

2013 COMPREHENSIVE AMENDMENT
OF THE
BY-LAWS

ILLINOIS LOCAL GOVERNMENT LAWYERS ASSOCIATION, LTD.

A Not-For-Profit Corporation

FEIN: 37-1286578

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS

ARTICLE I
Association Offices

Section 1.01. Registered Office.

The registered office of the Association shall be located in the State of Illinois, at such location as shall be designated from time to time by the Board of Directors.

Section 1.02. Other Offices.

The Association may also have offices at such other places as the Board of Directors may from time to time appoint or as the business of the Association may require.

ARTICLE II
Members

Section 2.01. Membership.

The Association shall have both active and inactive members being attorneys who are or were licensed to practice law.

A. Creation of Non-Voting Memberships. From time to time, the Board of Directors may establish Affiliate Members, a non-voting membership class consisting of members who are not attorneys; and/or Associate Members or such other classes of membership as the Board may determine from time to time. In each instance the Board of Directors shall also establish the dues, if any, payable by each such membership class.

B. Classifications of Membership. The following Membership classifications are established:

1. Regular Member. Any active member, so long as such member is current in the payment of dues in the amounts set by the Board of Directors from time to time.

2. Junior Member. Any active member admitted to practice law for less than five (5)

years as of the date such member's dues are payable to the Institute.

3. Retired Member. Any attorney who has notified the Illinois Supreme Court of impending retirement and desires to be placed on in-active status or any attorney who is at least 70 years of age as of the date such member's dues are payable to the Institute may elect reclassification as a retired member of the Association for which all services and benefits of active membership shall be awarded upon payment of annual dues at a reduced rate set by the Board of Directors from time to time.

4. Honorary Member. A former member of the Institute who becomes a member of the judiciary. No dues are payable by honorary members.

5. Emeritus Member. A former director of the Association retired from professional life but permitted by the Board of Directors to retain as an honorary title, the title of "Director of the Illinois Local Government Bar Association" for life. No dues are payable by emeritus members.

C. Membership Certificates. The President and Secretary shall sign and cause to be delivered an Association membership certificate to each member of the Institute following such member's initial payment of dues or, in the case of honorary and emeritus members, following such member's achieving honorary or emeritus membership status.

D. Resignation. Any member may resign by filing a written resignation with the Secretary of the Association or by failing to pay the annual dues prescribed by the Board of Directors.

Section 2.02. Place of Members Meetings.

The place of all meetings of the members shall be at the principal office of the Association or at such other place as shall be determined from time to time by the Board of Directors and the place at which such meeting shall be held shall be stated in the call and notice of the meeting. A change in the place of a meeting shall not be made within three (3) days immediately preceding the day on which an election of directors is to be held, and a notice of any such change must be given at least three (3) days before the election is to be held.

Section 2.03. Annual Meeting.

A. The annual meeting of the members of the Association for the election of Directors to succeed those whose terms expire and for the transaction of other business that may properly come before the meeting, shall be held each year at the Registered Office of the Association on the third Monday of February following the Association's annual conference, unless the Board of Directors shall designate a different place or day for the conference or the annual meeting.

B. If the election of Directors shall not occur on the day herein designated for any annual meeting, or at any adjournment of the meeting, the President or, in the absence of the President, a majority of the Board of Directors shall call a special meeting of the members as soon as conveniently possible. At that meeting, the election of Directors shall take place, and the election and any other business transacted shall have the same force and effect as if occurring during an annual meeting duly called and held.

C. As an historic note, prior to the initial meeting of the membership the following were Directors: Robert J. Mangler, President; Frederick Stavins; Jack Waaler; James A. Flummer; Gerald

M. Gorski and Thomas W. Kelty — named to serve until the appointment of the interim Directors.

D. As an additional historic note, at the first meeting of the Members, on February 4, 1993, in lieu of an election by the membership, the President appointed the interim Directors, consisting of ten (10) persons, to serve until the annual meeting in February, 1994:

At Large	By District	No.
Henry J. Stephens	William G. Raysa	1
Richard J. Troy	Gerald M. Gorski	2
John Zimmermann	William F. Morris	3
Don Johnson	Frederick Stavins	4
Robert J. Mangler	James A. Flummer	5

Section 2.04. Special Meetings.

Special meetings of the members, for any purpose or purposes unless otherwise prescribed by statute, may be called by the President or, in the absence of the President, by a majority of the Board of Directors and shall be called at any time by the President, or the Secretary, or the Treasurer, upon the request of all of the members. Business transacted at all special meetings shall be confined to the matters stated in the notice. It shall be the duty of the Secretary to send out notices of the meeting in accordance with the applicable provisions of these By-Laws.

