



**BYLAWS OF THE
ASSOCIATION FOR HOME & HOSPICE CARE OF NORTH CAROLINA, INC.
(Amended and Restated as of April 5, 2013,
as amended by First Amendment to Bylaws effective March 17, 2017 and by Second
Amendment to Bylaws effective March 16, 2018)**

Article I: Name, Purpose and Principal Office

The name of this organization shall be the Association for Home & Hospice Care of North Carolina, Inc. (hereinafter referred to as the “Association”).

The purposes of the Association shall be:

- A. To promote high standards of qualitative, comprehensive and cost- effective in-home health, hospice, palliative care and related community-based care services.
- B. To facilitate and provide consultation and education and to provide for the exchange of ideas among members.
- C. To foster communication and cooperation among the Association’s Members, policymakers and the public.
- D. To collect, interpret and disseminate data and information to consumers, providers, third party payors, governmental agencies, the media, and private sector groups.
- E. To provide an organized and strong, unified voice for consumers and provider groups in order to influence legislative, regulatory and financing issues affecting the Association’s Members and the services they provide.
- F. To initiate, sponsor and promote research and education related to services provided by the Association’s Members.
- G. To promote public awareness of care in the home and community, health promotion and accurate perceptions about the Association’s Members and the services they provide.

The Association shall have its principal office in North Carolina at the headquarters of the Association for Home & Hospice Care of North Carolina, a North Carolina non-profit corporation. The Association may conduct its activities at any place or places in the United

States or elsewhere. The Association shall have in North Carolina at all times, a designated agent authorized to accept service of process for the Association; and notice served upon the Secretary or the Treasurer as such agent, or mailed to such agent at such business address, shall be deemed service upon or notice to the Association.

Article II: Limitations

The Association shall not issue any shares of stock, nor declare or pay dividends. No part of the net earnings of the Association shall inure to the benefit of any member, officer, director or private individual.

Article III: Membership/Voting Privileges

Section 1. Classification.

a) Provider Members. This Membership category includes: home care, hospice, and adult day care providers; supplemental staffing agencies, nursing pools, and any other entity that provides care in the home and/or community. Provider Members shall have at least one vote, and no more than three votes, on any issue coming before the general Membership. The number of votes per Provider Member shall be set by the Board of Directors from time to time and will vary depending upon the size of the Member as determined by the Member's gross revenues calculated for dues purposes. Any change in the number of allowed votes must be officially announced to the Membership by the Board of Directors at least thirty (30) prior to the date the change becomes effective. Except as otherwise provided in these Bylaws, the only issue the general Membership shall vote on is the election of Directors of the Association that are to be elected in accordance with Article IV.

b) Affiliate Member. This Membership category includes: any entity that furnishes products and/or services to providers of care in the home and/or community, and would not otherwise be eligible for membership in the aforementioned provider member category. All Affiliate Members shall have one vote on any issue coming before the general Membership. Except as otherwise provided in these Bylaws, the only issue the general Membership shall vote on is the election of Directors of the Association that are to be elected in accordance with Article IV.

Section 2. Membership Year. The membership year and fiscal year shall be one and the same, July 1 through June 30.

Section 3. Termination of Membership.

a) Membership shall be terminated if a Member fails to renew its membership within sixty (60) days from the annual expiration date of June 30.

b) Membership in the Association also may be terminated by the Board of Directors for cause, or for any conduct, including a conflict of interest, which is in the discretion of the Board prejudicial to the interests of the Association. Any complaints, or other information about a Member, which might constitute grounds for termination of Membership shall be referred to the Executive Committee which shall review the information provided and contact the Member for comment or explanation before making a recommendation to the full Board. The Executive

Committee may also consider any complaints or other information about a Board member which arise. Upon any determination by the Executive Committee that the nature of the issues raised and the information provided might support a termination of Membership, the Executive Committee shall report this in writing to the Board, with a copy to the Member. The Board shall consider the Executive Committee's report at a regularly scheduled meeting, or at a meeting called specially to consider the issue, and the Board shall review the issue, and afford the Member concerned an opportunity to present information pertinent to the matters alleged. After receiving all such information, the Board may, by a vote of not less than two-thirds of the Board members present while a quorum for the conduct of a meeting is present, vote to terminate the Member's membership. If any Board member is an employee, officer, director or owner of the Association Member concerned, then that Board member shall not be eligible to vote on the termination, nor be considered for the purpose of determining that a quorum is present. Voting by the eligible Board members shall be by secret ballot, distributed to the individual eligible Board members by the President/CEO at the meeting, and the results of the voting shall be announced by the Chair of the Association at the meeting. Any termination of Membership shall be effective on the date of the Board meeting and any Member whose Membership is terminated under this provision shall be refunded that pro rata portion of the dues paid for the current membership period attributable to the period after the effective date of the termination.

