

# Business Meeting



# Agenda

- Antitrust Reminder
- Presidents Report
- Updated Bylaws
- Board Member Election
- Officer Slate

# Board Member Election

## Robert Ross, Packaging Corporation of America



Bob is a 31-year veteran of the Pulp and Paper Industry. His current job title is Safety Director Paper Mills with Packaging Corporation of America, a position he has held for over 4 years. Prior to joining PCA, he was the Director of Safety and Health for Temple-Inland Corporation, until their acquisition by International Paper. During that period, he served on the PPSA Board as an Ad-hoc member. Other companies in which Bob has had management roles include NewPage, Glatfelter, MeadWestvaco, Georgia Pacific and Champion International.

Bob has a Bachelor of Science Degree from East Central Oklahoma State University. In his spare time, he likes to hunt, fish, and travel. He has been married to his wife, Carol, for 40 years and has two children and two grandchildren.

# Board Member Election

## DeWayne Bone, Greif



DeWayne is the Director Safety and Health for Greif Inc., and based in Austell GA. DeWayne filled the same position for Caraustar, who was acquired by Greif, since December 2017. Areas of responsibility include supporting 100 plus paper and packing manufacturing facilities in North America and leading a team of professionals providing safety and health leadership and direction to five business lines and land management operations.

He is a graduate of East Central University at Ada, Oklahoma with a degree in Industrial Hygiene and Environmental Sciences. DeWayne has over 28 years of experience in the pulp, paper, packaging, plastic, chemical and wood products manufacturing industry and is a registered professional industrial hygienist. DeWayne started his career with Weyerhaeuser in 1991 as a corporate industrial hygienist in Hot Springs, Arkansas and later in Federal Way, Washington while also supporting safety activities and initiatives across all segments of the company. From 2000 through 2006, served in the position of Director/Team Leader, Safety and Health, for Weyerhaeuser's North American Residential Wood Products division leading over 75 wood products manufacturing sites. From 2006 until the end of 2008, he held the position of Division Safety and Health Manager supporting Weyerhaeuser's 18 North American Pulp and Paper mills. In 2009, he joined MeadWestvaco (MWV) as the Senior Safety and Health Manager supporting the paper, chemical and plastics divisions. DeWayne left MWV to join RockTenn as the Corporate Manager Safety and Industrial Hygiene in June 2011 located in Atlanta GA and in 2014 became the Director Safety and Health at RockTenn. In 2015, with the merger of RockTenn and MWV into WestRock, his role was expanded to providing companywide strategic safety and industrial hygiene leadership for WestRock's 46,000 employees and 300+ operating sites around the world. In 2017, DeWayne served as the interim team leader leading over 20 professionals who provided safety and health support to all of WestRock. DeWayne and his wife Tammi, who has worked with Weyerhaeuser over 32 years, is the Manager East Treated Lumber Sales. They have two daughters, Jordan (21) and Jaci (16), and reside in Buford, GA.

# Proposed Officer Slate

Chair: Steve Gearheart

1<sup>st</sup> Vice Chair: Randy Adams

2<sup>nd</sup> Vice Chair: George Kolesar

Chair Emeritus: Paul Bierley

ARTICLES of INCORPORATION & BYLAWS  
OF THE  
PULP & PAPER SAFETY ASSOCIATION, INC.

**Adopted June 4, 2002**

**Revised January 20, 2003**

**Revised June 16, 2009**

**Revised June 25, 2014**

**Revised February 17, 2016**

**Revised February 28, 2019**

**ARTICLE ONE Name, Location, and Offices**

1.1 Name. Articles of Incorporation & Bylaws of the Pulp & Paper Safety Association, a Not-For-Profit Corporation operating at 15 Technology Parkway South, Suite 115, Peachtree Corners, GA hereinafter called "the Corporation", or "the Association".

