The Ocean Park Association

By-Laws

Ocean Park, Maine
Founded 1881

Amended and Restated
Adopted July 8, 2023

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More than just a day at the beach…

OCEAN PARK ASSOCIATION
Ocean Park, Maine

AMENDED AND RESTATED BYLAWS
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PREAMBLE

The following, as amended from time to time, shall constitute the Bylaws of the Ocean Park Association, which has been organized and shall exist as a nonprofit, public benefit corporation, pursuant to An Act of the Legislature of Maine, approved January 24, 1881, and entitled "An Act to Incorporate the Ocean Park Association", as amended (the "Articles of Incorporation") and the Maine Nonprofit Corporation Act, Title 13-B, §§ 101 et seq., M.R.S.A., as it may be amended from time to time (the "Act").

ARTICLE I
NAME

Section A. Name
The name of this non-profit corporation is OCEAN PARK ASSOCIATION, hereinafter referred to as the "Association."

Section B. Location
The location of the Association is at Ocean Park, in the town of Old Orchard Beach, County of York, Maine.

ARTICLE II
PURPOSE

Section A. Purpose
The purpose of the Association is to maintain and support a place of resort and residence; to carry out programs centered on religious and spiritual enrichment, cultural arts, education and recreation that provides opportunities for individual growth and family enrichment; and to engage in any lawful business permitted by the Act.

Section B. Property
For these benevolent purposes this Association may receive, manage, sell or otherwise dispose of real and personal property of every material nature and description, and all income from the same.

ARTICLE III
MEMBERSHIP

Section A. There shall be Three (3) types of membership:

1. Adult Member, who shall be at least 18 years of age, show an interest in and support of the purpose of the Association, and shall have paid the appropriate membership dues as provided in Section C below.
2. Youth Member, who shall be under the age of 18, show an interest in and support of the purpose of the Association, and shall have paid the appropriate membership dues as provided in Section C below.
3. Life Member, who may be either an Adult Member or a Youth Member and who shall have paid the one-time fee as provided in Section C. below.

Section B. Privileges and Limitations

1. Adult Members may hold elective office, serve on Standing Committees, Subcommittees, Ad Hoc Committees and vote on all matters coming before the Association.

2. Youth Members may serve on Standing Committees, Subcommittees and Ad Hoc Committees and vote within those committees.

Section C. Assessment of Dues and Fees

The assessment of annual membership dues and life membership fees shall be determined by the Board of Directors and approved by the Association membership. A Member shall be considered to be in good standing upon receipt by the Association of the appropriate membership dues or life membership fee.

ARTICLE IV
OFFICERS

Section A. Qualification

1. The President, Vice President, Secretary and Treasurer must each be an Adult Member of the Association in good standing when elected by the Adult Members and throughout his/her term in office.
2. The Board of Directors may appoint one or more assistant vice-presidents, assistant secretaries, assistant treasurers, or such other officers, and assign such duties to them, as from time to time it deems advisable. Each of these officers must be an Adult Member of the Association in good standing when elected and throughout his/her term in office.
3. Employees of the Association or an Associate Organization are not eligible to serve as Officers.

Section B. Term of Office

1. The President and Vice President shall serve one-year terms and may serve up to three (3) consecutive terms in the office.
2. The Secretary and Treasurer shall serve one-year terms and may serve up to six (6) consecutive terms in office.
3. In the event of the office of President becoming vacant, the Vice President shall fill the unexpired term.
4. No Officer may serve more than six (6) consecutive years as an officer.

ARTICLE V
DUTIES OF OFFICERS

Section A. President

The President shall:

1. Preside over all meetings of the Board of Directors and the Association.
2. Give oversight and guidance to the Officers and Standing Committees.
3. Be a non-voting ex officio member of all Standing Committees.
4. Give general oversight, supervision, and guidance to the Executive Director in carrying out the Association's business.
5. Ensure that policies, procedures, and processes are in place to support Association staff and volunteers.
6. Prepare and publish an agenda for every meeting of the Board of Directors.

Section B. Vice-President

The Vice-President shall:

1. Serve as an active aide to the President.
2. In the President's absence or inability to serve, perform those duties necessary for the continued functioning of the Association.
3. Perform such duties as may be assigned by the Board of Directors or the President.