Section 4. Dues. The amount of annual dues for each Membership category shall be set by the Board of Directors. Any change in annual dues must be officially announced to the Membership by the Board of Directors at least thirty (30) days prior to the date the change becomes effective. Dues are payable at the beginning of each membership year and are not refundable.

Article IV: Board of Directors

Section 1. Powers, Duties and Voting. The affairs of the Association shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things as permitted by the Association's Articles of Incorporation and by these Bylaws. The Board of Directors shall have responsibility for making decisions, setting policy and transacting all business necessary to the functioning of the Association. Each member of the Board shall be entitled to cast one vote on all matters coming before the Board, except for the President/CEO and the Board members appointed pursuant to Sections 2(j), 2(k), and 2(l) of Article IV (none of whom shall be a voting member of the Board nor counted for quorum purposes); provided, however, any such appointed Board member will be characterized as a voting member, counted for quorum purposes, and be entitled to cast one vote on all matters coming before the Board if such Director meets the eligibility requirements to be a voting member of the Board as more particularly described in Section 4 of Article IV below. Voting proxies will not be accepted. Unless applicable law, the Articles of Incorporation, or these Bylaws require the vote of a greater number of Directors, the affirmative vote of a majority of Directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2. Composition. The Board shall consist of twenty-six (26) persons. The person serving as Immediate Past-Chair shall serve as an ex-officio, voting member of the Board. The person serving as the President/CEO of the Association shall serve as an ex-officio, nonvoting member of the Board. The other twenty-four (24) Directors shall be determined as follows:

- a) Two (2) Directors shall be nominated and elected from among the Membership's Medicare-Certified, Provider Member agencies;
- b) Two (2) Directors shall be nominated and elected from among the Membership's non-certified, Provider Member agencies;
- c) Two (2) Directors shall be nominated and elected from among the Membership's Provider Member agencies which offer hospice and/or palliative care services; provided, however, that for transitional purposes in connection with the adoption of these Bylaws, one (1) such Director shall initially be appointed by the Chair in consultation with the Executive Committee;
- d) Two (2) Directors shall be nominated and elected from among the Association's Affiliate Member organizations; provided, however, that for transitional purposes in connection with the adoption of this Amendment, one (1) such Director shall initially be appointed by the Chair in consultation with the Executive Committee to serve a term beginning upon the date of such appointment and ending upon the last meeting of fiscal year 2017 or June 30, 2017, whichever comes first;
- e) One (1) Director shall be nominated and elected from among the Provider Member agencies whose main office is located in the Association's Eastern NC region;
- f) One (1) Director shall be nominated and elected from among the Provider Member agencies whose main office is located in the Association's Western NC region;
- g) One (1) Director shall be nominated and elected from among the Provider Member agencies whose main office is located in the Association's North-Central NC region;
- h) One (1) Director shall be nominated and elected from among the Provider Member agencies whose main office is located in the Association's South-Central NC region;
- i) Seven (7) Directors shall be nominated and elected from the Membership at-large; provided, however, that for transitional purposes in connection with the adoption of these Bylaws, two (2) such Directors shall initially be appointed by the Chair in consultation with the Executive Committee;
- j) One (1) Director shall be appointed by the Chair, in consultation with the Executive Committee, from (i) a PACE (Program of All-Inclusive Care for the Elderly) provider or association or (ii) a provider or association that has an ownership interest in PACE;
- k) One (1) Director shall be appointed by the Chair, in consultation with the Executive Committee, from (i) Community Care of North Carolina (CCNC), (ii) an organization representing any of the following industries: managed care, medical homes, or health insurance, or (iii) a LeadingAge North Carolina (association of nonprofit nursing homes (CCRCs)) provider or association;

