

PIMA Constitution & Bylaws

Article I NAME

Section 1. The name of this Corporation shall be Paper Industry Management Association, Inc., doing business as "PIMA."

Section 2. The Association shall be organized as a nonprofit corporation under the laws of the State of Illinois.

Section 3. The Association shall be governed by its Articles of Incorporation and these Constitution and Bylaws.

Article II PURPOSE

Section 1. *Mission Statement:* PIMA delivers value by creating forums that address current issues and develop management and leadership skills in a way that is both customer focused and driven.

Section 2. *PIMA's Vision:* PIMA is recognized by the global Pulp and Paper Industry as a qualified source of management and leadership forums for skill development that are responsive to changing customer and industry needs.

Article III MEMBERSHIP CATEGORIES

Section 1. For the purpose of membership dues the membership of the Association shall consist of the following classifications, which are defined as follows:

- Individual Member - an individual employed in the Pulp, Papermaking or Paper converting industries or a supplier or consulting firm to the industry.
- Corporate Member - A Mill or Affiliate Organization to the Pulp and Paper industry.
Corporate Level I - For organizations or firms with 50 or less employees.
Corporate Level II - For organizations or firms with 51+ employees.
- Couch Pit University Fraternity (CPU) - CPU membership is limited to those individuals who have met the requirements of the Fraternity's Nominating Committee and have been selected by them (Article XVI).
- Future Leader Member/Student Member - an individual under the age of 26, either a full-time student or a candidate for a degree in an accredited sciences and/or engineering school; or an individual involved in the Pulp, Paper or Paper converting

industry or employed with a supplier or consulting firm to the industry. Not to exceed three years in this category.

- Life Member - any Member who has been employed in the pulp, papermaking or paper converting industry for a period of time not less than twenty-five (25) years, upon retirement from active participation in the industry, shall be entitled, at his/her request, to transfer to Life Membership.
- Retired Member - any Member who has been employed in the pulp, papermaking or paper converting industry for more than ten (10) years, but less than twenty-five (25) years, upon retirement from active participation in the industry, shall be entitled, at his/her request, to transfer to Retired Membership.

For purposes of voting and holding office, individual members will be defined as Industry or Affiliate by the following description:

- Industry - an individual engaged in work of a responsible nature within the Pulp, Papermaking and Paper converting industry, including academic institutions and publishing firms devoted to the pulp, paper and paper converting industry.
- Affiliate - an individual engaged in supplying raw materials, equipment or service to manufacturers and converters of Pulp, Papermaking and Paperboard products.

Article IV ANNUAL DUES AND ASSESSMENTS

Section 1. The dues and other charges for all membership classes shall be reviewed on a periodic basis and revised by the Board of Directors as necessary to meet the needs of the Association.

Section 2. Annual dues for renewing members are payable in advance and shall become due on the anniversary date of their joining each year. The dues of new members shall be in effect for one calendar year from the last day of the month they join. Corporate and Sponsoring Site dues are due each year on the anniversary date of membership.

Section 3. Members whose dues are three (3) months in arrears shall be declared inactive and placed on the inactive list.

Section 4. No Division, Committee, Specialist Group or other organization may charge dues unless approved by PIMA's Board of Directors, then allowed by PIMA's Bylaws.

Section 5: Nonmember Assessment. Regarding the pricing of all PIMA meetings, products, sponsorships and services, nonmembers will be assessed an appropriate fee of not less than 20% of the cost of that item, not to exceed 150% of the applicable individual or company dues category.

Article V
RIGHTS AND PRIVILEGES OF MEMBERS

Members of the Association shall have all the rights and privileges as from time to time may be determined by the Board of Directors. In the absence of such determination, the rights and privileges shall be as follows:

Section 1. Individual Members and Life Members shall have the right to vote at any meeting of members, shall be eligible to hold office as a Director or Officer of the Association, to be a Member or Chairman of any Committee and to have such other rights and privileges as are customarily and ordinarily applicable.

Section 2. Corporate Members, and Retired Members shall have all the rights and privileges of Individual Members, except the right to vote and hold office except as specified in Article VI and XII, Sections 2, 3 and 5.