**ARTICLE TWO Purposes of Governing Instruments**

2.1 Not-For-Profit Corporation. The Corporation shall be organized and operated as a Not-For-Profit Corporation.

2.2 Charitable Educational and Scientific Purposes. The Corporation is a voluntary association of members the purposes of which, as set forth in the articles of incorporation, are exclusively to improve the safety of workers, visitors, and contractors in the Pulp, Paper and related Industries within the meaning of section 501(c)(6) of the Internal Revenue Code. Association efforts are to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly, or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation. Said acts shall include but are not limited to: promoting safety and health within the industry through educational seminars, publications, and scientific testing; exchanging information on injury and illness experience through education seminars, meetings and publications, holding annual meetings for the exchange and dissemination of safety information and safety seminars at various locations to meet the needs of the Industry as a whole, or the Association's members.

2.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation & Bylaws.

2.4 Dissolution. In the event of dissolution of the Corporation and the discharge of its debts and the settlement of its affairs, all funds and properties of the Association remaining thereafter shall be conveyed to nonprofit, tax exempt, educational or scientific organization(s) with objectives and purposes similar to those of the Corporation, such organization(s) to be designated by the Board of Directors at the time of dissolution.

### **ARTICLE THREE Affiliation**

3.1 Members. The Corporation shall have an unlimited number of members. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

3.2 Eligibility. Membership shall be open to operating units, vendors, contractors, and manufacturers of equipment, supplies, and services used in the Pulp, Paper and related Industries. The Board of Directors may, from time to time, establish, modify, or eliminate one or more classes of membership.

3.3 Dues.

(a) A membership fee (dues) will be required from each operating unit reporting to the Association and each Vendor and/or Contractor Member. Dues and other fees shall be determined by the Board of Directors.

(b) Members whose dues are in arrears shall be placed on the suspended list. If after reasonable period dues are still unpaid, such members shall be dropped for non-payment, but only after proper notice of the impending action is given. During the period of suspension, members shall receive no service from Association.

3.4 Meetings. Both the Association members and the Board of Directors shall meet at least annually. Normally, but not limited to, the annual meeting of the general membership shall be held at a time selected by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The annual meeting of the Board of Directors may be held at any time of the year, at the discretion of the Executive Committee.

3.5 Special Meetings. Special meetings of the members, if necessary, may be called by the Board of Directors.

3.6 Notice of Meetings. Written or printed notice stating the business to be discussed, along with the place, day and hour of any meeting of members shall be delivered, either personally, by mail, fax, e-mail, posted on the Association website, or otherwise contained within the registration information of the Annual Safety & Health Conference, giving notice to each member entitled to vote at such meeting, not less than 30 days before the date of such meeting.

3.7 Quorum and Proxies. Any number of members attending as paid registrants of the Annual Health & Safety Conference shall be deemed a quorum of the general membership for purposes of electing Directors and Officers and transacting such other business as may come before the meeting. There shall be no Proxy votes allowed, written or otherwise.

3.8 Expulsion of Members. Any member or individual representing a member location, may at any time be expelled for delinquency or non-payment of membership dues or other fees owed to the Association or for any inappropriate conduct injurious to the Association or any Director, Officer, employee, or member of the Association at any meeting, seminar or Association function.

## **ARTICLE FOUR Board of Directors**

### 4.1 Authority and Responsibility of the Board of Directors.

(a) The affairs of the Association shall be managed by its Board of Directors.

(b) The Board of Directors shall have supervision, control, and direction of the management, affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations of the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee which will serve as Officers of the Corporation. Under no circumstances, however, shall any actions be taken which are inconsistent with these Articles of Incorporation and Bylaws.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any committee affiliate, director, officer, trustee, or other private person or individual; except that from time to time, gifts for exemplary service may be voted upon and approved by the Board.

(d) The Board of Directors may, from time to time, appoint, as consultants, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(e) The Board of Directors, with Executive Committee approval, is authorized to employ or enter into contract with any such person or persons, including an Executive Director, consultants, attorneys, trustees, agents, management company, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation. Such Executive Director, consultant, attorney, trustee, agent, management company, or assistants shall receive reasonable compensation by resolution of the Board of Directors having established a stated compensation rate for the performance of said duties; and be properly reimbursed by resolution of the Board of Directors for expenses and costs incurred for previously authorized expenditures. Said Executive Director, consultants, attorneys, trustees, agents, management companies and assistants shall be occupied as "at large" agents of the Association and may be removed either with or without cause at any regular, special, or annual meeting of the Board of Directors, by affirmative vote of a majority of all the Directors present and voting. A successor may be appointed at the same meeting.