Section C. Secretary

The Secretary shall:

1. Oversee the maintenance of the Association's Articles of Incorporation, Bylaws and a complete and permanent record of the proceedings of all meetings of the Association and the Board of Directors.
2. Ensure that Annual Meeting reports from all Standing Committees are received and published in the Annual Report to the Association.
3. Call such meetings to order in the absence of the President and Vice President, and preside until a President pro tem is elected.
4. Ensure that a current list of the Adult, Youth and Life Members of the Association is maintained.
5. Ensure that a permanent record of all approvals of conveyances of private and Association property within Ocean Park is kept.
6. Ensure that meeting notices of the Association and Board of Directors are prepared and distributed in accordance with Article IX of these By-Laws.
7. Perform such other duties as may be assigned by the Association or the Board of Directors.

Section D. Treasurer

The Treasurer shall:

1. Be responsible for implementing the financial policies of the Association, including overseeing the financial transactions of the Association.
2. Monitor the financial performance and financial condition of the Association.
3. Oversee the Association's budgeting and planning processes.
2. Make timely reports to the Board of Directors on the financial status of the Association.
3. Ensure that accurate financial records are kept using standard accounting procedures acceptable to the Internal Revenue Service.
4. Ensure that other financial reports as may be needed by the Board of Directors are provided.
5. Ensure that a full and detailed financial report is published in the Annual Report to the Association and shall be available to respond to any questions regarding such report at the Annual Meeting of the Association.
6. Serve as a member of the Administration and Finance Committee.

ARTICLE VI
BOARD OF DIRECTORS

Section A. Composition of the Board

The Board of Directors of the Association shall consist of no less than thirteen (13) and no more than seventeen (17) Adult Members who are elected by the Adult Members of the Association as follows:

1. The four (4) elected Officers of the Association as set forth in Article IV above.
2. Such number of Directors At-Large as may be set by the Adult Members of the Association as set forth in Article VII below.
3. The Chairs of each Standing Committee.
4. A member of the Associate Organization(s) to be nominated by them and elected by the Association in accordance with Article XIII below.

Section B. Qualification

1. Directors must be Adult Members in good standing.
2. Not more than one member of a household may serve simultaneously on the Board of Directors. "Household" is defined as a social unit composed of those living together on a year-round basis.
3. Employees of the Association or of an Associate Organization are not eligible to serve as members of the Board of Directors.

Section C. Term of Office

1. Directors (other than Officers) shall be elected to serve for a three-year term unless elected to fulfill an unexpired term.
2. No Director shall serve more than six (6) consecutive years on the Board of Directors.
3. Terms start at the close of the Annual Meeting at which they were elected or upon appointment to fill a vacancy as provided in Article VII.C below.

Section D. Powers and Duties of the Board of Directors

The Board of Directors shall:

1. Ensure the implementation of the Purpose of the Association and determine the strategy, including the way to create a unique community, the programs it offers, the stakeholders it serves and the capabilities required to execute that strategy as may be delegated from time to time by the Association membership.
2. Determine policies and direction of its affairs as may be delegated by the Association membership.
3. Be responsible for all real estate and property of the Association, including the approval of deeds pursuant to the terms of Article XII, Section B.
4. Develop the job description, appoint and evaluate the Executive Director.
5. Ensure salaried personnel who handle Association money are appropriately bonded.
6. Ratify the slate of new Standing Committee nominees compiled by the Leadership/Nominating Committee for submission to the Association for election at the Annual Meeting.
7. Accept added responsibilities as the Association membership may determine at a properly called meeting.
8. Remain informed as to the ongoing activities and concerns of each of the Standing Committees.
9. Adopt an annual budget for the Association.
10. Receive and approve regular reports from the Executive Director and the Treasurer.

Section E. Conflict of Interest

Any member of the Board of Directors who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board of such nature that it impairs or might impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the Association, may not participate in the discussion of the matter unless invited to do so by the Board and will refrain from voting on such matter. Annually Board members shall complete a Conflict of Interest form.

Section F. Quorum

A majority of the members of the Board of Directors present either in person or via electronic means as provided in Article IX, Section D, below shall constitute a quorum for the conducting of business.

Section G. Required Vote

The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be required for any action by the Directors of the Association, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws, or the Act.

