

BYLAWS OF
Alabama Chapter
OF THE COMMUNITY ASSOCIATION INSTITUTE

ARTICLE I
NAME AND OFFICE

SECTION 1. Name. The name of this organization shall be Alabama Chapter (“Chapter”).

SECTION 2. Incorporation; Registered Office. The Chapter is a corporation, incorporated in the state of Alabama and is a chapter of the Community Associations Institute (“CAI”).

ARTICLE II
DEFINITIONS

SECTION 1. Definitions.

a. “At-Large Member” means a member of Community Associations Institute who falls within one of the classes of membership as defined in Article III, Section 3.

b. “Board of Directors” means the Board of Directors of the Chapter and “Director” means a Member of the Board of Directors.

c. “Board of Trustees” means the Board of Trustees of CAI and “Trustee” means a Member of CAI’s Board of Trustees

d. “CAI’s By-Laws” means the By-Laws of CAI as the same may be amended or replaced.

e. “Community Association” means any incorporated or unincorporated association trust or other entity comprised of the owners of interests in a residential, commercial, or industrial condominium, real estate cooperative, planned unit development or other real estate common interest community.

f. “Company” shall mean a business incorporated according to the laws of a state, a limited liability corporation, a partnership, or other relationship of individuals providing service or products to others.

g. “Member” means a Member of the Alabama Chapter of CAI.

h. “Member in Good Standing” means a member whose rights have not been suspended by the Chapter or CAI.

i. “Membership Representation Group” means the following categories of membership: Professional Community Association Managers/Management Companies, Community Association Volunteers, and Business Partners.

ARTICLE III MEMBERSHIP

SECTION 1. General Requirements. Applications for membership in CAI and within any class of membership of CAI shall be approved in accordance with the terms of CAI’s Bylaws and such rules, procedures and limitations as may be established by the Board of Trustees from time to time. CAI shall have the right to determine the appropriate class of membership for any Member. Membership in CAI is as authorized by CAI. Members are automatically assigned to a CAI certified chapter in accordance with established chapter boundaries.

SECTION 2. Conflict of Interest. All Board of Trustees members, Legislative Action Committee members, members of Membership Representation Groups, Committee members, and Chapter board members shall comply with the conflict of interest policies adopted by the Board of Trustees and stricter policies as may be established by the Chapter.

SECTION 3. Classes of Members. The membership of CAI shall consist of the following:

- A. Community Association Volunteers. All individuals residing or owning a unit in a community association are eligible for membership as a Community Association Volunteer, including, without limitation, individuals living in community associations who have a volunteer role within their community association. Volunteer roles include, but are not limited to, being a member or officer of the governing body of the community association, participating on a volunteer committee or committees, acting as the newsletter editor for the community, or any other volunteer function sanctioned by the community association. Community Association Volunteers will be considered as individual Members of CAI. Community associations purchasing the membership on behalf of a community association volunteer or volunteers, shall own each such membership and shall be permitted to transfer each membership to one other volunteer in the community association during the term of membership or upon renewal of the membership. Individuals purchasing a membership with their personal funds shall be the only individual entitled to exercise the rights of membership and such membership shall not be transferable.

- B. Community Managers. This class of Members shall consist of professional managers of all types of association-governed communities including, but not limited to, condominium associations, town home associations, co-operative associations, homeowner associations, large-scale communities, and planned communities. All managers of association-governed communities fall within this

class of Members, regardless of whether they are on-site managers, portfolio managers, large-scale managers, are employed by a management company or have any other employment relationship. Those persons who have previously served in one of the roles in the preceding sentence and serve in a capacity of managing other managers shall be a Member of this class. All community managers shall be treated as individual Members of CAI. A management company or employer of a manager purchasing the individual membership on behalf of a manager or managers, shall own each such membership and shall be permitted to transfer each membership to another manager during the membership term or upon renewal of the membership, but only in the event the manager originally identified is no longer employed by the management company. Individuals purchasing a membership with their personal funds shall be the only individual entitled to exercise the rights of membership and such membership shall not be transferable.

