of Officer election, and in all years, four nominees for the four open Council positions and two nominees for each open Leadership Nominating Committee position. This slate will be announced to the Association accompanied by an explanation of procedures for additional nominations by petition.

## **2.4 Nominations by Petition**

Additional nominees may be added to the slate upon valid petition containing signatures of a minimum of 50 individual or institutional members per nominee. Such petitions must be received by and pursuant to whatever procedures may be established by the Leadership Nominating Committee.

## **Section 3. Ballots and Elections**

### **3.1 Ballots**

The Chair of the Leadership Nominating Committee shall request that staff prepare a ballot listing candidates in alphabetical order. The ballot and candidates' statements shall be distributed to each eligible member of the Association, and must be returned to the Chair of the Leadership Nominating Committee by and pursuant to whatever procedures may be established by the Leadership Nominating Committee.

### **3.2 Elections**

A candidate who receives a plurality of the votes cast for a particular office, Council or Leadership Nominating Committee seat shall be deemed elected.

### **3.3 Commencement of Terms**

Terms of office for elected positions shall begin at the close of the Annual Business Meeting following the election.

## **Article VII. Committees**

### **Section 1. Types of Committees**

#### **1.1 Standing Committees**





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There shall be standing committees of the Association for:

- audit
- awards
- diversity and inclusion
- finance
- governance
- investment
- leadership nominating
- standards and ethics

## **1.2 Other Committees**

The Council may establish other committees for such purposes as it deems appropriate. These committees shall serve at the pleasure of the Council and shall exercise such powers as the Council may delegate specifically to them.

## **Section 2. Composition of Standing Committees**

### **2.1 Standing Committee Chairs, Members, and Terms**

Each committee shall consist of at least three members, including the committee chair. The Council Chair and President/CEO are not included in this number. Except where indicated in a particular committee's description: chairs of standing committees shall be members of Council or others appointed by the Council Chair and shall serve two-year terms at the pleasure of the Chair; members of a standing committee shall be appointed by the Council Chair, after consultation with the chair of the committee, and shall serve two-year terms at the pleasure of the Chair; and, service as a chair or member of a standing committee shall be limited to a maximum of two consecutive terms of two years each, before taking at least a year off. As no committees have the ability to exercise any of the authority of the Council, members of committees need not be members of the Council.

### **2.2 Standing Committee Meetings**

Each committee shall meet by teleconference, videoconference or in person at least once a year. At all committee meetings, a majority of the members of the committee shall constitute a quorum for the transaction of business and a majority vote of those present and voting shall decide on all matters.

### **2.3 Standing Committee Meeting Minutes**

The committee chair shall keep, or cause to be kept, minutes of all committee meetings. Committee minutes shall be approved by the committee at its subsequent meeting, and shall be forwarded, after approval, to the President/CEO of the Association.



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### **Section 3. Audit Committee**

The Council Chair shall appoint an Audit Committee of three members who do not serve on Council, one of whom shall be appointed chair. Neither the chair nor any members of the Audit Committee shall serve on the Finance Committee. All actions of the Audit Committee shall be reported to the Council; Council must accept the annual audit from the auditor.

The responsibilities of the Audit Committee shall be:

- to select an independent certified public accountant to conduct the annual audit of the Association's external financial statements,
- to review the annual audit,
- to review systems of internal controls and oversee compliance by management of applicable policies and procedures, and
- to make reports and recommendations to the Council regarding the audit and other related matters.

### **Section 4. Awards Committee**

The responsibilities of the Awards Committee shall be:

- to conduct the Association's awards program by soliciting and evaluating nominations for awards that recognize excellence at the local and state levels, and
- to make awards according to standards recommended by the committee and established by the Council.

When an Award of Distinction is proposed, the Awards Committee shall forward its recommendation to the Council for approval.

