

KENTUCKIANA GOLF COURSE SUPERINTENDENTS ASSOCIATION, INC.

BY-LAWS

(REVISED JANUARY 13TH 2023)

ARTICLE I

NAME-LOCATION-OBJECT-FISCAL YEAR-SEAL

SECTION I. NAME.

The name of this Corporation shall be the Kentuckiana Golf Course Superintendents Association, Inc. and hereinafter be designated for the purpose of brevity "this Association".

SECTION II. LOCATION.

The principal place of business of this Association shall be in the City of Louisville, Jefferson County, Kentucky, although a temporary office and the books of this Association shall be kept and maintained at such place or places as the Executive committee may from time to time appoint.

SECTION III. OBJECT AND PURPOSE

The objectives and purpose of this Association shall be to promote in any manner, the lawful and legitimate interest of its members, both individually and collectively, for the purpose of procuring all benefits to the members; to advance the rights and sciences attendant upon, pertinent or related to the occupation of golf course maintenance and related fields of grounds maintenance; to associate and unite those persons engaged in the construction, reconstruction, development, improvement and maintenance of turfgrasses, grounds beautification and landscaping in the Kentuckiana area into a cooperative group for the collection, preservation and dissemination of scientific and practical knowledge and information on problems and methods of turf management and grounds maintenance of every kind and nature; to facilitate and promote the interchange of ideas among the members, and to edit, publish and distribute to the members information from periodicals, bulletins and thus effecting more efficient and economical construction and maintenance and thereby improving and enhancing the individual and collective prestige and efficiency of the members.

SECTION IV. FISCAL YEAR

The fiscal year of this Association shall end on the final day of September.

SECTION V. SEAL

The seal of this Corporation shall be circular in shape and shall have inscribed thereon around the edges thereof the name of this corporation and across the bottom thereof the year of its incorporation and in the center of said seal shall appear the word "Seal".

ARTICLE II

OFFICERS-BOARD OF DIRECTORS-EXECUTIVE COMMITTEE

POWERS AND DUTIES

SECTION I. OFFICERS

The Officers of this Association shall consist of a President, Vice President and Secretary/ Treasurer who shall perform the duties hereinafter prescribed for each office. All officers shall be Class A or Class B members of the Golf Course Superintendents Association of America.

SECTION II. BOARD OF DIRECTORS

The Board of Directors shall consist of six active members of this Association, President Emeritus and the Editor of the Official Publication. A majority of the Board of Directors shall be Class A or Class B, members of the Golf Course Superintendents Association of America.

SECTION 111. EXECUTIVE COMMITTEE

The Officers of this Association, as herein above provided for, together with the Board of Directors as above constituted, shall constitute the Executive Committee of this Association.

SECTION IV. POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

The Executive Committee shall have general charge and management of the affairs and property of this Association, and it shall be the duty of such Executive Committee to carry out the objects and purposes of this Association subject to these By-Laws. The Executive Committee shall have the power to admit members and to suspend and expel members according to these By-Laws. Said Executive Committee shall make full report of its acts and doings during the year through its official publication.

ARTICLE III

TITLES-DUTIES OF EACH OFFICER-COMPENSATION

SECTION I. PRESIDENT AND DUTIES PRESCRIBED

The President shall be the Chief Executive Officer of the Association and shall have general charge and supervision of the affairs and property of this Association, subject however to such rules and regulations as may from time to time be made by the Executive Committee. This individual shall preside at all meetings of the Association and Executive Committee. This individual shall appoint all committees. Appointments are subject to the approval of the executive committee. The president shall be ex-officio member of all committees.

SECTION II. VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President hereinbefore prescribed. In the event the office of President shall become vacant, the Vice President shall perform all duties of the President until the annual election or until a successor shall be duly elected. In the event that both the office of the President and Vice President shall become vacant or both officers are incapacitated, then the Board of Directors shall elect one of their members to fill the vacancy of the office of President.

SECTION III. SECRETARY/TREASURER Duties Prescribed

The Secretary shall attend all meetings of the members of the Association and of the Executive Committee and shall keep a record of all proceedings at the meetings in a book belonging to the Association and to be kept for that purpose. The secretary shall send minutes to the executive committee within 14 days of any executive committee or membership meeting. The secretary shall give due and proper notice as provided by these by-laws of all meetings of the members of the Association and of the Executive Committee. The secretary shall maintain the bylaws, articles of incorporation and other official documents, and shall be the custodian of the Corporate Seal. The secretary shall maintain a database with accurate information of association members and constituents and shall publish an annual membership directory.