Article VI
BOARD OF DIRECTORS

Section 1. The general oversight of the affairs and property of the Association shall be vested in the Board of Directors which shall consist of the following: the Executive Committee (the President, First Vice President, the Second Vice President who shall serve as the Secretary/Treasurer, the Affiliate Chairman, and the First and Second Affiliate Vice Chairmen and a Director at Large), the immediate Past President and immediate Past Affiliate Chairman of the Association, eight Directors-at-Large (5 Industry members and 3 Affiliate members) and the Foundation Board Chair (non-voting). All members of the Board of Directors shall be members of the Association as described in Article III.

Section 2. The members of the Board of Directors, other than the Directors at Large shall hold office for one (1) year and until their successors are elected or appointed and qualified.

Section 3. The Affiliate Chairman and the First and Second Affiliate Vice Chairmen will be approved by the Executive Committee. Candidates will be chosen from a list supplied to the Executive Vice President by the Affiliate Council.

Section 4. Directors-at-Large. Eight Directors-at-Large will be elected to serve on the Board of Directors.

- a. For the initial group of eight Directors-at-Large, one industry and one affiliate Director will be elected to a one-year term, two industry and one affiliate Director will be elected to two-year terms, and two industry and one affiliate Director will be elected to three-year terms. Thereafter, each Director at Large will be elected to a three-year term.

- b. If a vacancy occurs, the Executive Committee will appoint a qualified person to fill the remainder of the unexpired term.

Section 5. Absences - any elected officer or Director shall attend 50% of the regular meetings of the Executive Committee and/or Board of Directors meetings during a single administrative year or he/she shall automatically vacate the seat on the Executive Committee and/or Board of Directors and the vacancy shall be filled as provided by these Bylaws; however, the Executive Committee and/or Board of Directors shall consider each absence of an elected officer or Director as a separate circumstance and may waive such absence by affirmative vote of a majority of its members.

Article VII MEETING OF MEMBERS

Section 1. The Annual Meeting of Members shall be held once each year at the Annual Management Conference or at a time and place selected by the Board of Directors. Meetings other than the Annual Meeting may be called by the Board of Directors at any time.

Section 2. The Board of Directors may delegate to another Committee its authority to set the time and place of other meetings.

Article VIII MEETINGS OF BOARD OF DIRECTORS

Section 1. The Board of Directors shall hold a regular meeting immediately preceding and at the same place as the Annual Meeting of members, without notice other than these Bylaws. One additional regular meeting, the General Assembly, shall be scheduled during the year, preferably in December, upon thirty (30) days written notice to the members of the Board of Directors.

Section 2. At all meetings of the Board of Directors, a quorum shall constitute a majority of the voting members. If a Quorum is not present for a scheduled meeting, those present may adjourn to a later date without further notice. The action of the majority of Directors present at a meeting attended by a Quorum shall constitute the act of the Board of Directors except where otherwise provided by law or these Bylaws.

Article IX OFFICERS

Section 1. The officers of the Association shall be the President, the First Vice President, and Second Vice President who shall also serve as the Secretary/Treasurer.

The Board of Directors shall appoint an Executive Vice President who shall serve as the Chief Operating Staff Executive of the Association. The Executive Vice President is responsible for providing leadership in the achievement of the organization's vision,

implementing programs consistent with the strategic plan, articulating PIMA's mission, executing Board policy and supervising the administrative affairs of the Association and its Headquarters.

Section 3. The officers of the Association shall hold office until their successors have been elected and installed. Vacancies occurring before the annual election may be filled by the Board of Directors.

Section 4. The term of office of elected officers and members of the Board of Directors shall begin at the close of the Annual Meeting.

Article X DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Association and shall serve as Chairman of the Board of Directors. He/she shall carry out the policies established by the Board of Directors.

Section 2. In the absence or inability of the President to serve, the President's duties shall be assumed by the First or Second Vice President in their respective order.

Section 3. Each Officer shall perform such duties as from time to time may be required of them respectively by the President, the Board of Directors, these Bylaws or by vote of the members. Each Officer shall fulfill liaison duties to which he/she may be assigned by the President.

Section 4. In addition to performing the duties described in Article IX, the Executive Vice President shall discharge such other duties as may be assigned by the President, the Board of Directors, these Bylaws, or by vote of the members.

Article XI ELECTIONS

Section 1. The Board of Directors shall appoint one current Board Member and two non-Board members to serve as the Nominating Committee.

Section 2. The Nominating Committee shall nominate a candidate for each Elected Officer and Director-at-Large position for the ensuing year and shall notify the voting membership of its Slate of Officers not less than ninety (90) days before the Annual Business Meeting. Thirty (30) days shall be allowed for additional nominations by petition from the voting membership. Members of the Nominating Committee are not eligible to be nominated. If no nominations are made by petition, the President shall cast a unanimous ballot for the Candidates of the Nominating Committee.

