

MINNESOTA PSYCHOLOGICAL ASSOCIATION

BYLAWS

This instrument constitutes the Bylaws of Minnesota Psychological Association (the "Association"), a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the Association.

ARTICLE I: CORPORATE SEAL

The seal of the Association shall be of such design as may be determined by the Governing Council of the Association.

ARTICLE II: MEMBER CATEGORIES AND RIGHTS

2.1. Categories of Members/Qualifications/Rights. The membership of the Association shall consist of the following main categories of Members: Full, Associate and Student Members. All members shall be required to subscribe to the APA Code of Ethics of the Association.

2.1.1. Full Members. Full Members shall possess a Doctoral degree or a Masters degree in Psychology, or related field, from an institution accredited by a regional accrediting association to grant the degree.

The "Full Members" category includes several subcategories, which the Governing Council may establish from time to time. All Full Members and subcategories of Full Members shall have the following rights.

- To vote in Association elections for Governing Council members.
- To be eligible to hold office in the Association as a voting member of the Governing Council.
- To receive Association publications and all other benefits of Full Membership.

Full Members shall not have voting rights with respect to any matters other than: (1) the right to vote in Association elections for Governing Council members; and (2) the right to approve amendments to these Bylaws which would delete or substantially alter the Full Members' rights as set forth in this.

2.1.2. Associate Members. Degree-holding individuals from a variety of disciplines (e.g., nursing, social work, rehabilitation counseling, education, psychiatry, training and development, management consulting) who have a special interest in psychology and are not qualified for Full Membership may request membership as an Associate Member. Associate Members do not have any right to vote with respect to the Association, and are not eligible to hold office in the Association. Associate Members shall enjoy only the following rights.

- To receive the same-communications as Full Members as defined by the Association Policies and Procedures.
- To receive reduced fees for educational seminars in the same manner as Full Members.

2.1.3. Student Members. Students who are actively engaged in the formal study of psychology at either the graduate or undergraduate level and who are not otherwise engaged in the practice of psychology and/or qualified for Full membership status may request membership as a Student Member. Student Members do not have any right to vote and are not eligible to hold office in the Association with the exception of Student Representative to the Governing Council. Student Members shall enjoy only the following rights.

- To receive the same publications as Full Members.
- To receive reduced fees for educational seminars in the same manner as Full Members.
- Vote for student representative.

2.2. Dues or Fees. The Governing Council may require the payment of an application fee and/or dues as a prerequisite to membership. The application fees and annual dues assessed to any membership category or sub-category need not be equal or in proportion to fees and annual dues paid by other membership categories or sub-categories. In order to qualify for membership, a member must pay any applicable enrollment and/or application fee. The Governing Council may establish other special designations of membership for persons paying dues to support the general work of the Association. All current or future membership categories shall be subject to all rules and regulations pertaining to their respective membership categories.

2.3. Members' Rights. Only Full Members are entitled to vote in Association elections for Governing Council members, and have equal rights and preferences in matters not otherwise provided for by the Governing Council. Only Full Members and the representative of the student division may hold office as voting members of the Governing Council. None of the members of any other category of membership may vote or hold office with the exception of student members who may vote for their representative to Governing Council. Members may not vote by proxy.

2.4. Term of Membership. Unless otherwise provided by the Governing Council, the term of membership shall be one year, renewable upon the payment of all applicable dues and fees.

2.5. Termination of Membership. A member may be expelled for cause by a majority vote of the Governing Council. A

member shall not be expelled or suspended, and a membership may not be terminated or suspended, except for nonpayment of dues or fees, unless the member is given:

- (a) Not less than fifteen (15) days' prior notice of the expulsion, suspension, or termination, and the reasons for it; and
- (b) an opportunity for the member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination, or suspension not take place.

In all other cases, membership shall terminate at the end of the term of membership.

2.6. Meetings of Full Members. Meetings of Full Members shall be held as follows:

2.6.1. Annual Meeting of Full Members. An Annual Meeting of the Full Members shall be held at a time and place fixed by the Governing Council. Notice of the Annual Meeting indicating the date, time and place of the meeting shall be given as determined by the President in an official publication of the Association mailed to all Full Members at least ten (10) days in advance of the meeting.

