

AMENDED AND RESTATED BYLAWS
OF
NORTH END NEIGHBORHOOD ASSOCIATION, INC.

(an Idaho non-profit Association)

PART 1.

Organization

1.1 **Mission Statement.** It shall be the mission of The North End Neighborhood Association, Inc. (NENA) to further the welfare of the North End neighborhood and its present and future stakeholders through non-partisan, proactive engagement, and democratic processes on matters relevant to the neighborhood’s geographic boundaries as defined herein, and for the following purposes:

(a) To preserve and enhance the character of the North End neighborhood’s livability, charm, historical roots, and warmth provided by the unique residential fabric, encompassed within the neighborhood’s geographic boundaries as defined herein, in the interest of furthering the welfare of its present and future residents, and in the best interests of the larger community by democratic processes;

(b) To transparently and accurately document engagement efforts and membership sentiments to ensure appropriate representation and advocacy of the positions of the Association’s membership to city, county, and state agencies;

1.2 **Vision Statement.** The North End neighborhood shall be a welcoming place for residents, businesses, and visitors. The neighborhood’s history and unique character establish guidance for elements worthy of preservation, as well as ways the neighborhood can continue to innovate and adapt as the neighborhood evolves. Neighbors who care deeply about their neighborhood and larger community will intentionally influence the neighborhood’s development in ways that reflect the past, embrace the present, and improve the future.

PART 2.

Membership

2.1 **Geographical Boundaries.** The geographical boundaries of the North End neighborhood, for purposes of determining membership eligibility and conducting business, shall include that section of the North End of Boise, Idaho included within the map found on the Association’s website or found on the City of Boise’s registered neighborhood website.

2.2 Member Eligibility. Any individual that is age eighteen (18) or over and who meets at least one of the following criteria is eligible to be a member of the Association:

(a) Residents: An individual who resides within the North End neighborhood's geographic boundaries as defined herein;

(b) Owners: An individual having title to real property within the North End neighborhood's geographic boundaries as defined herein;

(c) Entities: An individual who is designated by a business, non-profit, school, or church within the North End neighborhood's geographic boundaries as defined herein to serve as that entity's sole member of the Association; or

(d) Employees: An individual who conducts their work within the North End neighborhood's geographic boundaries as defined herein.

2.3 Member Admission, Removal, and Withdrawal.

(a) Admission. Individuals shall not be admitted as members of the Association automatically based on their eligibility. Instead, each eligible individual desiring to become a member of the Association may become a member by email or written request to the Secretary or participating in an activity of the Association, including, without limitation, an election of the directors.

(b) Certification. Any member or individual seeking to be admitted as a member may be required to submit a statement certifying (i) their name, (ii) their membership eligibility, and (iii) the street address within the North End neighborhood's geographic boundaries as defined herein affiliated with their membership eligibility. Certification statements may be submitted at any meeting of the members of the Association, through the website of the Association, or by email to the Secretary of the Association.

(c) Renewals. A member may be required by the Association to renew their membership in the Association on a periodic basis by submitting a certification as described in Section 2.3(b).

(d) Withdrawals. A member may withdraw as a member of the Association at any time by email or written request to the Secretary.

(e) Removals. An individual shall automatically be removed from the Association and cease to be a member, without any further action by the Association or any of its officers, directors, or members, in the event the individual ceases to be eligible as a member. The Association reserves the right to make all determinations regarding membership eligibility and to request any documentation or other information in order to determine membership eligibility.

(f) No Application or Fee Requirement. No individual shall be required to submit a written application or pay a fee in order to become a member of the Association or renew their membership.

2.4 Voting. Each member shall be entitled to one vote upon each matter coming before any meeting of the members of the Association. Unless otherwise specifically approved by the board of directors, members may not grant their proxy and may not vote or otherwise participate in meetings by proxy.

PART 3.

Membership Meetings

3.1 Annual Meeting. The annual meeting of the members of the Association for the election of directors of the Association and for the transaction of such other business as may properly come before the meeting shall be held on an annual basis, either on the last Tuesday of October each year or such other date as chosen by the board of directors of the Association, at a place designated by the board of directors.

3.2 Special Meetings. Special meetings of the members of the Association for any purpose or purposes may be called at any time by the President of the Association or the board of directors of the Association, in each case to be held at such time and place designated by the board of directors.

3.3 Special Meetings Called by Members. Upon the written request signed by at least one hundred (100) members of the Association, it shall be the duty of the Secretary of the Association to call a special meeting of the members to be held at such place and at such time as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after the receipt of said request, and if the Secretary shall neglect or refuse to issue such call, those making the request may do so.