- C. Business Partners. This class of Members shall consist of professionals and other providers of products, services, support, and counsel to association-governed communities, including developers of such communities. This class of Members shall not include community association management companies or managers of association-governed communities. The company, partnership, corporation or other business entity may transfer a contact designation to another individual in the company, partnership, corporation or other business entity during the membership term or upon renewal of the membership. Employees of a business partner member will be permitted to attend classes, functions, conferences, to purchase products and services at membership prices, and be elected to committees or the Board of Directors. Business partner members shall be entitled to cast one vote on any and all matters required to be voted upon by the members and shall have such other rights, privileges and responsibilities as the Board of Directors may determine from time to time provided those rights and privileges are consistent with those determined by the Board of Trustees. The primary contact for the business partner membership may have the right to cast a vote or the right to designate one individual from the company to cast a vote.
- D. Management Companies. This class of Members shall consist of community association management companies. Each management company membership shall include an individual manager membership to be held by the CEO or equivalent of the management company. Whenever the term "CEO of a management company" is used in these By-Laws, it shall mean the CEO or equivalent of a management company. Management companies shall not transfer this manager membership to multiple managers during the course of the membership term for the purpose of obtaining membership pricing for managers who do not hold an individual manager membership. Employees of the management company, who are not employed to manage or provide services to association-governed communities, may attend classes and functions at the membership price.

SECTION 4. Rights and Privileges.

- A. Chapter Rights and Privileges. Each Member in good standing of the Chapter shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such other rights, privileges and responsibilities as the Board of Directors shall determine from time to time. Except as otherwise provided in these Bylaws, and subject to eligibility requirements, each Member in good standing shall be eligible to serve on the Chapter Board of Directors and committees.
- B. CAI Rights and Privileges. Each Member in good standing of CAI shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such rights, privileges and responsibilities as the Board of Trustees shall determine from time to time. Except as otherwise provided in these Bylaws, and subject to eligibility requirements, each Member in good standing shall be eligible to serve on the CAI Board of Trustees, Membership Representation Groups, and committees.

SECTION 5. Suspension for Nonpayment. The Chapter may adopt reasonable policies to suspend certain membership rights and privileges resulting from nonpayment of amounts due and owing to the Chapter or CAI.

ARTICLE IV
ANNUAL DUES

The Board of Trustees shall determine the amount of annual dues, fees, and other assessments to be paid to CAI by each class of Members. Unless terminated, each membership shall continue automatically from year to year, with annual dues, fees, and other assessments payable by each Member on or before such date as shall be determined by the Board of Trustees. Unless otherwise directed by the Board of Trustees, all annual dues, fees, and other assessments shall be paid to CAI in advance of the 12-month period to which they relate. The Board of Trustees may from time to time impose such other fees and charges as it deems proper and may waive or modify the requirement to pay dues, fees or charges for particular Members.

ARTICLE V
MEETING OF MEMBERS

SECTION 1. Annual Meeting. There shall be an annual meeting of Members of the Chapter for the transaction of such business as may properly come before the meeting or any adjournment thereof. The annual meeting shall be held at such time and place as the Board of Directors may determine subject to the following: The meeting must be held in sufficient time for selection of a president-elect who can attend the designated national meeting for president-

elect training of CAI. Written notice of such meeting stating the date, time and place of such meeting shall be sent to each Member, at the last address or electronic transmission shown on the Chapter's records, at least 15 days before the date of the meeting, or as provided by state law.

SECTION 2. Special Meetings. Special meetings of the Members may be called only by the Board of Directors. Special meetings shall be held at such times and places as the Board of Directors may determine. Written notice of any special meeting stating the date, time, place and purpose of such meeting shall be sent to each Member, at the last address or electronic transmission shown on the Chapter's records, at least 15 days before the date of the meeting, or as provided by state law.

