

**BY-LAWS
OF
ESCORT CARRIER SAILORS & AIRMEN
ASSOCIATION, INC.**

PURPOSES

To bring together in camaraderie the men who manned these small ships and the aircraft that were flown from their flight decks.

To foster, perpetuate, and memorialize the small aircraft carriers known in the United States Navy by terms as AVGs, CVEs, ACVs, AGMRs, and TCVEs, causing a museum to be erected to store memorabilia and portray the history of each of these carriers.

To inspire patriotism in our young people, to let them know of sacrifices other young people before them made so that freedom would live on in our United States of America.

ARTICLE 1 NAME

1.1 GENERAL The name of the corporation is "ESCORT CARRIER SAILORS & AIRMEN ASSOCIATION, INCORPORATED", hereinafter referred to as "Association".

ARTICLE 2 OFFICES

2.1 GENERAL The principal offices of the Association shall be in the Commonwealth of Virginia. The Association shall designate a registered office in accordance with Commonwealth of Virginia law and shall maintain it continuously. The Association may have offices at such places within or without the Commonwealth of Virginia as the Board of Governors may determine.

ARTICLE 3 MEMBERSHIP

3.1 CLASSES OF MEMBERSHIP There shall be five classes of membership in the Association: Regular, Progeny, Associate, Honorary, and Supporting. Membership shall be open to anyone, regardless of race, color, creed, or national origin, who meets the requirements of the class, and who pays the appropriate dues for such class as determined by the Board of Governors.

3.1.1 REGULAR MEMBERSHIP A Regular member may be anyone who served aboard or was transported aboard any Escort Carrier, or aboard any ship operating in the company of an Escort Carrier performing escort

duty, air support, anti-submarine warfare, surface engagements, or similar actions while in company with an Escort Carrier, regardless of category code.

These members must have:

3.1.1.a served aboard these vessels as ship' s company or members of embarked squadrons or staffs,

and

3.1.1.b been members of the United States Navy, United States Marine Corps, United States Coast Guard or allied Naval or Marine force

and

3.1.1.c served while under either United States or allied operational control, or the member may be any person, military or civilian, who

3.1.1.d served aboard any Escort Carrier as ship' s company while such vessel was under Military Sea Transportation Command or Military Sealift Command operational control

or

3.1.1e was a shipyard worker who built Escort Carriers.

Member Applications must be approved by the Board of Governors.

All Regular Members are entitled to one vote and to hold office in the Association.

3.1.2 PROGENY MEMBERSHIP A Progeny member must be a decedent of any age of a Regular Member as defined in 3.1.1 of the By-laws. All Progeny Members on their 21st birthday are entitled to one vote and to hold office in the Association.

3.1.3 ASSOCIATE Membership An Associate Member may be anyone who is a spouse or widow of a Regular or Progeny Member as defined in 3.1.1 or 3.1.2. Associate Members shall be entitled to one vote and to hold office in the Association.

3.1.4 HONORY Membership An Honorary Member shall be any person who, in the judgment of the Board of Governors, is worthy of such recognition and whose membership would be in the best interest of the Association. Honorary Members may be proposed by a Regular Member and may be elected to the Honorary Membership by a majority of the Board of Governors at any regular or special meeting at which a quorum is present. Honorary Members shall not hold office or have any voting rights.

3.1.5 SUPPORTING Membership A Supporting Membership may be any person who supports the patriotic objectives of the Escort Carrier Sailors & Airmen Association. Supporting members shall not hold office or have any voting rights in the Association, unless deemed to be 'In Service' to the Association as follows:

3.1.5.a A Supporting Member In Service is one who is invited by unanimous vote of the then-sitting Board of Governors to provide assistance to the Association that is essential to the effective fulfillment of the Purposes of the Association. A Supporting Member In Service shall be entitled to one vote and to hold office in the Association.

3.2 MEMBERSHIP CERTIFICATES The Board of Governors may authorize appropriate membership certificates for each class of membership. Each member will be issued a membership card.

3.3 MEMBERSHIP DUES The Board of Governors may establish appropriate dues for each class of membership. The prompt payment of established dues shall be a condition of continued membership.

3.4 TERMINATION OF MEMBERSHIP

3.4.1 VOLUNTARY TERMINATION Any member may

voluntarily terminate membership in the Association by written notification to the Secretary. No dues shall be refunded on voluntary termination of membership.