4.2 Number of Boards of Directors. There shall be not less than seven (7) Directors. The Board of Directors is authorized to fix the precise number of Directors and fill vacancies by resolution adopted from time to time by a majority of all the Directors then in office. Candidates for positions on the Board of Directors being such, by way of recommendation, request or administrative search, shall complete a Board Position Application to the Ex-Officio . The Ex-Officio shall complete an investigation into the validity of the profile and the candidate's qualifications. Based on the recommendation of the Ex-Officio and after his or her own review, the General Chairman can propose to appoint the candidate an ad hoc Director. This appointment is confirmed by a majority vote of the sitting Board as called by the General Chairman. Prior to the vote, the Ex-Officio will have distributed copies of the candidates position profile to the full Board along with his/her findings. Directors added, or vacancies filled by such resolution shall



serve as ad hoc affiliates of the Board until such time as properly elected at the annual meeting of the Association by a quorum of the general membership.

#### **4.3 Nominations, Election and Tenure.**

##### **(A) Nominations.**

Every year at a meeting of the Board of Directors, prior to the start of the annual meeting, the Ex-Officio shall select nominees for election to the Board of Directors. Nominees shall be determined by way of the selection process employed by the Ex-Officio which would include those current affiliates of the Board of Directors whose term has expired but wish to be nominated for an additional term if qualified and approved, or any other duly qualified person upon recommendation by any current Association member. Recommendations from the general membership to fill Board of Director vacancies, shall be submitted to the Ex-Officio by completing the Board Candidate Application Form found on the Association Website. These recommendations from the general membership may be submitted at any time, but must be received by the Nominating Committee at least 30 days prior to the annual meeting at which that person may be nominated. The Chair of the Ex-Officio shall then submit the names of the nominees that have been selected by the Ex-Officio, following the screening process, to the general membership at the annual business meeting. The Ex-Officio shall have previously discussed with the nominee, the responsibilities and time requirements of a Board Affiliate and shall have received written documentation supporting the nominee's obligation to the Association.

##### **(B) Elections.**

Ad hoc Directors and new nominees shall be elected at the annual meeting of the Association by a vote consisting of a quorum of the general membership. Each Director shall take office as of the close of such annual meeting and shall continue in office for the term specified at the time of election and until his or her successor has been elected or appointed by resolution, or until his or her earlier death, resignation, retirement, disqualification, or removal. There shall be no limitation on the number of successive terms of office for which a Director may serve.

4.4 Removal. Any Director may be suspended or removed from any office if found by the Board of Directors to have engaged in conduct detrimental to the best interests of the Association, or if determined to be unable, due to physical or mental incapacity, or for other reasons, to perform the duties of his/her office at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all the Directors present and voting. A removed Director's successor may be appointed at the same meeting to serve the remaining portion of the term as provided in Section 4.2.

4.5 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause may be filled as provided in Section 4.2 by a majority of the Directors then in office. Each ad hoc Director so appointed shall hold office until confirmation by proper election at the next annual Association meeting.

4.6 Compensation. Directors as such shall not receive any stated compensation for their services, but by resolution of the Board of Directors any Director may be reimbursed for expenses and costs incurred for previously authorized expenditures.

4.7 Qualifications. Representatives from operating units that are current or new Association members, members of corporate, divisional or regional staffs of companies that have at least one operating unit as an Association member, and vendor or contractor members are eligible to be nominated for a position on the Board of Directors.

4.8 Committees. The Board of Directors is empowered to establish committees of the Board for the purpose of carrying out activities of the Association. Executive, and Audit Committees shall be appointed each year. Except as otherwise provided in the Bylaws, the General Chairman shall appoint and may remove the chairpersons and members of Board and Ad Hoc Committees, acting with the advice and consent of the Board.