l) One (1) Director shall be appointed by the Chair, in consultation with Executive Committee, from a community-based, hospital-based, or hospice-based palliative care organization;

m) One (1) Director shall be appointed by the Chair, in consultation with the Executive Committee, which Director shall be a physician that works with a Member agency or an industry-related entity; provided, however, that for transitional purposes in connection with the adoption of this Amendment, such Director shall initially be appointed by the Chair in consultation with the Executive Committee to serve a term beginning upon the date of such appointment and ending upon the last meeting of fiscal year 2017 or June 30, 2017, whichever comes first; and

n) One (1) Director shall be appointed by the Chair, in consultation with the Executive Committee, which Director shall be a hospice/palliative care physician/medical director that works with a Member agency or an industry-related entity; provided, however, that for transitional purposes in connection with the adoption of this Amendment, such Director shall initially be appointed by the Chair in consultation with the Executive Committee to serve a term beginning upon the date of such appointment and ending upon the last meeting of fiscal year 2019 or June 30, 2019, whichever comes first.

Section 3. Nominations and Elections. Except for the persons serving as Immediate Past-Chair and the President/CEO of the Association, each of whom is an ex-officio Director by nature of his/her office, all nominations for members of the Board who are to be elected by the Members of the Association will be accepted by mail, by facsimile, or by other electronic communication from the Membership at-large, for candidates for all elected Board seats to be vacated June 30 of that year. On or before March 1 of each year, a notice will be mailed to all voting Members reminding them of the seats which will be vacated and of the opportunity to nominate Directors. All nominations received will be reviewed by the Nominating Committee which will develop a slate of Directors, with no more than two candidates for each Board seat to be vacated June 30 of that year. This slate of candidates will be published and mailed to each Member who is eligible to vote on the applicable Board seat, and each such Member will vote by mail ballot on the candidates submitted. A Member shall be eligible to vote on any vacant Board seat for which the Member meets the criteria of the Director categories set forth in Sections 2(a) through 2(i) above. (For example, all Members are eligible to vote on at-large Board seats, but only a Member that provides hospice and/or palliative care services may vote on the hospice and palliative care Board seats. Certain Members may meet the criteria of multiple Director categories, and would therefore be eligible to vote on each such corresponding Board seat.) Write in candidates for each vacant seat will be accepted. The total number of votes cast by ballot for each applicable Board seat must equal or exceed ten percent (10%) of the votes entitled to be cast on the matter, and a simple majority of the votes cast shall be sufficient to elect a Director for each of the applicable seats.

Section 4. Eligibility. Board members that are elected by the Membership of the Association must be employees of Provider or Affiliate Member organizations. Board members that are appointed pursuant to Sections 2(j), 2(k) and 2(l) of Article IV do not need to be employees of Provider or Affiliate Member organizations, but if any such person appointed is not an employee of a Provider or Affiliate Member organization, then such person shall serve as

a non-voting Director. If, however, a Board member appointed pursuant to Sections 2(j), 2(k) or 2(l) of Article IV is an employee of a Provider or Affiliate Member organization, then such person shall serve as a voting Director. No more than two employees, agents, officers, or owners of Provider or Affiliate Member organizations under common ownership or control, may serve together on the Board at any time. The affiliation of the Immediate Past-Chair of the Association, who serves as a voting member of the Board, shall not be counted in making this determination. No person who has served on the Board for two full consecutive three-year terms as a Director elected by the Membership shall be eligible to serve on the Board until he/she has remained off the Board for one full three-year term. No person who has served on the Board for six consecutive one-year terms as a Director that is appointed pursuant to Sections 2(j), 2(k) or 2(l) of Article IV shall be eligible to serve on the Board until he/she has remained off the Board for three years. The Nominating Committee, in reviewing the candidates suggested by the Membership, shall take into account the employers, and controlling entities of the organizations of existing Board members as well as nominees and the number of consecutive terms served by nominees to ensure that the slate of nominees presented to the Membership each year complies with these requirements. In addition, if at any point in the determination of the Executive Committee, any three members of the Board become agents, employees, officers, or owners of organizations under common ownership or control, then each of the Directors affected shall tender a letter of resignation to the Board, and the Board shall determine which letters to accept in the interest of preserving the widest and fullest possible representation on the Board.