2.6.2. Special Meetings of the Full Members. Special meetings of the Full Members may be called at any time by the President, or at the written request of at least fifteen percent (15%) of the current Full Members of the Association. Within thirty (30) days of a valid written request for a Special Member meeting, the Governing Council shall cause a Special meeting to be held no later than 90 days after notice of the date, time, place, and purpose of the special meeting shall be given to all Full Members either in an official publication of the Association mailed to all Full Members, or by notice provided to all Full Members at least ten (10) days in advance of the meeting.

2.6.3. Members' Right to Call Meetings. If a regular meeting of Full Members has not been held during the preceding fifteen (15) months, at least fifty (50) Full Members or ten percent (10%) of the Full Members, whichever is less, may demand a regular meeting of the Full Members by notice of demand given to the President of the Association. Within thirty (30) days after receipt of the demand, the Governing Council shall cause a regular meeting of Full Members to be called and held on notice no later than ninety (90) days after receipt of the demand at the expense of the Association.

2.7. Quorum for Membership Meeting. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of the Full Members is five percent (5%) or fifty (50) Full Members, whichever is less.

2.8. Number Required for Action by Full Members. Except where a larger portion or number is required by law or by these Bylaws, the Full Members may take action by the affirmative vote of a majority of the Full Members present at a duly held meeting.

2.9. Action by Written Ballot. Any action that may be taken at a meeting of the Full Members may be taken without a meeting if the Association mails or electronically delivers a written ballot to the Full Members. A written ballot must: (a) set forth each proposed action; and (b) provide an opportunity to vote for or against each proposed action. Approval by written ballot under this is valid only if the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting conducted in a manner consistent with state law

3.1. Management. The affairs of the Association shall be managed by or under the direction of the Governing Council. The Governing Council shall determine and direct the Association's activities, policies and general procedures, and hire and fire the person(s) responsible for day-to-day management of the Association. All divisions and committees report to the Governing Council. In the time between meetings of the Governing Council, divisions and committees report to the executive committee.

3.2. Composition of Governing Council, Election Method. The Governing Council shall consist of at least thirteen (13) voting members, seven (7) of which are elected by the Full Members of the Association. These members will include the President-Elect, President, Immediate Past President, and four (4) general members. One (1) position, the Federal Advocacy Coordinator, is appointed by the Executive Committee and approved by the Governing Council. One (1) position, the APA Council Representative is voted into this position by an election hosted by APA, and is elected by APA members who identify Minnesota as their home state. The Secretary and Treasurer are recommended by the President and approved by the Governing Council as described in 4.1 and 4.3. The Governing Council shall also include a Student Representative elected by the Student Division members, an Early Career Psychologist elected by the Early Career Psychologist Division, and a member elected by the Multicultural Division. In the event that the Student, Early Career Psychologists Division, or Multicultural Division ceases to operate as a division, nominees from those groups will be solicited from the general membership. The Governing Council will also include voting members elected by other Divisions who meet the criteria of "Active Divisions" in accordance with the Association's Policies and Procedures as approved by the Governing Council.

ARTICLE III: GOVERNING COUNCIL

The Executive Committee shall serve as the Association Nominating Committee. The Executive Committee may add other members of the Association to this committee. The Nominating Committee shall solicit nominations for the Governing Council from the Members and from the Divisions based on the schedule and time frame of elections. The Nominating Committee shall attempt to secure no less than two (2) candidates willing to serve on the Governing Council for each open Governing Council seat. The Members eligible to vote shall be given three (3) weeks to vote. The voting process may be completed by paper ballots or completed online. The Nominating Committee will certify the election results to the Governing Council. The Nominating Committee will coordinate with APA on its election process to choose the APA Council Representative from eligible MPA members.

