

Wakefield Chapel Recreation Association
BYLAWS

Effective as of 11-30-17

ARTICLE I - Corporate Title and Purposes

Section 1. Title - This Corporation shall be known as Wakefield Chapel Recreation Association, Inc.

Section 2. Purpose - The Corporation is organized to construct, operate, own and maintain a swimming pool, tennis courts, and other recreational facilities for the pleasure and recreation of its members and their guests.

Section 3. Control - This Corporation is not controlled by, or under common control of, any other organization.

ARTICLE II - Membership

Section 1. Membership Area - The Board of Directors is authorized to accept persons for membership in the Corporation without regard for location of residence.

Section 2. Number of Members - The number of bonded members of the Corporation at any time shall not exceed five hundred (500).

Section 3. Membership - A member of the Corporation is one who has filed an application in the form prescribed by the Board of Directors, which application has been approved by the Director for Membership, paid the required membership fee and received a Certificate of Membership from the Corporation. Membership in the Corporation shall not be denied because of race, religion, color, national origin or disability. Nor shall any applicant be denied membership except by decision of the Board of Directors.

Section 4. Membership Privileges - Except as otherwise expressly provided herein, only the person or persons to whom a Certificate of Membership has been issued, up to eight (8) members of his (their) immediate family residing in the same household and their care-givers shall have membership privileges or any exceptions as granted by the Board. Immediate family residing in the same household and their care-givers beyond eight may be included for an additional fee not to exceed ten (10%)

Section 5. Membership Share - The Board of Directors shall establish the amount for a membership share in the Corporation. The current membership share has been established at \$950.

ARTICLE III - Surrender of Membership

Section 1. Sale of Membership - Membership in the Corporation is not transferable. Except as set forth in Sections 3 and 4 of this Article, a member who no longer desires to retain his membership shall notify the Corporation in writing of the availability of his membership for sale and request that the sale of his membership be effected. Any such request shall be signed by all persons to whom the Certificate of Membership offered for sale has been issued. Upon receipt of such requests, the Corporation will proceed to sell the membership in the priority in which such requests were received, in accordance with Section 5 of this Article. Sale of memberships under this Article will not be consummated until all initial memberships have been sold or as approved by the Board. Such sale shall be effected at the membership fee prevalent at the time of sale and the proceeds therefrom shall be paid to the member selling his membership, less any indebtedness due the Corporation.

Section 2. Waiver of Annual Dues - The Board of Directors is authorized to waive the payment of annual dues for a member who has permanently moved from the membership area and whose membership has been offered for sale in accordance with Section 1 of this Article.

Section 3. Sale of Residence - A member may surrender his membership in favor of a person who purchases his residence, provided all outstanding indebtedness to the Corporation has been paid. The provisions of Article II, Section 3 are applicable to such purchasers except that no such purchaser shall be required to pay a membership

fee to the Corporation. If the Board of Directors refuses to issue a Certificate of Membership to any such purchaser, the current membership fee, less any indebtedness due the Corporation, shall be paid to the holder of the Certificate of Membership in exchange for its surrender to the Corporation.

Section 4. Direct Transfer to Adult Child - A member may surrender his membership in favor of his child over 18 years of age, provided all outstanding indebtedness to the Corporation has been paid. The provisions of Article II, Section 3 are applicable to such purchasers except that no such purchaser shall be required to pay a membership fee to the Corporation. If the Board of Directors refuses to issue a Certificate of Membership to any such purchaser, the current membership fee, less any indebtedness due the Corporation, shall be paid to the holder of the Certificate of Membership in exchange for its surrender to the Corporation.

Section 5. Waiting List - The Board of Directors shall cause to be maintained a list of persons who have expressed a desire, in writing, to purchase a membership in the Corporation. Available memberships shall be sold to the persons on such list in the order they have submitted written requests therefor, subject to other provisions of these Bylaws. A person who acquires membership under Section 3 of this Article, need not be placed on the Waiting List. The provisions of Article III, Section 1 shall apply to persons whose names are on the Waiting List.

