

**BY-LAWS OF  
MASTER LIMITED PARTNERSHIP ASSOCIATION**

**As amended July 19, 2017**

**ARTICLE I**

**PURPOSES, OFFICES, SEAL, ETC.**

Section 1.1 Incorporation and Purposes. The Master Limited Partnership Association (hereinafter the “Association”) was incorporated on August 14, 1987 for the purpose of operating as a business league or trade association which promotes the common interests of publicly traded partnerships or limited liability companies taxed as partnerships (collectively referred to as “MLPs”) and of those engaged in the formation, financing, operation and management of MLPs.

Section 1.2 Offices. The principal office of the Association shall be at such place, within or without the District of Columbia, as the board of directors of the Association (hereinafter the “Board”) may designate. Other offices may be established at places within or without the District of Columbia, as designated by the Board or by the officers of the Association pursuant to authority from the Board.

Section 1.3 Registered Office and Agent. In accordance with the District of Columbia Nonprofit Corporation Act, the Association shall maintain within the District of Columbia, at such place as the Board designates, a registered office and a registered agent appointed by the Board.

Section 1.4 Corporate Seal. The corporate seal of the Association, if any, shall contain its name, the year of its incorporation, and the words “District of Columbia.” The seal may be used by causing it or a facsimile thereof to be affixed, impressed, or used in any other manner permitted by law.

## **ARTICLE II POWERS AND ACTIVITIES**

Section 2.1 Powers. Subject to any limitations set forth in the Articles of Incorporation of the Association (hereinafter the “Articles of Incorporation”) or these By-laws, the Association shall have the power in furtherance of the above and related purposes to exercise all power and authority granted to it under the District of Columbia Nonprofit Corporation Act.

Section 2.2 Activities. In furtherance of the purposes set forth in Section 1.1 and pursuant to the powers granted to it by law, the Articles of Incorporation, and these By-laws, the Association’s activities shall include:

- (a) informing members of relevant legislative developments;
- (b) providing a forum for members to examine and review governmental actions and activities;
- (c) representing the interests of MLPs with respect to legislation and administrative developments;
- (d) developing legislative and administrative proposals for submission to appropriate branches of government;
- (e) collecting and disseminating accurate information pertaining to MLPs to members and the public; and
- (f) providing a clearinghouse through which members may exchange ideas and information with respect to promoting the common interests of MLPs.

Section 2.3 Prohibited Activities. As provided in the Articles of Incorporation, the Association shall not:

- (a) be conducted for profit;
- (b) engage in any business activity customarily performed by its members;
- (c) possess nor exercise any power nor engage in any activity that will or might prevent it from qualifying for exemption from federal income taxation as a corporation described in section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law), or cause it to lose its exempt status under such section;

(d) permit any part of the net earnings of the Association to inure to the benefit of or be distributed or distributable to its members, directors, officers, or any other private person, except that the Association may make reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes and activities set forth above in Sections 1.1 and 2.2;

(e) in the event of dissolution or final liquidation of the Association, permit its assets, after payment or provision for payment of all liabilities of the Association, to be applied or distributed other than in the manner set forth in Article VIII of the Articles of Incorporation.

### **ARTICLE III**

#### **MEMBERS**

Section 3.1 Class of Membership. There shall be classes of members with the voting and other rights as set forth below. There may be other classes, with voting and other rights, as shall be designated by the Board:

- (a) Regular Members. Regular Members shall consist of MLPs and Service Companies such as accounting firms, law firms, and banks. Regular Members shall have the right to vote for Directors, may serve on the Board of Directors and Board committees.
- (b) Associate Members. Associate Members shall consist of investment firms. Associate Members shall have no voting rights, and may not serve on the Board of Directors.
- (c) Industry Partner Members. Industry Partner Members shall consist of yield co's and former MLP's that are taxed as C-corporations. Industry Partner Members shall have no voting rights, and may not serve on the Board of Directors.

Section 3.2 Who May be Members. Subject to the review and approval of the Board as described in Section 3.3, the membership of the Association shall consist of: 1) any MLP; 2) any entity which is the general partner of or is otherwise affiliated with a MLP; 3) any investment banking, law, accounting, or consulting firm, or any other service firm which has an interest in promoting the welfare of MLPs; or 4) any other individual or business concern having a genuine interest in the Association's purposes and activities.

