

**VIRGINIA RURAL HEALTH ASSOCIATION
AMENDED AND RESTATED BYLAWS**

Adopted October 20, 2004

Revised November 6, 2008

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ARTICLE I

1.1 Name.

The name of the corporation is “Virginia Rural Health Association.”

1.2 Offices.

The principal office of the Association and such other offices shall be at such place or places as may be selected from time to time by the Board of Directors of the Association (“Board”).

1.3 General Purposes.

The purposes for which the Association is organized, and the limitations on the Association’s activities, are as set forth in the Association’s Articles of Incorporation, as they may be amended, from time to time.

1.4 Tax Exempt Status.

The Association is organized and operated exclusively for charitable, scientific and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, the regulations issued thereunder, and corresponding provisions from applicable future laws or regulations (collectively, the “Code”). No part of the income of the Association shall be distributed to any Director, Officer or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Association, and reimbursement may be made for reasonable expenses incurred by Officers and Directors on behalf of the Association. No substantial part of the activities of the Association shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and the Association shall not participate, nor intervene in (including by the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Association shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of and qualified under Section 509(a) of the Code, and to which contributions

are deductible under Section 17(c)(2) of the Code, or not permitted of a non-stock corporation organized under the laws of the Commonwealth of Virginia.

ARTICLE II

MEMBERSHIP

2.1 Classes of Members.

The Association shall have two (2) classes of Members; Individual Members and Organizational Members. Membership shall not be restricted by reason of age, race, disability, gender, health status, lifestyle, nationality, religion, sexual orientation or veteran status.

2.2 Qualifications of Members.

A. Individual Members. Individual Membership is open to any individual upon completion and delivery to the Association of a written application for Membership and payment of required dues as shall be deemed appropriate by the Board.

B. Organizational Members. Organizational Membership shall be open to any legally constituted corporation, partnership, limited liability company, association or other recognized legal entity upon completion and delivery to the Association of an application for Membership and payment of required dues as shall be deemed appropriate by the Board.

C. Duration of Membership Status. Individual and Organizational Members shall hold Membership during the fiscal year of the Association in which application for Membership is made and until the conclusion of the annual meeting of the Membership for such fiscal year. At the conclusion of the annual Association Membership meeting for each fiscal year, eligibility and Member status for each class of Association Member shall cease, but each Member shall be permitted to renew, from year to year, his, her or its Membership status upon submission of a new application and payment of any dues, as hereinafter required.

2.3 Voting Rights

Each Individual and Organizational Member in good standing on the records of the Association as of the record date for each annual and/or special Membership meeting shall be entitled to one (1) vote on each matter submitted to a vote at such meeting. The vote of any Organizational Member shall be exercised by the organization's Authorized Agent named in the organization's Membership application, or his or her proxy.

2.4 Membership Privileges

Each Individual Member and Authorized Agent of each Organization Member in good standing may hold office in the Association, serve as a member of the Board, serve on any committee of the Association, and otherwise serve as an official representative of the Association upon request by the President.

2.5 Dues.

The amount of Membership dues for each class shall be as established by the Board, and the Board, in its discretion, may adopt separate dues for identified categories of Members within each class as, for example, student dues and retiree dues.

ARTICLE III

MEETINGS OF MEMBERS

3.1 Annual Meeting.

An annual meeting of the Association Membership shall be held at a time and place to be determined by the Board of Directors each year, either within or without the Commonwealth of Virginia. The purpose of such meeting shall be to elect the Board of Directors of the Association and to conduct all other business as may properly come before such meeting.

3.2 Special Meetings

Special meetings of the Membership of the Association may be called at any time by the President of the Association, by a majority of the Directors, or upon the written request of at least ten percent (10%) of the Members then in good standing, delivered to the Secretary of the Association. Special Members' meetings may be held at such time and place, within or without the Commonwealth of Virginia, as may be provided in the notice of such meeting. Only business within the purpose or purposes described in the meeting notice shall be conducted at a special Members' meeting.

