

**(A) MEMBERSHIP**

SECTION 2-01 MEMBERSHIP

Membership classifications, applications, and approval shall be in accordance with Board of Directors policy.

SECTION 2-02 DISCIPLINE, SUSPENSION, AND TERMINATION

The Board of Directors may discipline, suspend or terminate any membership and revoke degrees for violation of this Association's Code of Ethics or for other just cause.

SECTION 2-03 CODE OF ETHICS

The Code of Ethics shall be determined by the Board of Directors. Each member must abide by the Association's Code of Ethics.

**B. DUES, FEES AND ASSESSMENTS**

SECTION 2-04 AMOUNTS

The Board of Directors shall determine the amount and manner of payment of all dues, fees, and assessments to be paid by all classifications of membership.

**C. MEETING**

SECTION 2-05 PLACE OF MEETINGS

All meetings of the members shall be held at such place as may be fixed from time to time by the Board of Directors.

SECTION 2-06 ANNUAL MEETINGS

An annual meeting of the members shall be held at such time and dates as shall be determined by the Board of Directors with written notice sent to each member at least fifteen (15) days prior to said meeting, for the purpose of electing Directors and transacting such other business as may properly be brought before the meeting. Any changes in bylaws proposed by the Board of Directors shall be included with written notice of meeting.

#### SECTION 2-07 SPECIAL MEETINGS

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute of the Articles of Incorporation, may be called by the Chairman of the Board or the President; and shall be called by the Chairman of the Board, the President or the Secretary:

- (a) when so directed by the Board of Directors,
- (b) at the request in writing of any five (5) or more Directors, or
- (c) at the written request of a majority of voting members then entitled to vote. Such request shall then state the purpose or purposes of the proposed meeting.

#### SECTION 2-08 NOTICE OF MEETINGS

Except as otherwise required by statute of the Articles of Incorporation, written notice of the time and place of each meeting of the members, whether annual or special, shall be served either personally, by mail, or by electronic methods, upon each member of record entitled to vote at such meetings, not less than fifteen (15) days or more than sixty (60) days before such meeting and shall include any changes in bylaws proposed by the Board of Directors. If mailed, such notice shall be directed to members at the post office address last shown on the records of the corporation. Notice of any special meeting of members shall also state the purpose or purposes for which the meeting is called. Notice of any meeting of members shall not be required to be given to any member who, in person or by his attorney thereunto authorized, either before or after such meeting, shall waive such notice by means of a signed writing. Attendance of a member at a meeting, either in person or by proxy, shall of itself constitute waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, and the manner in which it has been called or convened, except when a member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objections to the transactions of business. No notice of any adjourned meeting need be given otherwise than by announcement at the meeting at which the adjournment is taken.

#### SECTION 2-09 QUORUM

A quorum for purposes of annual and special meetings of the members of the Association shall consist of the following:

- (a) for the annual meeting, fifty (50) percent of the members eligible to vote attending that meeting (with signed proxies of members registered to attend being counted for purposes of the quorum requirement and for purposes of voting); and

- (b) for any special meeting, twenty-five (25) percent of the total membership of the Association (with signed proxies of members being counted for purposes of the quorum requirement and for purpose of voting).

If however, such quorum shall not be present or represented at any meetings of the members, the members entitled to vote there, present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite quorum shall be present. At such adjourned meeting at which a quorum shall be present in person or by proxy, any business may be transacted at the meeting as originally called.

#### SECTION 2-10 VOTING

At every meeting of the members, including meetings of members for the election of Directors, any member having the right to vote shall be entitled to vote in person or by proxy, but no proxy shall be voted after eleven (11) months from its date, unless said proxy provides a longer period. Each eligible member as of the record date shall have one vote. If a quorum is present, the affirmative vote of the majority of voting members represented at the meeting and entitled to vote on the subject matter shall be the act of the members except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

#### SECTION 2-11 CONDUCT OF MEETINGS

The President, or in his absence, a person appointed by the Board of Directors, shall preside at meetings of the members. The Secretary of the corporation, or in the Secretary's absence, any person appointed by the presiding Officer shall act as Secretary for meetings of the members. Meetings shall be governed by the most recent edition of Roberts' Rules of Order, Revised, except to the extent that these Bylaws are inconsistent therewith.

#### SECTION 2-12 MEMBER RECORDS

The corporation shall keep a record of the members of the corporation which readily indicates in alphabetical order or by alphabetical index the names of the members entitled to vote, with their addresses. Members shall not be entitled to obtain or inspect a copy of such list.

#### SECTION 2-13 MEMBERSHIP RECORD DATE

The Board of Directors may fix in advance a date as the record date for any such determination of members, such date to be not more than sixty (60) days, in case of a

meeting of members, not less than ten (10) days, prior to the date on which the particular action requiring such determination of members is to be taken.