SECTION 3. Quorum. Members of the Chapter present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the Members. At any duly called meeting of the Members at which a quorum is present, the act of a majority of the Members present in person or by proxy shall be the act of the Members on any matter, except where the act of a greater number of Members is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Members, a majority of the Members present may adjourn the meeting from time to time, without further notice, until a quorum is present.

SECTION 4. Voting and Proxies. Voting on all matters may be conducted by mail, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission. A Member entitled to vote may authorize, in writing, another person to act for such Member by proxy either for: a) solely the purpose of achieving a quorum or b) through a general proxy for voting purposes, the choice to be indicated by the proxy maker. The writing may be executed by the Member or the Member's authorized officer, director, employee, or agent signing the writing, or causing the person's signature to be affixed to the writing, by any reasonable means, including a facsimile signature. No proxy shall be valid after 11 months, unless otherwise provided in the proxy.

SECTION 5. Electronic Communications. Whenever these By-Laws require that a document, record or instrument be "written" or "in writing," the requirement is deemed satisfied by an electronic record if the Board of Directors has affirmatively published regulations permitting an electronic record or document as a substitute for a written item.

Whenever these Bylaws require a signature on a document, record or instrument, an electronic signature satisfies that requirement only if: (a) the Board of Directors has affirmatively published regulations permitting an electronic signature as a substitute for a written signature; and (b) the electronic signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or (c) the Board of Directors reasonably believes that the signatory affixed the electronic signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.

The Board of Directors may require reasonable verification of any electronic signature, document, record or instrument. Absent or pending verification, the Board may refuse to accept any electronic signature or electronic record that, in the Board's sole discretion, is not clearly authentic. Neither the Board of Directors nor the Chapter shall be liable to any Member for accepting or acting in reliance upon an electronic signature or electronic record that the Board reasonably believes to be authentic, or rejecting any such item which the Board reasonably believes not to be authentic. Any Member who negligently, recklessly or intentionally submits any falsified electronic record or unauthorized electronic signature shall fully indemnify the Chapter for actual damages, reasonable attorneys' fees actually incurred and expenses incurred as a result of such acts.

SECTION 6. Action Taken Without A Meeting. In the Board's discretion, any action that may be taken by the Members at any annual or special membership meeting may be taken without a meeting by written ballot or written consent as provided below.

(a) Written Ballot.

A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the vote cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the vote of approval equals or exceeds that which would be required to approve the matter at a meeting at which the total vote cast was the same as the vote cast by ballot.

All solicitations for votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter, other than election of Directors; and (c) specify the time by which such ballot must be received by the Board of Directors in order to be counted. A ballot may not be revoked. The Chapter shall maintain such ballots in its file for at least three years.

Approval of any action taken by written ballot shall be effective upon the receipt of the affirmative vote necessary to take such action.

(b) Written Consent.

Approval by written consent shall be valid only when the affirmative written consents received equals or exceeds the vote that would be required to approve the matter at a meeting. Consents shall be filed with the minutes of the next following membership meetings. Approval of any action taken by written consent shall be effective 10 days after sending the notice of approval described below.

(c) Notice to Members of Approval.

If an action of the Chapter membership is approved by written ballot or written consent, the Board of Directors shall issue notice of such approval to all Members.

SECTION 7. Order and Conduct of Business. The President shall establish the agenda for, and preside at, and the Secretary shall keep the minutes of, all membership meetings. The Board of Directors may establish rules of conduct and the order of business for all membership meetings. When not in conflict with these Bylaws, the Articles of Incorporation or meeting procedures adopted by the Board of Directors, Roberts Rules of Order (latest edition) shall govern all membership meetings. The Board may order the removal of anyone attending a membership meeting who, in the opinion of the Board, disrupts the conduct of the business at such a meeting. The use of Roberts Rules of Order may be partially or wholly suspended by majority vote of the Members. In the event of any dispute concerning the meaning of any meeting rules, including Roberts Rules, the decision of the chair, who may consult with counsel, shall be final and binding.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. Powers of the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs and property of the Chapter, shall determine the policies of the Chapter, shall actively pursue the purposes and objectives of the Chapter and CAI, shall ensure that the Chapter and its Bylaws comply with the policies and procedures of CAI, and shall have discretion in the use and disbursement of Chapter funds. The Board of Directors may adopt such rules, regulations and procedures for the conduct of its business, for the execution of its powers, for the implementation of these Bylaws and for the fulfillment of the purposes and objectives of the Chapter and CAI as it shall deem necessary or advisable.