#### **ARTICLE FIVE Meetings of the Association and Board of Directors**

5.1 Place of Meetings. The Board of Directors shall meet at least three times and at such other times as may be required by the officers or upon written request of a majority of the Board of Directors to the General Chairman.

5.2 Annual Meeting. The Association Annual Meeting shall be held each year at a time and place selected by the Board of Directors, and meetings other than the Annual Meeting of the Association can be called by the Board of Directors.

5.3 Delegate Meetings. The Board of Directors may delegate to other committees its authority to set the time and place of other meetings.

5.4 Meeting Governance. The rules of parliamentary procedures contained in Roberts Rules of Order shall govern all Association business meetings and meetings of the Board of Directors.

5.5 Waiver. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

5.6 Quorum. At meetings of the Board of Directors, a simple majority of the total number of the Board of Directors then in office shall be necessary to constitute a quorum for the transaction of business.

5.7 Vote Required for Action. Except as otherwise provided in these Bylaws or by law, the act of a majority of the Board of Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors.

5.8 Proxies. A Director must cast his or her vote in person and voting by proxy, written or otherwise shall be prohibited

5.9 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

#### **ARTICLE SIX Notice and Waiver**

6.1 Procedure. Whenever these Bylaws require notice to be given to any Director or general member, the notice shall be given as prescribed in Article Five. Whenever notice is given to a Director by mail, the notice shall be sent via first-class mail. Such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall also be deemed to have been given at the time the same is electronically transmitted via e-mail or fax, or posted on the Association Internet website.

6.2 Waiver. Whenever any notice is required to be given to any Director by law, or by the Articles of Incorporation and Bylaws, a waiver thereof in writing signed by the Director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

#### **ARTICLE SEVEN Officers**

7.1 Number and Qualifications. The Board of Directors shall consist of a General Chairman, a First Vice Chair, a Second Vice Chair, Treasurer, Ex-Officio, and Executive Director. The offices of General Chairman, First Vice Chair, Second Vice Chair shall be filled by Directors of the Corporation. The Board of Directors has the discretion to fill other offices with Directors, employees, trustees, agents, or assistants of the Corporation, subject to confirmation by a majority vote of the Board of Directors. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the corporation, but the corporation shall not be required to have at any time any officers other than those listed above. Any two (2) or more offices may be held by the same person, at the discretion of the Board of Directors.

7.2 Election and Term of Office. The Association shall meet at the annual meeting for the purpose of electing officers for the ensuing year; a General Chair, a First Vice Chair, a Second Vice Chair, Treasurer, Ex-Officio. The officers of the corporation shall be elected by the general membership and shall serve for terms of one year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The office of Ex-Officio is filled by the outgoing General Chair.

7.3 Removal. Any Officer elected or appointed by the Board of Directors may be removed from his/her office by the majority of Directors constituting a quorum of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer removed.

7.4 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the remaining term by the General Chair of the Board of Directors, subject to the confirmation of a majority of the Board of Directors.

7.5 Duties of Officers.

(A) General Chair. The general chair shall be the principal executive officer of the Corporation and shall preside at all meetings of the Association and Board of Directors and shall perform all duties incident to this office. He or she shall appoint all committees and shall be an ex-officio affiliate of all committees. He or she shall, at the annual meeting of the Association, and at such other times as may be deemed proper, commend to the membership and Board of Directors, such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the Association. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to oversee and direct the management and operation of the Corporation and to make all

decisions, within the boundaries and intent as set forth in the Articles of Incorporation and Bylaws as to policy and otherwise which may arise between meetings of the Board of Directors, and the other Officers, agents, trustees, assistants, contractors and employees of the Corporation. He or she shall have the authority to approve or otherwise endorse requests for reimbursement for legitimate and authorized expenditures made in behalf of the Association. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

(B) First Vice Chair. The First Vice Chair shall perform such duties as are assigned by the General Chair and in the event of absence or incapacity of the General Chair, shall perform duties of the Chair.