3.3. Terms. Elected Governing Council members shall serve for a term of three (3) years each, except for the Student Division Chair or Co-Chairs which will serve a term of two (2) years, and shall be so elected that approximately one-third (1/3) of the Governing Council members is elected each year. No person shall serve as a Governing Council member for more than two (2) consecutive terms, with two exceptions. First, where a Governing Council member is elected to fill a vacancy. The Governing Council member filling the vacancy may complete the original term during which the vacancy occurred, and may be elected for no more than two (2) consecutive three (3) year terms thereafter. Second, the Federal Advocacy Coordinator may serve an unlimited number of terms. Governing Council members shall serve until their successors have been elected and certified.

The terms of Division Governing Council members shall be three (3) years, except for the Student Division which will serve a two (2) year term(s), and no person shall serve as a Division Governing Council member for more than two (2) consecutive terms.

3.3.1. Beginning Date of Term. Unless a Governing Council member has been elected to fill a vacancy, a Governing Council member's term shall begin on January 1 following the election of the Governing Council member. If a Governing Council member has been elected to fill a vacancy, the Governing Council member's term shall begin at the first meeting of the Governing Council following the election of the Governing Council member.

A Division Governing Council member's term shall begin at the first meeting of the Governing Council following the annual Division election.

3.4. Quorum. At all meetings of the Governing Council a majority of the Governing Council members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

3.5. Number Required for Action by Governing Council. Except where otherwise required by law these Bylaws, the affirmative vote of the voting Governing Council members present at a duly held meeting shall be sufficient for any action.

3.6. Written Action. Any action required or permitted to be taken at a meeting of the Governing Council may be taken by written action signed by the number of Governing Council members required to take the same action at a meeting of the Governing Council at which all Governing Council members were present. The written action is effective when signed by the required number of Governing Council members, unless a different effective date is provided in the written action. When written action is taken by less than all of the Governing Council members, all Governing Council members shall be notified immediately of its text and effective date. Failure to provide such notice does not invalidate the written action.

3.7. Resignation. A Governing Council member may resign at any time by giving notice to the Secretary of the Association. The resignation is effective immediately without acceptance when the notice is given to the Association, unless a later effective time is specified in the notice.

3.8. Removal. A Governing Council member or Division Governing Council member may be removed from office, with or without cause, by the affirmative vote of a majority of the Governing Council members present at a duly held meeting; provided that not less than five (5) days and not more than thirty (30) days notice of such meeting stating that removal of such Governing Council member or Division Governing Council member is to be on the agenda for such meeting shall be given to each Governing Council member. The Governing Council may also remove any Governing Council member who has been absent for two (2) regular or special meetings of the Governing Council, or three (3) total meetings of the Governing Council in a fiscal year for any reason.

3.9. Filling Vacancies. In the event of the death, removal or resignation of a Governing Council member, a successor to fill the unexpired term shall be recommended by the Nominating Committee of the Association, and elected by the affirmative vote of a majority of the Governing Council members present at a duly held meeting. The term of the appointment will extend to the next election of the Governing Council. At that election, the Governing Council shall elect an individual to serve as a Governing Council member for the remainder of the term of the original vacancy. The position of a Division Governing Council member who has died, been removed or resigned from office shall be filled by the Division that elected the Division Governing Council member to the office.

3.10. Regular Meetings. The Governing Council shall have regular meetings at least quarterly at such places and times as it shall establish by resolution. A notice of the date,

time and place of the regular meetings shall be given to each Governing Council member and Division Governing Council member at least ten (10) days in advance of the meeting.

3.11. Special Meetings. Special meetings of the Governing Council may be called at any time upon the request of the President or any three (3) Governing Council members, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than ten (10) days notice of the time, place and purpose of such special meeting.

3.12. Place of Meetings. The Governing Council may hold its meetings at such places, whether in this state or in any other state, as a majority of the Governing Council members then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the Association.