SECTION 2. Composition of the Board. The Board of Directors shall be composed of the number of Directors as determined by the Members, but in no event shall be fewer than five (5) or more than fifteen (15) Directors. No more than two persons from any one entity may serve on the Board at any one time. Directors must represent Membership Representation Groups as determined by the Board of Trustees according to the following:

Five (5) Directors which shall include one (1) Community Association Volunteers, one (1) Community Association Manager, one (1) Business Partner, and two (2) At-Large Members.

The composition of At-Large seats on the Board of Directors shall not provide any one membership category with more than sixty percent (60%) of the seats on the Board of Directors.

SECTION 3. Term of the Board. The Chapter's Board of Directors shall establish the term of office as three (3) years. The term of office of one-third (1/3) (or a fraction as near to 1/3 as possible) of the Directors shall expire at each annual meeting. If the aggregate number of Directors is changed, terms shall be established so that depending on the term, one-third (1/3) of the total number of Directors is elected each year. A member may serve on the Board of Directors for a total of six (6) years. Those years of service do not have to be consecutive. After a Member has served for six years, they may not serve again for three years. At that time, they begin the process of accumulating their six (6) years again. Counting of the initial six (6) years

will begin effective the date of the formation of the Chapter. For the initial election of Directors the top two vote getters will serve a three year term, the third and fourth most vote getters will serve a two term and the lowest vote getter will serve a one year term, thereafter all terms will be for three years.

SECTION 4. Nomination and Election of Directors.

a. Except as otherwise provided in these Bylaws, each Member in good standing (good standing being defined as current on all dues) shall be eligible for nomination to serve as a Director. Nominations of individuals to serve as Directors shall be made by the nominating committee in accordance with these Bylaws and such rules and procedures as may be established from time to time by the Board of Directors. Nominations of individuals to serve as Directors may also be made by written petition signed by 10% or 10 members whichever is less.

b. The Nominating Committee shall submit to the Members at least 30 days before the date set for the election of Directors a written report specifying the Director Election Date, and setting forth a slate of nominees to serve as Directors. Such slate shall be comprised of one or more nominees for each of the available seats on the Board of Directors that are to be filled. The slate shall designate the Membership Representation Group to be represented by each nominee. Petitions for additional nominees to serve as Directors must be received by the nominating committee at least 21 days before the election date. If any petition is received within such time, the nominating committee shall, at least 10 days before the election date, submit to the Members a written ballot containing the names of all eligible nominees, indicating, for each nominee, whether he or she was nominated by the nominating committee or by petition. The ballot shall indicate the date by which it must be returned in order to be counted and such other information as may be required by state law. The persons receiving the most votes shall be elected.

c. If no petitions are received by the nominating committee within the time prescribed in these Bylaws, then, on the election date, the Secretary shall cast a unanimous ballot for the slate of nominees nominated by the nominating committee and such nominees shall be declared elected Directors of the Chapter.

SECTION 5. Meetings. The Board of Directors shall hold at least one meeting quarterly at such time and place as the Board of Directors may determine. In addition, the Board of Directors shall meet upon the call of the President, or upon the written request of one-third (1/3) of the Directors at such time and place as the President or Secretary, as the case may be, may designate.

SECTION 6. Conference Calls. Any or all Directors may participate in duly called meetings of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at a meeting.

SECTION 7. Notice of Meetings. Notice of meetings of the Board of Directors may be given orally or in writing and shall be given to each Member of the Board of Directors, at least 72 hours before the time appointed for the meeting, except in an emergency.