(C) Second Vice Chair. The Second Vice Chair shall perform such duties as are assigned by the General Chair and in the event of absence or incapacity of the First Vice Chair, shall perform duties of the First Vice Chair.

(D) Treasurer. The Treasurer shall ensure that proper accounting procedures are maintained, that funds are deposited in approved banks or depositories, that operating budgets are prepared and monitored. The treasurer shall report on the financial operations of the Corporation and shall perform other duties as assigned by the General Chair. With Board of Director approval, portions of the duties of the Treasurer may be delegated to the Executive Director of the Corporation.

(E) Ex-Officio. The Ex-Officio shall perform such duties as are assigned by the General Chair. The Ex-Officio shall preside over board applications and nominations.

(F) Executive Director. The Executive Director shall manage and direct all activities of the Association subject to the policies of the Board of Directors and the oversight of the Chair. In addition, the Executive Director shall serve as Secretary for meetings of the Board of Directors, keep the minutes of such meetings, attend to the giving and serving of meeting notices of the Corporation, and perform all duties customarily incident to the office of Secretary. The person or management firm selected to fill the position of Executive Director shall be so occupied by a majority vote of the Board of Directors at any meeting of the Board, upon recommendation of the Executive Committee. The Executive Director shall enter into contract with the Association if so enjoined by the Board of Directors. The Executive Director's performance appraisal and/or contract and compensation shall be reviewed annually by the Executive Committee, as so delegated by the Board of Directors. The Executive Director at the direction of the Board of Directors shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with any other proper officer of the Corporation, any instrument or other writing. He or she shall be authorized to sign checks, drafts and other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation and statements and reports required to be filed with government officials or agencies. The Executive Director shall, upon occasion, be required to travel to the benefit of the Association to attend meetings, for purposes of training, to interact with other associations, to inspect sites for future conferences and in all other instances as required, or so directed by the Board of Directors. The Executive Director shall receive a stated salary or contractual fee and be properly reimbursed by resolution of the Board of Directors for expenses and costs incurred for previously authorized expenditures.

7.6 Executive Committee. The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the affairs of the Association; but the designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors,

or any individual director, of any responsibility imposed upon it or him/her by law. The Executive Committee shall have charge of the administrative affairs and investments of the Association and may make recommendations to the Board of Directors on matters of policy. The Executive Committee shall consist of the General Chair, First Vice Chair, Second Vice Chair, Treasurer, Ex-Officio, and the Executive Director. All Officers that form the Executive Committee shall have one vote on matters that come before the Committee with the exception of the Executive Director that serves as an ex-officio affiliate of the Executive Committee. Additional offices held jointly by the Executive Director shall likewise relinquish the right to vote on matters of business brought before the Executive Committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business. The Executive Committee shall meet at least once a year in planning session to establish the strategic plans for the Association. The Committee shall meet at other times of the year at the discretion and direction of the General Chair.

7.7 Audit Committee. The Audit Committee shall consist of the members of the Executive Committee excluding staff and management company representatives. The Audit Committee shall recommend to the Board the appointment of the Association's auditors, oversee such audits of the Association, as the Committee deems appropriate, and receive and make appropriate recommendations to the Board regarding audit reports.

#### **ARTICLE EIGHT Distributions and Disbursements**

8.1 Distributions and Disbursements. The Board of Directors, not less frequently than annually, shall (a) review all distributions made from net income and principal of the Corporation (including funds held by trustees, custodians, or agents of the corporation) pursuant to provisions of the Articles of Incorporation and Bylaws and the donors' directions if and to the extent applicable as provided herein; (b) make, or authorize and direct the respective Directors, custodians, or agents having custody of funds of the Corporation to make payments to organizations or persons to whom payments are to be made, in such amounts, in such manner and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; (c) determine all disbursements to be made for administrative expenses incurred by the Corporation and direct the respective Director, custodians, or agents having custody of funds of the Corporation as to the manner of payments thereof and funds to be charged; and (d) make, or authorize and direct the respective Directors, custodians, or agents having custody of funds of the Corporation to deposit a portion of said funds into an account, investment fund, bond, annuity, or other such financial venture to preserve and insure the principal assets and operating capital of the Corporation.