Section H. Resignations

Any elected member of the Board of Directors may resign by submitting a written resignation to the Secretary. The resignation shall take effect when accepted by the Board or the effective date stated in the resignation.

Section I. Executive Committee

The Executive Committee of the Association shall consist of the President, the Vice President, the Secretary, and the Treasurer. The Executive Committee shall act on behalf of the Board of Directors on matters requiring immediate attention that arise between meetings of the Board and on such other matters as may be designated from time to time by the Board. A majority of the Members of the Executive Committee shall constitute a quorum.

Section J. Communications

No Board member, except the President, shall make any public statement on behalf of the Association unless authorized by the Board. Statements of opinion representing the views of an individual member are not considered public statements.

ARTICLE VII
NOMINATIONS AND ELECTIONS

Section A. Nominations

1. At least sixty (60) days prior to the Annual Meeting, the Leadership/Nominating Committee shall present to the Board a slate of Officers, At-Large Directors, Standing Committee Chairs, and new Standing Committee members to be elected at the Annual Meeting. Upon approval by the Board, the slate will be submitted to the Adult Members of the Association at least thirty (30) days prior to the Annual Meeting.
2. As an alternative to the nominees presented by the Board, a written petition signed by at least fifteen (15) Adult Members in good standing containing the name(s) of nominee(s) may be presented to the Secretary at least fifteen (15) days prior to the date of the Annual Meeting, together with the written consent of any proposed nominee to have his or her name so included.

Section B. Elections

The Officers, Directors At Large, Standing Committee Chairs, and Standing Committee members shall be elected by a majority vote of the Adult Members of the Association present and voting at the Annual Meeting.

Section C. Vacancies on the Board of Directors

Any vacancy on the Board of Directors (except the President) occurring between Annual Meetings shall be filled by the Board of Directors. Such appointment will be effective until the next Annual Meeting.

ARTICLE VIII
EXECUTIVE DIRECTOR

Section A. The Executive Director of the Association shall be hired by the Board of Directors and serve at its pleasure. The Executive Director shall be responsible for the day-to-day management of the business of the Association and shall have such other powers and duties as the Board may prescribe. The Executive Director shall be a non-voting ex officio member of the Board of Directors and all Standing Committees.

ARTICLE IX
MEETINGS

Section A. Annual Meeting of the Association

1. The Annual Meeting of the Association shall be held on a Saturday in July or August at the time and place established by the Board of Directors.
2. The purpose shall be:
   a. to elect the Officers, Directors and Standing Committee members for the ensuing year;

b. to receive reports from the Executive Director, the Officers, and the Standing Committee chairs; and

c. to transact any other business that may legally and properly come before the meeting.

3. The Secretary shall ensure that a written notice of the time and place of the Annual Meeting, all nominations for Officers, Directors, and an agenda shall be sent to all Adult Members of the Association not less than thirty (30) days prior to the Annual Meeting.
4. If an adjourned Annual Meeting is held, the Secretary shall ensure that notice of the adjourned meeting and an agenda for that meeting, along with a summary of events from the previous meeting, to all Adult Members of the Association at least ten (10) days prior to such adjourned Annual Meeting.
5. Forty (40) Adult Members in good standing present at the Annual Meeting and any adjournment thereof either in person or via electronic means as provided in Section D below shall constitute a quorum.
6. The affirmative vote of the majority of the Adult Members present at a meeting at which a quorum is present shall be required for any action by the Members of the Association, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws, or the Act.

Section B. Special Meetings of the Association

1. Special meetings shall be held upon the written request of at least twenty-five (25) Adult Members or called pursuant to a vote by a majority of the Board of Directors.
2. Notices of special meetings shall state the specific purpose for such meeting.
3. Notices of special meeting shall be given by written notice at least fourteen (14) days prior to the meeting.
4. Forty (40) Adult Members in good standing present at the Special Meeting and any adjournment thereof either in person or via electronic means as provided in Section D below shall constitute a quorum.
5. The affirmative vote of the majority of the Adult Members present at a meeting at which a quorum is present shall be required for any action by the Members of the Association, unless the act of a greater number is required by the Articles of Incorporation, these Bylaws, or the Act.