3.3 Notice of Meetings

The Association shall give Members notice of the date, time and place of each annual and special Members' meetings. Such notice may be given either personally, or by mail, no less than ten (10), nor more than sixty (60) days before the date of the meeting, except that any notice of a Members' meeting to act on an amendment of the Articles of Incorporation, plan of merger, proposed sale of assets or the dissolution of the Association shall be given less than twenty-five (25) nor more than sixty (60) days before the meeting. In lieu of delivering the notice personally or by mail, the Association may publish such notice at least once a week for two (2) successive calendar weeks in a newspaper published in the city or county in which its registered office is located, or which has general circulation therein; the first publication to be not more than sixty (60) days and the second not less than seven (7) days before the date of the meeting. The Association, in lieu of personal or mail delivery, may also, at the discretion of the Board, utilize electronic transmission of the notice in accordance with Virginia Code § 13.1-842.

3.4 Quorum.

Ten percent (10%) of all eligible Members of the Association shall constitute a quorum for the purposes of conducting business at annual or special meetings. The vote of a majority of a

quorum of Members present at any annual or special meeting shall constitute the action of the Membership. Any vote of an Organizational Member shall be cast by the Member's Authorized Agent or his or her proxy.

3.5 Record Date.

The record date for determining Members in good standing, eligible to vote at any annual or special meeting of the Membership shall be the last business day preceding the date of the notice of such meeting.

3.6 Election of Directors.

At the annual meeting of Members of the Association, the Members shall elect persons to fill the Director positions expiring as of that meeting. Such election shall be by majority vote unless otherwise directed by the Board. In the discretion of the Board, such election may be conducted by mail ballot. If it is specifically authorized by the Board, any requirement that any vote of the Members be made by written ballot may be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member or the Member's proxy. In the election of Directors every Member, regardless of class, shall be entitled to one (1) vote for as many persons as are Directors to be elected at that meeting, but Members may not cumulate their votes.

3.7 Proxy.

Any Member entitled to vote in person may vote by proxy in accordance with Virginia Code § 13.1-847. An appointment of a proxy becomes effective when received by the Secretary of the Association and is valid for eleven (11) months unless a different period is expressly stated in the proxy form. Any proxy is revocable by the Member unless the form conspicuously states that it is irrevocable, and the appointment is coupled with an interest. The death or incapacity of the Member appointing a proxy does not affect the right of the Association to accept the proxy's authority, unless notice of the death or incapacity is received by the Secretary before the proxy exercises authority under the appointment.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Number.

The Association shall be governed by a Board of not less than twelve (12) nor more than nineteen (19) Directors. Until otherwise determined by the Board, the Board shall consist of no more than nineteen (19), one of whom shall be the Director of the State Office of Rural Health or designee, who shall serve as an ex-officio member without vote. The Board may, from time to time, increase or decrease the number of Directors within the foregoing range, but no

decrease in the number of Directors shall affect the then current term of any incumbent Director.

4.2 Eligibility.

To be nominated as a Director, an individual must be an Individual Member or the Authorized Agent of an Organizational Member of the Association.

4.3 Term of Office.

Directors shall be divided into two (3) classes, as equal in number as possible. Each Director shall serve a two-year term, not to exceed three (3) consecutive two-year terms. At each annual Members' meeting, one class of Directors shall be elected for a two-year term, such that approximately one-third of the Association's Directors shall be elected at each annual Members' meeting.

4.4 Powers and Duties.

Subject to any limitation in the Association's Articles of Incorporation, these Bylaws and/or the laws of the Commonwealth of Virginia, the Board of Directors shall have the responsibility and authority to supervise and direct the activities and resources of the Association and to conduct all business affairs of the Association in furtherance of its mission and purposes.

Board members shall perform duties, including service on any committee of the board, in good faith and in a manner which the board member believes to be in the best interests of the Association.

BOARD MEMBERS SHALL:

A. Cause to be kept a complete record of all minutes and acts, and to present a full statement at the annual membership meeting of the general membership, showing in detail the condition and affairs of the Association.