Section 6. Cancellation of Membership - For good and sufficient cause, and after providing to the member concerned an opportunity for a hearing at a meeting of the Board, the Board of Directors may by the affirmative vote of a majority of Board members cancel the membership of any member. When the Board initiates action under this Section, it will notify in writing the affected member (at his address of record by certified mail-return receipt requested) of the proposed cancellation and specify the grounds therefore and the time and place at which a hearing will be held. Within fifteen (15) days after the date set for the hearing, the Board will notify the member (by certified mail-return receipt requested) of its decision in the case. If the member has availed himself of an opportunity of a hearing before the Board and is dissatisfied with the Board's decision, he may appeal that decision to the general membership at either the next annual meeting or a special meeting. The Board's decision may be reversed or modified by the affirmative vote of a majority of the members present at such a meeting. The Board will defer sale of the membership under this section until after such annual or special meeting if the member concerned, within fifteen (15) days after notification of the Board's decision to cancel, informs the Secretary of the Corporation of his intention to appeal to the general membership. The Corporation shall pay to any member whose membership has been canceled under the provisions of this section, the difference between the amount realized from the sale of the membership by the Corporation and any amount owed to the Corporation by the holder of the canceled membership.

Section 7. Registration Fee - The Board of Directors is authorized to charge a fee for the registration of a membership under the Provisions of this Article.

ARTICLE IV -Temporary Assignment of Membership Privileges

Section 1. Right to Assign - A voting member may request in writing that the Director for Membership issue a Temporary Use Permit authorizing a non-member family leasing the member's residence to use the recreational privileges of the member, provided the request also states that no member of his household will use the membership privileges during the period of his absence.

Subject to the payment of dues, and payment of a \$25 transfer fee, a voting member may request in writing that the Director for Membership issue a Temporary Use Permit authorizing a non-member family, partner, or roommate(s) to use the recreational privileges of the member's membership for the season, provided that the request also states that no individual of the member's household will use the membership privileges during the season. Temporary Use Permits shall be offered to applicants on the membership waiting list in order beginning with the oldest date of application. The temporary assignee shall be responsible for the annual dues.

In the event that the WCRA has a wait list for bonded membership, the Director for Membership may issue a Temporary Use Permit to the next name on the waiting list, after the temporary assignee has made a \$200.00 deposit, which can be applied to the Membership Share cost, and paid the annual dues. If such person refuses membership when offered, he will lose deposits previously made, (unless person is moving from the membership area), and either be removed from the waiting list or moved to the bottom of the waiting list. The Director for Membership may issue ("rent") a Temporary Use Permit to a non-member family, partner, or roommate(s) allowing that person or persons to use the recreational privileges of membership for the entire

operational season in exchange for the rental fee established in accordance with Article X, Section 1. A non-member family will be allowed to "rent" for a maximum of 1 operational season.

A Temporary Use Permit may be canceled at the discretion of the Board of Directors. A Temporary Use Permit shall be canceled when requested in writing by a member of the applicable person's membership or when the person's membership is canceled.

The Board shall not refuse approval of any such assignment because of race, religion, color, national origin or disability.

Section 2. Status of Assignee - Persons to whom membership privileges have been assigned and their guests are entitled to the use of the facilities of the Corporation, subject to these Bylaws. However, such assignees are not members and are not eligible, by reason of such assignment, to hold office, vote or exercise any other member privileges.

ARTICLE V - Meeting of Members

Section 1. Annual Meeting - An annual meeting of the membership of the Corporation shall be held in the last quarter of each year at such time and place as the Board of Directors shall determine.

Section 2. Special Meetings - A special meeting of the membership may be called by a majority vote of the Board of Directors. In addition, upon the written request of not less than twenty per cent (20%) of the membership, a special meeting shall be called by the Secretary of the Corporation within forty-five (45) days of the receipt of such request.

Section 3. Notice of Meetings - Not less than ten (10) nor more than thirty (30) days before the date of an annual or special meeting of the membership, the Secretary shall cause written notice thereof to be mailed or electronically delivered to each member at the mailing address or email address appearing for such member on the records of the Corporation.

When a special meeting is called, the membership shall be informed in writing of the business to be acted upon and the business at such meeting shall be limited to that stated in such notice. If amendments to these Bylaws or to the Articles of Incorporation are to be offered to the membership, at an annual or a special meeting, written notice shall be mailed or delivered not less than twenty-five (25) days before the date of said meeting of the membership.

Section 4. Failure to Attend - Every member who fails to attend, either in person or by written proxy, shall by such failure signify consent to the transaction of such business as may be conducted at the meeting and ratification of the action of the members acting either in person or by proxy at such meeting.

Section 5. Quorum - At any annual or special meeting, the presence of fifteen per cent (15%) of the membership shall be required, either in person or by written proxy, to constitute a quorum.