Section C. Meetings of the Board of Directors

1. The Board of Directors shall meet at least five (5) times a year.
2. Additional meetings may be held, provided that at least ten (10) days prior notice of such meetings is given to all Directors or that such notice has been waived as provided in Section E below.
3. The President shall ensure that an agenda for the meeting is provided to all members of the Board at least two (2) days prior to the meeting.
4. All regular meetings of the Board of Directors shall be open to Members of the Association except when the Board goes into Executive Session to discuss personnel or legal matters.

Section D. Electronic Meetings.

Any meeting may be held by conference telephone, video conference or similar communication equipment as long as all participants can hear one another and, in the case of video conferences, have access to all materials screen-shared or otherwise presented as such meeting. Voting may be conducted by means of remote communication in accordance with procedures established by the Board of Directors.

Section E. Action Without a Meeting.

Any action that may be taken at a meeting of the Board of Directors or of a Committee may be taken without a meeting if (a) all Directors or Committee members are notified in writing of the proposed action, (b) at least three quarters (75%) of the total number of Directors or of the

Committee members acknowledge in writing their consent to the action to be taken at any time before or after the intended effective date of such action, and (c) the Secretary, Committee chair or his/her designee receives no written objection to such action from a Director or Committee member within forty-eight (48) hours of such notification. Such notifications, consents, and objections shall be filed with the Minutes of the next meeting of the Directors or of the Committee and shall have the same effect as a meeting vote. For the purposes of this Section, notifications, consents and objections may be communicated by regular mail, personal delivery, facsimile or electronic email. The provisions of this Section shall be deemed a "custom of the Association known generally to its members."

ARTICLE X
COMMITTEES

Section A. Organization of Committees

The Association shall function with the assistance of the Standing Committees designated in Article XI and such ad hoc committees as may from time to time be established by the Board of Directors or a Standing Committees. Subcommittees may be created either by the Board or by a Standing Committee.

Section B. Membership of Standing Committees

1. Any Member of the Association in good standing is eligible to serve on any Standing Committee but may not serve on more than two Standing Committees at the same time.
2. Unless otherwise noted, Standing Committees shall consist of at least four (4) members in addition to the Chair of the Committee.
3. Members of Standing Committees shall be elected at the Annual Meeting or may be appointed to fill a vacancy as provided in Section C.2 below.
4. Standing Committee members who have missed three consecutive meetings without notification may be asked to resign and their vacancies filled as provided in Section C.2 below.

Section C. Term of Standing Committee Members

1. The term for members of Standing Committees shall be three (3) years, commencing at the close of the Association's Annual Meeting at which they were elected.
2. Should a vacancy on a Standing Committee occur, the Leadership/Nominating Committee shall promptly seek to fill such vacancy by submitting a nominee to the Board of Directors, after consultation with the Committee Chair. Upon approval by the Board, the nominee shall complete the remaining term of the person who vacated the position on the Committee.
3. After completion of a full three-year term, a Standing Committee member may be eligible to serve a second three-year term if so nominated by the Leadership/ Nominating Committee. Thereafter, a Standing Committee member shall be ineligible for re-election to the Committee until at least one year has lapsed, with the exception that an Adult Member of a Standing Committee may be elected Chair of that Committee for a full three-year term without lapse. A Standing Committee member who has served a partial term shall be eligible for election to a full three-year term without a lapse.
4. Each Standing Committee, except Leadership/Nominating, acting on its own authority, may add up to two members to its Committee as non-voting members whose term shall expire at the next Annual Meeting of the Association. Time spent serving as a non-voting member of a Standing Committee in this manner shall not apply to the terms of subsection 3 above.

Section D. Minutes and Reports of Standing Committees

1. All Standing Committees shall keep minutes of their meetings and regularly report to the Board of Directors. Each Standing Committee shall submit a written report for publication in the Annual Report.
2. All Standing Committees shall submit a budget annually to the Administration and Finance Committee by the date set by the Administration and Finance Committee.

Section E. Subcommittees and Ad Hoc Committees

1. Subcommittees may be formed by either the Board of Directors or by a Standing Committee.
2. The President of the Association shall appoint the members of any Subcommittee of the Board of Directors.
3. The Chair of a Standing Committee shall appoint the members of any Subcommittee of such Standing Committee.
4. At least one member of a Subcommittee shall also be a member of the Board or Standing Committee under which it serves.
5. All members of a Subcommittee shall be Members in good standing of the Association.
6. The term for membership on a Subcommittee is limited to six (6) consecutive years.
7. The Board of Directors or a Standing Committee may create one or more ad hoc committees as needed to perform a specific project or task or address a particular issue. Once the task is completed or issue is resolved, the ad hoc committee should be dissolved.