B. Manage the affairs of the Association and make an annual report of its activities to the membership at the annual meeting.

C. Act as trustee for all property, real and personal, the Association may acquire.

D. Approve and authorize all unusual or extraordinary expenditures of Association funds.

E. Adopt the annual budget for the Association.

F. Adopt such rules as are necessary to conduct its affairs.

G. Establish committees and define their duties, except as otherwise provided in these bylaws.

H. Approve the appointment of official representatives and define their duties.

I. Authorize payment for clerical assistance and contracts as required by the officers in performance of official Association business. No member of the Association, receiving salary from the Association, may serve as a member of the board concurrent with the term of employment. Board members may not approve loans made or received that are over \$500 without a vote from the membership.

J. Elect or remove any officer, agent, or employee of the Association; prescribe such powers and duties for them as may be consistent with the law of the Commonwealth of Virginia, the Articles of Incorporation and these bylaws; fix their compensation, if any; and may provide a bond for faithful performance.

K. Employ staff; fix their compensation; and define their duties.

L. Act on business not otherwise provided for by the Articles of Incorporation and these bylaws.

M. Fill vacancies consistent with the intent of the bylaws.

4.5 Resignation and Removal.

A Director may resign at any time by delivering written notice to the Board, the President or the Secretary of the Association. Any resignation is effective when delivered unless it specifies a later date. Any Director may be removed by a vote of the Members at any annual meeting or special meeting called for such specific purpose, with or without cause. Upon the resignation or removal of any Director, the Board shall appoint an individual to fill the unexpired term of such Director.

4.6 Meetings.

The Board shall hold regular meetings at least semi-annually at a time and place determined by the Board. Special meetings of the Board may be called by the President or by a majority of the Board, upon written request to the Secretary of the Association. The time and place of regular or special meetings shall be established by the President, subject to change by the Board. The President may cancel or postpone any regular meeting if, in his or her opinion, there is not likely to be a quorum present at the meeting.

4.7 Virtual Meetings.

Directors may participate in any regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors may simultaneously hear each other during the meeting. Any Director participating in a meeting by this means is deemed to be present in person at the meeting.

4.8 Action without a Meeting.

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if the action is taken by all Members of the Board. The action shall be evidenced by

one or more written consents stating the action taken, signed by each Director, either before or after the action taken, and shall be included in the minutes or filed with the Association's records. Action taken without a meeting becomes effective when the last Director signs the consent, unless the consent specifies a different effective date, in which case the action is considered effective as of the date specified therein, provided the consent states the date of execution by each Director.

4.9 Attendance.

Any Director who has three (3) consecutive unexcused absences from Board meetings shall be deemed to have resigned from the Board. The Board may excuse any absence in its sole discretion, upon written or verbal explanation by such Director received on or before the next Board meeting. Any vacancy occurring by reason of such deemed resignation shall be filled by action of Directors for the unexpired term of a resigning Director.

4.10 Quorum.

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of a quorum of Directors shall be deemed the act of the Board unless a greater vote is required by the Association's Articles of Incorporation, these Bylaws or the laws of Virginia.

4.11 Compensation.

Directors shall receive no compensation for their services, but may receive as Directors, in accordance with the policies, procedures or resolutions of the Board, reimbursement for reasonable expenses incurred in executing their duties as Directors on behalf of the Association.

4.12 Notices of Meetings.

Notice of each regular or special meeting of the Board of Directors stating the place, day and hour of the meeting and, in the case of special meetings, the purpose of such meeting, shall be delivered at least five (5) working days in advance of the meeting in person, by regular mail, or by a form of electronic transmission, including e-mail or facsimile if consented to by the Director to whom such notice is given as in accordance with the other requirements of Virginia Code § 13.1-866.

ARTICLE V

OFFICERS

5.1 Officers.

The Officers of the Association shall be the President, Vice President, Secretary and Treasurer.

