

**BY-LAWS
of the**

**NORTH-AMERICAN ASSOCIATION
OF
UNIFORM MANUFACTURERS & DISTRIBUTORS (NAUMD)**

DEFINITIONS

- A. The word "Association" when used in these Bylaws shall mean the National Association of Uniform Manufacturers & Distributors PAC, Inc. dba/ "North-American Association of Uniform Manufacturers & Distributors (NAUMD)" a 501c-6 Trade Association Corporation.
- B. The term "Bylaws" shall mean these Amended and Restated Bylaws of the Association.
- C. The term "Board" in these Bylaws shall mean the Board of Directors of the Association.
- D. Reference in these Bylaws to male gender shall also be representative of female gender.
- E. Whenever a two-thirds vote of the Board is required, it shall mean two-thirds of the Board present and voting and in no case less than one-half of the total Board.
- F. All notification and membership voting requirements in these Bylaws may be fulfilled by letter, facsimile or electronic mail transmission.

ARTICLE I - NAME OF ASSOCIATION

Sec. 1. The name of this Association shall be the "NORTH-AMERICAN ASSOCIATION OF UNIFORM MANUFACTURERS & DISTRIBUTORS (NAUMD)".

NAUMD MISSION STATEMENT

The North-American Association of Uniform Manufacturers & Distributors (NAUMD) is a trade association representing the interests of all parties in the uniform and image apparel industries. We are committed to growing the uniform and image apparel markets. We will serve our members by:

- Promoting the need for and recognition of uniforms and image apparel to private companies, public agencies and the general public
- Providing educational opportunities and other value-added services to our members so they are better equipped to service their customers and grow their business
- Acting as a forum to promote the exchange of ideas and information among our members
- Acting as an advocate of all members and securing and protecting the interests of all in the industries we serve in accordance with our Code of Conduct.

PURPOSES

Sec. 1. The purpose of this Association shall be to encourage, aid and foster business in the Uniform Industry on the North American Continent and industries allied thereto, to promote and protect the interests of those engaged therein, to reform abuses relative thereto, to secure freedom from unjust and unlawful actions; to gather and disseminate practical, accurate, and useful knowledge concerning the methods of uniform manufacturing, distribution and sale as well as any other matters pertaining to the industry; to procure uniformity and certainty in the customs and usages of said industry; to promote a more enlarged and mutually supportive dialogue and cooperation between its members and between them and others having the common interest in the Uniform Industry and industries allied thereto and representatives of governmental agencies thereby to raise to a higher standard the welfare and interests of all persons engaged in or having to do with said industry.

Sec. 2. The "Uniform Industry" shall be defined as firms whose primary business is the sale, manufacture, and/or distribution of uniforms, accessories, or products or services which support the successful operation of member companies in the sale, manufacture, and/or distribution of uniforms, accessories, or products or services.

ARTICLE II - OFFICES

Sec. 1. The principal offices shall be in the City of Wilmington, County of New Castle, State of Delaware, and the name of the resident agent in charge thereof is the Corporation Trust Company.

Sec. 2. The Association may also have an office in the City of New York, State of New York, and offices at such other places as the Board of Directors may from time to time appoint or the business of the Association may require.

ARTICLE III - CORPORATE SEAL

Sec. 1. The corporate seal shall have inscribed thereon the name of the Association, the year of its organization and the words "Corporate Seal, Delaware". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE IV - MEMBERSHIP CATEGORIES & ELIGIBILITY

Membership Eligibility.

Sec. 1. Any firm or corporation engaged in the Uniform Industry as a Manufacturer, Dealer, Distributor, Associate (as defined further in this document) Consultant or other support service in allied fields doing business with the uniform industry, is eligible to become a member of the Association. The firm or corporation must be based in the United States, Puerto Rico, Canada or Mexico. A firm or corporation with multiple divisions or business units engaged in the Uniform Industry can apply for multiple Association memberships. The maximum number of two memberships are available by any firm or corporation under common ownership or control. A separate application must be filled out for each membership.