3.4 Electronic Meetings. Any meeting of the members of the Association may be held in person, online, or both as designated by the board of directors, so long as the members participating in the meeting can hear and speak to each other regardless of whether they are appearing in person or online.

3.5 Notice of Meetings. Written notice of the place, means, day, and time of the annual meeting of the members of the Association and written notice of the place, means, day, time, and purpose or purposes of special meetings of the members of the Association shall be delivered to the members by email or published on the Association's website and at least two of the Association's social media accounts, in each case not less than ten (10) nor more than fifty (50) days before the date of the meeting, by or at the direction of the President, the Secretary, or other officer of the Association, or the members calling the meeting.

3.6 List of Members. The Secretary of the Association (or another person designated by the board of directors) shall maintain a list of the members of the Association in accordance

with the provisions of the Idaho Nonprofit Corporation Act. Such list shall be available for examination by any member in accordance with the provisions of the Idaho Nonprofit Corporation Act.

3.7 Quorum. Unless otherwise determined by the board of directors, twenty-five members (25) of the Association, present in person or online, shall constitute a quorum of members for the transaction of business, and the vote of a majority of the votes entitled to be cast by the members present at a meeting at which there is a quorum, shall be the act of the Association, except as otherwise provided herein, by law, or by the Articles of Incorporation. The members present, in person or online, at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

3.8 Adjourned Meetings. An adjournment of any meeting of the members of the Association may be taken as the majority of members present at the meeting, in person or online, may determine.

PART 4.

Powers

The Association shall have the following powers, which shall be exercised by the board of directors and officers of the Association:

4.1 To purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

4.2 To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

4.3 To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign Associations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

4.4 To make contracts and incur liabilities, engage legal counsel, accountants, employees, and agents, borrow money at such rates of interest as the Association may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

4.5 To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

4.6 To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by law in any state, territory, district, or possession of the United States, or in any foreign country;

4.7 To make and alter Bylaws, not inconsistent with the Articles of Incorporation or applicable law, for the administration and regulation of the affairs of the Association;

4.8 To adopt, maintain, and modify policies and procedures for the governance of the Association and the conduct of the business of the Association, not inconsistent with the Articles of Incorporation or applicable law;

4.9 Unless otherwise provided in the Articles of Incorporation, to make donations for the public welfare or for charitable, scientific, or educational purposes;

4.10 To cease its corporate activities and surrender its corporate franchise; and

4.11 To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Association is organized.

PART 5.

Board of Directors

5.1 Number and Qualification. The business affairs and property of the Association shall be managed by a board of directors of the Association, consisting of eleven (11) persons, who also must be members of the Association. Members living in the same household, and/or immediate family members, may not serve as directors at the same time. Immediate family includes a person's parents, brothers and sisters, spouse, domestic partner, or children. The board of directors may increase or decrease the number of directors by amendment to these Bylaws or resolution thereof, without the approval of the members of the Association; provided, that no decrease in number shall have the effect of shortening the term of any incumbent director and no modification to the number of directors shall ever be lesser or greater than the number required by the Articles of Incorporation.

5.2 Nomination. Members of the Association may be nominated for election as a director of the Association by the board of directors, the Recruitment Committee or any member (including self-nomination)., The Secretary may distribute to the members informative materials regarding the nominees; provided, that such materials shall only consist of short statements provided by the nominees and must be delivered to the members by email or published on the Association's website and at least two of the Association's social media accounts, in each case no less than twenty-four (24) hours prior to the annual meeting of the members at which the election of the nominees as directors are to be voted on by the members. For member information to be distributed prior to the election, any such nomination and information must be submitted to the Secretary of the Association no less than forty-eight (48) hours prior to the

annual meeting of the members at which the election of the nominee as a director is to be voted on by the members.

5.3 Election – Term of Office. At each annual meeting, any vacancies on the board of directors as of the date of such annual meeting may be filled by a vote of the members of the Association at such annual meeting. Nominees shall be elected as directors to fill the vacancies according to which nominees receive the most votes of the members. Nominees shall not run against each other for particular seat on the board of directors. Members shall have one vote per vacancy, but may not cumulate their votes for a particular nominee and may not cast an “against” vote. Members may abstain from voting for any nominee. By way of example for illustrative purposes, if there are four (4) vacancies on the board of directors and five (5) nominees, then each member shall vote for four (4) nominees and the four (4) nominees receiving the most votes shall be elected as directors to fill those four (4) vacancies. Directors shall hold office for two-year, staggered terms (with the terms of one-half (1/2) of the directors ending on even years and the terms of one-half (1/2) of the directors ending on odd years) until their respective successors are qualified and elected unless removed in accordance with these Bylaws or applicable law. A director may not serve for a term exceeding eight consecutive years. In the event of failure to elect directors at any annual meeting of the members as provided by these Bylaws, or in the event of failure to hold an annual meeting of the members as provided by these Bylaws, directors may be elected at a special meeting of the members called for that purpose.