5.2 Appointment, Eligibility and Term of Office.

The Officers shall be appointed annually by the Board of Directors. Officers shall be Individual Members or the Authorized Agents of Organizational Members of the Association and shall be Directors. Each Officer shall serve for a term of one (1) year, and thereafter until his or her successor is appointed by the Board.

5.3 Resignation and Removal.

An Officer may resign at any time by delivering written notice to the Secretary of the Association. A resignation is effective when the notice is delivered, unless the notice specifies a later effective date. The Board may remove any Officer at any time, with or without cause; and the appointment of an Officer by the Board shall not, in itself, create any contractual rights in the Officer or in the Association.

5.4 Vacancies.

A vacancy in the office of the President with fewer than six (6) months remaining in the term, shall be filled automatically by the Vice President. In cases where the Vice President cannot assume the office of President, or the office becomes vacant with more than six (6) months remaining in the term, the vacancy shall be filled by appointment by the Board. Any vacancy in any other office shall be filled by appointment of the Board for the remaining term.

5.5 Powers and Duties of the President.

The President shall be the Chief Executive Officer (“CEO”) of the Association, and shall preside over all meetings of the Board and the Executive Committee. The President may execute, with any other proper Officers of the Association authorized by the Board, all checks, drafts, deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing thereof has been expressly delegated by the Board or by statute to some other Officer or agent of the Association. The President shall perform such other duties as may be customarily required of the President and shall generally supervise the affairs and finances of the Association. All other Officers shall report to the President, except as otherwise superficially determined by the Board. The President shall also, on behalf of the Association when directed by the Board (or where otherwise applicable, the Executive Committee), sign all conveyances by the Association and any other obligations in the name of the Association.

5.6 Powers and Duties of the Vice President

The Vice President shall assist the President in the discharge of the President’s duties and as the President may request. In the case of the absence or disability of the President, the duties of the office of President shall be performed by the Vice President until or unless otherwise provided in these Bylaws. The Vice President shall act as presiding officer of meetings of the

Board and the Executive Committee in the absence of the President, and shall serve on committees as deemed appropriate by the President.

5.7 Powers and Duties of the Secretary.

The Secretary shall be responsible for the minutes of all meetings and proceedings of the Association and for the giving and serving of all notices by the Association. The Secretary shall have custody of all records of the Association, except as otherwise provided for by resolution, policy or procedure of the Board. When required, the Secretary shall attest the signatures of the proper Officers of the Association on all contracts and other documents of the Association in the name of the Association. .

5.8 Powers and Duties of the Treasurer.

The Treasurer shall be responsible for the custody of the Association's funds and securities and for maintaining full and accurate accounts of receipts and disbursements in books and records belonging to the Association. The Treasurer is in charge of the oversight of bank reconciliation and other duties. He/she shall receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association and such banks, trust companies or other depositories as shall be selected by the Board; and shall perform all other duties incident to the office of Treasurer and such duties as may be assigned from time to time to him/her by the President or the Board. The Treasurer shall cause an annual audit or financial review of books to be performed by a certified public accountant and assure that such audit is presented to the Board of Directors on a timely basis. The Treasurer shall be responsible for submissions of all required corporate statements, returns and other filings to the U.S. Internal Revenue Service and to the Commonwealth of Virginia. The Treasurer shall serve on the Finance Committee and not the Audit Committee.

ARTICLE VI

COMMITTEES

6.1 Standing Committees.

Standing Committees of the Association shall be as follows:

A. Executive Committee. The Executive Committee shall be comprised of the Officers of the Association and the Executive Director, who shall serve as an ex-officio member, without vote. The Executive Committee shall generally carry out the duties and functions of and exercise the powers of the Board between regular and special meetings of the full Board, except as otherwise expressly limited by the Articles of Incorporation of the Association, these Bylaws or the laws of Virginia.

B. Nominating Committee. The Nominating Committee shall be appointed annually by the Board and shall be responsible for identifying persons qualified to serve as Directors of the

Association. The Committee shall be comprised of five (5) members. The Nominating Committee shall nominate at a minimum one (1) candidate for each Director position.