Sec. 2. Acceptance of any qualified application shall be automatic upon payment of membership dues for the proper category. In case of an objection to the prospective member filed in writing with the President, the matter shall be referred to the Executive Committee. Should the Executive Committee find issue with the candidate, the Board of Directors, may override the registered objection and admit the applicant to membership only by a two-thirds vote.

MEMBERSHIP CATEGORIES

Sec. 1. **Manufacturer Members** shall be companies whose primary business is the design, production, general manufacture and sale of uniform garment(s) or accessories in their final form to distributors and/or end users.

Sec. 2. **Dealer/Distributor Members** will be companies whose primary business is to purchase and inventory uniforms and uniform related products from manufacturers for sale to end users through commercial retail outlets or other means.

Sec. 3. **Associate & Consultant Members** may be companies whose primary business is the support of uniform manufacturers or dealer/distributors in the manufacturing, operation or development of items required by association members in the development of uniform programs or products. These companies may also supply services or products of any nature as may be needed to perform their business operations successfully.

An Associate Member may also be one of the following: Uniform Industry Consultant, Image Consultant, Supplier of Insurance, Business Equipment or Machines, Related Industry Publication, Sales and or Marketing Organization, Outsource Supplier or other as may be defined upon presentation of application as approved by the Board of Directors.

Sec. 4. **Honorary Membership.** The Board of Directors may create honorary memberships in this Association and from time to time may prescribe the necessary qualifications for and rights and privileges of such members. These may include former Chairs or others whose service to the Association may warrant special attention.

ARTICLE V - APPLICATION FOR MEMBERSHIP

Sec. 1. Applications for membership shall be made to the President. Each application must be accompanied by a check or credit card payment covering the membership dues as prescribed by the Membership Application.

Sec. 2. The President of the Association shall announce the new member application to the members of the Board of Directors of the Association. The applicant shall be accepted as a member of the Association upon the completion of the requirements of payment and appropriate process.

ARTICLE VI - MEMBERS' MEETINGS & ELECTION OF LEADERSHIP

Sec. 1. All meetings of the members shall be held at such places as the Board of Directors may designate.

Sec. 2. Special meetings of members for any purpose, may be held at such place as shall be stated in the notice of the meeting.

Sec. 3. An annual meeting of the members of the Association shall be held on the date to be annually designated when such membership shall receive reports of officers and committees and transact such other business as may properly be before the meeting. These meetings are normally held during the Association's Convention & Exposition.

Sec. 4. Election of the Board of Directors shall be elected by ballot via email, fax or US Mail. The Nominating Committee shall Nominate a total of eighteen Directors of the Association. Prior to the annual meeting of the Membership, a Ballot including Directors equal to that of those whose terms have expired, or are about to expire, shall be voted upon for a term of three years. No Director retiring from service for two full terms, without interruption, shall be eligible to hold office as a Director until one full calendar year has intervened from the date of retirement.

Sec. 5. Each dues paying member in good standing of the Association will be allotted one (1) vote.

Sec. 6. Notice of the annual meeting shall be provided to each member of the Association, at least twenty days prior to the meeting, said notice shall be signed by the President.

Sec. 7. Special meetings of the Association may be called by the Board of Directors at its discretion. Upon a written request of the majority of the members of the Association, the Board of Directors shall call a special meeting to consider a specific subject, notice for any special meeting to be given in the same manner as for the annual meeting excepting that ten days' notice shall be necessary.

Sec. 8. Business transacted at all special meetings shall be confined to the objects stated in the call.

ARTICLE VII - ORDER OF BUSINESS

Sec. 1. The order of business shall be as follows at all the meetings of the Association, Board of Directors, and Executive Committee.

1. Reading of the minutes
2. Receiving of communications
3. Election of officers or directors
4. Reports of officers
5. Reports of committees

6. Unfinished business
7. New business

Any question as to priority of business shall be decided by the Executive Committee.

Sec. 2. This order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in "Roberts' Rules of Order" shall govern all debates, when not in conflict with these By-Laws.