5.4 Vacancies. Except as otherwise provided by applicable law, vacancies in the board of directors of the Association, whether caused by resignation, death, retirement, disqualification, removal, or otherwise, may be filled by a majority of the remaining directors at any meeting of the board of directors at which a quorum is present and the board of directors may ask the Recruitment Committee to provide information regarding potential candidates. A director thus elected to fill any vacancy shall hold office for the unexpired term of their predecessor and until their successor is qualified and elected.

5.5 Removal. A director may be removed at any time for cause by a vote of at least two-thirds (2/3) of the other directors at any meeting of the board of directors of the Association at which a quorum is present; provided, that (i) the removal vote is identified as an action item on the agenda for the meeting at least forty-eight (48) hours before the meeting, and (ii) the alleged grounds for cause for removal are discussed at the meeting before the vote is held. A director may also be removed at any time, with or without cause, by a plurality vote of the members of the Association at any special meeting of the members called for the purpose of deciding such removal; provided, that (i) a petition calling for the removal of the director signed by the requisite members for calling a special meeting of the members pursuant to these Bylaws is submitted to the Secretary at least thirty-five (35) days before the desired date of the special meeting, and (ii) the removal vote is identified as an action item on the agenda for the meeting at least fourteen (14) days before the meeting, and (iii) the reasons for or against removal are discussed at the meeting before the vote is held.

5.6 Quorum. At any meeting of the board of directors of the Association, the presence in person of a majority of the directors shall constitute a quorum for the transaction of business. If a quorum is present, the act of a majority of the directors present at such meeting shall be the

act of the board of directors except as may be otherwise specifically provided by applicable law, the Articles of Incorporation, or these Bylaws. The directors present at a duly convened meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

5.7 Voting. Each director of the Association shall be entitled to one vote upon each matter coming before any meeting of the board of directors of the Association. Directors may not grant their proxy to vote on matters and may not vote or participate in meetings via proxy. A director present at a meeting may abstain from voting and not have that vote counted as a vote against the motion. In the event of any tie among the votes of the directors, then the vote cast by the director then serving as the President of the Association shall prevail.

5.8 Annual Meeting. The first meeting of the board of directors of the Association following the annual meeting of the members of the Association shall be known as the annual meeting of the board of directors, and shall be held immediately after the annual meeting of the members or immediately after any special meeting of the members at which any directors are elected. Such annual meeting of the board of directors shall be held at the same place and through the same means of in-person, online, or hybrid meeting as such meeting of the members unless some other place or means shall be designated by the board of directors.

5.9 Regular Meetings. Regular meetings of the board of directors of the Association shall be held at such place, day, and time as shall be designated by the board of directors.

5.10 Special Meetings. Special meetings of the board of directors of the Association may be held at any place, on any day, and at any time as called by the President of the Association or any three or more directors.

5.11 Electronic Meetings. Any meeting of the board of directors of the Association may be held in person, online, or both as designated by the board of directors, so long as the directors participating in the meeting can hear and speak to each other regardless of whether they are appearing in person or online.

5.12 Notice of Meetings. No notice of the annual meeting of the board of directors of the corporation – a distinct and separate meeting than the annual membership meeting – shall be required. Notice of the place, day, time, and means of all meetings of the board of directors other than the annual board of directors meeting shall be given by the Secretary of the Corporation, or by the person or persons calling the meeting, by email, text, phone call, or in person, in each case at least two (2) days prior to the day upon which the meeting is to be held.¹ However, no notice of any regular meeting need be given, if the place, day, time, and means thereof shall have been fixed by resolution of the board of directors and a copy of such resolution shall have been emailed to every director at least three (3) days before the first meeting held pursuant thereto. Notice of any meeting of the board of directors may be waived in writing by any director at any time, either before or after such meeting, and attendance at such meeting in person shall constitute a waiver of notice of the place, day, time, and means of such meeting except where a

director attends for the express purpose of objecting to the transaction of any business because the meeting was not properly convened.