The treasurer shall ensure the financial integrity of the Association and shall have custody of the funds of the Association and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Association and in such depositories as may be designated by the Executive Committee. The treasurer shall report financial information to appropriate constituencies, shall make available financial statements or report to members and shall ensure that all financial policies of the Association are being followed. The treasurer shall also oversee the preparation and distribution of financial audits by an accountant or financial professional.

Section V. Compensation

Directors as such shall not receive any compensation for their services. The President and Vice President shall serve without compensation. The Secretary-Treasurer shall receive such compensation as the Executive Committee may see fit from time to time and his annual dues as compensation for his services.

ARTICLE IV COMMITTEES-FORMATION-STANDING COMMITTEES DUTIES AND RESPONSIBILITIES

SECTION I. FORMATION

For the better execution of his powers and duties the President shall appoint such committees of members in good standing of this Association as occasion may require and as he may deem necessary, and he shall define the duties thereof. The standing committees shall be among those designated and appointed.

SECTION II. STANDING COMMITTEES

The following standing committees shall be appointed annually by the President:

- Publicity and Official Publication
- Nominating & Election
- Tournament
- Scholarship
- Membership
- Program
- By-Laws
- Audit

SECTION III. GENERAL COMMITTEE RULES

Each committee chairman shall determine the number of necessary meetings for his committee to accomplish the objectives of said committee. Each Committee chairman shall render a report to the Executive Committee. No Committee shall have authority to bind this Association for the payment of money or the performance of contract, such authority being hereby expressly reserved unto the Executive Committee hereof, or the fully authorized and elected Officers of this association.

SECTION IV. PUBLICITY AND OFFICIAL PUBLICATION-DUTIES AND RESPONSIBILITIES

This Committee shall seek ways and means of continuous publicity which will help carry out the objective and purpose of this Association and shall be responsible for acquiring and selecting material for publication in the Association's official bulletin.

SECTION V. MEMBERSHIP-DUTIES AND RESPONSIBILITIES

This Committee shall solicit membership applications from qualified perspective members within the Kentuckiana area. Will investigate qualifications of applicants for membership, recommending status and/or classification to the Executive Committee. Upon approval by the Executive Committee the application will be given to the secretary for processing. Upon disapproval the Membership Committee must notify applicant. The Committee will annually review membership roster for any changes in status.

SECTION VI. PROGRAM-DUTIES AND RESPONSIBILITIES

This Committee shall work with the host member for each monthly educational meetings to plan and arrange the programs therefore. It shall present the Publicity Committee with the final details for each meeting at the earliest possible date for their use in publicity and meeting notices.

SECTION-VII. TOURNAMENT-DUTIES AND RESPONSIBILITIES

This Committee shall work with the host member to plan and arrange the details of, and record all tournaments, receive the post entries, calculate handicaps, and make the rules for the conduct of such tournaments as sponsored by this Association. It shall be responsible for the security of prizes and awards for said tournaments and events. It shall present the Publicity Committee and the Secretary with the final details for each tournament at the earliest possible date for their use in the publicity and tournament notices.

SECTION VIII. AUDIT-DUTIES AND RESPONSIBILITIES

Will audit the Treasurer's books and books relating to the Official Publication and profit report at the first meeting of each new Board.

SECTION IX. NOMINATING AND ELECTION-DUTIES AND RESPONSIBILITIES

This Committee shall prepare a slate of candidates for officers and directors for presentation at the annual membership meeting. It shall furnish such a list to the membership prior to the annual membership meeting through special bulletin or published in the official publication. It need not adhere to Robert's Rules of Order and, therefore, may nominate from its committee. A slate of officers and/or directors shall be presented at the September meeting each year.

This committee shall also conduct the annual election of officers and directors in an orderly manner, with voting to be by secret ballot. The Chairman shall preside during the election, the secretary shall record the results. The tellers shall distribute, collect, and count the ballots for each election and certify the results to the secretary for recording. The Chairman shall announce the results of the elections for offices immediately after the certification of the results by the Chair of the Election Committee.

SECTION X. BY-LAWS-DUTIES AND RESPONSIBILITIES

This Committee shall review By-Laws of the Association and shall recommend changes to the Executive Committee.