3.4.2 INVOLUNTARY TERMINATION A member may be involuntarily terminated from the Association for non-payment of dues 60 days after two past due notices have been sent, or for conduct which, in the judgment of a majority of a quorum of the Board of Governors, is deemed detrimental to the Association. Except for non-payment of dues, before a member shall be involuntarily terminated, the member shall be given an opportunity to be heard by the Board of Governors. No dues shall be refunded on involuntary termination of membership.

3.5 MEMBERSHIP RECORDS The Association shall keep membership records containing the name and address of each member, and shall keep such other books and records as may be required by the laws of the Commonwealth of Virginia. No information contained in the Association records shall be traded, sold, or made available to any person or organization without the explicit permission of a majority of the Board of Governors, with the exception of organized Escort Carrier and/or Squadron Association's leadership. Only members of the Association shall have access to the Association's membership lists and no one, whether a member or not may make commercial use of the Association's membership list. If a ship, squadron, or staff has an association,

a new member may be so informed and given such information as necessary to enable the member to contact the ship, squadron, or staff association.

3.6 **AFFILIATED ORGANIZATIONS** Affiliated chapters will consist of regional or state organizations established under the guidelines of the Association and will consist only of paid members in good standing.

ARTICLE 4 VOTING

4.1 **GENERAL** Any Regular Member, Associate Member, Progeny Member or Supporting Member In Sevice who has paid the appropriate dues and complied with the By-Laws, rules, and regulations of the Association shall be entitled to one vote on any matter submitted to the membership. No proxies shall be permitted.

ARTICLE 5 MEMBERS MEETINGS

5.1 **ANNUAL MEETING** The purpose of the Annual Meeting of members is to transact such business as may properly come before the membership. The Annual Meeting of the members of the Association shall be held during the National Convention, or at the time and place designated by the Board of Governors. The Annual Meeting of members for any year shall be held no later than eighteen months after the last Annual Meeting of members. However, failure to hold an Annual Meeting shall in no way affect the terms of Officers or

Governors of the Association or the validity of actions of the Association.

5.2 PLACE OF MEETING The Board of Governors may designate any place, either within or without the Commonwealth of Virginia, as the place for the Annual Meeting of members. Subject to the Notice, Quorum, Voting procedures contained in this Section 5, the Board of Governors may by majority vote conduct a Membership Meeting by means of electronic or paper ballot, the effect of which shall be the same as if the Membership Meeting had been conducted in person.

5.3 NOTICE OF MEETING Notice of the Annual Meeting shall be published in the official Association publication not less than sixty days before the meeting.

5.4 ACTION WITHOUT MEETING Any action of the members may be taken without a meeting if the proposed action is

(a) approved by the Board of Governors,

(b) notice of such action is published and sent to each voting member, and

(c) the action is approved by means of a ballot printed in the official Association publication.

A majority affirmative vote of those casting votes shall be required in order for any action to become effective. The ballot in the official Association publication must be returned to the

Association headquarters, and the deadline for return of the ballot shall be no earlier than thirty five days following the mailing of the official Association publication to members.

5.5 QUORUM AND VOTING Unless otherwise required in the Articles of Incorporation or these By-Laws, five percent of the total Regular membership of the Association in attendance at the annual meeting shall constitute a quorum at a meeting of members. If a quorum is present, unless otherwise provided by law or the Articles of Incorporation the affirmative vote of a majority of the members at the meeting entitled to vote on the subject matter shall be the act of the members. After a quorum has been established at a members meeting, the subsequent withdrawal of members so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting, or any adjournment thereof. If a quorum is not present when a meeting starts, then a majority of the members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

ARTICLE 6 BOARD OF GOVERNORS

6.1 GENERAL POWERS Subject to the limitations of the Articles of Incorporation, these By-Laws, and the laws of the Commonwealth of Virginia all corporate

powers shall be exercised by or under the authority of the Board of Governors, and the business affairs of the Association shall be controlled by the Board of Governors.

6.2 RESPONSIBILITIES The Board of Governors shall have, without limiting its powers, the following responsibilities.

6.2.1 PRESIDENT AND VICE PRESIDENT The Board of Governors shall elect a member of the Board of Governors as the Associations' President, and shall elect another member of the Board of Governors as the Association's Vice President. The Board of Governors will make said appointments following the Annual Meeting of members.