SECTION 8. Waiver of Notice. Whenever any notice is required to be given to any Director under these Bylaws, a written waiver thereof, signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

SECTION 9. Action by Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all Members of the Board of Directors or of such committee, as the case may be, and such unanimous written consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors or at a meeting of such committee, as the case may be. All such action shall be reported at the next duly called meeting of the Board of Directors.

SECTION 10. Quorum; Acts of the Board. A majority of the number of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. At any duly called meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present and voting shall be the act of the Board of Directors on any matter, except with respect to public policy issues or where the act of a greater number of Directors is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

SECTION 11. Votes on Matters Related to Public Policy. All matters involving a public policy position of the Chapter must be adopted by a two-thirds (2/3) vote those Directors present and voting at a duly called meeting of the Board of Directors, a quorum being present, and must not be inconsistent with the policies, goals and objectives of CAI.

SECTION 12. Resignation or Removal. Any Director may resign by presenting a written resignation to the President or Secretary, and such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of receipt thereof by the President. Any Director unable to attend a duly called meeting of the Board of Directors shall advise the President as to the reason for the absence. If a Director has three consecutive absences from duly called meetings of the Board of Directors without the Board excusing such absences, such Director may be deemed to have resigned as a Director; provided, however, that the Board of Directors may waive this provision in particular cases. A Director may be removed from office, with or without cause, by a two thirds vote of the Members; provided, however, that such Director shall be afforded an opportunity to be heard, either orally or in writing, prior to any such action.

SECTION 13. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then Members of the Board of Directors, even

though less than a quorum of the Board. Any Director elected to fill a vacancy shall serve through the end of the unexpired term of his/her predecessor in office.

SECTION 14. Reimbursement of Expenses. No Director shall be compensated for serving as a Director; provided, however, that the Board of Directors may reimburse any Director for reasonable out-of-pocket expenses incurred as budgeted and authorized by the Board of Directors.

ARTICLE VII OFFICERS

SECTION 1. Officers. The elected officers of the Chapter shall be a President, a President-elect, a Vice President, a Treasurer and a Secretary. The Board of Directors may from time to time appoint such other officers as the Board may deem necessary or advisable.

SECTION 2. Qualifications, Election and Term of Office. The officers of the Chapter, with the exception of President, shall be elected from among the Directors each year by the Board of Directors by a majority vote of the Board. The President taking office each year shall be the President-elect who was in office immediately before the election of officers. Each officer will serve for a term of one year and until a successor has taken office.

SECTION 3. Removal. Any officer may be removed by a majority vote of the entire Board of Directors if, in the judgment of the Board, the best interests of the Chapter would be served by such removal.

SECTION 4. Vacancies. Vacancies in any office, with the exception of President, may be filled for the balance of the remaining term by the Board of Directors at a meeting of the Board in accordance with such rules and procedures as may be established by the Board. In the event of a vacancy in the office of President, the President-elect shall act as President for the unexpired portion of the term of office of the predecessor in such office and shall succeed to such office upon the expiration of the term.

SECTION 5. President. The President shall be the chief elected officer of the Chapter and shall preside at all meetings of the Members and the Board of Directors. Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President shall appoint all committees, The President shall have the authority to represent the Chapter and act in its name in accordance with the declared policies of the Chapter and CAI. The President shall communicate to the Members of the Chapter and to the Board of Directors such matters and make suggestions as may tend to promote and further the purposes and objectives of the Chapter and CAI, and the President shall perform such other duties as are necessary or incident to the office of President or as may be assigned by the Board of Directors. The President shall be responsible for satisfying the directives of the Board of Directors.

SECTION 6. President-elect. The President-elect shall perform the duties of the President in the President's absence or in the event of resignation, removal or inability or

refusal to act, The President-elect, when so acting, shall have all the powers and responsibilities of the President. The President-elect shall also perform such duties as may be assigned by the President or the Board of Directors.