Sec. 3. Motions. Any motion or resolution made or offered at any meeting shall, on request, be reduced to writing and furnished to the President before the question shall be put. Motions made at the Executive Committee or Board level may be voted upon with the agreement of the members present so long as the motion is made clear and no addition information is requested or required as to the impact and or ramifications of such a motion.

ARTICLE VIII - BOARD OF DIRECTORS

Sec. 1. Government of Association. The property, affairs, business and concerns of the Association shall be vested in a Board of Directors consisting of eighteen Directors elected from its members. The members of said Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Sec. 2. It is the responsibility of each Director to thoroughly read and understand these By-Laws, the Board of Directors Workbook prior to each meeting and be fully responsible for their vote or proxy. Directors may allow for their proxy on votes as outlined within the Board Agenda and Workbook to be acted upon by an attending Board Member so long as it is in writing.

Sec. 3. The Directors may hold their meetings and have one or more offices, and keep the books of the Association, outside of Delaware, in the City of New York, or at such places as they may from time to time determine.

Sec. 4. If the office of any Director or Directors become(s) vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, a majority of the remaining Directors, though less than a quorum, shall vote upon a successor or successors, who shall hold office until the next annual election and until a successor or successors have been duly elected unless sooner displaced. The Chairman of the Nominating Committee, along with the Chairman, and Executive Committee must also approve the candidates prior to the vote on such candidates for replacement.

Sec. 5. In addition to the powers and authorities by these By-Laws expressly conferred upon it, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these By-Laws directed or required to be exercised or done by the members.

Sec. 6. The Board of Directors shall immediately upon election every even year hold a meeting and elect from among its members or former members, a Chairman, and Vice Chairman who shall hold office for a term of two years, or until their successors shall have been elected and duly qualified. They shall also elect a Treasurer, Member at Large an Immediate Past Chairman and a Secretary. The vote of the majority of the members of the Board of Directors holding office at the time of such election shall be necessary to elect the aforesaid officers.

Sec. 7. The Executive Committee, with the approval of the Board of Directors, has the power to admit members and suspend or expel them by ballot; to appoint committees on particular subjects from the members of the Board or from the other members of the Association; to audit bill and disperse the funds of the Association; to print and circulate documents and publish articles; to carry on correspondence and to communicate with other

association; to employ agents; and to divide and carry into execution, such other measures as it may deem proper and expedient to promote the objects of the Association and to best protect the interest and welfare of the members.

Sec. 8. Should any member of the Board of Directors absent himself from three consecutive meetings of the Board without sending a communication to the Chairman or the President stating his reason for so doing; and if his excuse shall not be acceptable to the majority of the members of the Board, his seat on the Board may be declared vacant, and the Board may forthwith proceed to fill the vacancy in a like manner as per Article 7 VIII Sec. 4.

Sec. 9 Each Director shall be employed by a Member Organization. Each membership can hold one Board of Director position during a given three-year term. A member firm or corporation that has two memberships can also hold two Board of Director positions. One for each membership. The maximum number of Board of Director positions that can be held, during a given three-year term, by one firm or corporation under common control is two.

ARTICLE IX - COMMITTEES

Sec. 1. The Executive Committee shall consist of the Chairman, Vice Chairman, Treasurer, Member at Large, President/Secretary and the Immediate Past Chairman. They may act on the behalf of the Association in any matter when the Board of Directors is not in session, reporting to the Board of Directors at each regular or special meeting. The Executive Committee shall have the Association's accounts audited once each year by an approved certified public accountant and shall report thereon to the Board of Directors. The results of the Audited Statements will then also be reported, in general format, to the Membership of the Association in written format only to key contacts of member companies in good standing.

Sec. 2. The Chairman with the approval of the Executive Committee shall appoint a Nominating Committee Chairman and Committee of five members, two of whom shall be members of the Board whose terms are not expiring and three from the membership at large, whose duty shall be to nominate candidates for Directors to, be elected at the next election. They shall notify the President in writing, at least forty-five days before the date of the dissemination of the ballot, of the names of such candidates and the President shall mail via US Mail, email or facsimile, a ballot of the persons so nominated to the last recorded address of each member in good standing, at least 20 days before the Annual Meeting normally held during the Association's Convention & Exposition.