3.13. Electronic Communications. A conference among Governing Council members by a means of communication through which the Governing Council members may simultaneously hear each other during the conference is a meeting of the Governing Council members if the same notice is given of the conference as would be required for a meeting of the Governing Council, and if the number of Governing Council members participating in the conference is a quorum. A Governing Council member may participate in a meeting of the Governing Council by any means of communication through which the Governing Council member, other Governing Council members so participating, and all Governing Council members physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

3.14. Form of Notice. Whenever under the provisions of these Bylaws notice is required to be given to any Governing Council member, notice is given:

- (a) when mailed to the Governing Council member at an address designated by the Governing Council member, at the last known address of the Governing Council member or at the address of the Governing Council member in the corporate records;
- (b) when communicated to the Governing Council member orally;
- (c) when handed to the Governing Council member;
- (d) when left at the office of the Governing Council member with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- (e) when sent via fax to a fax number, or via email at an email address provided by the Governing Council member to the Association for use in contacting the Governing Council member regarding Association business;
- (f) if the Governing Council member's office is closed or the Governing Council member has no office, when left at the dwelling or usual place of abode of the Governing Council member with a person of suitable age and discretion residing in the house; or
- (g) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

3.15. Waiver of Notice. Any Governing Council member may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the

Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a Governing Council member shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

3.16. Compensation. Governing Council members and Division Governing Council members shall not be compensated for their duties as Governing Council members. Governing Council members may be reimbursed for expenses incurred on behalf of the Association.

3.17. Inactive Divisions. Divisions that are inactive and/or without a Chair for two consecutive years shall no longer be a division of the Association.

ARTICLE IV: OFFICERS

4.1. Appointment of Officers/Term. The officers of the Association shall be a President, a President-Elect, Immediate Past President, a Secretary, a Treasurer, and such other officers as the Governing Council may, from time to time, appoint. Officers shall serve for a term of one (1) year, or until a successor is elected and qualified. The Officer positions of Secretary and Treasurer will be recommended by the President, and approved by the Governing Council.

4.2. Duties of Officers. The duties of the officers of this Association shall be:

4.2.1. President. The President shall preside at all meetings of the Governing Council and shall oversee the long term goals and purposes of the Association. The President shall recommend for approval by the Governing Council the members of all committees described in these Bylaws, and any other committees established by the Governing Council. The President of the Governing Council shall be the chair of the Executive Committee. He or she shall also perform such other duties as may be

determined from time to time by the Governing Council.

4.2.2. President-Elect. The President-Elect shall perform such duties as may be determined from time to time by the Governing Council. The President-Elect shall be vested with all powers of and perform all the duties of the President of the Governing Council in the President's absence or inability to act, but only so long as such absence or inability continues.

4.2.3. Secretary. The Secretary or his or her designee shall see that the minutes of meetings of the Governing Council and any committee thereof are kept, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Governing Council.

4.2.4. Treasurer. The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the Association, disbursing corporate funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a Minnesota nonprofit corporation.

4.2.5. Immediate Past President. The Immediate Past President shall perform such duties as may be determined from time to time by the Governing Council.

4.3. Officers as Members of Governing Council. All officers shall be Governing Council members.

4.4. Resignation of Officers. An officer may resign at any time by giving notice of the resignation to the Secretary of the Association.

4.5. Removal of Officers. An officer may be removed, with or without cause, by the affirmative vote of a majority of the Governing Council members present at a duly held meeting of the Governing Council for

which notice stating such purpose has been given.

4.6. Filling Vacancies. Any vacancy in an officer's position shall be filled by the Governing Council of the Association.

ARTICLE V: EXECUTIVE DIRECTOR

5.1. Executive Director's Salary/Duties.

The Governing Council may hire a person or persons or a management company to serve in the role of an Executive Director who shall report to the Governing Council and carry out the policies and programs of the Association. The terms of the contract with the person(s) serving in the role of the Executive Director shall be determined by the Governing Council.

The Executive Director shall hire and fire employees in accordance with the policies established by the Governing Council. Together with the Treasurer, the Executive Director shall supervise all expenditures that relate to the work of the Association in accordance with policies determined by the Governing Council. The Executive Director shall report to the Governing Council and Full Members of the Association at each meeting of the Governing Council and at each meeting of the Full Members regarding the work of the Association.

The Executive Director shall also maintain minutes of all meetings of the Full Members, the Governing Council, and the Executive Committee, and shall prepare and give proper notice of all meetings of the Governing Council and Full Members.