SECTION 7. Vice President. The Vice President shall perform the duties of the President-elect in the President-elect's absence or in the event of resignation, removal or inability or refusal to act of the President-elect.. The Vice-President, when so acting, shall have all the powers and responsibilities of the President-elect. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors. The Vice-President shall not succeed to the presidency unless so determined by a majority vote of the Board.

SECTION 8. Treasurer. The Treasurer shall be the custodian of Chapter funds and securities, shall oversee the establishment of proper accounting procedures for the handling of the Chapter's funds, shall be the disbursing officer for the Chapter and shall report on the financial condition of the Chapter at least quarterly to Board of Directors and at other times as called upon by the President of the Chapter. The Treasurer shall perform all other duties incident to the office of Treasurer.

SECTION 9. Secretary. The Secretary shall be responsible for the keeping of complete and accurate minutes of all meetings of the Members, the Board of Directors and the executive committee. The Secretary shall perform all other duties incident to the office of Secretary. The Secretary shall also keep a roster of all members.

SECTION 10. Chapter Staff. The Board of Directors may appoint an executive director or chapter administrator to manage the operations of the Chapter within the authority delegated by the Board of Directors.

SECTION 11. Salaries; Reimbursement of Expenses. No elected officer of the Chapter shall be compensated for serving as an officer. Officers may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as officers, as budgeted and authorized by the Board of Directors.

ARTICLE VIII COMMITTEES

SECTION 1. Nominating Committee. Each year the executive committee shall designate a nominating committee that shall consist of the President of the Chapter, the President-elect and at least three other Members of the Chapter who are not elected officers of the Chapter and who are not running for election. No more than two (2) Members of the Nominating Committee may be from the same Membership Representation Group. Unless otherwise directed by the executive committee, the immediate past president of the Chapter shall serve as chairman of the nominating committee.

SECTION 2. Finance Committee. The Board of Directors may appoint a finance committee which shall be comprised of the Treasurer and 4 other Members, one of whom shall be the President-elect of the Board and one of whom shall be the immediate past President of the Board, and two additional Members appointed by the President. This committee shall, in accordance with such procedures as may be established by the Board of Directors from time to time, recommend a budget to the Board of Directors for each fiscal year.

The Finance Committee shall examine the accounts and books of the Chapter and make interim reports to the Board and further, shall oversee any audit, review or compilation of chapter financial statements by a certified public accountant and report results of the audit, review or compilation to the Board of Directors.

SECTION 3. Other Committees. Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President shall appoint such other standing or special committees/committee chairs, subcommittees, task force or boards as may be required by these Bylaws or as may be deemed necessary or appropriate by the President.

SECTION 4. Reimbursement of Expenses. Members of the executive committee may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as Members of the executive committee, as budgeted and authorized by the Board of Directors.

ARTICLE IX LIMITATIONS OF LIABILITY; INDEMNIFICATION

SECTION 1. Limitations of Liability. Nothing herein shall constitute Members of the Chapter as partners for any purpose. No Member, officer, director, agent, representative or employee of the Chapter shall be liable for any act or failure to act on the part of any other Member, officer, director, agent, representative or employee of the Chapter, nor shall any Member, officer, director, agent, representative or employee of the Chapter be liable for any act or failure to act under these Bylaws, except acts or failures to act arising out of such person's willful misfeasance.

SECTION 2. Indemnification. The Chapter shall indemnify and hold harmless, to the fullest extent now or hereafter permitted by law, each current and former director, officer, employee, agent and representative of the Chapter who was or is made a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee, agent or representative of the Chapter, whether the basis of such proceeding is alleged action or failure to take action in an official capacity, against any and all expenses (including attorneys' fees and disbursements), liabilities (including judgments, fines, excise taxes and penalties), amounts paid in settlement, and amounts expended in seeking indemnification granted to such person under applicable law or these Bylaws, actually and reasonably incurred by such person in connection with such proceedings. The Chapter shall pay expenses (including attorneys' fees and disbursements) incurred by a current or former

director, officer, employee, agent or representative of the Chapter in connection with the investigation, defense, settlement or appeal of any proceeding that such person was or is made a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, by reason of the fact that such person is or was a director, officer, employee, agent or representative of the Chapter. The rights of indemnification and advancement of expenses provided herein shall not be deemed exclusive of any other rights that any person seeking indemnification or advancement of expenses may have or hereafter be entitled to claim or exercise.