C. Finance Committee. The Finance Committee shall be comprised of not more than five (5) members, appointed by the Board. The Finance Committee shall review and recommend to the Board operating and capital budgets and fiscal policies of the Association, shall review and approve the budgeting process of the Association and monitor and evaluate financial performance of the Association. The Committee shall recommend, from time to time, for consideration by the Board, appropriate fiscal spending limits for the Officers of the Association. The Finance Committee shall respond to such questions relating to the financial condition of the Association as may be submitted to it by the Board or the Executive Committee. Unless otherwise agreed by the Board or the Executive Committee, all proposals for major capital expenditures, leases and other significant liabilities shall be presented first to the Finance Committee, which shall make its recommendations to the Board or the Executive Committee, as appropriate.

D. Audit Committee. The Audit Committee shall be comprised of a minimum of three (3) members, appointed by the Board. The Finance Committee shall assess the financial audit for compliance with the standards set forth in the Bylaws and will recommend any necessary audits. This committee receives reports from the Finance Committee. The Finance Committee reviews and makes recommendations to the Board.

6.2 Special Committees.

The Board may constitute and appoint such special committees, from time to time, to assist in the management of the affairs of the Association as it deems appropriate. Each special committee so constituted shall serve at the pleasure of the Board and shall include at least one member of the Board.

6.3 Advisory Committees and Interest Groups.

The Board may create by resolution, from time to time, and establish criteria and qualifications for service on, such advisory committees, special interest and/or other advisory groups as it deems necessary. Such groups are not required to be comprised of Directors or members of the Corporation, although Directors and/or Members may serve on such groups. Such groups may not act on behalf of the Association, nor bind it in any action, but may merely make recommendations to the Board or to the Officers of the Association.

6.4 Committee Chairs.

The President shall appoint a chair for each standing and special committee unless the chair is otherwise provided for in these Bylaws. Each chair shall oversee the activities of the committee and be responsible for appointing a vice chair, reporting to the President regularly on the progress of the committee, assuring that minutes are recorded and maintained, reporting on committee activities at Board meetings, in person or in writing, and reporting, in person or in

writing, a summary of the activities of each committee from the past year for presentation at each annual meeting.

6.5 Term of Office.

Each Member of any committee shall serve for a term of one (1) year and may succeed themselves for consecutive terms.

6.6 Vacancy.

Any vacancies in the Membership of any committee shall be filled by appointment of the President.

6.7 Quorum.

Unless otherwise provided in the resolution of the Board constituting the committee, a majority of each committee shall constitute a quorum of that committee, and an act of a majority of a quorum of members shall constitute the act of the committee.

6.8 Rules.

Each committee may adopt such rules and regulations for its own governance as are not inconsistent with these Bylaws, the Articles of Incorporation of the Association or general rules and regulations adopted by the Board.

6.9 Executive Director.

An Executive Director may be appointed by the Board to serve as the Chief Operating Officer (“COO”) of the Association and to exercise general management and control over the day-to-day operations, with such specific powers and functions as the Board and/or the President may direct. The Executive Director shall be responsible for the day-to-day conduct of the Association and shall report to the President and the Board on at least a quarterly basis. The Executive Director shall insure that all orders and resolutions of the Board are implemented in accordance with the Board’s directives, and shall have such other powers, duties and responsibilities as are set forth in employment agreements and/or job descriptions approved by the Board, or as may be assigned by the Board from time to time. The Executive Director may be a Member of the Association, but may not hold office nor be a Director.

ARTICLE VII

REPRESENTATION

7.1 National Rural Health Association.

The President of the Association shall recommend to the Board two (2) Members in good standing to represent the Association on the National Rural Health Association’s State

Association Council. The Board-approved representatives shall serve for two (2) years with staggered terms.

7.2 Other Organizations.

The Board shall decide to which other organizations the Association shall send representatives and prescribe the qualifications for each representative. The President shall have the authority to appoint from the Members in good standing the official representatives of the Association to other organizations. The term of appointment shall run concurrently with that of the President.