Section 3.3 Board Approval; Term of Membership; Removal of Members. All proposed members shall be subject to approval for membership by the Board. The term of any membership shall be indefinite subject to Sections 3.4 and 4.3, provided however, that any member may resign at any time upon written notice to the executive director of the Association (hereinafter the "Executive Director").

Section 3.4 Removal. Any member may be removed at any time, with or without cause, by a majority vote of the Board. In the event that a member resigns or is removed with cause, including by taking any action inconsistent with Association policies, the member shall not be entitled to a refund of its annual dues or of any special assessments. In the event that a member is removed without cause, the member shall be entitled to a pro rata refund of its annual dues (but shall not be entitled to a refund of any special assessments).

#### **ARTICLE IV DUES AND ASSESSMENTS**

Section 4.1 Annual Dues. The Board shall prescribe the annual dues for membership in the Association and prior to the end of each fiscal year written notice shall be given to each member of the annual dues for the next fiscal year.

Section 4.2 Special Assessments. Members of the Association shall pay such assessments as the Board may from time to time levy in order to defray extraordinary or unusual costs or expenses incurred by or on behalf of the Association.

Section 4.3 Nonpayment of Dues or Assessments. If any member shall fail to pay dues or special assessments as provided in Sections 4.1 and 4.2 within sixty (60) days after notice thereof is given, the Board may remove such member with cause from the Association.

Section 4.4 Waiver of Dues and Fees. The Executive Director, in his or her discretion, may waive the requirement that Industry Partners pay any or all annual dues, special assessments and/or other fees (including conference fees).

**ARTICLE V**  
**MEETINGS OF MEMBERS**

Section 5.1 Annual Meeting. There shall be an annual meeting of the members at such time as the Board determines for receipt of annual reports, election of directors, and such other business as may be necessary or appropriate.

Section 5.2 Special Meetings. Special meetings of the members may be called by the Board, the chair of the Board (hereinafter the “Chair”), the Executive Director, or, upon the written request of ten (10) or more voting members or three (3) or more directors of the Association.

Section 5.3 Place of Meetings. Annual and special meetings of the members shall be held at such place, within or without the District of Columbia, as the Board shall determine.

Section 5.4 Notice of Meetings. Written notice of the time and place of the annual meeting of the Association shall be given to each member at least ten (10) days in advance of the meeting, and written notice of the time, place, and purpose of a special meeting of the members shall be given at least five (5) days in advance of the meeting, in both cases, by personal delivery, by mail, facsimile, delivery service, electronic mail, or other mode of record communication.

Section 5.5 Waiver of Notice. A written waiver of notice of any meeting of the members signed by and on behalf of a member, whether before or after the time specified for the meeting, shall be deemed equivalent to giving notice to the member. Attendance by a member, in person or by proxy, at any meeting of the members shall constitute a waiver by it of notice of the meeting unless it signifies at the meeting that its attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. A meeting may be adjourned from time to time by a majority of the voting of members present in person or by proxy, and unless otherwise required by law, it shall not be necessary to give any notice of the adjourned meeting other than by announcement at such meeting.

Section 5.6 Quorum. No vote shall be conducted unless a quorum of voting members is present. The presence of at least one-third (1/3) of such members, either in person or by proxy, shall be necessary to constitute a quorum. If a quorum is found to exist at a meeting, it shall be

deemed to exist until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, provided that, subject to any provision of law, the Articles of Incorporation, or these By-laws requiring a greater number of votes, no action shall be taken except by a vote of at least one-sixth (1/6) of the votes entitled to be cast at the time that the quorum was constituted.

Section 5.7 Voting. Each voting member shall be entitled to cast one vote on any matter presented to the members. Except when a greater proportion is required by any provision of law, the Articles of Incorporation, or these By-laws, the affirmative vote of a majority of the votes entitled to be cast by the members present shall be necessary for the adoption of any matter voted upon by the members.

Section 5.8 Voting by Ballot. Any action required or permitted to be taken by members at a meeting may be taken without a meeting if the Association delivers a ballot to every member entitled to vote on the matter. A ballot shall: (1) Be in the form of a record; (2) Set forth each proposed action; (3) Provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director; and (4) Provide an opportunity to vote for or against each other proposed action. Approval by ballot pursuant to this Section 5.8 shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by ballot shall: (A) Indicate the number of responses needed to meet the quorum requirements; (B) State the percentage of approvals necessary to approve each matter other than election of directors; and (C) Specify the time by which a ballot must be received by the Association in order to be counted.