Section 6. Voting - Each member of the Corporation in good standing shall have the right to vote at any annual or special meeting of the membership. Votes may be cast in person or by proxy designated in writing. Each membership shall have one vote. Except as may be specifically provided for in these Bylaws, or Articles of Incorporation, all matters voted on by the members at the annual or any special meeting shall be decided by a majority vote of the members present either in person or by proxy designated in writing.

ARTICLE VI - Board of Directors

Section 1. Composition - The Board of Directors shall consist of the following seven (7) elected officers of the Corporation: President, Vice President for Operations, Secretary, Treasurer, and Director for Long-Range Planning, Director for Social Activities and a Director for Membership.

Section 2. Term of Office- Each Director shall serve for a two-year term and thereafter until his successor has been elected or appointed. No Director shall serve more than two consecutive terms with the following exception: any other Director may serve for three terms only if his last term is as President of the Corporation.

Section 3. Election of Directors - Directors shall be elected from the membership of the Corporation at the annual membership meeting during the last quarter of each year. Each voting Director shall be elected as an Officer of the Corporation and, in addition to performing the duties of the office to which he has been nominated and elected, shall serve as a member of the Board of Directors. The President shall have served at least one year as a member of the Board of Directors as a prerequisite to being the President of the Corporation. The President, Secretary, Social and Membership shall be elected in the same year and Vice-President, Treasury and Long Range in the subsequent year.

Section 4. Nominations - Not less than sixty (60) days prior to the annual meeting of the corporation, the President shall appoint a Nominating Committee of at least three (3) but not more than five (5) members in good standing. The Nominating Committee shall nominate at least one (1) member of the Corporation for each elective office of the Corporation. The membership of the Corporation may also nominate candidates by submitting in writing to the Secretary of the Corporation the name or names of a member or members in good standing. Such submission shall be in the form of a Petition for Nomination, shall be signed by the candidate or candidates to be nominated and at least five (5) other members in good standing, and shall be presented to the Secretary of the Corporation on or before October 1 of the year in which the election is to be held. The Secretary, in the notice of the annual meeting required to be sent by these Bylaws, shall notify the membership of those nominated by the Nominating Committee and those nominated by Petitions for Nomination. Nominations from the floor may not be made. In the rare event no candidates are forthcoming for an elective office, the current incumbent may serve for an interim period, not to exceed one hundred and eighty (180) days, until such time as a candidate can be identified for the position. Subsequent to a candidate being identified, the person will assume the vacant position on an interim basis, pending the next available opportunity for the membership to formally elect him/her to the office.

Section 5. Conduct of Elections - Election of Directors shall be conducted at the close of business at the annual membership meeting. Election shall be by written ballot unless there is only one nominee for each office, in which case election may be by acclamation. The nominee receiving a majority of the votes cast, either by person or by written proxy, shall be declared elected. If no nominee receives a majority of the votes cast, on the first poll of the membership, the nominee receiving the least number of votes shall be eliminated from the next and all succeeding polls until a nominee has been elected.

Section 6. Duties of the Board of Directors - The Board of Directors shall be responsible for the general management of the Corporation. The Board may adopt rules and regulations for the conduct of the affairs and management of the Corporation not inconsistent with these Bylaws and the Articles of Incorporation. Consistent with these Bylaws, the individual members of the Board of Directors shall perform the duties of the offices to which elected and such other duties as they may be directed to perform by the Board of Directors and as voted on by the general membership. The Board of Directors may establish special committees as deemed necessary, with duties, as determined by the Board of Directors

Section 7. Failure to Perform Duties - If a Director fails to attend three (3) consecutive regular meetings of the Board of Directors or otherwise fails to perform any of his or her duties, his or her office may be declared vacant by the affirmative vote of a majority of the Board of Directors and the vacancy filled as herein provided.

Section 8. Removal - Any officer of the Corporation may be removed from office and his or her office declared vacant by the affirmative vote of the membership at any special meeting of the membership called for that purpose.

Section 9. Vacancies - When any officer resigns, is removed or otherwise becomes incapacitated or disqualified from holding office, the remaining Board members shall appoint a successor who shall serve for the balance of the term of the former officer. The successor so appointed may be another member of the Board in which case the successor's office shall then be declared vacant and a successor thereto appointed by the Board.

ARTICLE VII - Meetings of the Board of Directors

Section 1. Regular Meetings - The Board of Directors shall meet regularly at least once a month.