6.2.2 REGULATIONS AND GUIDELINES The Board of Governors shall establish administrative regulations and guidelines required for conducting and operating the Association.

6.2.3 TREASURER AND SECRETARY The Board of Governors shall elect a Treasurer and a Secretary.

6.2.4 ANNUAL BUDGET The Board of Governors shall approve a budget for each fiscal year.

6.2.5 SALARIES The Board of Governors shall set

the salaries of all appointed officers and employees of the Association.

6.2.6 EXPENSES The Board of Governors shall determine whether, and in what amount, to reimburse members of the Board of Governors for expenses incurred in connection with attending meetings of the Board of Governors, and for expenses incurred in connection with performing special projects on behalf of the Association. It shall be the responsibility of the Board of Governors to define specifically what expenses shall be authorized. Expenses designated by the Board of Governors and which are incurred in connection with serving as a member of the Board of Governors shall be borne by the individual member if funds are not available for reimbursement of expenses. Any expense reimbursement sought by a Governor must be adequately documented and submitted within 6 months of being incurred.

6.2.7 FEES AND DUES The Board of Governors shall set fees for the Annual Convention, the Annual Convention budget fee, and the annual dues of all classes of membership.

6.2.8 MEMORIAL AND INVESTMENT ACCOUNTS The Board of Governors shall authorize all expenditures from the Memorial Account and the Investment Account.

6.2.9 ANNUAL CONVENTION The Board of Governors

in conjunction with the Convention Committee, shall set the time, location and hotel for the Annual Convention of the Association. The Chairman of the Convention Committee and one other officer shall have the authority to sign all contracts needed to secure an appropriate location and hotel for the Annual Convention. All contracts shall be approved by the Board of Governors. Such approval may be made by Email, US Postal Service or actual meeting.

6.2.10 PARLIAMENTARIAN The Board of Governors may appoint a Parliamentarian. Such appointee shall advise the presiding officer on any parliamentary procedural question that comes before the membership, and shall be the primary reference as to whether procedures are proper and correct. The Parliamentarian shall be responsible for ascertaining that all meetings are properly conducted by interpreting "Roberts Rules of Order (Revised)". The Parliamentarian may attend Board of Governors' meetings, but without voting privileges, unless the Parliamentarian has been duly elected to the Board of Governors.

6.2.11 CHAPLAINS The Board of Governors may appoint one or more Chaplains. A Chaplain shall be responsible for the opening and closing prayers at each Annual Meeting of the Association, and for the Invocation and Benediction at each banquet. A Chaplain shall also participate in the Association's Annual Memorial Service, and shall offer prayer for the

deceased. A Chaplain may attend Board of Governors meetings, but without voting privileges, unless the Chaplain has been duly elected to the Board of Governors.

6.3 GOVERNORS

6.3.1 REQUIREMENTS The Board of Governors shall consist of six Governors, who must be members in good standing of the Association. Governors shall be elected at the Annual Meeting from a list of candidates prepared by the Secretary. When an opening in the office of Governor occurs due to resignation, death, incapacitation, or removal due to non-satisfactory performance, the Board of Governors may select a replacement, with immediate rights and obligations as a Governor and will be subject to confirmation by the members at the next Annual Meeting.

6.3.2 QUALIFICATIONS The qualifications for serving as a member of the Board of Governors are willingness, and an agreement to serve and to attend the Annual Convention of the Association, scheduled meetings of the Board of Governors, and any special meetings that are deemed necessary. A scheduled absence(s) approved by the Board of Governors is (are) acceptable for missed meetings. In addition, a Governor must fully recognize the responsibilities to the membership in conducting the business affairs of the Association.

6.3.3 TERM OF OFFICE Governors shall be elected to fill expiring terms by a majority of Regular members assembled in Annual Convention at the Annual meeting, and shall serve for three years, the first year being a probationary year, to allow both parties to assess interest and performance. The terms of newly elected Governors shall commence immediately upon election and shall expire at the election of Governors three years hence. The Board of Governors may, by resolution or pursuant to an amendment of these By-Laws, adopt a voting procedure whereby, if for any reason an Annual Meeting is not held in any given year, Governors may be elected by mail ballot sent to every Regular member.

6.3.4 TERM EXPIRATION The terms of office of the six members of the Board of Governors shall be staggered so that two terms of office expire each year.