### **Section 5. Diversity and Inclusion Committee**

The responsibilities of the Diversity and Inclusion Committee shall be:

- to advise, teach and advocate for the acceptance of all voices and views including but not limited to those that represent race, ethnicity, national origin, culture, disability, gender identity, and sexual orientation, and other protected characteristics in the Association's policies, programs, management, and governance;
- to engage the Association with a more inclusive audience by initiating new collaborations and partnerships reflective of current issues and trends about diversity and inclusion;
- to advise the Association's Council, committees and staff to ensure that the Association advocates and practices diversity and inclusion; and
- to sponsor and coordinate related activities and educational programs.

### **Section 6. Finance Committee**

The Finance Committee shall meet prior to and prepare financial reports for each Council meeting. All actions of the Finance Committee shall be reported to the Council. The Treasurer shall chair the Finance Committee. Neither the chair nor any members of the Finance Committee shall serve on the Audit Committee.

The responsibilities of the Finance Committee shall be:

- to review and approve all budgets and financial reports of the Association;
- to advise the Council on significant financial matters and decisions;



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- to monitor the administration, collection and disbursement of the financial resources of the Association; and
- to make financial reports and recommendations to the Council.

#### **Section 7. Governance Committee**

The responsibilities of the Governance Committee shall be:

- to continually evaluate the effectiveness of the Council and its policies and procedures to ensure they are consistent with the Association's Articles of Incorporation, Bylaws and Standards of Council Conduct;
- to evaluate the need and plans for the continuing education of Council members; and
- to develop and provide, in collaboration with the Leadership Nominating Committee, the resources for identifying, recruiting, educating, cultivating, utilizing, and monitoring the leadership of a high-functioning national organization that models best practices for its members and the field.

The Vice Chair shall serve as a voting member of the Governance Committee.

#### **Section 8. Investment Committee**

The Treasurer shall serve as a member of, but shall not chair, the Investment Committee. The Investment Committee shall meet quarterly and report all actions to the Council on the performance of the investment accounts. Because of specialized expertise and long-term guidance required for successful investment management, Investment Committee members shall not be subject to the term limits that apply to other committees.

The responsibility of the Investment Committee shall be to review and recommend, for approval by the Council, policies and strategies for investment of the Association's endowment funds and any other funds that the Council may designate.

#### **Section 9. Leadership Nominating Committee**

This Committee is described in Article VI of these Bylaws.

#### **Section 10. Standards and Ethics Committee**

The responsibilities of the Standards and Ethics Committee shall be:

- to review and recommend standards and related guidelines for the operation of and ethical considerations associated with historical organizations as well as for the Association;
- to oversee the Standards and Excellence Program for History Organizations (StEPs); and
- to recommend standards, related guidelines, and ethical statements related to such matters for adoption by the Council.

### **Article VIII. President/Chief Executive Officer ("CEO")**

#### **Section 1. Relationship between Council and President/CEO**

The Council shall be charged with hiring and oversight of a President/CEO and shall determine the compensation and other terms of employment for the President/CEO. The President shall hold his or her position at the pleasure of the Council. The employees of the Association shall serve at the pleasure of the President/CEO, and the President/CEO shall have sole discretion over the hiring, termination, promotion, and compensation of all other employees of the Association, subject to budgets approved by the Council.

#### **Section 2. Powers and Duties**

The President/CEO shall be responsible to Council for conducting the regular business of the Association and managing the day-to-day operations of the Association, including but not limited to budgeting and financial management, human resources management, long-term planning, and programs and activities. The President/CEO shall present a report of the activities of the Association at each Annual Business Meeting. The President/CEO, as well as any other officer(s) or agent(s) authorized by the Council, may sign any deeds, bonds, mortgages, or other instruments and enter into agreements necessary to carry out the missions and programs of the Association, except where these Bylaws or policies adopted by the Council require the signature of some other officer or agent of the Association or otherwise impose additional conditions or restrictions. The President/CEO shall, subject to the supervision of the Council, perform all other duties customary to that office. The President/CEO shall serve as an ex officio, nonvoting member of all committees of the Association, with the exception of the Audit Committee.