Section 2. Special Meetings - The President, or in his absence, the Vice President for Operations, may call a special meeting of the Board of Directors at any time and shall do so upon written request of a majority of the Directors.

Section 3. Notice of Meetings - Notice of each meeting shall be given as the Board of Directors may from time to time prescribe. The time and place of each meeting shall be fixed by the President.

Section 4. Quorum of Directors - The Presence of five Directors shall be required to constitute a quorum for the transaction of business.

Section 5. Voting - At all meetings of the Board of Directors, each voting Director shall have one vote. Except as otherwise prescribed in these Bylaws, decisions shall be made by a majority of the voting Directors present.

ARTICLE VIII - Duties of Directors

Section 1. President - The President shall preside at all meetings of the membership and of the Board of Directors. The President shall perform such other duties as customarily pertain to the office of the President. The President will act as the principal executive officer of the Corporation in connection with all business authorized by the Board and sign all official contracts, agreements, authorization and applications pertaining to the business of the Corporation. This includes ensuring all regulatory and legal filings are made in accordance with current law. The President shall enforce these Bylaws and perform all duties incident to the position and office of President as are required by law. The President shall serve as the association spokesperson in all matters involving the association, including contact with public agencies and the media.

Section 2. Vice President for Operations - The Vice President for Operations shall have and exercise all the power, authority and duties of the President during the absence or inability to act of the President, and perform such duties as delegated by the President. The Vice President for Operations shall, in addition, be responsible for assuring the proper operation and maintenance of the swimming pool, the tennis courts, and other real property of the Corporation. The Vice President for Operations shall be responsible for proposing to the Board of Directors appropriate rules and regulations to govern the conduct of members and their guests in the use of the Corporation's pool, tennis courts, and other property. The Vice President for Operations shall develop short-range plans for improvements, with appropriate supporting data, concerning development, enhancement and protection of the pool, tennis courts, and other facilities.

Section 3. Secretary - The Secretary shall prepare and maintain complete minutes of all meetings of the membership and the Board of Directors; give notice, in accordance with these Bylaws, of all meetings of the membership; conduct the correspondence of the Corporation and maintain files thereon; have possession of and, when required, affix the Corporate seal; and have a list of the members of the Corporation. The Secretary shall see that the required books, records, reports, statements, and certificates are properly kept, and maintained according to law. The Secretary shall, in addition, file any required update with state or local agencies.

Section 4. Treasurer - The Treasurer shall have the care and custody of and be responsible for all funds, securities, valuable papers and financial records of the Corporation. The Treasurer shall maintain appropriate books and records of the Corporation's assets and liabilities and financial transactions. The Treasurer shall prepare and present, at each regular meeting of the Board of Directors, a financial statement of the Corporation's financial condition as of the last day of the preceding month. The Treasurer shall make a full financial report at the annual meeting of the membership. The Treasurer shall prepare such tax reports and information returns as local, state, and Federal laws require. The Treasurer shall supervise the filing of all reports required by local, state and federal law, including the annual returns required to be filed under the income tax laws, and the annual personal property tax report. The Treasurer shall prepare an annual budget for presentation to the general membership at the annual meeting of the Corporation. He shall make recommendations with respect to fees, charges and annual dues, and he shall maintain appropriate records of payments of membership fees, annual dues, guest fees and special assessments.

Section 5. Director for Long-Range Planning - The Director for Long-Range Planning shall be responsible for developing, with feedback and input from the general membership, the proposed future improvements in the programs and facilities of the Association. The Director for Long-Range Planning shall coordinate and develop a list of proposals for such improvements to be presented to the Board of Directors. This Director shall render a report to the Board of Directors at each monthly meeting, and to the membership at each annual meeting.

Section 6. Director for Membership - The Director for Membership shall be responsible for collecting dues and enforcing policies relating to membership (i.e., sales, summer assignments, guest policies, etc.) in accordance with provisions set forth in these Bylaws. The Director shall be responsible for maintaining the membership software (as approved by the Board). The Director shall also be responsible for developing and maintaining a community profile and for conveying stated desires expressed by the membership to the Board. This Director shall render a report to the Board of Directors at each monthly meeting, and to the membership at each annual meeting, of the status of membership accounts.

Section 7. Director for Social Activities - The Director for Social Activities shall arrange for and supervise the conduct of course of instruction in connection with the utilization of the Corporation's recreational facilities. The Director for Social Activities shall make arrangements for and supervise the conduct of all functions approved by the Board of Directors or the membership.