Sec. 3. Independent nominations for the Directors may be made, endorsed with the names of not less than twenty members of the Association if received by the President at least ten days prior to the annual meeting of the Association for immediate transmittal by him to the membership.

Sec. 4. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more special committees. Each special committee to consist of three or more members of the Association, which, to the extent provided in said resolution or resolutions, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation. Such special committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Sec. 5. A majority of any committee of the Association shall constitute a quorum the transaction of business, unless it is otherwise ordered. Meetings of committees may be called at any time by the Chairman or by the Chairman of such committee.

Sec. 6. The President shall keep regular minutes of the proceedings of all Committees and report same to the Executive Committee and Board when required and shall report at each meeting of the members of each Committee. Minutes of Association meetings shall be disseminated to the members of each committee, the Executive Committee and the Board of Directors for future reference.

ARTICLE X - MEETING OF THE BOARD

Sec. 1. Each newly elected Board may meet at such place and time either within or without the State of Delaware, as shall be fixed by the vote of the members at the annual meeting, and no notice of such meeting shall be necessary to the newly elected Directors in order legally to constitute the meeting; provided a majority of the whole Board shall be present. The Meeting may be held via in-person or teleconference as may be appropriate to the actions required.

Sec. 2. Regular meetings of the Board may be held at such time and place either within or without the State of Delaware as shall from time to time be determined by the Chairman and President and approved by the Executive Committee. Members are to be notified of said meetings via mail, fax or email by the President at least 20 days prior to the meeting.

Sec. 3. Special meetings of the Board may be called by the Chairman on five days' notice to each Director, either personally, or by mail, or by email; special meetings shall be called by the Chairman or President in like manner or on like notice on the written request of four Directors.

Sec. 4. At all meetings of the Board, ten Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by the By-Laws.

ARTICLE XI - COMPENSATION OF OFFICERS

Sec. 1. Directors, as such, shall not receive any stated salary or expenses for their services or participation. They will not receive complimentary registrations or other complimentary services, products or treatments.

Sec. 2. Members of special or standing committees shall not receive any stated salary or expenses for their services or participation. They will not receive complimentary registrations or other complimentary services, products or treatments.

ARTICLE XII - OFFICERS

Sec. 1. The officers of the Association shall be a Chairman, a Vice Chairman, a Treasurer, Member at Large, Immediate Past Chairman and President/Secretary.

Sec. 2. The Chairman, Vice Chairman, Treasurer, Member at Large and Immediate Past Chairman, may not hold office for more than one two-year term.

Sec. 3. The Board of Directors shall have the power to elect additional Vice Chairmen, Assistant Secretaries, and Assistant Treasurers, provided, however, that they need not be members of the Board of Directors.

Sec. 4. The Immediate Past Chairman's duties shall be to provide continuity and historic information as well as to provide support to the leadership and make certain that the business of the Association is being conducted in accordance with the By-Laws and if in violation to so advise the Chairman.

Sec. 5. The Board of Directors at its first meeting, each even year, after each annual meeting of the members of the Association shall elect officers.

Sec. 6. The annually elected Board of Directors may appoint such other officers and agents as it shall deem necessary who shall exercise such powers, and shall perform such duties, as shall be determined from time to time by the Board.

Sec. 7. The officers other than the President/Secretary of the Association shall not receive any stated salaries for their services except by special resolution of the Board.

Sec. 8. The officers of the Association shall hold office until their successors are chosen and qualify in their stead.

Sec. 9. Any officer elected or appointed by the Board of Directors may be removed at a regular or special meeting by the affirmative vote of two-thirds of the Board of Directors.

ARTICLE XIII - DURATION OF MEMBERSHIP AND RESIGNATION

Sec. 1. Each person, firm, or corporation admitted to membership in pursuance of these By-Laws shall be a member of the Association until his membership shall terminate by death, voluntary withdrawal, or otherwise, in pursuance of these By-Laws. The right of a member to vote and all other rights, title and interest of a member in or to the Association, its right, privileges and property shall cease on the termination of his membership. Any member may withdraw from the Association, after fulfilling all obligations to it by giving written notice of such intention to the President, which notice shall be presented to the Board of Directors or Executive Committee by the President at the first meeting after its receipt. Should any member at any time cease to qualify as a member of the uniform industry as defined in Article IV, he shall be deemed to be no longer qualified as a member of this Association and the Board of Directors shall thereupon declare his membership terminated.