8.2 Vote Required for Determinations. All such determinations shall be made by the affirmative vote of a majority of Directors present at a meeting duly called at which a quorum is present, unless otherwise expressly provided in these Bylaws or by direction of the donor as a condition of the gift.

8.3 Distribution of Capital. Determinations may be made to distribute capital from funds given without directions as to principal or income, as well as pursuant to directions expressly permitting use of principal; but the Board of Directors shall inform the Directors, custodian, or agent having custody of the funds of the Corporation as far in advance as the Board of Directors deems practicable so as to permit the trustee, custodian, or agent to adjust its investment policies accordingly, and may, upon advice from the trustee, custodian, or agent as to how the desired distribution and any necessary liquidation of

investment can be accomplished most economically, adjust its directions for distributions so far as it deems practicable accordingly.

8.4 Determination of Effective Agencies and Means of Carrying Out the Charitable Purposes of the Corporation. The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the Corporation, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible from any funds designated for such purposes, and any balance out of income of the funds of the Corporation or such of its principal as is not specifically restricted against such use.

#### **ARTICLE NINE Contracts, Checks, Deposits, and Funds**

9.1 Contracts. The Board of Directors, with Executive Committee approval, may authorize any Officer or Officers, agent or employee of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

9.2 Checks, Drafts, Notes, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or employee of the Corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by the Treasurer and countersigned by the General Chair of the Corporation upon affirmative resolution by the majority vote of the Executive Committee.

9.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust, companies or other depositories as the Board of Directors may select.

9.4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation provided said contribution, gift, bequest, or devise is in strict accordance to the Articles of Incorporation and Bylaws of the Association.

#### **ARTICLE TEN Indemnification and Insurance**

10.1 Liability of Directors, Indemnification and Insurance. Matters regarding liability of directors and indemnification and insurance of directors, officers, and any other parties shall be governed by the Corporation's Articles of Incorporation and Bylaws.

#### **ARTICLE ELEVEN Miscellaneous**

11.1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the principal office of the Corporation a list or record containing the names and addresses of all members. Any person who shall have been a affiliate

of record of the Association for at least six months immediately preceding the demand, shall have the right to examine in person by agent or attorney, during usual business hours, its minutes of the proceedings of its affiliates and list or records of affiliates and to make extracts therefrom.

11.2 Corporate Seal. The Corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

11.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the corporation and to change the same from time to time as it deems appropriate.

11.4 Internal Revenue Code. All references in these Articles of Incorporation and Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

11.5 Constructions. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Articles of Incorporation and Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these bylaws shall be considered valid and operative;

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

#### **ARTICLE TWELVE Amendments**

12.1 The General Chairman shall submit to the Board of Directors any proposal to amend the Bylaws which shall be petitioned in writing by at least one percent of the Association's voting members (each member location is entitled to one vote) or by at least four members of the Board of Directors.

12.2 Notice of each proposed amendment of the Bylaws shall be provided to the Association's membership at least 30 days in advance of Board action on the amendment. Notice shall occur by publication on the Association's web site.

12.3 The proposed amendment shall be effective upon the approval by two-thirds of the members of the Board of Directors.

#### **ARTICLE THIRTEEN Tax-Exempt Status**

13.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(6) of the Internal Revenue Code.

Resolution by Directors adopting Bylaws

No Bylaws having been adopted governing the conduct of the internal affairs of this Corporation, and the set of Bylaws presented to this meeting being suitable for the purpose and their adoption being in the best interest of the Association,

It is therefore resolved on this XX day of February, 2019, that the Bylaws presented to this meeting become the Bylaws of this Corporation effective upon approval of said Bylaws by majority vote of a duly constituted quorum of the general affiliation.

It is further resolved that the Bylaws be authenticated as such by the certificate of the Secretary of the Corporation and be placed in its minute book, and that a full and true copy thereof, certified by the Secretary, be kept at the principal office of the Corporation for inspection by affiliates at all reasonable times during business hours.