SECTION XI. SCHOLARSHIP-DUTIES AND RESPONSIBILITIES

Will recommend to the Board any persons who are deserving of aid or assistance in an accredited institution of higher learning in an acceptable University or seminar.

ARTICLE V ELECTIONS

SECTION I. HOLDING OFFICE

Only GCSAA Class A and Class B members in good standing shall have the right to hold office as President, Vice President, and Secretary/ Treasurer. Class C, Class E, EM, and Affiliate members in good standing shall have the right to hold office as a Director of the Association.

SECTION II. VOTING

Any member in good standing shall have the right to vote at the annual or any special membership meeting duly called. A member may vote only in person. Each member shall have one (1) vote.

SECTION III. TIME OF ELECTION

The election of officers and the board of Directors of this association shall be held at the Annual Meeting of membership in October of each year.

SECTION IV. CONDUCTION OF ELECTION

The annual meeting will be turned over to the Election Committee for the election of officers & directors. The election to be conducted as prescribed in Article IV, Section IX.

SECTION V. NOMINATIONS

All nominations for candidates for office shall be made by members in good standing, after which they will be entered on the slate of candidates for the office to be voted upon. Nominations may be made from the floor at the annual meeting.

SECTION VI. ORDER OF ELECTION OF OFFICERS AND DIRECTORS

The first order of election shall be that of the election of President; second, the Vice President; third, the Secretary / Treasurer; and fourth, the Directors including regional Directors.

SECTION VII. DULY ELECTED

The persons receiving a plurality of the votes cast for each office shall be declared elected and shall take office at the close of the elections.

SECTION VIII. TERM OF OFFICE

The term of office for all elected officers shall be for two years from the date of election to the next annual meeting of the members, and the term of office for directors shall be two years and shall be elected at each annual meeting.

SECTION IX. FILLING UNEXPIRED PORTION OF TERM OF OFFICE OF PRESIDENT

The unexpired portion of a term of the President shall be filled by the Vice President.

SECTION X. FILLING VACANCIES FOR OTHER OFFICES

If any vacancy shall occur in any office, except that of the President, or if any vacancies shall occur in the Board of Directors, such vacancies shall be filled by appointment by the President, until the next annual meeting of the members.

SECTION XI. VACANCY OF OFFICE OF BOTH PRESIDENT AND VICE PRESIDENT

In the event the offices of both President and Vice President become vacant at the same time, or incapacitated to act, then the Directors shall elect one of their own members to fill the vacancy for the Office of President.

SECTION XII. REMOVAL FROM OFFICE

Any officer of the Association may be removed from office for due cause by a two-thirds vote of the entire Executive Committee.

ARTICLE VI
ANNUAL AND SPECIAL MEMBERSHIP MEETINGS
EXECUTIVE COMMITTEE MEETINGS

SECTION I. ANNUAL MEMBERSHIP MEETING

The annual meeting of the members shall be held as near to the second Tuesday in October as possible; the location, time and place of the meeting shall be designated by the Executive Committee.

SECTION II. SPECIAL MEETINGS OF THE MEMBERSHIP

Special meetings may be called by the President upon the request of a majority of the Executive Committee and may be called on written petition signed by twenty percent (20%) of members of good standing.

SECTION III. EXECUTIVE COMMITTEE MEETINGS

Meetings of the Executive Committee shall be held at the call of the President or any two members of the Executive Committee at such time and place as the President may designate.

SECTION IV. EDUCATIONAL MEETINGS

Regular meetings will be held at various members clubs, business establishments or other appropriate places to carry out the objects and purposes of this Association, from the standpoint of keeping abreast of new developments, theory, practices and for the interchange of ideas among the members.

SECTION V. NOTICE OF MEETINGS

The Secretary shall prepare notices to be published in the Official Publication of this Association, to be mailed to all members giving at least ten (10) days advance notice of the Annual or Special meetings of the membership, giving the time, place, and purpose of the meeting. Notice of all special meetings of the Executive Committee shall be mailed by the Secretary to each officer and director at least seven (7) days before the time appointed for said meeting, or by personally notifying said officers and directors verbally, by telephone at least three days before the time set for said meeting. Notice of all monthly educational meetings shall be published in the official publication of this Association.