ARTICLE XIV - SUSPENSION AND EXPULSIONS

Sec. 1. A member may for cause be suspended for a period or expelled; such as for violation of the By-Laws or rules of the Association or for conduct prejudicial to the best interest of the Industry. Such suspension or expulsion shall be by two-third vote of the membership of the Board of Directors, provided that a statement of said charges shall have been mailed by registered post to the member under charges at his or its last reported address at least fifteen days before final action is taken thereon; this statement shall be accompanied by a notice of the time and place where the Board of Directors is to take action in the premises, provided that the said member shall have been given an opportunity to present a defense or appear in person at the time and place mentioned in such notice.

Sec. 2. Failure to pay dues for a period of ninety days, provided two notices at least thirty days apart have been sent within the period of ninety days, shall, if the Board of Directors so determine, operate as a suspension of any member.

Sec. 3. Any member in good standing may present to the Board of Directors of the Association any complaint or grievance against any member of the Association. Such complaint and/or grievance shall be in writing to the Chairman who shall appoint a committee of three or more members of the Association to investigate the complaint and/or grievance and report their findings to the Board at its next scheduled meeting. Upon receipt of same, the Board shall give notice of the meeting to be held in accord with Sec. 1 which notice shall be sent by the President.

Sec. 4. Minutes of said meeting shall be drafted by the President/Secretary and disseminated to the Executive Committee, Board of Directors and the Members of any and all Committees as may be appropriate with the approval of the Chairman and or the Committee Chairman.

ARTICLE XV- ORGANIZATION

Duties. The governing body of the Association shall be The Executive Committee and Board of Directors. The Board of Directors shall have oversight of the management of the Association by the President and direction of the affairs of the Association, its committees and publications. The Board shall set the Association's policies and/or changes therein; shall actively pursue its objectives and oversee the disbursement of funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the power granted, delegate certain of its authority and its responsibility to the Executive Committee and or the President.

The Executive Committee shall consist of the Officers and the President. The presiding officer shall be the Chairman of the Board. The Executive Committee shall act as a primary body to consider all issues to come before the Board of

Directors for a vote or consideration and provides recommendations on such items to the Board of Directors of the Association for their action. The Executive Committee is authorized to act for the Association between meetings of the Board of Directors and shall report on such actions and recommendations at the next meeting of the Board of Directors. The Executive Committee shall be responsible for reviewing the need for any special Association policies and procedures, and any other matter of concern as may be proposed by a Board member.

The Members of the Board of Directors shall strictly adhere to the rules and regulations regarding their Volunteer Leader Privileges and Responsibilities as outlined in the Association’s “Volunteer Leader Handbook,” which will be presented to each member of the Board either via mail, electronic communications or during the Orientation process. Failure to adhere to these rules and regulations may well cause expulsion from the Board of Directors by either a sanction from the Board or through a recommendation of the Chairman.

ALL members of the Board must also adhere to the Association’s “Code of Conduct,” also as found in the Volunteer Leaders Handbook. Failure to adhere to these rules and regulations may well cause expulsion from the Board of Directors by either a sanction from the Board or through a recommendation of the Chairman.

ARTICLE XVI- THE CHAIRMAN

Sec. 1. The Chairman of the Board shall act as the Chief Volunteer Officer of the Association and shall serve as Chairman of the Executive Committee, and as the presiding officer at all Executive Committee, Board and other designated meetings held for the membership. The Chairman shall appoint, with the approval and acceptance of the Executive Committee, Committee Chairs for each of the Association’s standing committees and any task forces which may be deemed necessary, as provided for in these Bylaws and shall carry out those policies as approved by the Board.