Section 5. Terms of Office of Directors; Removal from Office.

a) Director Terms. The Immediate Past-Chair of the Association shall serve for a term of one (1) year. The person serving as the President/CEO of the Association shall serve for the period in which such person is the President/CEO of the Association. All other Directors shall take office at the last meeting of each fiscal year, or June 30, whichever comes first. Directors that are elected by the Membership shall serve for a three-year term and for no more than two consecutive terms. Directors that are appointed pursuant to Sections 2(j), 2(k), 2(l), 2(m) and 2(n) of Article IV shall serve for a one-year term and for no more than six consecutive terms. The terms of office of Board members shall continue until their respective successors are elected or appointed and duly installed, except in those cases where a Board member is removed from office pursuant to Section 5(c) below, or in cases where the Board member is required to resign under the terms of Section 4 of this Article, or in the case of any other resignation of a Board member.

b) Staggered Terms. The terms of the Directors elected by the Membership shall be staggered in such a way that a portion of the Board is elected each year. For purposes of confirming the terms of the Directors elected or appointed prior to the adoption of these Bylaws and for implementing the necessary staggering for the additional Board seats created in connection with the adoption of these Bylaws, the applicable term of each Director for the Board seats that are elected by the Membership is as follows:

Term Expiring 2013	Term Expiring 2014	Term Expiring 2015
Western NC Region Director	Medicare Certified, Provider Member Director	Non-Medicare Certified, Provider Member Director
South Central NC Region	Medicare Certified, Provider	Eastern NC Region Director

Term Expiring 2013	Term Expiring 2014	Term Expiring 2015
Director	Member Director	
Affiliate Member Director	Non-Medicare Certified, Provider Member Director	Hospice & Palliative Care Provider Member
	North-Central NC Region Director	At-Large Director
	At-Large Director	At-Large Director
	At-Large Director	At-Large Director
	At-Large Director (to be appointed initially in accordance with Article IV, Section 2(i)*	At-Large Director (to be appointed initially in accordance with Article IV, Section 2(i)*
		Hospice & Palliative Care Provider Member (to be appointed initially in accordance with Article IV, Section 2(c)*

*Each of these Director positions was created in connection with the adoption of these Bylaws and the persons to serve in such positions will be appointed in 2013 and will therefore serve less than a full three-year term. Additionally, each Director position described in Sections 2(j), 2(k), and 2(l) was also created in connection with the adoption of these Bylaws and the persons to serve in such positions will be appointed in 2013 and will therefore serve less than a full one-year term. Consequently, any person appointed to any such new Director position shall be eligible to serve the maximum number of terms specified in these Bylaws without consideration of the partial term served.

c) Removal.

(1) The Members may remove one or more Directors of the Association elected by them for cause or for any conduct, including a conflict of interest, which is in the discretion of the Members prejudicial to the interests of the Association. A Director elected by the Members may be removed by the Members only at a meeting called for the purpose of removing the Director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director.

(2) The Board may remove one or more Directors of the Association appointed pursuant to Sections 2(c), 2(i), 2(j), 2(k) and 2(l) of Article IV for cause or for any conduct, including a conflict of interest, which is in the discretion of the Board prejudicial to the interests of the Association. Any complaints or other information about an appointed Director which might constitute grounds for removal shall be referred to the Executive Committee which shall review the information provided and contact the Director for comment or explanation before making a recommendation to the full Board for removal of such Director.

(3) Notwithstanding anything to the contrary in this Section 5(c) of Article IV, any Director (including a Director elected by the Members) may be removed by the Board if such Director fails to attend three (3) meetings of the Board (whether regular or special) in any fiscal year of the Association. A Director may be removed if a majority of the Directors then in office vote for such removal.

Section 6. Vacancies. In the event a vacancy on the Board of Directors occurs, a successor will be nominated for the unexpired term by the Executive Committee and voted on by the full Board of Directors. Any person appointed to fill an unexpired term shall be eligible for election to the maximum number of terms specified for such position in these Bylaws without consideration of the unexpired term served.

Section 7. Fidelity Bonds. The Association may secure the fidelity of any or all of its officers, staff or agents by bond or otherwise.