5.13 Directors' Action Without a Meeting. The board of directors of the Association may take any action which it could properly take at a meeting of the board directors by a consent in writing setting forth the action so taken and signed by all the directors. Such a consent shall have the same effect as a unanimous vote of the directors.

5.14 Compensation. Directors of the Association shall receive no compensation for their services as directors, except that they may be reimbursed for actual expenses incurred because of their position, subject to any policies or procedures adopted by the Association.

5.15 Committees. The board of directors of the Association may establish from time to time one or more committees for any purpose in accordance with applicable law, the Articles of Incorporation, and these Bylaws, which committees may be comprised of directors, members, or other individuals as determined by the board of directors and shall have such purposes and have and exercise such authority of the board of directors as designated to them by the board of directors, subject to any limitations imposed by applicable law, the Articles of Incorporation, or these Bylaws.

PART 6.

Officers

6.1 Officers Enumerated – Election; Powers. The officers of the Association shall be the Past President, President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as the board of directors of the Association may designate from time to time, all of whom shall be elected by the board of directors at each annual meeting thereof, to hold office until the next annual meeting thereof, if not removed earlier. An officer may be removed at any time for cause by a vote of at least two-thirds (2/3) of the directors at any meeting of the board of directors at which a quorum is present; provided, that (i) the removal vote is identified as an action item on the agenda at least fourteen (14) days before the meeting and (ii) the particular grounds for cause for removal are discussed at the meeting before the vote is held. The officers shall have the powers described in this Part 5 but shall at all times be subject to the authority and direction of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 President. The President shall exercise the usual executive powers pertaining to the office of the President of the Association. The President shall preside at meetings of the board of directors and members of the Association and perform such other duties as the board of directors may from time to time designate. No individual may serve as President for more than four (4) consecutive years.

6.3 Vice President. The Vice President shall act as President of the Association in the absence or disability of the President and shall perform such other duties as the President or board of directors of the Association may from time to time designate.

6.4 The Secretary. The Secretary shall keep records of the proceedings of the board directors, committees, and members of the Association, attest all deeds, bonds, contracts and other obligations or instruments in the name of the Association, and perform such other duties as the President or board of directors of the Association may from time to time designate.

6.5 The Treasurer. The Treasurer shall have the care and custody, and be responsible for, all funds and securities of the Association, and shall cause to be kept regular books of account for the Association. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Association in such depositories as may be designated by the board of directors of the Association. The Treasurer shall perform such other duties as the President or board of directors may from time to time designate.

6.6 Vacancies. Any vacancies in any office may be filled by the board of directors at any meeting thereof at which a quorum is present.

6.7 Compensation. The salaries, if any, of any contractors of the Association shall be fixed by the board of directors.

PART 7.

Committees

7.1 Committees. The Association shall have four (4) standing committees, as follows: (i) the Executive Committee; and (ii) the Hyde Park Street Fair Committee. In addition, the board of directors may from time to time form and disband one or more ad hoc committees.

7.2 Composition. Each committee, other than the Executive Committee, shall be comprised of at least one director and such other persons (whether or not directors or members of the Association) accepted by the board of directors. The Executive Committee shall be comprised of all the officers of the Association.

7.3 Responsibilities. Each ad hoc committee of the Association shall adopt a mission, appoint a chair, delegate tasks, and report to the board of directors of the Association on a regular basis or as otherwise directed by the board of directors. The Executive Committee shall oversee all aspects of the administration and operation of the Association and report to the board of directors of the Association at each regular meeting thereof. The Hyde Park Street Fair Committee shall oversee all aspects of the Hyde Park Street Fair, in accordance with a budget approved by the board of directors of the Association. The Recruitment Committee shall develop a diverse, equitable, and inclusive process for identifying and recruiting potential members of the Association to serve as directors.

PART 8.

Books, Records and Reports

8.1 Records of Meetings and Membership Registers. The Association shall keep current and complete records of all proceedings of the board of directors and members of the Association and shall keep at its registered office or principal place of business a record of its membership giving the names and addresses of all members.

8.2 Copies of Resolutions. Any person dealing with the Association may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the board of directors or members of the Association, when certified by the President or Secretary.

8.3 Books of Account. The Association shall keep appropriate and complete books of account.

8.4 Examination of Records. Upon presenting a written demand requesting examination and providing a detailed statement of the purpose of such examination, any member of the Association shall have the right to examine for any proper purpose, in person or by the member's attorney or agent, during usual business hours, the Association's list of its members, records of accounts and minutes of membership meetings and make extracts therefrom, subject to a reasonable charge for the expense incurred by the Association in connection with said examination.