6.3.5 TERM LIMIT Duly elected Governors terms of office shall be not limited.

6.4 MEETINGS The Board of Governors shall meet at least two times a year, at least one of which meetings must be at the Annual Convention. The place of such meetings shall be set by the Board of Governors at its Annual Convention meeting.

6.5 SPECIAL MEETINGS Special meetings of the Board of Governors may be called by the President and three

Governors or by five Governors. The persons or persons authorized to call special meetings of the Board of Governors must fix a reasonable time and place for holding them. Notice of any special meeting shall be given at least thirty days prior thereto by written notice delivered personally, by mail, or by telegram to each Governor at the address in the official membership list. If mailed, it must be mailed via Certified Mail, Return Receipt Requested. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company.

6.6 NOTICE AND WAIVER The attendance of a Governor at a meeting shall constitute a waiver of notice of such meeting, and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Governor states at the beginning of a meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

6.7 TELEPHONE MEETINGS Governors may participate in meetings of the Board of Governors by means of a telephone conference (or similar communications equipment) by which all persons participating can hear each other at the same time, and participating by such means shall constitute presence in person at such meeting. There shall be at least two telephone conference meetings between the Annual Conventions.

6.8 ACTION WITHOUT MEETING Any action of the Board of Governors may be taken without a meeting if a consent in writing setting forth the action so taken, signed by all of the Governors, is filed in the minutes of the Board of Governors. Such consent shall have the same effect as a unanimous vote.

6.9 QUORUM AND VOTING A majority of Governors in office shall constitute a quorum for the transaction of business. The vote of a majority of Governors, present at a meeting at which a quorum is present, shall constitute the action of the Board of Governors. If less than a quorum is present, the majority of those Governors present may adjourn the meeting from time to time without notice until a quorum is present.

6.10 PRESUMPTION OF ASSENT A Governor who is present at a meeting of the Board of Governors at which action on any Association matter is taken, shall be presumed to have assented to the action taken, unless such Governor votes against such action or abstains from voting because of an asserted conflict of interest.

6.11 RESCISSION OF MOTIONS If, at a meeting of the Board of Governors at which a quorum is present, a motion is approved or disapproved, the approval or disapproval may be rescinded only at that meeting or at a later meeting at which a quorum is present, provided two-thirds of the Governors present approve rescinding the prior vote. An approved or disapproved motion may

not be rescinded by any other method, such as a mailed motion or a motion conducted via telephone or any other communication device. The two-thirds count shall be determined by multiplying the number of Governors present (including the Governor presiding at the meeting) by 0.667, and the result rounded to the next highest whole number (if the result is not already a whole number).

ARTICLE 7 OFFICERS

7.1 GENERAL The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. Other officer positions and assistant positions may be established by the Board of Governors as may be deemed appropriate. Failure to elect a President or Vice President shall not affect the existence of the organization.

7.1.1 PRESIDENT The President shall be the chief officer of the Association. The President shall chair all meetings of the Association, including Board of Governors and general membership meetings. The President, as an elected member of the Board of Governors, may vote only in the event of a tie on duly made motions but will have full voting rights in any election. The President shall be designated as one of the co-signers on all checks drawn on any Association account for an amount of \$300.00 or more. The President shall represent the Association at all affairs where

the President's presence is deemed necessary.

7.1.2 VICE PRESIDENT The Vice President shall perform the duties of the President when the President is temporarily absent, resigns, or is unable to serve. The Vice President shall be designated as one of the co-signers on all checks drawn on any Association account for an amount of \$300.00 or more.

7.1.3 SECRETARY The Secretary shall be responsible for the recording of the minutes of the Annual Meeting at the Annual Convention and all meetings of the Board of Governors. A copy of the minutes shall be submitted to each member of the Board of Governors and each Committee Chairman no later than sixty days following the date of such meeting takes place. The Secretary shall also arrange with the Chairman of the Publications and Printing Committee to print in the Association's publication a condensed version of the minutes, and shall also provide the Editor of the Association's publication with a complete copy of the Annual Meeting minutes, that they may be sent to any member upon request. The Secretary shall chair any Association meeting in the absence of the President and Vice President. The Secretary is responsible for notifying Board of Governors' candidates of the responsibilities of Governors, as set forth in these By-Laws. The Secretary shall be designated as one of the co-signers on all checks drawn on any Association account for an amount of \$300.00 or more.