## **Article IX. Financial Administration**

### **Section 1. Assignment of Responsibility**

The President/CEO of the Association shall be accountable to the Council for the financial health of the organization and shall be responsible for administration of the Association's funds in accordance with the policies and procedures established by the Council.

### **Section 2. Fiscal Year**

The fiscal year shall be July 1 through June 30.

### **Section 3. Accounting Standards**

The Association's funds shall be managed and financial records shall be maintained in accord with Generally Accepted Accounting Principles (GAAP).

### **Section 4. Fund Designation**

Funds shall be organized into unrestricted, temporarily restricted, and permanently restricted (endowment) accounts and shall be managed in accordance with any and all restrictions placed on them by donors and/or at the direction of the Council.

### **Section 5. Financial and Investment Policies and Procedures**

Upon recommendation of the Finance, Investment, and Audit Committees, the Council shall adopt and periodically review and amend a comprehensive set of financial policies and procedures for the management and administration of Association funds, including, but not limited to, cash management, purchasing and investment.

### **Section 6. Insurance**

The Association shall obtain and maintain appropriate and commercially reasonable insurance policies at all times.

### **Section 7. Protection of Assets**

All of the Association's assets, property, funds, and records are restricted to the business of the Association. Association Council members, officers and staff are responsible for preventing the loss, damage, misuse, or theft of the Association's assets, property, funds, and records.

### **Section 8. Volunteer Leader Compensation**

Council members, officers and committee members shall not receive any compensation from the Association for services rendered to the Association in such capacities, except that they may be reimbursed for expenses incurred in the performance of their duties to the Association in reasonable amounts, based on policies approved by the Council. Notwithstanding the foregoing, if Council members, officers and committee members serve other compensable roles for the Corporation, they may be compensated in reasonable amounts for such services, based on policies approved by the Council.

### **Section 9. Indemnification**

The Corporation shall indemnify and hold harmless any Director, officer, or employee of the Corporation to the maximum extent allowed by Sections 29-406.51 and 29-406.52 of the D.C. Code. In providing this indemnification, the Corporation shall follow the procedures described in Section 29-406.55 of the D.C. Code. Further, the Corporation shall indemnify and advance expenses to a Director, officer, or employee who is party to a proceeding because he or she is or was a Director, officer, or employee of the Corporation, except for (a) liability in connection with a proceeding by or in the right of the Corporation other than for reasonable expenses incurred in connection with the proceeding; or (b) liability arising out of conduct that constitutes (i) receipt by the Director, officer, or employee of a financial benefit to which he/she is/was not entitled, (ii) an intentional infliction of harm on the Corporation, or (iii) an intentional violation of criminal law. The Board may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, officer, employee, or agent of the Corporation or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

### **Article X. Fundamental Changes**

Council, by the affirmative vote of a two-thirds majority at a meeting at which a quorum is present, and a majority of voting members of the Association at a meeting at which a quorum is present, may make the following fundamental changes, provided notice of such proposal shall have been provided to all members of Council at least 7 days before such a meeting:

- Transfer substantially all of the assets of the Association to another corporation exempt from taxation under Section 501(a) of the Internal Revenue Code as an organization described under Section 501(c)(3) of the Internal Revenue Code, whether or not formed for purposes similar to those of the Association;
- Sell or mortgage substantially all of the assets of the Association;
- Merge the Association with another corporation or organization; and
- Dissolve the Association.

## **Article XI. Amendments**

### **Section 1. Amendment Proposals**

Any two Council members or 50 Association members in good standing may propose amendments to these Bylaws. Proposed amendments shall be made in writing and sent to the President/CEO in time for the Council to consider them and at least 30 days in advance of the Annual Business Meeting at which they are to be considered.

### **Section 2. Adoption**

An amendment is deemed to be adopted if approved by a majority of the Council members present and voting at any meeting and a majority of the members present and voting at the Annual Business Meeting. If a proposed amendment is not approved by the Council, an amendment will be deemed adopted only if approved by two-thirds of the members present and voting at the Annual Business Meeting.