Section 3. Any member nominated by petition of 2.5% of the voting membership shall be placed on the ballot. The ballot shall indicate those nominees recommended by the

Nominating Committee and those recommended by petition. The Nominating Committee shall conduct an election by mailed ballot in which each Individual Member will have one (1) vote to cast for each officer position to be elected. Candidates receiving the highest number of votes for each office shall be declared elected.

Section 4. Results of the election shall be announced at the next Annual Business Meeting.

Article XII COMMITTEES

Section 1. In addition to the committees designated in these Bylaws, the Board of Directors shall have power to create committees of the Association, to define, limit or enlarge their function to discharge or terminate any such committee, and to make rules with respect to their government not inconsistent with these Bylaws.

With the exception of the Affiliate Council, the Association President and the Affiliate Chairman are Ex-Officio members of all committees.

In the case of vacancies, the President, with the approval of the Executive Committee, may re-assign committee assignments as needed.

Section 2. Executive Committee. The Executive Committee shall be comprised of the President, First Vice President, Second Vice President who shall serve as the Secretary/Treasurer, the Affiliate Chairman, and the First and Second Affiliate Vice Chairmen and one Director at large selected by The Executive Committee for a one-year term. The Executive Committee has authority to administer the affairs of the Association between meetings of the Board of Directors, is subordinate to the Board of Directors and shall have no authority to modify any action taken by the Board of Directors. A quorum shall consist of a majority of the members of the Committee.

Executive Committee Meetings shall be held on definite dates established by the President.

The Executive Committee's duties and responsibilities also include:

- a. Reviewing the progress of the Councils and Operating Committees;
- b. Site selection for the Annual Meeting, Annual Conference and General Assembly;
- c. Committee appointments
- d. Oversight of the annual audit;
- e. Oversight of the organization's operations and investments;
- f. And other duties as outlined in these Bylaws or as directed by the Board of Directors

Section 3. Operating Committees. Operating Committees shall be formed by the Board of Directors as necessary. Operating Committees have been established for the following purposes: Membership & Division Services, Education & Training, and

Conference Planning. The Operating Committees are responsible for representing the major service groups within PIMA and providing input and guidance to the Executive Committee and the Board of Directors, and Councils. All Operating Committees will reflect two-thirds Industry representation and one-third Affiliate representation.

Each Committee should:

- a. Review and update their Mission Statement to encompass and embrace the PIMA Objectives for the current year as appropriate to the work and scope of the committee.
- b. Review the Plan of Action priorities specific to their committee for the current year, and develop and implement action plans to accomplish these priorities.
- c. Be highly participatory in their work, expanding committee membership and soliciting member input and other participation whenever possible through direct involvement or the use of surveys and other instruments.
- d. Provide input to the incoming President by February 1 of goals and priorities for the upcoming year to move forward with continuing the work of the committee. Any budgetary issues should be noted at that time.

3.1 Membership & Division Services Operating Committee. The Membership & Division Services Operating Committee will elect its own Committee Chairman. The Committee will also elect a Vice Chair and any other officers it deems necessary. The Committee will meet at least three times per year via conference telephone call or web conference, plus meet once per year at the General Assembly meeting.

3.2 Education & Training Operating Committee. The Education & Training Operating Committee will elect its own Committee Chairman. The Committee will also elect a Vice Chair and any other officers it deems necessary. The Committee will meet at least three times per year via conference telephone call or web conference, plus meet once per year at the General Assembly meeting.

3.3 Conference Planning Operating Committee. Each Conference Planning Operating Committee will be formed two years in advance of the Annual Meeting that it will be responsible for organizing, and each member will be appointed to serve a two-year term. The Conference Planning Committee will meet at least three times per year via conference telephone call or web conference, plus meet once per year at the General Assembly meeting.

Section 4. PIMA Councils

Five Councils are established to represent the five major groups (Mill Management, Divisions, Specialist Groups, Student Chapters, and Affiliates) within the Association.