7.1.4 TREASURER The Treasurer shall have such duties as may be delegated by the Board of Governors, including the following responsibilities.

7.1.4.1 BUDGET The Treasurer shall oversee the budget and determine that expenditures are within the limits established by the annual budget.

7.1.4.2 AUTHORITY TO SIGN CHECKS The Treasurer is authorized to sign checks for up to \$300.00. Checks for \$300.00 or more will require a co-signature, along with a copy of a document in support of any withdrawal (such as a copy of a bill), the check, and an envelope addressed to the payee.

7.1.4.3 RECORDS The Treasurer shall maintain financial records sufficient to enable correct allocation of expenditures to the appropriate budget item, and shall ensure that funds expended have been authorized under the budget or otherwise authorized by the Board of Governors, and that any such expenditures do not exceed the level set in the budget. Generally, all checks drawn by the Treasurer will be for reimbursement or expenditures authorized by the budget or the Board of Governors.

7.1.4.4 AUDIT (Treasurer Duties) When deemed necessary by the Board of Governors, the Internal Revenue Service, or any other legal body, the Treasurer

shall arrange for a complete financial audit covering the fiscal year (s) in question. A copy of the annual audit, which shall set forth funds received and expenditures made as compared to the annual budget, shall be submitted to each member of the Board of Governors and each Committee Chairman no later than sixty days following the close of a fiscal year. The level of the audit shall be as determined by the Treasurer and. The Treasurer shall arrange with the Chairman of the Publications and Printing Committee to print in the Association publication a condensed version of said audit, and shall also provide the Editor of the Associations publication with a complete copy of the audit that may then be sent to any member upon request.

7.1.4.5 **BANKING ACCOUNTS** The Treasurer is authorized to establish Association accounts. The Treasurer shall maintain as few accounts as necessary to comply with appropriate federal and state laws on non-profit organizations. Funds may be commingled as long as accurate accounting records are maintained in accordance with budget categories.

7.1.4.6 **QUARTERLY FINANCIAL REPORTS** The Treasurer shall prepare a complete financial report quarterly, except for the quarter when the annual audit is performed. A copy of the quarterly financial report, which shall set forth funds received and expenditures made as compared to the annual budget, shall be

submitted to each member of the Board of Governors and each Committee Chairman no later than thirty days following the close of a fiscal quarter.

7.1.4.7 BILLING OF MEMBERS The Membership Committee shall bill members for their dues and the Treasurer shall promptly and correctly deposit said dues. The treasurer shall maintain records of income and expenses that conform to good accounting practices

7.1.4.8 INCIDENTAL REVENUES The Treasurer shall ensure that all income derived from the sale of items, from advertisements in the Association publications, or from any other source not specifically identified in these By-Laws, are promptly and correctly deposited.

7.1.4.9 TAX RETURNS The Treasurer shall file or cause to be filed all tax and/or information returns required by law, federal or state.

7.1.4.10 ANNUAL BUDGET The Treasurer shall prepare and present to the Board of Governors a proposed annual budget, said budget to be made available to the Board of Governors as soon as possible after the close of each fiscal year, but no later than the last day of January.

7.1.4.11 EXPENDITURES EXCEEDING BUDGET The Treasurer is authorized to expend funds only as provided

in the annual budget, as approved by the Board of Governors. Should it be necessary to exceed the budget under any particular budget item, or establish a new budget item not previously established, the Treasurer must seek approval from the Board of Governors to either transfer funds from an over-budgeted item or request a transfer of funds from a contingency reserve, if such a reserve has been previously funded.

ARTICLE 8 COMMITTEES

8.1 GENERAL The following standing committees are established, with the general duties and responsibilities as set forth below:

- Publications and Printing Committee
- Membership Committee
- Convention Committee
- Merchandise Committee
- Memorial and Artifacts Committee
- Chapters Committee

The Board of Governors may, by resolution passed by a majority of the whole Board of Governors, designate additional committees to carry out the purposes of the Association. All committees shall have such functions and may exercise such power of the Board of Governors as may be lawfully delegated. Chairmen and members of committees need not be members of the Board of Governors, but a Governor shall be responsible for oversight of a committee. Chairmen of committees may meet with the Board of Governors, but shall have voting rights only on items that affect their committee. Each Chairman, with the advice and consent of the Governor charged with oversight of that committee, shall determine the number of members needed to carry out the committee's responsibilities. No one member shall make decisions. Decisions must be voted on before sending to the Board of Governors for final approval.