ARTICLE X MISCELLANEOUS

SECTION 1. Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

SECTION 2. Contracts, Checks, Drafts, etc. Except as otherwise provided in these Bylaws, all contracts and all checks, drafts, notes, acceptances, endorsements and other evidences of indebtedness may be signed on behalf of the Chapter only by the President, the executive director or such other officers and agents of the Chapter as the Board of Directors or the executive committee may authorize. Any amount more than \$2,500 requires two signatures of the above designated signers.

SECTION 3. Loans. No loans shall be made or obtained on behalf of the Chapter, and no negotiable instruments other than checks shall be issued in its name, unless and except as authorized by a majority of the Board of Directors.

SECTION 4. Deposits. Unless otherwise directed by the Board of Directors, all funds of the Chapter shall be deposited in such depositories as the executive committee or the Board of Directors may select, or as may be selected by another officer or agent authorized by the executive committee.

SECTION 5. Surety Bond. The President, the Treasurer, the executive director and such other officers and agents of the Chapter as may be determined from time to time by the Board of Directors, shall give and file with the Secretary surety bonds for the faithful performance of their duties in such sums as may be fixed from time to time by the executive committee. The cost of such bonds shall be paid by the Chapter.

SECTION 6. Directors and Officers Insurance. The Chapter shall, at all times, maintain a Directors and Officers policy in an amount and form so as to protect the interests of its members.

SECTION 7. Procedures. All meetings of the Members, the Board of Directors and the executive committee shall be governed by the rules set forth in the latest edition of Robert's Rules of Order, Newly Revised, as long as such rules are not in conflict with these Bylaws or with rules and procedures established by the Board or the executive committee.

SECTION 8. Seal. The Chapter may have a seal of such design as the Board of Directors may adopt, and it may be used by the Secretary in accordance with such rules and procedures as may be adopted by the Board of Directors.

SECTION 9. Dissolution. Upon dissolution of the Chapter, all of its assets shall be distributed to CAI, or its successor.

SECTION 9. Loss of Charter. This chapter may be decertified by a vote of the Board of Trustees, as provided in the policies and procedures of CAI. In such event, the Chapter agrees to be bound by the CAI policies.

SECTION 10. Waiver of Notice. Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, a waiver of such notice in writing signed by the person entitled to such notice, whether such waiver is signed before or after the time for notice has expired, shall be deemed the equivalent of the giving of such notice.

SECTION 11. Transitional Procedures. Any and all actions taken pursuant to the Bylaws of the Chapter as in effect prior to the date of adoption hereof shall remain in full force and effect unless and until expressly changed or revoked pursuant hereto, The Board of Directors shall adopt such provisions for effecting a transition to the requirements of these Bylaws (including without limitation, provisions for converting the composition of the Board of Directors of the Chapter) as it deems necessary and proper.

SECTION 12. Notices. Unless otherwise prohibited by these Bylaw or state law, all notices and other communications required by these Bylaws or state law shall be in writing and shall be given by any one of the following:

- (i) Personal delivery;
- (ii) United States mail, first class, postage prepaid;
- (iii) Statutory overnight delivery;
- (iv) Electronic mail;
- (v) Facsimile; or
- (vi) A secure web site, provided that notice shall be deemed given via web site only upon proof that the addressee has retrieved the message.
- (vii) Other electronic means that provide a verifiable return receipt

ARTICLE XI
AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, by the affirmative vote of two-thirds (2/3) of the Members of the entire Board of Directors at a duly called meeting of the Board at which a quorum is present; provided, however, that the notice of such meeting must be in writing, must describe, generally, the scope and nature of the amendment, revision or alteration to the Bylaws, and must state that a purpose of the meeting is to vote on such proposed amendment, revision or alteration to the Bylaws.