4.1 Mill Management Council

a. Purpose. The purpose of the Mill Management Council is to represent the Industry Members in the Association, to continually assess their needs and work with the operating committees to provide the programming and networking opportunities to fulfill those needs.

b. Members. The Mill Management Council shall consist of the President, the First and Second Vice Presidents, and six (6) Industry Members. Two (2) Industry Members shall be elected by the Mill Management Council each year to serve three-year terms as regular members of the Council. No two (2) individuals from the same Industry Firm may serve on this Council during the same time.

c. Selection of Candidates for Council. At the direction of the President, the Executive Vice President shall maintain a list of candidates who have been approved by the Mill Management Council.

d. Officers. The Mill Management Council will elect its own Chairman. The Council will also elect a Vice Chair and any other officers it deems necessary.

e. Meetings. All meetings of the Council or any Sub-Committee hereinafter appointed shall be held at such time and place as designated by the Chairman of such Committee. At all meetings of the Council or Sub-Committees, a majority of members shall constitute a quorum and a majority vote of those present shall be required. The Council will meet at least three times per year either via conference telephone call or web conference, plus meet once per year at the General Assembly meeting.

f. Vacancy. In the event of a vacancy, the list will be submitted to the President who will choose from the candidates presented. The term of the new Council member will begin at the annual meeting or as approved by the Executive Committee .

4.2 Division Council

a. Purpose. The purpose of the Division Council is to represent the Divisions of the Association, to continually assess their needs and work with the operating committees to provide the programming and networking opportunities to fulfill those needs.

b. Members. The Division Council shall consist of the Chairman of each of the PIMA Divisions.

c. Officers. The Division Council will elect its own Chairman, who will serve as a voting member on the Board of Directors. The Council will also elect a Vice Chair and any other officers it deems necessary.

d. Meetings. All meetings of the Council or any Sub-Committee hereinafter appointed shall be held at such time and place as designated by the Chairman of such Committee. At all meetings of the Council or Sub-Committees, a majority of members shall constitute a quorum and a majority vote of those present shall be required. The Council will meet at least three times per year either via conference telephone call or web conference, plus meet once per year at the General Assembly meeting.

e. Vacancy. In the event of a vacancy, the list will be submitted to the President or Director-at-Large involved who will choose from the candidates presented. The term of the new Council member will begin at the annual meeting or as approved by the Board of Directors.

4.3 Specialist Group Council

a. Purpose. The purpose of the Specialist Group Council is to represent the Specialist Groups of the Association, to continually assess their needs and work with the operating committees to provide the programming and networking opportunities to fulfill those needs.

b. Members. The Specialist Group Council shall consist of the Chairmen of each of the PIMA Specialist Groups.

c. Officers. The Specialist Group Council will elect its own Chairman. The Council will also elect a Vice Chair and any other officers it deems necessary.

d. Meetings. All meetings of the Council or any Sub-Committee hereinafter appointed shall be held at such time and place as designated by the Chairman of such Committee. At all meetings of the Council or Sub-Committees, a majority of members shall constitute a quorum and a majority vote of those present shall be required. The Council will meet at least three times per year either via conference telephone call or web conference, plus meet once per year at the General Assembly meeting.

e. Vacancy. In the event of a vacancy, the list will be submitted to the President or Director-at-Large involved who will choose from the candidates presented. The term of the new Council member will begin at the annual meeting or as approved by the Executive Committee.

4.4 Student Chapter Council

a. Purpose. The purpose of the Student Chapter Council is to represent the Student Chapters of the Association, to continually assess their needs and work with the operating committees to provide the programming and networking opportunities to fulfill those needs.

b. Members. The Student Chapter Council shall consist of the Presidents of each of the PIMA Student Chapters.

c. Officers. The Student Chapter Council will elect its own Chairman. The Council will also elect a Vice Chair and any other officers it deems necessary.

d. Meetings. All meetings of the Council or any Sub-Committee hereinafter appointed shall be held at such time and place as designated by the Chairman of such Committee. At all meetings of the Council or Sub-Committees, a majority of members shall constitute a quorum and a majority vote of those present shall be required. The Council will meet at least three times per year either via conference telephone call or web conference, plus meet once per year at the General Assembly meeting.

e. Vacancy. In the event of a vacancy, the list will be submitted to the President or Director-at-Large involved who will choose from the candidates presented. The term of the new Council member will begin at the annual meeting or as approved by the Executive Committee.