Section 8. Other Committees, Representatives and Other Appointed Positions – all non-elected positions shall report directly to the Board of Directors.

ARTICLE IX - Property and Finance

Section 1. Authorized Contracts - Except for the original construction of the swimming pool and attendant facilities, the Corporation shall not contract for any obligation in excess of the unobligated assets of the Corporation, nor may any debt be incurred without the prior approval of the Board of Directors or the general membership.

Section 2. Personal Property- Personal Property of the Corporation may be disposed of only with the approval of the Board of Directors. Personal Property may be acquired for the Corporation only with the approval of the Board of Directors.

Section 3. Real Property - Neither the real property of the Corporation nor the improvements located thereon may be sold, transferred, encumbered or otherwise except upon affirmative vote of at least fifty-one percent (51%) of the members in good standing. Such vote may be either in person or by written proxy, but no such vote shall be valid unless the notice of the meeting at which such vote is taken expressly sets forth the action proposed to be taken thereat. Notwithstanding the foregoing, the Board of Directors is authorized to lease, rent, maintain or repair the residence building situated at the swimming pool site; to grant necessary utility easements; and to grant such licenses of a temporary nature as the Board of Directors may, from time to time, see appropriate. In the event that emergency action must be taken, the Board of Directors has the necessary authority to take appropriate action to protect the Association's investment, and will then report back to the membership at an appropriate time the action taken and the results.

Section 4. Depositories and Investments - The funds of the Corporation shall, except when invested in obligations of the United States Government or in a federally registered investment fund whose charter requires investment of over ninety percent (90%) of its assets in obligations of the United States (directly or through repurchase agreements), be deposited only in National Banks, State Banks, trust companies, or savings and loan associations, the deposits of which are insured by the Federal Deposit Insurance Corporation. The Board of Directors shall designate the qualified depository or depositories.

Section 5. Disbursements - All disbursements of the Corporation's funds shall be made in conformance with the approved annual budget, by check signed by any two of the following officers: President, Vice President, or Treasurer; or as otherwise approved by the Board. The Board of Directors may establish a petty cash fund in an amount not to exceed one hundred dollars (\$100) for the payment of expenses of the Corporation which do not exceed fifty dollars (\$50).

Section 6. Fidelity Bond and Insurance - The Board of Directors & Officers shall assure that all Board Members are bonded in an amount sufficient to secure the faithful performance of their duties. Premium for such bond shall be paid by the Corporation. The Board of Directors & Officers shall assume that the corporation maintains director and officer insurance in an amount determined by the Board of Directors & Officers. The Corporation will also maintain general liability coverage in an amount determined by the Board of Directors.

Section 7. External Financial Review- The accounts of the Corporation shall be reviewed at least bi-annually by a person or persons selected by the Board of Directors The report of such reviews(s) shall be presented to the membership at the annual meeting of the Corporation.

Section 8. Depreciation Fund - After payment of the original indebtedness of the Corporation, a capital depreciation fund shall be established. Such fund shall be augmented annually by an amount sufficient to permit timely and orderly replacement of the facilities of the Corporation. The depreciation fund shall not be used for the normal operation or maintenance of existing facilities or properties of the Corporation, nor for the enlargement thereof.

ARTICLE X - Annual Dues and Guest Fees

Section 1. Dues - Annual dues, rental fee and any transfer fee shall be established by the membership through adoption of the Budget at the annual meeting of the membership or at any special meeting called for the purpose of establishing or changing such dues.

Section 2. Responsibility of Dues - Each member is responsible for the payment of annual dues without regard to whether or not his membership privileges have been assigned under Article IV of these Bylaws.

Section 3. Guests - Guests of members and of persons to whom membership privileges have been assigned shall be permitted to use the swimming pool and other recreational facilities of the Corporation in accordance with such rules and regulations as the Board of Directors shall prescribe. A person who does not have membership privileges as set forth in Article II, Section 4, may use the recreational facilities of the Corporation only as a guest.