ARTICLE XI
STANDING COMMITTEES

Section A. Leadership/Nominating Committee

1. The Leadership/Nominating Committee shall consist of six (6) Adult Members and one (1) Chair. Each year two (2) members shall be elected at the Annual Meeting for a three-year term.
2. The Committee shall:
    a. Present a proposed slate of candidates for election at the Annual Meeting, including nominees for Officers, Board of Directors (including Standing Committee Chairs and Directors at Large) and Standing Committee members to the Board of Directors for approval and present the approved slate of candidates at the Annual Meeting
    b. Consult with the present Standing Committee chairs, Executive Director, and Executive Committee members and others for recommendations for potential nominees.
    c. Should a vacancy occur on the Board of Directors or Standing Committees, propose a candidate to be appointed to fill such vacancy to the Board for approval.
    d. Ensure that all nominees are made aware of the responsibilities and duties of the position for which they are being nominated.
    e. Develop and maintain a leadership plan for future leadership candidates.
    f. Ensure that there is leadership development and training for Committee Chairs and members.

Section B. Administration and Finance Committee

The Administration and Finance Committee shall:

1. Working with the Executive Director, regularly review and compare with the budget all Association income and expenses and recommend to the Board of Directors any changes to the budget that may be needed.
2. Prepare and submit to the Board of Directors a proposed budget for the next fiscal year.
3. Recommend to the Board the areas where non-specified gifts may best be used.

4. Evaluate any restricted gifts and make recommendations to the Board in accordance with the Association policies regarding gift acceptance.
5. Serve as the Investment Committee and recommend to the Board, in accordance with the investment policy of the Association, the allocation/disbursement of investment income.
6. Ensure that all required and necessary taxes and insurance coverage for the Association and its employees, property and volunteers are in place and paid for.
7. Serve as the Audit Review Committee for the Association.

Section C. Development Committee

The Development Committee shall:

1. Develop and execute, together with the Executive Director, programs to encourage financial contributions to the Association through the Annual Fund, planned giving, endowment, memorials, capital funds, advertising and all other fund-raising efforts.
2. Develop programs to encourage and sustain membership in the Association.
3. Recommend to the Board of Directors a dues structure for membership in the Association after consultation with the Administration/Finance Committee.
4. Working with the Executive Director, develop programs and materials to promote the Association and its programs within and beyond the Ocean Park community.

Section D. Property Committee

The Property Committee shall:

1. Inspect all buildings, facilities and grounds containing a building owned by the Association to:
   a. Determine repair, maintenance and improvement needs; and
   b. Maintain an on-going record and plan to address those needs.
2. Work in concert with the Executive Director to:
   a. Determine the priorities for maintenance and improvements of Association properties;
   b. Develop and maintain a long-range plan to address those needs; and
   c. Annually provide relevant Standing Committees and the Board of Directors a report on the long-range plan for the improvements and maintenance of these properties.
3. Coordinate volunteer support for appropriate property and grounds upkeep.

Section E. Environment and Natural Resources Committee

The Environment and Natural Resources Committee shall:

1. Educate the Association membership and others about the environment and natural resources available at Ocean Park and serve as an advocate for improvements to the beach and other publicly owned natural resources.
2. Work in concert with the relevant Standing Committees and the Executive Director to develop and execute programs supporting conservation and environmental protection to the natural resources in Ocean Park.
3. Work in concert with the Executive Director to oversee all parks, marshes and open spaces owned by the Association that do not contain a building to:
   a. Determine priorities for their maintenance and improvement needs;
   b. Develop and maintain a long-term plan to address those needs; and
   c. Annually provide to relevant Standing Committees and the Board of Directors a report on the long-range plan for improvements to and maintenance of these properties.
4. Coordinate volunteer support for appropriate grounds upkeep and improvements and any conservation and environmental programs protecting our natural resources.