Article V: Officers

Section 1. Positions. The officers of the Association shall consist of a Chair, Vice Chair, Secretary, Treasurer and Immediate Past-Chair. All officers shall be nominated by the Board of Directors at the last official meeting of the fiscal year and shall be elected by a simple majority of the Board of Directors. Such officers shall perform the duties described below as well as such other duties as may be determined from time-to-time by the Chair. No more than one office will be held by the same person. Each officer must be a Director of the Association.

Section 2. Terms of Officers; Vacancies. Except for the Immediate Past-Chair, all officers (including the Chair) shall hold office for one-year terms, and may not be elected to the same office for more than two consecutive terms. The terms of the officers shall continue until their successors are duly elected or appointed and installed. The Immediate Past-Chair shall serve for a term coinciding with his or her tenure as Immediate Past-Chair. Any officer may resign at any time upon written notice to the Chair. Any vacancy occurring within any office of the Association shall be nominated by the Chair and filled by the Board of Directors for the remainder of the original term of that office. Such appointment may be made at a special meeting of the Board of Directors called for that or any other legitimate purpose. Notwithstanding the foregoing, the Chair, in consultation with the Executive Committee, may fill any vacancy occurring in the office of the Vice Chair for the remainder of the original term of such office.

Section 3. Duties.

a) The Chair shall: (i) preside at all meetings of the Association, Board of Directors and Executive Committee; (ii) appoint committee chairpersons; (iii) serve as an ex-officio member of all other committees; (iv) serve as a member of the Executive Committee; and (v) have general supervision of the affairs of the Association, shall make reports to the Board of Directors, and shall perform such other duties as are incident to the office, or as are assigned to him or her by the Board of Directors. If the Chair shall be unable to perform the duties of his or her office because of death or inability from any cause to act, the Vice Chair will assume the office of the Chair.

b) The Vice Chair shall: (i) in the absence of the Chair, perform the duties of that office; (ii) become Chair in the case of a vacancy in that office; (iii) serve as a member of the Executive Committee; and (iv) perform other duties as delegated by the Chair or the Board of Directors. If the Vice Chair shall be unable to perform the duties of his or her office because of death or

inability from any cause to act, the Board shall hold a new election to fill the office of Vice Chair.

c) The Secretary shall: (i) prepare the minutes of all meetings of the Board of Directors and the Executive Committee; (ii) serve as parliamentarian at all meetings of the Board of Directors and Executive Committee; (iii) serve as a member of the Executive Committee; and (iv) perform other duties as delegated by the Chair or the Board of Directors. If the Secretary shall be unable to perform the duties of his or her office because of death or inability from any cause to act, the Board shall hold a new election to fill the office of Secretary.

d) The Treasurer shall: (i) oversee the financial operations of the Association, including preparing an annual budget, providing financial reports at each Board meeting, and ensuring the financial solvency of the organization; (ii) shall serve as a member of the Administrative Committee, Finance Committee and Executive Committee; and (iii) perform other duties as delegated by the Chair or the Board of Directors. If the Treasurer shall be unable to perform the duties of his or her office because of death or inability from any cause to act, the Board shall hold a new election to fill the office of Treasurer.

e) The Immediate Past-Chair shall: (i) serve as an ex-officio, voting member of the Board of Directors and Executive Committee; and (ii) perform other duties as delegated by the Chair or the Board of Directors.

Article VI: Meetings of the Board

Section 1. Place of Meetings. Regular or special meetings of the Board of Directors may occur at such time and at such places as the Directors deem appropriate.

Section 2. Meeting Notification Procedures. Regular meetings of the Board of Directors may be held upon notice given fourteen (14) days in advance of the meeting, and special meetings of the Board of Directors may be called by the Chair upon notice given three (3) days in advance of the meeting. Notice shall not be construed to mean personal notice. Written notification may be given by mail or equivalent means addressed to such Director at his/her address as it appears on the records of the Association, with postage and transmission charges prepaid; such notice shall be deemed given two (2) days after it is deposited in the United States mail or delivered to a common carrier for transmission and delivery. Notice may also be given orally, by facsimile, or telephone, and shall be deemed given upon receipt.

Section 3. Waivers of Notice. Whenever any notice is required to be given under the provisions of applicable law or the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except where the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors or members of a committee of Directors need be specified in any written waiver of notice unless so required by the Articles of Incorporation, by applicable law, or by these Bylaws.