PART 9.

Miscellaneous

9.1 Loans. No loans shall be made by the Association to any officer or director of the Association.

9.2 Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall guide all meetings of members, directors, and committees of the Association, where those rules are not inconsistent with the Articles of Incorporation, these Bylaws, or special rules of order of the Association.

9.3 Amendment. These Bylaws may be amended upon approval of two-thirds (2/3) of those present and voting at an annual meeting or once per year during a special meeting of the members, provided that the proposed amendment has first been presented and approved at a meeting of the Board of Directors.

PART 10.

Indemnification of Directors and Officers

10.1 Grant of Indemnification. Subject to Section 10.2, each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending, or completed action, suit or proceeding, whether formal or informal, civil, criminal, administrative or investigative (hereinafter a “proceeding”), by reason of the fact that such person is or was a director or officer of the Association or who, while a director or officer of the Association, is or was serving at the request of the Association as a director, officer, employee or agent of this or another Association or of a partnership, joint venture, trust, other enterprise, whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as an employee or agent, shall be indemnified and held harmless by the Association to the fullest extent permitted by applicable law, as then in effect, against all expense, liability and loss (including attorneys’ fees, costs, judgments, fines, or penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director or officer of the Association and shall inure to the benefit of such person’s heirs, executors, and administrators.

10.2 Limitations on Indemnification. Notwithstanding Section 10.1, no indemnification shall be provided hereunder to any such person to the extent that such indemnification would be prohibited by Idaho law, nor, except as provided in Section 10.4 with respect to proceedings seeking to enforce rights to indemnification, shall the Association indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person except where such proceeding (or part thereof) was authorized by the board of directors of the Association.

10.3 Advancement of Expenses. The right to indemnification conferred in this Part 10 shall include the right to be paid by the Association the expenses incurred in defending any such proceeding in advance of its final disposition, except where the board of directors of the Association shall have adopted a resolution expressly disapproving such advancement of expenses.

10.4 Right to Enforce Indemnification. If a claim under Section 10.1 is not paid in full by the Association within sixty (60) days after a written claim has been received by the Association, or if a claim for expenses incurred in defending a proceeding in advance of its final disposition authorized under Section 10.3 is not paid within twenty (20) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification hereunder upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Association), and thereafter the Association shall have the burden of proof to overcome the presumption that the claimant is so entitled. It shall be a defense to any such action (other than an action with respect to expenses authorized under Section 10.3) that the claimant has not met the standards of conduct which make it permissible for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association. Neither the failure of the Association (including its board of directors or

independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances because such person has met the applicable standard of conduct set forth herein or by Idaho law nor (except as provided in Section 10.3) an actual determination by the Association (including its board of directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

10.5 Nonexclusivity. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Part 10 shall be valid to the extent consistent with Idaho law.

10.6 Indemnification of Employees and Agents. The Association may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the Association on the same terms and with the same scope and effect as the provisions of this Part 10 with respect to the indemnification and advancement of expenses of directors and officers of the Association or pursuant to rights granted pursuant to, or provided by, Idaho law or on such other terms as the board of directors of the Association may deem proper.

10.7 Insurance and Other Security. The Association may maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee or agent of the Association or another Association, partnership, joint venture, trust or other enterprise, against any liability asserted against or incurred by such person in that capacity or arising from such person's status as an officer, director, agent, or employee of the Association, whether or not the Association would have the power to indemnify such person against the same liability under Idaho law. The Corporation may enter into contracts with any director or officer of the Association in furtherance of the provisions of this Part 10 and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Section 10.7.

10.8 Amendment or Modification. This Part 10 may be altered or amended at any time as provided in these Bylaws, but no such amendment shall have the effect of diminishing the rights of any person who is or was an officer or director of the Association as to any acts or omissions taken or omitted to be taken prior to the effective date of such amendment.

10.9 Effect of Part 10. The rights conferred by this Part 10 shall be deemed to be contract rights between the Association and each person who is or was a director or officer of the Association. The Association expressly intends each such person to rely on the rights conferred hereby in performing such person's duties on behalf of the Association.

The undersigned duly acting Secretary of the Association hereby certifies that the foregoing Bylaws have been duly approved by the board of directors of the Association at a meeting thereof held on [DATE] and have been duly approved by the members of the Association at the annual meeting thereof held on [DATE].

[Name]
Secretary