Section 2.05. Notice of Meetings.

A. Notice of the time and place of the annual or a special meeting of the members and of the purpose of a special meeting shall be given by mail, e-mail, by prepaid telegram, or delivered personally, by written or printed notice of the same at least ten (10) days, and not more than thirty (30) days prior to the meeting, to each member of record of the Association entitled to vote at the meeting. If mailed or telegraphed, the notice shall be directed to the member's address as it appears on the books of the Association unless the member shall have requested the Secretary in writing that notice intended for such member be mailed to some other address, in which case the notice shall be transmitted to the address so designated. No publication of the notice of meeting shall be required.

B. Whenever any notice is required to be given a member under law or under the provisions of the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the member entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. In the case of notice for special meetings, any written waiver of notice must state the business to be transacted and the purpose of the meeting and the waiver is only valid as to the matter so stated. Attendance of a person at a meeting of members constitutes a waiver of notice of the meeting, except where the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting was not lawfully called or convened.

Section 2.06. Quorum.

A quorum at any annual or special meeting of members shall be ten percent (10%) of the number of voting members who registered to attend the Association's Annual Conference held in the calendar year during which the regular or special meeting is held, except as otherwise specifically

provided by law or in the Articles of Incorporation.

Section 2.07. Conduct of Meetings.

A. At every meeting of the members, the President or, in the absence of the President, the Vice President; or, in the absence of both the President and Vice-President, another person (who shall be one of the officers, if any is present) chosen by a majority of the members of the Association present in person and entitled to vote, shall act as Chairman. The Secretary of the Association or, in the absence of the Secretary, such other person as the President may appoint, shall act as Secretary of the meeting.

B. The rules contained in the then current edition of *Robert's Rules of Order* shall govern the conduct of meetings of the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules the Association may adopt.

Section 2.08. Voting.

A. At every meeting of the members, each member of the Association entitled to vote at the meeting shall be entitled to one vote on each matter submitted to a vote of the members.

B. The voting at all meetings of members shall be by voice vote or by written ballot, including the election of Directors, but upon the request of a majority of members of the Association, the vote shall be taken by written ballot, each of which shall state the name of the member voting. Cumulative voting shall not be permitted.

C. So Long as a quorum of the members is present, the affirmative vote of a majority of the members at the meeting shall be the act of the members unless the vote of a greater number, or voting by classes, is required by the laws of the State of Illinois, the Articles of Incorporation, or these By-Laws. In the absence of such quorum or the withdrawal of enough members to leave less than a quorum, any meeting may be adjourned from time to time by the vote of a majority of the members present, but no other matters may be voted on until a quorum is established. Proxy, electronic and/or absentee voting shall not be allowed.

Section 2.09. Inspectors of Election.

At any meeting of the members, the Chairman of the meeting may or, upon the request of any member present in person, shall appoint one or more persons as inspectors of election for the meeting. The inspectors shall determine the number of members represented at the meeting; the existence of a quorum; and shall receive votes, ballots, or consents; hear and determine challenges and questions arising in connection with the right to vote; count and tabulate votes, ballots, or consents; determine the results; and do such other acts as are proper to conduct the election or vote with fairness to all members. The inspectors shall report in writing to the members at the meeting on any of the facts found by them or matters determined by them, such report to be signed by a majority of the inspectors. The report of a majority of the inspectors shall be the report of the inspectors. The report of the inspectors is prima facie evidence of the facts stated and of the vote as certified by the inspectors.

Section 2.10. Action Without Meeting.

Any action required by statute to be taken at a meeting of the members, or any other action that

may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a majority of the members entitled to vote on the action.

Section 2.11. Members Committees.

A. The Board of Directors, by resolution adopted by the Directors present and voting, may appoint such committees from among the membership as it deems necessary to make recommendations to the Board of Directors and to further the objectives of the organization. Each such members committee shall consist of a number of members and shall have and exercise such powers as shall be conferred or authorized by the resolution creating it. One Director shall serve on each members committee so appointed. A majority of any such committee may determine its action and may fix the time and place of its meeting unless otherwise provided by the Board of Directors. Appointments, including vacancies, to any such committee shall be filled by the President with the advice and consent of the Board of Directors.

B. Currently there exists the following members committees:

1. Professional Development Committee. This committee is responsible to prepare recommendations to the full Board of Directors for conference programming, document sharing, and articles and article formats for the Association's journal.