Section 5.9 Action without Meeting. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is taken by all the members entitled to vote on the action. The action shall be evidenced by one or more consents in the form of a record bearing the date of signature and describing the action taken, signed by all the members entitled to vote on the action, and delivered to the Association for inclusion in the minutes or filing with the corporate records.

Section 5.10 Proxies. A member may vote at a meeting in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form in the form of a record. An appointment form shall contain or be accompanied by

information from which it can be determined that the member authorized the appointment of the proxy. An appointment of a proxy shall be effective when a signed appointment in the form of a record is received by the inspectors of election, the officer or agent of the Association authorized to tabulate votes, or the Secretary. An appointment shall be valid for 11 months unless a longer period, which may not exceed 3 years, is expressly provided in the appointment form.

Section 5.11 Conduct of the Meetings. The Chair shall preside at meetings of the members. In the absence of the Chair, the Vice Chair shall preside, and in the absence of the Chair and the Vice Chair, the Executive Director shall preside. In the absence of the Chair, the Vice Chair, and the Executive Director, a chairman shall be selected by the members present. The secretary of the Association (hereinafter the “Secretary”) or in his or her absence an individual designated by the person presiding at the meeting shall act as secretary of the meeting.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

Section 6.1 Authority of the Board of Directors. Management of the property, affairs, business and activities of the Association shall be supervised and directed by the Board of Directors. The Board shall appoint an Executive Director to serve as chief executive officer and chief operating officer of the Association.

Section 6.2 Number and Composition of Directors. The number of members of the Board shall be no more than twenty (20). The current number of Directors is sixteen (16) and may be increased or decreased by action of the Board, but shall in no event be less than three (3). The members of the Board must be comprised of individuals representing the membership as described in Sections 3.1 and 3.2 in the proportions determined by the Board, provided that in all events a majority of the Board consists of individuals affiliated with MLPs.

Section 6.3 Qualifications of Directors. To be a director of the Association (hereinafter a “Director”), an individual must be affiliated with a voting member, i.e., a director, officer, partner or employee of such a member, or be such a member in the case of individual members. A voting member may not have more than one affiliated individual serving as a Director. A Director may be re-elected for unlimited consecutive terms.

Section 6.4 Election of Directors. The election of Directors shall take place at the annual meeting of the Association's members. The Board shall appoint a nominating committee consisting of Board members which shall present to the annual meeting a list of nominees to replace the outgoing Directors. At the annual meeting, voting members may make nominations for Directors from the floor. Voting shall be by written ballot unless there are no nominations from the floor in which case voting may be by voice. The nominees receiving the largest number of votes shall be elected.

Section 6.5 Term of Office. Each Director shall hold office for a term that expires at the third annual meeting following his or her election, provided that if he or she is not re-elected and there remains a vacancy on the Board, he or she shall continue to serve until his or her successor is elected and qualified, or until his or her death, resignation, incapacity, or removal.

Section 6.6 Resignation. A Director may resign at any time by giving written notice of resignation to the Chair. A resignation shall take effect at the time received unless another time is specified in such notice. Unless specified in such notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.7 Removal. A Director may be removed (a) by two-thirds (2/3) vote of the voting members or (b) by unanimous vote at a meeting of all the Directors other than the Director whose removal is at issue. Notwithstanding the foregoing, a Regular Member may remove and replace its director representative at any time without Board approval, provided that it shall notify the Board of such action.

Section 6.8 Vacancies. A vacancy existing by reason of the resignation, death, incapacity or removal of a Director before the expiration of his or her term shall be filled by appointment by the Board.

Section 6.9 Election of Officers. The Board shall elect a Chair, a Vice-Chair, a Secretary and a treasurer (hereinafter a "Treasurer") from among the Directors.

Section 6.10 Compensation of Directors. Members of the Board shall receive no compensation for their services but, by resolution of the Board, may be reimbursed for reasonable expenses incurred in connection with services as members of the Board or any committee thereof, provided that nothing contained herein shall preclude any Director from serving the Association in any other capacity or receiving compensation for any such service.



**ARTICLE VII**  
**MEETINGS OF THE DIRECTORS**

Section 7.1 Place of Meetings. The Board may hold its meetings at such places, within or without the District of Columbia, as the Board may from time to time determine.