Section 4. Delinquent Accounts - Annual dues and any penalties or other monies owed by a member to the Corporation must be paid on or before May 1 of each year. A member whose dues and/or other debts to the Corporation remain outstanding after May 1 will be considered delinquent. The Board of Directors shall notify each delinquent member by certified mail, sent to the member's address appearing in the records of the Corporation for such member, that the amount is overdue. Such notice shall state the amount owed, that his right to use the Corporation's facilities has been suspended pending receipt of payment in full, and that his membership may be canceled if, within thirty (30) days of the date of such notice, payment in full has not been received or other acceptable arrangements made with the Board of Directors to satisfy the delinquent account. Failure by the member to pay in full all monies owed the Corporation or to make other satisfactory arrangements with respect to the same within the thirty (30) day period herein provided may result in cancellation of membership in accordance with the provisions of Article III, Section 6.

Section 5. Penalties - A penalty not to exceed twenty-five percent (25%) of the total amount owed may be added to any account not paid by May 1 of each year. Additionally, memberships may be canceled in accordance with Article III, Section 6 as a result of nonpayment of monies owed the Corporation. All monies owed the Corporation will be deducted from the proceeds of the sale of the membership.

ARTICLE XI - General

Section 1. Capital Improvement of Facilities – Any proposed capital improvement of the corporation in excess of \$10,000 will require the approval of the members at the annual meeting or a special meeting called for that purpose.

Section 2. General Restriction - No officer shall receive anything of value from the Corporation by virtue of his office except with the approval of the general membership.

Section 3. Dissolution - In the event of dissolution of the Corporation, any assets remaining after payment of all proper claims and demands then existing against the Corporation, and after payment of the existing book value of Certificates of Membership to each member, shall be distributed to and among one or more corporations, trusts, funds or foundations which shall qualify as a tax exempt organization of the type described in Section 170(c) of the Internal Revenue Code of the United States (1954) or subsequent relevant legislation. Except in their capacities as members as provided in this Section, no director or any other individual has or shall have any right, title, or interest of any kind in or to such remaining assets of the Corporation. The organization or organizations to which such remaining assets shall be distributed shall be selected at the discretion of the Board of Directors.

Section 4. Annual Report - The Board of Directors shall distribute to the membership an annual operating report and financial statement at the annual meeting.

Section 5. Inventory - The Board of Directors shall periodically review the inventory of the Corporation's property.

Section 6. Corporation Papers - Copies of the organization papers of the Corporation, its Bylaws and any amendments thereto, and the membership records of the Corporation shall be preserved in a manner and forum as determined by the Board of Directors. Returns of elections and proceedings of all meetings of the Board of Directors and the general membership shall be recorded in the minute books. The minutes of all meetings shall be signed by the Secretary or the person acting in his stead.

Section 7. Assessments - The Board of Directors is authorized to assess against each member a sum not to exceed the amount approved by the members at the annual meeting or any special meeting called for that purpose; provided that any such assessment shall be uniform to all members.

Section 8. Use of Corporation Facilities - At the discretion of the Board of Directors, use of the Corporation facilities may be denied to any person violating any rule or regulation of the Corporation. The Board of Directors is authorized to delegate this authority to an employee of the Corporation, but any member denied use of the facilities by an employee of the Corporation may request review of such denial by the Board of Directors whose decision in the matter shall be final.

Section 9. Compliance with Bylaws and Rules - The owners of Certificates of membership are responsible for explaining the provisions of these bylaws and of the rules adopted by the Corporation for the conduct of members and their guests in the use of corporate facilities to each member of their households and to their guests.

Section 10. Liability of Members - Each member shall be liable for any damage to corporate facilities caused by him or by his guests through negligence or misconduct.

Section 11. Insurance/Risk Assessments - An insurance review and risk assessment shall be conducted at least once every three (3) years. The membership shall be advised of the results of this review during the annual membership meeting.

Section 12. Liability- To the fullest extent permitted by law, no Officer or Director of the Corporation shall be personally liable for damages in any proceedings brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be made a party by reason of being or having an Officer or Director of the Corporation.

Section 13. Indemnification – To the fullest extent permitted by law, the Corporation shall indemnify any current or former Officer, Director, employee or agent against any and all expenses and liabilities actually and necessarily incurred by or imposed upon such person in connection with any claim, action, suit or proceeding to which such person may be or is made a party by reason of being or having been such Officer, Director, employee or agent.

Section 14. Amendments - These Bylaws may be amended at the annual meeting of the membership or at any special meeting called for that purpose by the two thirds (2/3) vote of the membership present, either in person or by written proxy; provided that notice of intent to offer amendments, and a description of the particular amendments to be proposed, has been given each member by written notice at least twenty-five (25) and not more than fifty (50) days in advance of such meeting.