4.5 Affiliate Council

a. Purpose. The purpose of the Affiliate Council is to represent the Affiliate Members in the Association, to continually assess their needs and work with the operating committees to provide the programming and networking opportunities to fulfill those needs.

b. Members. The Affiliate Council shall consist of the Affiliate Chairman, the First and Second Affiliate Vice Chairmen, and six (6) Affiliate Members. Two (2) Affiliate Members shall be elected by the Affiliate Council each year to serve three-year terms as regular members of the Council. No two (2) individuals from the same Affiliate Firm may serve on this Council during the same time.

c. Selection of Candidates for the Council. At the direction of the Affiliate Chairman, the Executive Vice President shall maintain a list of candidates who have been approved by the Affiliate Council.

d. Officers. The Affiliate Council will elect its own Chairman. The Council will also elect a Vice Chair and any other officers it deems necessary.

e. Meetings. All meetings of the Council or any Sub-Committee hereinafter appointed shall be held at such time and place as designated by the Chairman of such Committee. At all meetings of the Council or Sub-Committees, a majority of members shall constitute a quorum and a majority vote of those present shall be required. The Council will meet at least three times per year either via conference telephone call or web conference, plus meet once per year at the General Assembly meeting.

f. Vacancy. In the event of a vacancy, the list will be submitted to the Affiliate Chairman or Affiliate Vice Chairman involved who will choose from the candidates

presented. The term of the new Council member will begin at the annual meeting or as approved by the Executive Committee.

Article XIII FINANCES

Section 1. Fiscal Year. The accounting procedures of the Association shall be on a fiscal year basis as determined by the Board of Directors.

Section 2. Audits. The Executive Vice President shall submit all books, records and accounts annually for audit by a Certified Public Accountant subject to approval by the Executive Committee. The Executive Committee should review the audit in person with the auditor when appropriate.

Article XIV DIVISIONS

Section 1. The Board of Directors may charter such geographical divisions of this Association as it may deem appropriate. It may define and limit the territory of each Division and may change the number and territories of Divisions as conditions warrant.

Section 2. Each Division shall elect the following officers: a Chairman and a First, Second and Third Vice Chairman. A Secretary and Treasurer may be elected or may be appointed by the Chairman. One person may fill the office of Secretary and Treasurer. All of said officers will take office annually at a time consistent with the most effective administration of the Division. All officers of the Division must be Industry Members except that the Secretary and/or Treasurer may be Affiliate Members.

Section 3. Each Division shall have the following regular standing Committees: (a) Executive Committee, (b) Program and Meeting, (c) Membership, (d) Finance, which are to be appointed by the Chairman.

Section 4. Each Division shall have one Affiliate Member who shall be designated as the Divisional Affiliate Representative. He/she shall be chosen and elected in the following manner:

- a. Immediately following the election of officers for each Division of the Association, the First Vice Chairman of the Division shall be requested to name his nomination of an Affiliate Member to serve as Divisional Affiliate Representative during his/her term as Chairman. The nominee's name shall be submitted for consideration and election to the Division Officers. Election will be by majority vote.
- b. Each Divisional Affiliate Representative shall serve for one year, but never more than two (2) years in succession.

Section 5. Each Division shall be completely autonomous with respect to finances except as set forth in Sections 9 & 10.

Section 6. The Board of Directors shall have power to adopt uniform Bylaws for the organization and operation of the Divisions and each Division may adopt additional Bylaws not inconsistent with these Bylaws.

Section 7. Divisions may not indulge in activities contrary to the best interests of the Association as a whole. All Division activities must be undertaken in the name of the Division. No Division shall impose any liability or obligation upon the Association.

Section 8. Each Division should hold at least two (2) meetings per year, a meeting each fall and a meeting each spring. The holding of regional meetings is encouraged, particularly by those Divisions which operate over a large area.

Section 9. Each Division shall report their activities to the Executive Committee and shall file copies of their Agendas and Minutes with the office of the Executive Vice President .

Section 10. In the event of dissolution of a Division, after the settlement of all its obligations, all funds and properties of said Division shall be donated to colleges or universities within the Northern Hemisphere, having duly accredited schools for the training of men and women for professions within the Pulp and Paper industry, with the express purpose that it be used for scholarships, fellowships or for the purchase of laboratory equipment in said schools. Such colleges and universities are to be designated by the elected officers of the Division at the time of dissolution.

Section 11. Nonmember Assessment. Regarding the pricing of all PIMA meetings, products, sponsorships and services, non-members will be assessed an appropriate fee of not less than 20% of the cost of that item, not to exceed 150% of the applicable individual or company dues category.