Section 7.2 Annual Meetings. There shall be an annual meeting of the Board concurrent with the annual meeting of the Association. Notice of the annual meeting of the Board shall be given to all directors at least two (2) days before the meeting.

Section 7.3 Regular Meetings. The Board may by resolution establish a schedule of regular meetings of the Board. The Board may provide a single notice for all regular meetings for the year (or for a lesser period), and no notice shall be required for each individual regular meeting.

Section 7.4 Special Meetings. Special meetings of the Board shall be held whenever called by the Chair, by the Executive Director, or by three (3) or more of the Directors. Notice of special meetings of the Board shall be given to all directors at least two (2) days before the meeting.

Section 7.5 Notice. Notice of meetings of the Board may be given by personal delivery, mail, facsimile, delivery service, electronic mail, or other mode of record communication. The notice shall specify the date, place, day, and hour of the meeting and the general nature of the business to be transacted.

Section 7.6 Waiver of Notice. A written waiver of notice of any meeting signed by a Director, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver by him or her of notice of such meeting, except where he or she attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Whenever a meeting of the Board shall be adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which adjournment is taken.

Section 7.7 Quorum and Adjournment. The presence of at least one-half (1/2) of the Directors shall be necessary to constitute a quorum for the transaction of business at a meeting of the Board. In the absence of a quorum, any meeting may be convened from time to time by a

vote of a majority of the Directors present, but no other business may be transacted until a quorum is present. If a quorum is found to exist at a meeting, it shall be deemed to exist until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum, provided that, subject to any provision of law, the Articles of Incorporation, or these By-laws requiring a greater number of votes, no action shall be taken except by the affirmative vote of more than one-third (1/3) of the votes entitled to be cast by all the Directors at the time of such meeting.

Section 7.8 Voting. Each Director shall have one vote. Except as otherwise specifically provided by law, the Articles of Incorporation, or these By-laws, a majority of the votes entitled to be cast by the Directors present at a meeting of the Board at which a quorum is present shall be required for actions by the Board.

Section 7.9 Telephone Meetings. Any one or more director may participate in a meeting of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear and speak to one another. Such participation shall constitute presence in person at the meeting.

Section 7.10 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board or any committee may be taken without a meeting if all of the Directors, or of all of the members of such committee, as the case may be, shall approve such action by providing their written consent by mail, facsimile, delivery service, electronic mail, or other mode of record communication.

Section 7.11 Conduct of Meetings. The Chair shall preside at meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Chair and the Vice-Chair, the Executive Director shall preside. In the absence of the Chair, the Vice-Chair, and the Executive Director, a chair shall be elected by the Directors present. The Secretary or in his or her absence a person designated by the person presiding shall act as secretary of the meeting.

**ARTICLE VIII**  
**COMMITTEES**

Section 8.1 Establishment of Committees.

(a) The Board shall establish an executive committee (hereinafter referred to as the “Executive Committee”), which shall be composed of the Principal Officers (as defined in Section 9.1) and such other Directors as the Board may appoint, provided that the Executive Committee may not exceed seven members. Except for the power to (i) amend the Articles of Incorporation and By-laws, (ii) authorize distributions, or (iii) fill vacancies in the Board of Directors, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board.

(b) The Board of Directors may establish other committees composed of Directors or affiliated individuals of members, and may make such provisions for appointment of the members and chair thereof, establish such procedures to govern their activities, and delegate to them such authority and power as may be necessary or desirable for the efficient management of the property, affairs business and activities of the Association. Each committee may appoint from time to time such subcommittees as may be necessary or appropriate.

Section 8.2 Committee meetings. Meetings of any committees established in accordance with this Article shall, to the extent not otherwise specified by a resolution of the Board, be conducted in accordance with the provisions of Article VII of these By-laws.

**ARTICLE IX**  
**OFFICERS AND EMPLOYEES**

Section 9.1 Officers. The officers of the Association shall be the Chair, the Vice-Chair, the Secretary, and the Treasurer (hereinafter “principal officers”) and such other officers as the Board may appoint or authorize to be appointed. The Secretary and Treasurer may be the same person. The Executive Director shall also serve as a principal officer ex-officio.