Section 4. Quorum at Meetings. A quorum of the Board of Directors shall consist of a majority of the Board including either the Chair or Vice Chair. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn such meetings from time-to-time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 5. Action Without Meeting. Unless otherwise restricted by law, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof, may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes or proceedings of the Board of Directors or committee.

Section 6. Telephone Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 7. Number of Meetings. The Board of Directors shall meet at the discretion of the Chair, but no fewer than four times a year.

Section 8. Compensation of Directors. Directors shall serve without compensation. However, the Chair may be paid his or her expenses, if any, of attendance at each meeting of the Board of Directors or other meeting he or she is expected to attend. No such payment shall preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 9. Parliamentary Authority. Except as otherwise provided in these Bylaws, business meetings of this Association shall be conducted in accordance with "Roberts' Rules of Order, Revised".

Article VII: President/Chief Executive Officer and Other Staff Positions

Section 1. Title(s) and Position(s). The Board of Directors may choose to employ someone in the role of President and Chief Executive Officer of the Association (the "President/CEO") and such number of additional staff positions as they shall determine necessary to conduct the affairs of the Association. All staff shall serve at the pleasure of the President/CEO and shall perform such duties as may be assigned them by the President/CEO. The President/CEO shall serve at the pleasure of the Board of Directors and shall perform such duties as may be assigned to him or her by the Board of Directors. The President/CEO shall serve as an ex-officio, non-voting member of the Board of Directors and of the Executive Committee.

Section 2. Authority and Responsibility. The President/CEO shall be the chief administrative officer of the Association and shall employ, direct and supervise other Association staff and contract employees. The President/CEO shall be responsible for carrying out activities pursuant to the Association's stated purposes, and shall be responsible to the Board of Directors for any actions taken as President/CEO. Along with the Chair of the Association,

the President/CEO shall be a recognized spokesperson for the Association, and thus empowered to represent the Association when required to do so.

Article VIII: Committees of the Board

Section 1. Committees. The Board of Directors may, by resolution passed by a majority of the Board, establish one or more standing or special committees with such powers as they deem necessary within their authority under North Carolina law. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Association, and may authorize the seal of the association to be affixed to all papers which may require it. But no such committee shall have power or authority as to amending the Articles of Incorporation or Bylaws; expending monetary resources not authorized by the Board of Directors through formal motion or the budget process; adopting an agreement of merger or consolidation recommending the sale, lease or exchange of all or substantially all of the Association's property and assets; electing, appointing or removing directors, or filling vacancies on the Board or on any committee of the Board; or recommending a dissolution of the Association or a revocation of a dissolution. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by a majority of the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors when required.

All standing committee chairpersons shall be members of the Board of Directors, though committee co-chairs from the membership at-large may be appointed as well. All committee members must be Members in good standing of the Association. Members of committees shall serve without compensation. A majority of the committee members, including the committee chairperson and/or his/her designee, shall constitute a quorum of any standing or special committee.

Section 2. Standing Committees.

a) Executive Committee. To facilitate the conduct of the Association's business in its day-to-day operation and to ensure flexibility and responsiveness to the immediate demands placed upon the Association, an Executive Committee shall be empowered by the Board of Directors to act in the interim between regular meetings of the Board provided that the Executive Committee shall not have the authority to adopt the budget, to purchase, sell or mortgage real property, to form an affiliation, to establish dues or assessments, or to fill a vacancy among the officers or directors, unless such action has been specifically authorized by the Board. All actions of the Executive Committee shall be recorded in the minutes of the Board and shall be reported to the next meeting of the Board. Additionally, the Executive Committee serves, as needed, as both the Personnel and Finance Committees. The Executive Committee shall consist of nine (9) Board members comprised as follows: (i) the offices of Chair, Vice Chair, Secretary, and Treasurer; (ii) three other Board members representative of the make-up of the voting Membership of the Association; (iii) the Immediate Past-Chair, who shall be an ex-officio, voting member of the Executive Committee and shall be counted for quorum purposes; and (iv) the President/CEO, who shall be an ex officio, non-voting member of the Executive Committee and shall not be

counted for quorum purposes. A quorum of the Executive Committee shall consist of a majority of its voting committee members, including either the Chair or Vice Chair.