2. Membership and Awards Committee. This committee is responsible for recruiting new members and determining membership targets in order to broaden the membership base. Prior to the Association's annual conference this committee will present its recommendation to the full Board of Directors for awards to be presented to members and distinguished attorneys during the luncheon held during the annual conference.

3. Nominating Committee. Annually, not less than sixty (60) days prior to the date of the annual meeting of the members of the Association for the election of Directors, the President shall appoint a nominating committee consisting of five (5) members one of whom shall be a Director who shall chair the committee. The committee shall complete a slate of members it nominates to stand for election to the Board of Directors at the annual meeting of members.

4. The Municipal Prosecutors Group.

a. This Committee shall be composed of an unlimited number of individuals, being lawyers actively engaged in the prosecution of local ordinance violations. While the Committee includes members of the Association as well as non-members, it is lead by a steering committee known as the "Steering Committee of the Municipal Prosecutors Group" with each member of the Steering Committee being a member of the Association.

b. The Steering Committee of the Municipal Prosecutors Group shall have a number of members as determined from time to time by the Municipal Prosecutors Group. The Steering Committee shall be responsible for hosting at least one program annually geared toward municipal prosecutors and for preparing recommendations to the full Board of Directors as it deems appropriate. The Steering Committee shall select one (1) of its members to serve as the *ex officio* voting member of the Board of Directors.

ARTICLE III

Directors

Section 3.01. Board of Directors.

Whenever the term "Directors," is used in these By-Laws in relation to any power or duty requiring collective action of the Board of Directors, such term shall mean "Board of Directors."

Section 3.02. Powers.

The business and affairs of the Association shall be managed by, and all corporate powers shall be exercised by or under the authority of the Board of Directors, subject to limitations imposed by law, the Articles of Incorporation, or these By-Laws as to action that requires authorization or approval by the members.

Section 3.03. Number and Term of Directors.

A. The number of Directors of this Association shall be thirteen (13) of which eight (8) shall be elected at large and one (1) elected by the members from each of the five Appellate Districts in Illinois and who shall be members of the Association and residents of the State of Illinois. There shall be one (1) voting *ex officio* member of the Board, being a member of the Steering Committee of the Municipal Prosecutors Group.

B. The number of Directors may at any time be increased or decreased by amendment to these By-Laws.

C. Except in the instance wherein a newly created Director position is to be filled, there shall be elected at each annual meeting of the members a number of Directors equal to the number of Directors who have completed serving their two-year term of office. Except as set forth in the next sentence, Directors elected at the annual meeting shall be elected from districts or at-large, as the case may be, shall serve for a term of two (2) years and shall hold office thereafter until their successors are elected and have qualified. In the instance in which more than one (1) newly created Director position is to be filled, at least one-half (1/2) of such positions shall be filled for a one-year term and thereafter such position(s) shall be filled for two-year terms.

D. As an historic note, at the first election in February, 1994, the at large Board members were elected to three-year terms and the district Directors were elected to two-year terms.

Section 3.04. Resignation and Vacancies.

A. A Director may resign by giving written notice to the Secretary at the Association's registered office. The resignation shall be effective upon its receipt by the Association or at such later date as shall be set forth in the notice of resignation.

B. Vacancies created by the death or resignation of a Director may be filled by the remaining members of the Board of Directors, and the person appointed to fill such vacancy shall serve for the remainder of the term of the Director who died or resigned and shall serve thereafter until a successor is elected and has qualified.

Section 3.05. Meetings of Directors.

Regular meetings of the Board of Directors shall be held, without call or notice, immediately following each annual meeting of the members and at such other times as the Directors may determine. Special meetings shall be called by the President or by any two Directors; and written notice of the meeting, stating the time, place and purpose of it, shall be delivered to each Director, either personally or by mail or e-mail, at least two (2) days prior to the date set for the meeting. The Directors shall designate the location of any Board meeting by resolution or by written consent of all the Board Members; but if no designation is made, meetings shall be held at the registered office of the Association. Other than the meeting held immediately following the annual meeting of members, all meetings may be attended via teleconference.

Section 3.06. Quorum.

Five (5) of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, present either in person or by conference telephone call.

Section 3.07. Majority Action.

Every act or decision done or made by the Directors at a duly held meeting at which a quorum is present is the act of the Board of Directors, if agreed upon by a majority vote of those present.

Section 3.08. Conduct of Meetings.

Unless absent, the President of the Association shall preside at every meeting of the Board of Directors. The Secretary of the Association shall act as Secretary of the meetings. Monthly Board meetings shall routinely be conducted and held via teleconference and, if any Board of Directors meeting is held at a designated location, Directors may participate in such Board meetings in person or by conference telephone call.

Section 3.09. Directors Committees.