5.2. Ex Officio, Non-voting Status. The Executive Director shall be a non-voting, ex officio member of the Governing Council and the Executive Committee of the Association.

5.3. Executive Director's Authority to Sign Documents. The Executive Director is authorized to sign all documents necessary to the operation of the Association and may specifically delegate (in writing) the right to

execute any such documents to any of the other officers of the Association.

5.4. Evaluation of Executive Director's Performance. If the Executive Director is a direct employee of the Association, the Executive Committee shall evaluate the Executive Director's performance annually. A written appraisal of each evaluation shall be placed in the Executive Director's personnel file. The Governing Council President shall ensure that the annual evaluation is performed by the Executive Committee. If the Executive Director duties are filled through a Management Company, the Executive Committee shall evaluate the Management Company's performance annually. The evaluation of the Management Company will be used by the Governing Council in determining whether to continue the agreement with the Management Company or to make changes in the agreement, including the possibility of ending the agreement.

ARTICLE VI: COMMITTEES

6.1. Establishment of Committees. The Governing Council may establish one or more committees having the authority of the Governing Council in the management of the business of the Association to the extent determined by the Governing Council. Except as otherwise provided in these Bylaws, the President of the Governing Council shall annually recommend for the Governing Council's approval, the appointment of all of the Chairs and Vice-Chairs of committees established by the Governing Council. Chairs and Vice-Chairs of a committee need not be Governing Council members and shall hold such office for a term of one (1) year from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called, from time to time, upon request of the President, or the chair of the committee. Notice requirements shall be the same as for special meetings of the Governing Council.

6.2. Executive Director's Involvement with Committees. The Executive Director shall be a non-voting member of the Executive Committee. The Executive Director shall not participate in the part of a meeting of the Executive Committee at which the Executive Director's performance is evaluated.

6.3. Compensation of Committee Members. Members of Committees may be reimbursed for expenses incurred on behalf of the Association if such expenses were approved by the Governing Council via the budget or special action.

6.4. Standing Committees. There shall be the following standing committee of the Association:

6.4.1. Executive Committee. There shall be an Executive Committee consisting of the five (5) Officers of the Association as defined in 4.1 and any additional Officers as defined in 4.1. The Executive Committee shall exercise the authority of the Governing Council during the time period between meetings of the Governing Council, and shall be at all times subject to the control and direction of the Governing Council. The Executive Committee shall also review special personnel situations or problems not covered by the Association's personnel policies with the Executive Director, and make recommendations to the Governing Council as necessary. The Executive Committee shall periodically review and update personnel practices, including job descriptions, salary ranges, and working conditions with the Executive Director, and make recommendations to the Governing Council as necessary.

The President shall serve as chair of the Executive Committee. All actions taken by the Executive Committee shall be reported to the Governing Council at the next regular or special meeting of the Governing Council.

ARTICLE VII: STANDARD OF CARE AND CONFLICTS OF INTEREST

7.1. Standard of Care. It is the responsibility of each Governing Council member of this Association to discharge his or her duties in good faith, in a manner the Governing Council member reasonably believes to be in the best interests of this Association, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

7.2. Officers, Governing Council Members, Division Chairs and Vice Chairs, and Committee Chairs and Vice Chairs are defined as Minnesota Psychological Association Leaders and these positions are defined as Leadership Positions.

7.3 Leaders as defined in 7.2 who are licensed to practice psychology in any jurisdiction besides Minnesota shall maintain said license in active status and free and clear of any suspension, restriction, corrective action, limitation or qualification as specified by the designated regulatory authority in that jurisdiction. Should a Leader become unable to comply with the foregoing requirement, that person will no longer be eligible for Leadership status and shall immediately resign from the Leadership position.

7.4 Leaders as defined in 7.2 who are licensed to practice psychology in Minnesota by the Minnesota Board of Psychology, shall maintain said license that is not limited in any way, either by current disciplinary action or by a current agreement for corrective action. Should an MPA Leader be the subject of current disciplinary action or current agreement for corrective action by the Minnesota Board of Psychology, that person is no longer eligible for Leadership status and shall immediately resign from the Leadership position.