SECTION VI. QUORUM

An attendance of twenty percent of the members in good standing of this Association shall constitute a quorum at annual or special meetings and a majority of the votes cast at any meeting at which a quorum is present shall be decisive except where otherwise provided by these by-laws. A majority of the Executive Committee shall constitute a quorum for any action except where otherwise provided by these by-laws.

SECTION VII. RIGHT TO VOTE OF EXECUTIVE COMMITTEE MEMBERS

Each member of the Executive Committee, constituted according to these by-laws, shall be entitled to vote at the meetings thereof.

SECTION VIII. FEES

Members shall be liable for fees necessary to defray cost of refreshments at educational meetings.

SECTION IX. TRANSACTION OF BUSINESS

At the annual meeting, any business may be transacted consistent with the by-laws, but at special meetings of the membership, the business shall be confined to the purpose for which the meeting was called.

SECTION X. ORDER OF BUSINESS AT ALL MEETINGS

The order of business at all meetings of the membership, except monthly educational meetings where the president may dispense with such business as he deems necessary, shall be as follows:

1. Call to order
2. Roll call or signing of attendance record book
3. Reading of minutes and treasurer's reports
4. Reports of Officers and Committees
5. Reading of Communications
6. Unfinished business
7. Elections
8. New Business
9. Adjournment

All matters coming before the Executive Committee or the members, not coming within the order of business prescribed, all disputed questions of parliamentary practice, shall be controlled by Robert's Rules of Order.

ARTICLE VII MEMBERSHIP

SECTION I. DEFINITION OF A GOLF COURSE SUPERINTENDENT

A golf course superintendent is one who is entrusted with the management and operation of the tract of land defined as a golf course, including involvement in construction and maintenance of golf courses and related equipment.

SECTION II. MEMBERSHIP CLASSIFICATION

Class AA - Life Members: To qualify for Life Membership, one must have retired as a golf course superintendent or assistant golf course superintendent and have been a golf course superintendent or assistant golf course superintendent member of GCSAA for twenty-five (25) years of which a minimum of twenty (20) years has been as a golf course superintendent. A life Member shall have all the rights of the Association except that of holding office. Class AA-Life Members will pay no membership dues.

Class A Member: is a golf industry professional; who possesses knowledge, skills, and abilities through a combination of education, experience, professional development and environmental stewardship; and has met and continues to fulfill on-going Class A renewal requirements.

Class A – Retired: To qualify for Class A – Retired status, one must not be currently employed as a golf course superintendent and have a minimum of five years of service as a Class A member. The years of service as a GCSAA member when combined with the member's age must equal or exceed seventy-five (75) years. This member shall have all the rights of the Association afforded that classification, except for holding office.

Class B: To qualify for Class B membership, an applicant shall be employed as a golf course superintendent and does not meet the additional qualifications for Class A membership.

Class C - Assistant Golf Course Superintendent: To qualify for Class C Membership, an applicant shall be an assistant to a golf course superintendent and shall be presently employed in such capacity. Class C Members shall have all the rights of the Association, except those of holding office.

Equipment Manager: To qualify for Equipment Manager membership; an applicant shall be employed as an equipment manager, assistant equipment manager or mechanic/technician and shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of holding office.

Class E - Educators: To qualify for Class E Membership, an applicant must be an educator or extension officer. Class E Members shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of holding office.

Associate: To qualify for Associate Membership, an applicant must be employed by a golf course superintendent at a golf course and does not qualify for membership under the Class A, Class B, Class C or Equipment Manager Bylaw's definition. Associate Members shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of voting, holding a director position, and holding office.

Affiliate: To qualify for Affiliate Membership, an applicant must be an individual, business firm or governmental body interested in golf course management and/or in the growing or production of fine turfgrass, either individually or through employment by, or other affiliation with, a company, proprietorship or association, and who does not qualify for membership in another class. Affiliate Members shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of holding office.

Student: To qualify for Student Membership, an applicant must be a turfgrass student enrolled in a formal course of education or have completed his or her formal education less than one (1) year prior to the date of application for membership provided one's current employment does not qualify for membership under any other classification. Student Members shall have such rights of the Association as the Board of Directors may specify by Standing Rules, except those of voting, holding a director position, and holding office.