A. The Board of Directors, by resolution unanimously adopted by the Directors present and voting, may designate three (3) or more Directors to constitute an executive committee, and may create such other standing committees from among the Board's members and appoint as it deems necessary to accomplish the objectives of the organization. Each such committee shall have and exercise such powers as shall be conferred or authorized by the resolution creating it. A majority of any such committee may determine its action and may fix the time and place of its meeting unless otherwise provided by the Board of Directors. A majority of the Board of Directors present and voting shall have the power at any time to fill vacancies in, to change the size or membership of, and to discharge any such committee.

B. Currently there exists the following standing Directors committees, each consisting of a Chairman and two (2) other Directors:

1. By-Laws Committee. This Committee is responsible to prepare amendments to these By-Laws as necessary to reflect the current policies of the Board of Directors. No such amendment shall be effective until and unless approved by the Board of Directors in accordance with these By-Laws.

2. Finance Committee. This Committee shall be chaired by the Treasurer and is responsible to oversee the finances of the Association and to work with the Executive Director in the preparation of the annual budget.

C. Each committee shall keep a written record of its acts and proceedings, and shall submit such record to the Board of Directors at such times as requested by the Board of Directors.

D. Nothing in these By-Laws shall preclude the President's appointment, from time to time, of ad hoc committees consisting solely of Directors as the President deems necessary.

Section 3.10. Compensation.

The Board, by the affirmative vote of the Directors then in office may approve reimbursement of expenses incurred by any Director as a result of assignments approved by the Board of Directors.

Section 3.11. Validation of Meeting Defectively Called or Noticed.

The actions taken at any meeting of the Board of Directors, however called or noticed or wherever held, are as valid as if they had been taken at a duly called and noticed meeting if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a waiver of notice or a consent to holding the meeting. All such waivers or consents shall be made part of the minutes of the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where such attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.12. Action Without Meeting.

Any action required by law to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the Directors.

ARTICLE IV Officers, Executive and Staff

Section 4.01. Number, Qualifications and Titles of Officers.

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. The officers of the Association must be members of the Association. The Board of Directors may appoint any other officers and agents as it deems necessary, each of whom shall hold office for the period, have the authority, and perform the duties in the management of the Association as provided in these By-Laws, or as determined by resolution of the Board not inconsistent with these By-Laws. The Board of Directors may delegate to any officer or committee the power to appoint any subordinate officers, committees, or agents; to specify their duties and authority; and to determine their compensation.

Section 4.02. Election.

Annually, following the annual meeting of the Members, the Board of Directors shall choose the

officers of the Association from the Directors then serving on the Board of Directors, each of whom shall hold office until such officer shall resign or shall be removed or otherwise disqualified to serve, or such officer's successor shall be elected and qualified. Each officer so chosen shall remain a Director and one person may be elected to hold two or more offices. However, an officer may not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation, or these By-Laws to be executed, acknowledged or verified by two or more officers.

Section 4.03. Duties.

A. Except as set forth in Subsection B, the President shall preside at all meetings of members and Directors, shall have general supervision of the affairs of the Association, shall sign or countersign all certificates and other instruments of the Association as authorized by the Board of Directors, shall make reports to the Board of Directors and members, and shall perform all other duties incident to the office or which are properly required of the President by the Board of Directors.

B. The Vice-President shall chair all meetings in which the President is not in attendance and shall perform all of the duties of the President whenever the President is ill and bedridden or is absent from the State of Illinois.

C. The Secretary shall: (i) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (ii) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (iii) be custodian of the corporate records and of the seal of the Association is affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; (iv) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; (v) sign with the President membership certificates of the Association and (vi) in general perform all of the duties incident to the office of the Secretary. In the absence of the Secretary from any meeting, the President shall designate a person to act as minute-taker of the meeting.

D. The Treasurer shall keep regular books of account. The Treasurer shall disburse the funds of the Association in payment of the just demands against the Association or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required, an account of all transactions as Treasurer and of the financial condition of the Association. The Treasurer shall perform all duties incident to the Treasurer's office or that are properly required by the Board of Directors. The Treasurer shall be the principal financial officer of the Association and, subject to the control of the Board of Directors, shall in general supervise the financial affairs of the Association and shall have the custody of all moneys and securities of the Association. The Treasurer may (i) sign, with the President or any other proper officer of the Association thereunto authorized by the Board of Directors, certificates for shares of the Association, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Association, or shall be required by law to be otherwise executed, (ii) receive and give receipts for moneys due and payable to the Association from any source whatever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and (iii) have charge and custody of and be responsible for all funds and securities of the

Association. If required by the Board of Directors, the Treasurer shall give a bond for the faithful performance of the Treasurer's duties in such sum and with such surety as the Board of Directors shall determine. The Treasurer shall cause to be held an annual certified audit of the Association's financial condition and report the results to the members at the annual meeting.