7.5 Conflicts of Interest. A contract or other transaction between this Association and:

- (a) one or more of its Governing Council members, or a member of the family of a Governing Council member;
- (b) a director of a related organization, or a member of the family of a director of a related organization; or
- (c) an organization in or of which one or more of the Association's Governing Council members or a member of the family of the Governing Council member are directors, officers or legal representatives or have a material financial interest is not void or voidable because the Governing Council member(s) or the other individual or organization are parties or because the Governing Council member(s) are present at the meeting of the Governing Council or a committee of the Governing Council at which the contract or transaction is authorized, approved or ratified, if:
 - 1. the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the Association at the time it was authorized, approved or ratified; or
 - 2. the material facts as to the contract or transaction and as to the Governing Council member's or Governing Council members' interest are fully disclosed or known to the Governing Council or a committee, and the Governing Council or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the members of the Governing Council or committee, but the interested Governing Council member(s) shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this a "member of the family" of a Governing Council member includes the spouse, parents, children and spouses of children, brothers and sisters,

spouses of brothers and sisters of the Governing Council member.

7.5.1 MPA members who are also currently serving on the Minnesota Board of Psychology shall not hold Leadership Positions as defined in 7.2. MPA members who are also currently on the Minnesota Board of Psychology may be committee members but must recuse themselves from any discussions of MPA policy or legislative efforts that involve the Minnesota Board of Psychology.

ARTICLE VIII: FINANCE

8.1. Receipts. Any dues, contributions, grants, bequests or gifts made to the Association shall be accepted or collected only as authorized by the Governing Council.

8.2. Deposits. All funds of the Association shall be deposited to the credit of the Association under such conditions and in such banks as shall be designated by the Governing Council.

8.3. Contracts; Orders for Payment. All contracts, checks and orders for the payment, receipt or deposit of money, and access to securities of the Association shall be as provided by the Governing Council. All checks drawn upon any account of the Association shall be signed by the Treasurer, the President, and/or the Executive Director.

8.4. Title to Property. Title to all property shall be held in the name of the Association.

8.5. Annual Budget. The annual budget of estimated income, income expense and capital expense shall be approved by the Governing Council.

8.6. Summary Financial Report. A summary report of the financial operation of the Association shall be made by the Treasurer at least quarterly to the Governing Council.

ARTICLE IX: INDEMNIFICATION/INSURANCE

9.1. Indemnification. To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the Association), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Governing Council member, an ex-officio Governing Council member, or officer of the Association, or he or she is or was serving at the specific request of the Governing Council of the Association as a director, officer, committee member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Association by the affirmative vote of a majority of the Governing Council members present at a duly held meeting of the Governing Council for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise, and, provided further, that no such indemnification shall be available in the event of the Governing Council member's or officer's malfeasance or nonfeasance. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of

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matters occurring before the adoption of this provision of the Bylaws.

9.2. Insurance. The Association may buy and maintain insurance on behalf of a person in that person's official capacity against liability asserted against and incurred by the person in or arising from that capacity, whether or not the corporation would have been required to indemnify the person against the liability under the terms of these Bylaws.

ARTICLE X: AMENDMENT OF BYLAWS

These Bylaws may be amended by the affirmative vote of a majority of the Governing Council members who are present at a duly held meeting, provided that notice of the meeting and of the proposed amendment of these Bylaws is given to all Governing

Council members. Amendments to the Articles of Incorporation or Bylaws of the Association that delete or substantially alter the Full Members' rights as set forth in Article 2 of these Bylaws, shall be submitted for approval by the Full Members, and will not be effective until approved by the Full Members.

ARTICLE XI: ANTI-TRUST POLICY STATEMENT

The Association prohibits its members, Governing Council members, ex-officio Governing Council members, officers and staff from engaging in any activity or conduct which has the effect or intent of restraining trade. This prohibition includes efforts to fix prices, divide markets, allocate production or impose boycotts.

--END OF BYLAWS--