b) Nominating Committee. It shall be the annual duty of the Nominating Committee to present a slate of Director candidates to be elected by the Members bearing no more than two names for each vacancy to the full voting Membership at least 30 days in advance of the last officially scheduled Board of Directors meeting of the fiscal year. The Nominating Committee shall be chaired by the Immediate Past-Chair, and comprised of five additional individuals selected by the Executive Committee, who are roughly representative of the Association's Membership at-large. No members of the current Board of Directors will be eligible to serve on the Nominating Committee and no employee of any member organization represented on the Nominating Committee will be eligible for nomination to the Board of Directors.

c) Personnel Committee. It shall be the duty of the Personnel Committee to periodically review staff benefit packages, formally review the performance of the President/CEO, and deal with other personnel matters brought before the Personnel Committee by the President/CEO.

d) Finance Committee. It shall be the duty of the Finance Committee to periodically review the Association's investment policy and asset allocation strategy and make any recommendations for action they deem necessary, related to the Association's reserves and other holdings, to the Board of Directors for approval. The Finance Committee is also responsible for having the accounts of the Association audited annually by a Certified Public Accountant who shall be appointed by the Treasurer

e) Other. The Board of Directors may, from time-to-time, appoint special subcommittees or task forces as they deem necessary to conduct the affairs of the Association.

Article IX: Amendments

These Bylaws may be amended upon the vote of a majority of the Board which is approved by the Members of the Association by the lesser of (i) two-thirds of the votes cast by the Members or (ii) a majority of the votes entitled to be cast on the amendment. Approval by the Members shall be conducted through a written ballot. The ballot shall be addressed to each record Member, shall include a signature for each such Member, and shall enclose a copy of each proposed change to these Bylaws. For quorum purposes, the total number of votes cast by ballot must equal or exceed ten percent (10%) of the votes entitled to be cast on the amendment.

Article X: Antitrust

Section 1. Policy. It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of the Association or Association-related actions of its staff, officers, directors, or members which violate these regulations and laws are detrimental to the interests of the Association and are unequivocally contrary to Association policy.

Section 2. Implementation. Implementation of the antitrust compliance policy of the Association shall include, but shall not be limited to, the following:

- a) Association Membership, Board of Directors, Executive Committee, and other Committee meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions shall be limited to agenda items; there shall be no substantive discussions of Association matters other than at official meetings; minutes shall be distributed to attendees promptly.
- b) All Association activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6) assist in monopolization; or (7) in any way violate federal, state or applicable international trade regulations and antitrust laws.
- c) No officer, director, or member of the Association shall make any representation in public or in private, orally or in writing, which states, or appears to state, an official policy or position of the Association without specific authorization to do so.
- d) When deemed appropriate, General Counsel shall attend Executive Committee, Board of Director, and Membership meetings. Attendance of counsel shall be at the discretion of the Chair or the President/CEO.
- e) Members, officers, or employees who participate in conduct which the Board of Directors, by a two-thirds majority vote at a meeting at which a quorum is present, determines to be contrary to the Association antitrust compliance policy shall be subject to disciplinary measures up to and including, termination.

Article XI: Dissolution

Dissolution may occur at any meeting specially called to consider the subject or by mail ballot, provided prior authorization by a majority vote of the Board of Directors has been obtained. The consent of three-fourths (3/4) of the membership shall be required for dissolution. The Association shall then be dissolved in accordance with the statutes under which it was organized. In the event of liquidation, distribution of the monetary assets of the Association shall be made in the following order: (A) payment of outstanding debts; (B) payment of any other legal obligations; and (C) any balance remaining shall be contributed to one or more organizations described in Section 501(c)(6) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, State or local government for exclusive public purpose.

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Amended and Restated by the Board of Directors as of February 15, 2013, as approved by the Members as of April 5, 2013, as amended by First Amendment to Bylaws adopted in accordance with votes of the Board of Directors as of April 10, 2016 and as of September 18, 2016, as approved by the Members as of March 17, 2017 and as amended by Second Amendment to Bylaws adopted in accordance with a vote of the Board of Directors as of October 8, 2017, as approved by the Members as of March 16, 2018.