Section 9.2 Appointment and Term of Office. The principal officers shall be elected at the first meeting of the Board convened after the annual meeting of the Association. The term of office shall begin immediately and expire at the start of the first meeting of the Board convened

after the succeeding annual meeting of the Association. A principal officer shall hold office until the expiration of his or her term and until his or her successor has been duly elected, or until he or she resigns or has been removed. Principal officers may be re-elected for unlimited consecutive terms. Other officers may be appointed at such times and for such terms as the Board considers appropriate.

Section 9.3 Resignation. An officer of the Association may resign as an officer at any time by giving written notice of his or her resignation to the Chair or the Executive Director. Resignation as an officer shall not constitute resignation from the Board unless the notice of resignation specifies otherwise. Any such resignation shall take effect at the time received, unless another time is specified in the notice. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.

Section 9.4 Removal. An officer may be removed by the Board whenever in its best judgment the best interests of the Association will be served thereby, provided that such removal shall be without prejudice to the contract rights, if any, of the person so removed. Removal as an officer does not constitute removal from the Board of Directors, unless the Board votes otherwise.

Section 9.5 Vacancies. In the event of death, resignation, or removal of an officer, the Board may appoint a successor to serve out the remaining term.

Section 9.6 Compensation. Officers of the Association shall receive no compensation for their service as officers, but by resolution of the Board, may be reimbursed for reasonable expenses incurred in connection with their duties as officers or committee members, provided that nothing contained herein shall preclude any officer from serving the Association in any other capacity or receiving compensation for any such service.

Section 9.7 Employees. The Association shall have no employees. Those services which would be performed by employees in the absence of this Section may be obtained under contract as specified in Section 11.7.

**ARTICLE X**  
**DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR**

Section 10.1 Chair. The Chair shall attend and preside at all meetings of the Association and of the Board of Directors, and shall be ex-officio a member of all committees.

Section 10.2 Vice-Chair. The Vice-Chair shall, at the request of the Chair or in his or her absence or disability, perform the duties of the Chair, and, when so acting, shall have all the powers and duties of the Chair. In the event of the death, resignation or removal of the Chair, the Vice-Chair shall perform the duties of the Chair until a new Chair is elected by the Board. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Board of Directors or the Chair.

Section 10.3 Secretary. The Secretary shall: a) see that all notices are duly given in accordance with law and these By-laws; b) keep, or cause to be kept, in books provided for the purpose, minutes of all meetings of the members and of the Board; c) see that the books, reports, statements, and all other documents and records required by law are properly kept and filed; d) be custodian of the seal of the Association and see that it is engraved, lithographed, printed, stamped, impressed upon, or affixed to all documents the execution of which on behalf of the Association under its seal is duly authorized; e) sign such instruments as require the signature of the Secretary; and f) in general perform all the duties incident to the office of Secretary and perform such other duties as from time to time may be assigned by the Board or the Executive Director.

Section 10.4 Treasurer. The Treasurer shall: a) have charge and custody of, and be responsible for, all funds and securities of the Association and deposit all such funds in the name of the Association in such banks, trust companies, or other depositaries as shall be selected by the Board; b) be responsible for the keeping and maintaining of adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gain, losses, capital and surplus; c) arrange to exhibit at all reasonable times the books of accounts and records to any Director during business hours at the office of the Association where such books and records are kept; d) render a financial report at the annual meeting of members and, if requested, a statement of the condition of the finances of the Association at all meetings of the Board; e) be responsible for receiving and giving receipt for

monies due and payable to the Association from any source whatsoever; and f) in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board or the Executive Director.

Section 10.5 Other Officers. The Board may from time to time appoint other officers, and may specify the duties of such officers.

Section 10.6 Executive Director. The Executive Director shall be the chief executive and chief operating officer of the Association, subject to the direction and control of the Board, to whom he or she is responsible for the management of the Association and for implementing the policies established by the Board. The Executive Director may sign and execute, in the name of the Association, all contracts, leases, bonds, checks, drafts, and other instruments authorized by the Board, except in cases where the execution of such instrument shall be expressly delegated by the Board or the By-laws to some other officer or agent of the Association. In general, the Executive Director shall perform the duties incident to chief executive and chief operating officer of the Association and such other duties as from time to time may be assigned by the Board.

## **ARTICLE XI**

### **FINANCIAL AND ADMINISTRATIVE PROVISIONS**

Section 11.1 Fiscal Year. The fiscal year of the Association shall be the calendar year.

Section 11.2 Audit. The Board shall annually direct the officers to engage in an audit of the accounts of the Association.