Section F. Religious and Cultural Committee

The Religious and Cultural Committee shall develop and coordinate, with the Executive Director and other Committees, religious and cultural programs for the benefit of the Members and

visitors to Ocean Park. This includes religious services, musical programs and performances, artistic programs and other traditional programs.

Section G. Recreation Committee
The Recreation Committee shall develop and coordinate, with the Executive Director and other Committees, all recreational activities and events promoted by the Association, including the operation of youth recreation programs, shuffleboard, tennis, road races, and the like.

Section H. Education Committee
The Education Committee shall develop and coordinate, with the Executive Director and other Committees, education programs and events for the summer season, including oversight of the Library and Archives.

ARTICLE XII
DEEDS

Section A. Agents for the Consent to Convey Real Estate
The Agents for Consent to Convey real estate shall be any two of the following: Executive Director, President, Vice President, Secretary, Treasurer or Directors.

Section B. Approval for Conveyance of Real Estate
Granting of deeds or other instruments conveying the Association's interest in real estate or in rights associated with real estate shall be authorized by a majority vote of the Adult Members of the Association present and voting at a meeting duly called and held pursuant to these Bylaws, unless the value of the interest in real estate or rights associated with real estate is determined in the good faith judgment of the Board of Directors to be less than $25,000, in which case the granting of such deed or conveyance may be authorized by a majority vote of the Board of Directors.

Section C. Conditions in the Deeds of Lots given by the Association are as follows:

1. That the said lot shall not be used for any other purpose than to build a dwelling-house for residential or sublet rental purposes without the consent of the Board of Directors. No house, cottage or other building shall be used for the sale of intoxicating substances or any other business without the consent of the Board of Directors.
2. That the said lot shall be held subject to the provisions contained in the Articles of Incorporation, or any amendments thereto.

ARTICLE XIII
ASSOCIATE ORGANIZATIONS

An Associate Organization shall be defined as an organization which holds property in Ocean Park, is incorporated by the State of Maine, whose program is integrated with that of the Association, and which has been approved as such by the Board of Directors of the Association. Such organizations will be entitled to representation on the Board of Directors as set forth in Article VI, Section A of these Bylaws.

ARTICLE XIV
AFFILIATED ORGANIZATIONS

Organizations which share the goals of the Association are encouraged to affiliate with it. Affiliated organizations may use Association facilities and are expected to coordinate their programs with the appropriate Standing Committee or Subcommittee and to support the Association through its activities. Organizations may be accepted as affiliated organizations at any meeting of the Association, upon recommendation of the Board of Directors.

ARTCILE XV
FISCAL YEAR

The Fiscal Year of the Association shall begin on January 1st and end on December 31st.

ARTICLE XVI
NONPROFIT PURPOSE

Section A. Earnings of the Association

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private persons. The Association is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Association. The Association shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or by (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue Law.

Section B. Dissolution of the Association

In the event of the dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all assets of the Association exclusively for the purposes of the Association to such organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the County of York, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes

ARTICLE XVII
PUBLICATION OF ARTICLES OF INCORPORATION AND BYLAWS

Copies of the Articles of Incorporation and Bylaws, as amended, shall be available from the Secretary of the Association or from the Administrative Office.

ARTICLE XVIII
AMENDMENTS

These Bylaws may be revised or amended by two-thirds (2/3) vote of the Adult Members present and voting at the Association's Annual Meeting at which a quorum is present or any adjournment thereof, or at any special meeting of members duly called and held, provided that a copy of the proposed amendments is included in the agenda of the meeting at least fourteen (14) days prior to the meeting.

ARTICLE XIX
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Any person who at any time serves or has served as a Director, Officer, employee or agent of the Association, or in such capacity at the request of the Association for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Association to the fullest extent permitted law against (a) reasonable expense, including attorney's fees, actually and necessary incurred by him or her in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal,

administrative or investigative, and whether or not by or on behalf of the Association seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payment made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she have become liable in any such action, suit or proceeding. The Board of Directors of the Association shall take all such action as may be necessary and appropriate to authorize the Association to pay the indemnification required by this Article XIX, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her and giving notice to, and obtaining approval by, the members of the Association. Any person who at any time after adoption of this Article XIX serves or has served in any of the aforesaid capacities for or on behalf of the Association shall be deemed to be doing so, or to have done so, in reliance upon, and as consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such a person may be entitled apart from the provisions of this Article XIX.