Article XV STUDENT CHAPTERS

Section 1. Petition for Affiliation. A college or university may petition PIMA's Executive Committee for acceptance as a Student Chapter. To receive approval each school must have the following:

- a. A letter or other certification from the school that the formation of a Student Chapter complies with the rules of the school.
- b. One or more Faculty advisors.
- c. A roster of no less than 15 PIMA Student Members.

Section 2. Renewal of Charter. Each Student Chapter wishing to retain its charter must provide the following information to PIMA Headquarters prior to the December Board of Directors meeting:

- a. An updated member roster.
- b. A roster of elected officers including no less than a President, Vice President and Secretary/Treasurer.
- c. A copy of the Chapter's Constitution and Bylaws.
- d. A copy of the Chapter's planned programs for the year.

Section 3. The activities of the student chapters shall be consistent with the purposes of the Association and with the Student Chapter's Manual as developed and published by the Association Headquarters.

Section 4. The Student Chapter Presidents shall serve as members of the Student Chapter Council.

Article XVI PROFESSIONAL SPECIALIST GROUPS

Professional Specialist Groups of related occupational expertise may be established and operated under the Association's guidance and under the following provisions:

1. The related occupational expertise of the members is clearly defined.
2. Groups shall be organized for the exchange of professional and management ideas between members with mutual occupational interests and to serve the continuing training and retraining of these members.
3. Subject to the limitations of this Constitution and Bylaws, a Professional Specialist Group may formulate rules and regulations for self-government and elect its own officers. Proposed plans for the organization of a Professional Specialists Group shall be approved by the Executive Committee.
4. Professional Specialist Group officers shall report their activities to the Board of Directors and shall file copies of minutes with the Office of the Executive Vice President.
5. The Chairman of each Professional Specialist Group shall serve as a member of the Specialist Group Council.
6. Couch Pit University is a fraternal organization, affiliated with PIMA and operating within the Professional Specialist Group articles of these bylaws
 - a. The stated purpose of Couch Pit University (CPU) is:
 - i. to capture the collective talents of its members and focus on key issues confronting the pulp and paper industry,

- ii. to formulate ideas and opinions through group interaction that will lead to a better understanding of papermaking issues and create an awareness of potential solutions, and
 - iii. to perpetuate the "art" of papermaking by allowing an avenue for membership to continue to make contributions to the industry on an on-going basis.
- b. Qualifications for membership - members must be selected by the CPU Nominating Committee and meet the following criteria:
- i. minimum of 25 years experience in the pulp and paper manufacturing process,
 - ii. at least 50 years of age,
 - iii. attained a career position equal to or greater than Paper Machine Superintendent,
 - iv. selected as "PIMA Superintendent of the Year" (in which case the first two criteria may be waived).

Article XVII INDEMNIFICATION

Every Director, National Officer, employee of the Association and such others as specified from time to time by the Executive Committee, shall be indemnified by the Association against all expenses and liabilities including Counsel fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved by reason of being or having been a Director, National Officer or employee of the Association or any settlement thereof, whether the person is a Director, National Officer or employee at the time such expenses are incurred, except in such cases wherein the Director, National Officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which the indemnified may be entitled.

Article XVIII SUSPENSION OR EXPULSION OF MEMBERS AND TERMINATION OF MEMBERSHIP

Section 1. Any member may be suspended or expelled by the Board of Directors for conduct deemed unbecoming a member. Prior to suspension or expulsion the member shall be notified by registered mail at last known address of the charges and of the time and place of the meeting of the Board of Directors. Such notice shall be mailed at least fourteen (14) days before said meeting. The member shall be given reasonable opportunity to present a defense. The decision of the Board of Directors shall be final.

Section 2. Upon termination of a membership for any cause all rights and privileges of such members shall cease and terminate. Such termination shall be entered in the membership record together with the date on which membership ceased.

**Article XIX
DISSOLUTION**

In the event of dissolution of the Association and the discharge of its debts and the settlement of its affairs, all funds and properties of the Association remaining thereafter shall be conveyed to nonprofit, tax exempt, organization(s), to be designated by the Board of Directors at the time of dissolution.

**Article XX
RULES OF ORDER**

To the extent not inconsistent with the Association's Articles of Incorporation or these bylaws, the most recent edition of Robert's Rules of Order shall be followed at all meetings of the members, Board of Directors, committees and other entities within the Association.

**Article XXI
AMENDMENTS**

Proposed amendments to these Constitution and Bylaws must be approved by a two-thirds majority vote of the Board of Directors present at a regular or special meeting.