Sec. 2. The Chairman shall at the annual meeting of the Association and at such other times as he shall deem proper, communicate to the Association and to the Executive Committee and Board of Directors such matters and make such recommendations as may in his opinion tend to promote the prosperity and welfare and increase the value to the membership of the Association.

Sec. 4. He/she shall serve as an Ex-Officio a member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of the Chairman of an association.

ARTICLE XVII – VICE CHAIRMAN

Sec. 1. It shall be the duty of the Vice President, in the absence of the Chairman of the Board of Directors, to assume the duties of the Chairman of the Board of Directors. The Vice President shall serve in any other capacity as directed by the Chairman of the Board of Directors or as may be requested by the Board of Directors.

ARTICLE XVIII - THE TREASURER

Sec. 1. The Treasurer’s duties include oversight of the financial operations of the Association and the presentation of Treasurer’s reports, as created by the President and Financial Manager of the Association, with the approval of the Treasurer. The Treasurer presents Treasurer’s Reports during the Executive Committee, Board of Directors Meetings and at the Annual Membership Meeting normally held during the Association’s Convention & Exposition. With the President, and the support of the Finance Advisory Committee, the Treasurer presents for adoption by the Executive Committee & Board of Directors, the annual budget for the Association. The Treasurer shall also serve in any other capacity as requested by the Chairman of the Board of Directors or members of the Executive Committee.

Sec. 2. He/she shall provide counsel to the President on all matters relating to the Financial Management of the Association. He shall be responsible, with the Executive Committee, for the review of the Monthly Financial

Reports and assisting the President in making adjustments, where needed, to the Association's Annual Budget.

Sec. 3. The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board of Directors shall prescribe.

ARTICLE XIX - PRESIDENT

Sec. 1. The President is employed by the Association to render services on behalf of the Association as its chief executive officer. The President shall also function as corporate secretary of the Association and shall work closely with the Chairman, Executive Committee of the Association ("Executive Committee"), the Board of Directors, and Committee Chairs of the Association, to carry out the philosophies, policies, objectives, procedures and programs as established by the Association and its Board of Directors.

Sec. 2. Authority: Within the limits of the policies established by the Board of Directors, the President shall have full authority and responsibility in the overall administration and management of the affairs of the Association. The President shall perform such duties as are appropriate and usual for a President of a 501c-6 Trade Association with the approval of the Chairman, Executive Committee and Board of Directors. The President shall have complete supervisory authority regarding the work of the Association's staff, including hiring and termination of all employees and outsourced agents of the Association. The President shall adhere to the budgetary constraints as approved by the Executive Committee & Board of Directors in the management of personnel. The President and staff will provide monthly financial reports to the Executive Committee & quarterly financial reports to the Board of Directors.

Sec. 3. Minutes of all meeting shall be drafted by the President and disseminated to the Executive Committee, Board of Directors and the Members of any and all Committees as may be appropriate with the approval of the Chairman and or the Committee Chairman.

ARTICLE XX – IMMEDIATE PAST CHAIRMAN

Sec. 1. The Immediate Past Chairman's duties shall be to provide continuity and historic information as well as to provide support to the leadership and make certain that the business of the Association is being conducted in accordance with the By-Laws and if in violation to so advise the Chairman.

ARTICLE XXI – MEMBER-AT-LARGE

Sec. 1. The Member-at-Large's duties shall be to provide support to the leadership and act as chair of any and all such taskforces as may be requested by the Chairman in order to further the business of the Association as is being conducted in accordance with the By-Laws.

ARTICLE XXII - DUTIES OF OFFICERS MAY BE DELEGATED

Sec. 1. In case of the absence of any officer of the Association or for any other reason that the Board may deem sufficient, the Executive Committee, with the approval of the Board, may delegate, for the time being, the powers or duties of such officer or any other officer, or to any Director.

ARTICLE XXIII - CHECKS

Sec. 1. All checks or demands for money and notes of the Association shall only be by the President with the approval of officers; Chairman, Vice Chairman, and Treasurer.

ARTICLE XXIV - FISCAL YEAR

Sec. 1. The fiscal year shall begin January first and end December thirty-one of the current calendar year.