ARTICLE VIII

CONFLICT OF INTEREST

- 8.1 Any duality of interest or possible conflict of interest on the part of any Director should be disclosed to the other Directors and made a matter of record, either through an annual procedure or when the interest involves a matter of Board action.
- 8.2 Any Director having a duality of interest or possible conflict of interest on any matter should not vote or use his/her personal influence on the matter, and he/she should not be counted in determining the quorum for the meeting, even when permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- 8.3 The foregoing requirements should not be construed as preventing the Director from stating briefly his/her position in the matter, nor from answering pertinent questions of other Directors, since his/her knowledge may be of great assistance.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Association shall begin on October 1 of each calendar year and end on September 30 of the succeeding calendar year.

ARTICLE X

INDEMNIFICATION

- 10.1 Each Director and Officer who is or was a party to any proceeding (including a proceeding by or in the right of the Association) shall be indemnified by the Association against any liability imposed upon or asserted (including amounts paid in settlement) arising out of conduct in an official capacity with the Association or otherwise by reason of the fact that the Director or Officer or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, except there shall be no indemnification in relation to matters as to which the

Director or Officer shall have been finally adjudged to be liable by reason of having been guilty of (i) willful misconduct or (ii) a knowing violation of criminal law in the performance of duty as a Director or Officer.

- 10.2 The Association is empowered to contract in advance to indemnify any Director or Officer to the extent indemnification is granted under Section 10.1. The Board is also empowered to cause the Association to indemnify or contract in advance to indemnify any other person not covered by Section 10.1 who was or is a party to any proceeding, by reason of the fact that the individual was functioning as an employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise to the same extent as if such person were specified as one to whom indemnification is granted under Section 10.1.
- 10.3 The Association shall advance, pay for and/or reimburse the reasonable expenses incurred by an Officer or Director who is a party to any proceeding in advance of the final disposition thereof if: (i) the Officer or Director furnishes the Association a written statement of a good faith belief that met the standard of conduct described in Section 10.1 above; and, (ii) the Officer or Director furnishes the Association a written undertaking, executed personally or on their behalf, to repay the advance if it is ultimately determined that the standard of conduct was not met. The undertaking required by clause (ii) above shall be an unlimited general obligation of the Officer or Director, but need not be secured and may be accepted without reference to financial ability to make repayment.
- 10.4 The foregoing provisions are intended to provide indemnification with respect to those monetary damages for which the Virginia Nonstock Corporation Act permits the limitation or elimination of liability. In addition, to the full extent, if any, that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a Director or Officer of the Association shall not be liable to the Association for monetary damages arising out of a single transaction occurrence or course of conduct in excess of \$0.00.
- 10.5 The Association may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from this status as such, whether or not the Association would have power to indemnify against such liability under the provisions of this Article X.
- 10.6 The provisions of this Article X shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any

claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

- 10.7 Except to the extent inconsistent with this Article X, terms used herein shall have the same meanings assigned them in the Indemnification Article of the Virginia Nonstock Corporation Act, as now in effect or hereafter amended. Without limitation, it is expressly understood that reference herein to Directors, Officers, employees or agents shall include former Directors, Officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE XI

DISSOLUTION

Upon dissolution, any assets of the Association shall be distributed to an organization enjoying an exempt status under Section 501(c)(3) of the Code.

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of applicable statutes, Bylaws or Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Signing an approval of any minutes or resolution of any meeting of the Board shall be deemed a waiver of notice thereof. Audio tapes of telephone waivers shall be deemed a valid waiver of notice.

ARTICLE XIII

AMENDMENTS

- 13.1 Adoption.

The Membership of the Association by affirmative vote of two-thirds (2/3) of the Members present may alter, amend, or revoke these Bylaws at any annual or special members' meeting of the Association. Any proposed Bylaws alterations, amendments or revocations must be in writing and provided to the Membership prior to such meeting.

- 13.2 Notice.

To allow adequate notice, amendments proposed by any Member should be submitted to the Bylaws Committee at least thirty (30) days prior to any action being taken.