Section 11.3 Budget. Before the beginning of each fiscal year, the Board shall approve a budget for such fiscal year that describes anticipated items of income and expense of the Association.

Section 11.4 Report. The Executive Director shall, within one hundred twenty (120) days after the end of each fiscal year, render to the Board a financial report consisting of a balance sheet as of the last day of the fiscal year and an income and expense statement for such fiscal year.

Section 11.5 Deposits and Accounts. All funds of the Association not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Treasurer or the Board may select, or as may be selected by any committee or any officer or officers to whom such power has been delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Association, checks, drafts, and other orders for the payment of money that are payable to the order of the Association may be endorsed, assigned, and delivered by any officer or agent of the Association.

Section 11.6 Checks, Drafts, Etc. All checks, drafts, and orders for the payment of money shall be signed or endorsed by the Executive Director, or the Treasurer, or such other officer or officers or agent or agents of the Association and in such manner as shall from time to time be determined by the Board or by any committee or officer to whom authority to determine has been delegated by the Board.

Section 11.7 Contracts. The Board, the Executive Director, or any other officer or officers as may be authorized by the Board shall have the power to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Association. If any Director or officer of the Association has an interest, directly or indirectly, in any contract relating to the operations of the Association or any contract for furnishing services or supplies to it, such contract shall be authorized by the Board and the fact of such interest shall have been disclosed or known to the Board at the meeting at which such contract is authorized.

Section 11.8 Operation and Management. The Board may contract with any individual or firm for management and staff services for the purposes of: a) carrying out the Association's purposes and activities as described in Sections 1.1 and 2.2; b) administering the day-to-day affairs of the Association; and c) any other purposes which the Board may deem appropriate.

Section 11.9 Resolutions of the Board. The Board shall, by resolution, promulgate resolutions with respect to the maximum amounts of transactions that may be undertaken or authorized to be undertaken by: a) an agent of the Association without authority from an officer; b) an officer without authority from the Chair; or c) the Chair without authority from the Board or a committee.

Section 11.10 Liability of Members. No member of the Association shall be liable for any indebtedness or obligation of the Association in an amount exceeding the total of the member's unpaid current dues and any duly levied assessments.

## **ARTICLE XII AMENDMENTS**

Section 12.1 Amendments to By-laws. The Board of Directors shall have the power to make, alter, and repeal these By-laws, and to adopt new By-laws, by an affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum is present, or by unanimous consent in writing without a meeting.

Section 12.2 Amendments to Articles of Incorporation. Amendments to the Articles of Incorporation shall be made at a meeting of the Board by a majority vote of the entire Board, provided that notice of the proposal to amend the Articles of Incorporation was included in the notice of the meeting of the Board at which such action takes place.

## **ARTICLE XIII INDEMNIFICATION AND INSURANCE**

Section 13.1 Indemnification. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action or suit by or in the right of the Association) by reason of the fact that the person is or was a director, officer, employee or agent of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such suit, action or proceeding (including expenses incurred in connection with the defense of such suit or action) if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for (A) gross



negligence, knowing and intentional misconduct or lack of good faith in the performance of the person's duty to the Association or (B) on the basis that the person received a financial benefit to which the person was not entitled, whether or not involving action in an official capacity, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

The termination of any suit, action or proceeding, whether civil or criminal, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Association or had reasonable cause to believe was unlawful conduct.

Nothing contained in the Article, or elsewhere in these By-laws, shall operate to indemnify any director, officer, employee or agent if such indemnification is for any reason contrary to law, either as a matter of public policy, or under the provisions of any applicable state or federal law.

Section 13.2 Notice. Any person seeking indemnification hereunder shall give the Association immediate notice confirmed in writing of any action, suit or proceeding in which such person may be indemnified under the terms of this Article. Failure to give such notice shall void the indemnity obligations of the Association hereunder unless such failure resulted in no detriment to the Association with respect to its obligations hereunder.

Section 13.3 Procedures. Any indemnification hereunder (unless required by law or order by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in this Article. Such determination shall be made by the Executive Committee of the Board.

Section 13.4 Nonexclusivity and Benefit. The indemnification herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, vote of the Board of Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 13.5 Insurance. This Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of applicable state or federal laws or of these By-laws. The Association's indemnity of any person who is or was a director, officer, employee or agent of the Association shall be reduced by any amounts such person may collect as indemnification under any policy of insurance purchased and maintained on such person's behalf by the Association.