ARTICLE XXV – STATE OF THE ASSOCIATION NOTICES

Sec. 1. The Chairman of the Board of Directors, and the President, shall each present at each annual meeting of the members, and when called for by vote of the members at any special meeting of the members, a full and clear statement of the business and condition of the Association. In keeping with the provisions of the Sarbanes-Oxley requirements, the Treasurer shall also provide the membership with a full accounting of the financial conditions of the Association and its sum and total investments. This accounting shall also appear in abbreviated format within the Newsletter to members following the Annual Meeting.

ARTICLE XXVI - NOTICES

Sec. 1. Whenever under the provision of these By-Laws notice is required to be given to any Director or member, it shall not be construed to mean personal notice, but such notice may be given in writing by mail, by depositing the same in the post office or letter box, in a post-paid sealed wrapper, addressed to each member or Director at such address as appears on the books of the Association, or in default of other address, to such Director or member at the General Post Office in the City of Wilmington, Delaware, and such notice shall be deemed to be given at the time when the same shall be thus mailed. These notices may also be sent via US mail, electronic mail, or facsimile.

Sec. 2. Any member or Director may waive any notice required to be given under these By-Laws.

ARTICLE XXVII - VOTE

Sec. 1. Whenever, in the judgment of the Board of Directors, any question shall arise which it considers should be put to a vote of the membership and when it deems it expedient to call a special meeting for such purpose, the Directors may, unless otherwise required by these By-Laws, submit such matter to the membership in writing by mail, email, or fax for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within two weeks after such submission to the membership, provided that in each case votes of at least 51% of the members shall be received. Should 51% of the votes be cast, the result of the vote would then become binding and moved forward. Should fewer than 51% of the votes be cast, the matter must then be decided by a majority vote of the Board of Directors.

Sec. 2. If in the judgment of the Chairman of the Association or four members of the Board of Directors requesting a special meeting thereof, the matter to be presented to the Board of Directors for approval or disapproval at such special meeting may be determined by mail, then in such event members of the Board of Directors of the Association shall within seven days after the submission to them of the question for determination file their vote thereon with the President of the Association and in such cases the affirmative or negative vote of a least a majority of the whole Board of Directors shall be required for the determination of the question submitted.

ARTICLE XXVIII - AMENDMENTS

Sec. 1. These By-Laws may be altered or amended or repealed by the affirmative vote of two-thirds of the votes of the membership, entitled to vote thereon via US mail, electronic mail, or facsimile, as prescribed in Article XXVII, Sec. 1, provided, however, that no change of the time or place for the election of Directors shall be made within sixty days next before the day on which such election is to be held, and that in case of any change of such time or place, notice thereof shall be given to each member in person or by letter mailed to his last known post office address at least twenty days before the election is held.

ARTICLE XXIX - INDEMNIFICATION

Sec 1. The Association shall indemnify, in the manner and to the full extent provided by the laws governing 501c-6 Corporations either in the state of Delaware or New York, any Director, Officer, President, or Staff Director, of the Association who was or is a party to or is threatened to be made a party to, or who appears as a witness in, any "proceeding"), whether or not by or in the right of the Association, by any reason of the fact that such person is or was a Director, Officer, President, or Staff Director of the Association. The Association may, to the full extent permitted by the law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him. To the full extent permitted by the law, the indemnification provided herein shall include "expenses" as are defined in the laws governing 501c-6 Corporations, and in the manner provided by law, any such expenses may be paid by the Association in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Association to indemnify any other person for any liability- ties or expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Association may be entitled under any agreement, vote of trustees or otherwise both as to action in his official capacity and as to action in another capacity while holding such office. "

ARTICLE XXX - DISSOLUTION

The Association shall use its funds only according to its Bylaws and no part of said funds shall inure or be distributed to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations selected by the Board.

ARTICLE XXVII - SUPERSESSION AND EFFECTIVE DATES

- A. These Bylaws, when adopted, supersede all past Bylaws of the Association.
- B. These Bylaws were revised and adopted on August 8, 2007 and are effective as of that date.