Retired: To qualify for Retired Membership, one must be retired and no longer seeking employment within the scope of activities of any membership class of the Association. An applicant may apply for Retired Membership, the annual dues for which shall be set by the Board of Directors but shall not exceed half the amount paid for the classification in which the member retires. There are two options for retirement: (1) Any member reaching age fifty-five (55), may retire and shall have all the rights of the Association afforded the member in his or her immediate previous classification, with the exception of holding office; or (2) Any member having completed a minimum of twenty (20) years of service in any membership classification may retire in that classification and shall have all of the rights of the Association afforded that classification, with the exception of holding office.

Lifetime Members shall be such persons, having been proposed by the Executive Committee for such membership based on 20 years of outstanding service to the membership of the Association and elected

to such membership at a regular meeting. Lifetime Members shall meet the requirements of other members. They shall have all the privileges of class A and Class B members except holding office. They will not be required to pay dues. Upon election to such membership, they shall be presented with a special Lifetime Member Certificate indicating this honor. Members reaching 70 years of age will have Lifetime Member status also.

Inactive: An Inactive Member is an individual who, by reason of unemployment, illness, or other adverse circumstances, has been placed in this class upon his or her application. The Board of Directors shall have the authority to act on such application and to place a member on Inactive status subject to terms and conditions as the Board of Directors may specify by Standing Rules.

SECTION III. JOINT MEMBERSHIP

Each applicant for Class A and Class B membership must present an application for membership or evidence of membership with Golf Course Superintendent's Association of America within 30 days of joining KGCSA and must maintain that membership thereafter.

SECTION IV. CHARTER MEMBERS

Regular members to whom membership was extended to the Kentuckiana Greenskeepers Association during its first fifteen months organization, April 1948 through June 1949, while qualified as members in good standing of this Association, shall be known as Charter Members.

SECTION V. APPLICATION FOR MEMBERSHIP

Any person desirous of obtaining membership shall make application online or request an application from the Secretary. The application should be accompanied by a tender of one year's dues. In case of refusal to extend membership to any such applicant as hereinafter provided, the amount of dues so tendered shall be returned forthwith.

SECTION VI. APPROVAL OR REJECTION OF APPLICANT

Any rejection of application for membership by the Membership Committee, may be appealed by such applicant to the Executive Committee. Appeals to the Executive Committee shall be heard upon statement in writing or upon oral testimony at the next regular meeting of the Executive Committee or at any special meeting called for such purpose.

SECTION VIII. CHANGE OF STATUS OF MEMBERSHIP

If a member desires to have his or her status of membership changed, the member shall petition 30 days in advance, presenting reasons for this change or present proof that his or her status of membership has changed with the GCSAA. The Executive Committee shall be empowered to accept or reject this petition. The membership roster will be reviewed annually by the Membership Committee and a report made to the Executive Committee on these changes.

ARTICLE VIII

DUES AND SUPPLEMENTAL ASSESSMENTS-SUSPENSION FOR NON-PAYMENT

SECTION I. ANNUAL DUES

The annual dues shall be the sum fixed at any annual meeting of this Association, as approved by a majority vote of members present. Such dues shall be payable annually in advance. The membership year shall be January 1 through December 31. The sum of aforesaid shall include the subscription to the Official Publication of this Association and other benefits as provided by these by-laws.

SECTION II. SUPPLEMENTAL ASSESSMENTS

Assessments may be made by the Executive Committee from time to time, where necessary in the opinion of the entire committee, such special assessments shall be necessary for the payment of any existing deficit, or such deficit as may appear thereafter to be certain.

SECTION III. SUSPENSION FOR NON-PAYMENT

All members whose dues or assessments shall remain in arrears for more than ninety days after the due date or after notification of any special assessment shall be suspended from this Association without necessity of notice being given of such suspension and upon the expiration of ninety days, be divested of all rights and privileges therewith.

SECTION IV. EXTENDED TIME FOR PAYMENT

The Executive Committee may at its discretion, for good cause shown and assigned in writing, temporarily excuse, or extend time of payment of annual dues or assessments for any member for ill health, or any good cause shall be unable to make payment within the fixed time. Such members shall retain their present class of membership with the word "inactive" preceding it. The Executive Committee shall review such cases quarterly for appropriate action.

SECTION V. MEMBERSHIP CERTIFICATES

Membership Certificates shall be issued to each member as soon after payment of dues upon joining the first time. This certifies his membership in this Association. Said certificates shall be signed by the Secretary of the Association. Certificates shall be in such form as the Executive Committee shall from time to time prescribe.