8.2 PUBLICATIONS AND PRINTING COMMITTEE The Publications and Printing Committee shall be responsible for publishing the Association's publication at least four times a year. This committee shall also be responsible for public and civic relations.

8.3 MEMBERSHIP COMMITTEE The Membership Committee shall be responsible for maintaining all membership records, including billing & payments. The committee will encourage retention and solicit new members and conduct association publicity campaigns with the intent of increasing/retaining membership. The Committee will provide membership cards to new members.

8.4 CONVENTION COMMITTEE The Convention Committee shall be responsible for investigating proposed convention sites, for recommending time and place for annual conventions to the Board of Governors for approval, for establishing such Convention fees as appropriate, and for scheduling events at Conventions.

8.5 MERCHANDISE COMMITTEE The Merchandise Committee shall approve the design and pricing of all Association merchandise, emblems, jewelry, clothing, and similar items authorized and offered for sale. Outside vendors desiring to do business with the Association must be approved by the Merchandise Committee. Individual ship associations or Chapters are not considered vendors.

Items offered at the Convention they will pay 20% of gross sales to the Memorial Fund. They are restricted to offering merchandise specified to their ship association. All items bearing the Escort Carrier Sailors & Airmen Association Identification will be offered by the Merchandise Committee Only. All profits generated will be designated for the Memorial Fund.

8.6 MEMORIAL AND ARTIFACTS COMMITTEE The Memorial and Artifacts Committee shall be responsible for the design, procurement of material needed, and the maintenance of any Memorials constructed. All artifacts, memorabilia, and similar items donated to the Association will be given into the care of the Memorial and Artifacts Committee for appropriate display or storage.

8.7 CHAPTERS COMMITTEE The Board of Governors shall appoint, at such time as deemed necessary, a Chapters Committee to establish regional, state, or local membership areas for the purposes of recruiting new members and retaining members. The Board of Governors is authorized to provide funds in the annual budget for recruitment and retention.

ARTICLE 9 BONDING

9.1 GENERAL Each officer, member of the Board of Governors, and employee who handles Association funds, or is responsible for Association funds, shall be part

of a blanket bond in an amount set by the Board of Governors. The Board of Governors shall review and set a new bonding amount, if necessary, each odd-numbered year commencing with 1991.

ARTICLE 10 DISSOLUTION OF ASSOCIATION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of The Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a State or Local Government, for public purpose.

ARTICLE 11 FISCAL YEAR

11.1 GENERAL The fiscal year of the Association shall begin on January 1st of each year.

ARTICLE 12 SEAL

12.1 GENERAL The corporate seal shall bear the name of the Association between two concentric circles, and in the inside of the inner circle shall be the year of incorporation and the words "Not For Profit".

ARTICLE 13 PARLIAMENTARY AUTHORITY

13.1 GENERAL The rules contained in "Roberts Rules of Order" (Revised) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, the By-Laws, or any Special Rules of Order of the Association.

ARTICLE 14 REVIEW AND AMENDMENT

14.1 GENERAL The By-Laws of the Association may be altered, amended, or rescinded in the manner hereafter provided.

14.2 PERIODIC REVIEW The Board of Governors, at least every two years, shall appoint a Review Committee to determine whether any revisions to the By-Laws are desirable, and, if so, to propose such revisions. Any revisions to the By-Laws may be proposed to the membership in accordance with the procedure for amending the By-Laws as set forth below.

14.3 AMENDMENT A resolution for the adoption of a proposed amendment may be proposed either by the Board of Governors or any member thereof, or by a petition requesting such amendment signed by at least five Regular members. Proposed amendments must be received by the Secretary and shall be printed in the Association publication, providing the subject matter has not been acted upon in the previous two years. The board of

Governors will approve or disapprove the amendment (s). Approved Amendment (s) shall become effective thirty days after acceptance by the Board of Governors. An official copy of the Associations By-Laws will be available to members upon request.

ARTICLE 15 INDEMNIFICATION

15.1 GENERAL The Association shall indemnify each Officer and member of the Board of Governors, including former Officers and former members of the Board of Governors, to the full extent permitted by the Commonwealth of Virginia General Incorporation Act and the Commonwealth of Virginia Not for Profit Corporation Act.