E. Other subordinate officers appointed by the Board of Directors shall exercise the powers and perform the duties that are delegated to them by the resolutions appointing them or by any subsequent resolutions.

F. In case of the absence or disability of any officer of the Association and of any person hereby authorized to act in such officer's place during such period of absence or disability, the Board of Directors may from time to time delegate the powers and duties of that officer to any other officer or any Director or any other person it may select.

Section 4.04. Executive Director: Appointment, Authority and Responsibility.

A. The Board may employ a salaried chief executive officer who shall have the title of Executive Director and whose terms and conditions of initial employment shall be specified by the Board. The Executive Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director. Such data will be reported to the Board.

B. The Executive Director, as Chief Executive Officer, shall manage and direct all activities of the Association subject to the policies of the Board of Directors and through the office of the President. At the cost and expense of the Entity, the Executive Director shall employ such staff as is necessary to carry on the work of the Association within the approved budget set forth in the Agreement. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

Section 4.05. Removal and Resignation.

Any officer or agent may be removed by the Board of Directors whenever in the Board's judgment the best interests of the Association will be served thereby; provided, however, that such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the Association. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.06. Vacancies.

If the office of the President, Secretary, or Treasurer becomes vacant by reason of death, resignation, removal, or otherwise, the Board of Directors shall elect a successor who shall hold office for the unexpired term, and until such officer's successor is elected.

Section 4.07. Salaries.

No officer of the Association shall receive a salary, except as the Association may provide at its

own cost and expense for the Executive Director and the staff, if any, of the Executive Director.

Section 4.08. Bonds.

The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Association, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE V
Execution of Instruments

Section 5.01. Authority.

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or officers and any agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 5.02. Execution of Instruments.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Association, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Association, and other corporate instruments or documents, and certificates of shares of stock owned by the Association shall be executed, signed, or endorsed by the President and by the Secretary or the Treasurer, or any person designated by the Board as Assistant Secretary or Assistant Treasurer, and may have the corporate seal affixed thereto.

ARTICLE VI
Finance and Investments

Section 6.01. Dues.

Each member shall pay annual dues, if any, as may be fixed and determined by the Board and approved by the membership at its annual meeting.

Section 6.02. Bank Accounts and Deposits.

A. All funds of the Association shall be deposited from time to time to the credit of the Association with such banks, bankers, trust companies, or other depositories as the Board of Directors may select or as may be selected by any officer or officers or any agent or agents of the Association to whom such power may be delegated from time to time by the Board of Directors.

B. Endorsements for deposit of commercial paper to the credit of the Association in any of

its duly authorized depositaries may be made without countersignature by the President or the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Association to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Association.

C. All checks, drafts, or other order for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Association shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 6.03. Fiscal Year.

The fiscal year of the Association shall begin on the first day of January, in each year, unless otherwise provided by the Board of Directors.

Section 6.04. Dissolution.

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE VII Corporate Records, Reports and Seal

Section 7.01. Records.

The Association shall keep at its registered office a book of minutes of all meetings of members and Board of Directors, books of account, and a share register. The book of minutes shall note the time and place of each meeting, whether it was regular or special and if special, how it was called, how the notice was given, the names of the Directors present at a Board meeting, the names of the members present at the members' meeting, and the proceedings thereof. The books of account shall cover the Association's property and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus. The member register shall contain the names and addresses of each member and the date each became a member.

Section 7.02. Inspection of Records by Directors.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Association and of its subsidiary corporations, domestic or foreign. Inspection by a Director may be made in person or by the Director's agent or attorney, and the right of inspection includes the right to make extracts.

Section 7.03. Corporate Seal.

The Board of Directors may adopt, use, and thereafter alter, a corporate seal. However, use of

a corporate seal or a facsimile thereof shall not be required and shall not affect the validity of any instrument.

ARTICLE VIII
Amendment By-Laws

Section 8.01. Adoption, Amendment and Repeal.

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a unanimous vote of the Board of Directors present and voting, provided that such By-Laws are not in conflict with Articles of Incorporation or with the law.

Section 8.02. Required Notice.

Thirty (30) days written notice shall be given to the Board of Directors of any proposed amendment, mailed to each of them at their office address with a copy to the Executive Director at the Association office.

Approved by the Board of Directors this Eighteenth day of February, 2013.

Attest:

President

Secretary