SECTION VI. MEMBERS USE OF AFFILIATION

No member shall at any time use their affiliation with KGCSA for purpose of promoting schemes, ideas, or objects for private or collective gain.

ARTICLE IX ENDOWMENT FUND

SECTION I. CREATION OF FUND

There shall be an Endowment Fund which shall be created by allocating a minimum of 50% of proceeds raised from the annual Fundraiser Golf Tournament until the fund shall be equal to the sum of One Hundred Twenty-Five Thousand Dollars (\$125,000). The fund shall be grown over a period of time required to reach a balance of \$125,000, with no withdrawals. Once withdrawals commence, amounts shall be chosen so that sufficient funds are remaining for the fund to continue.

SECTION II. USE OF THE FUND

The funds will be used for education/research, reinvestment in the membership such as: scholarships, hardship and or charity as decided upon by the Executive Committee. In extreme financial circumstances detrimental to the chapter, the executive committee must get full board approval to use these funds, waiving the no withdrawal clause prior to reaching, or after reaching the balance of \$125,000.

SECTION III. MANAGEMENT OF THE FUND

The fund shall be managed by a professional fund manager to enhance financial gains and opportunities with minimal input from the Board.

ARTICLE X

EXPULSION-PROBATION-SUSPENSION-RESTORATION OF MEMBERSHIP

SECTION I. EXPULSION

If any member shall hereafter be charged with conduct unbecoming a member of this Association or conduct likely or calculated to injure or discredit the character or interests of this Association and information thereof be filed with the Executive Committee, notice of the filing shall be given to the person so charged and he shall be given opportunity to be heard in his defense. It shall then be the duty of the Executive Committee to hold a formal hearing on the charge and reply. Such testimony shall be taken at the hearing as the Executive Committee shall deem pertinent. If after hearing, the Executive Committee judged the conduct in question is cause for loss of membership, notice of the Executive Committee's decision will be given to the member concerned.

SECTION 1-A. PROBATION OR SUSPENSION

Any member may be placed on probation by the Executive Committee for a period of not less than 60 days. Suspension may occur with or without probationary period. Term of suspension will be determined by the Executive Committee.

SECTION II. APPEAL

Appeal from any such decision of the Executive Committee may be taken to the Annual Meeting of the Association where hearings shall be held upon a transcript of the oral testimony and the documents presented at the Executive Committee's hearing. No evidence shall be heard or ordered upon any such appeal before the Annual Meeting, except that incorporated in the record of the hearing before the Executive Committee.

SECTION III. RESTORATION OF EXPELLED OR SUSPENDED MEMBERS

Any expelled member, after the expiration of one year from the date of his loss of membership, may make application for reinstatement. At the end of the suspended period the member may petition the Board for reinstatement or expulsion will occur.

ARTICLE XI

PETITIONS

SECTION I. COMPLAINTS AND SUGGESTIONS-HOW FILED

All complaints and suggestions by members of the Association shall be made in writing to the President and delivered or mailed to the Executive Committee.

SECTION II. ACTION OF COMPLAINTS OR SUGGESTIONS

The President shall bring all such complaints or suggestions before the Executive Committee for appropriate action.

ARTICLE XII

AMENDMENTS

1. Proposed changes must be presented in writing and read to the members at any member meeting.
2. All members must be notified in the official publication or by email before the next regular meeting.
3. At the next regular meeting the proposed changes and amendments will be voted on.

4. An affirmative vote of two-thirds of all members present shall be necessary for the adoption of any amendment.

ARTICLE XIII
INDEMNIFICATION-DISSOLUTION

A- INDEMNIFICATION

The Association shall indemnify any and all persons who may serve or have served at any time as Officers or Directors, and their respective heirs, paid administrators, Succors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of being, or having been, an officer or director of this Association, except in relation to matters as to which any such officer or director, or former officer or director shall be adjudged in any action, suit or proceeding to be liable for those acts and omissions arising out of his or her willful misfeasance. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled inclosing such immunities under any law, bylaw agreement, or otherwise.

B - DISSOLUTION

In the event of dissolution of the Association, after all liabilities and responsibilities have been met, its assets shall be distributed in accordance with the Internal Revenue Code concerning its exempt status or in accordance with State Law. The decision of distribution shall be made by the Board of Directors.

Revised: 01/2023