

**BYLAWS
OF THE
NATIONAL ASSOCIATION OF STATE
DEPARTMENTS OF AGRICULTURE**

ARTICLE I

Title and Functions

Section 1. The name of this association shall be The National Association of State Departments of Agriculture (hereinafter referred to as "National Association").

Section 2. The National Association is formed for the purpose of bettering American agriculture through the development and promotion of sound public policy at the state, territorial and federal levels relating to food and agriculture, and agriculture related or associated businesses or programs, and communicating the vital importance of agriculture to the economy and general welfare of the people of the United States, by providing a voluntary, non-partisan organization of the several State Departments of Agriculture, or comparable agency of any U.S. state, territory or insular possession, to conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto, through which the following objectives may be sought and attained:

- (A) to enhance the operations of state and territorial agricultural agencies in terms of advocacy, information and service;
- (B) to develop, in a spirit of mutual teamwork, cooperation between federal, state and territorial agencies with respect to programs and activities relating to agriculture, and persons interested or engaged in agriculture;
- (C) to promote unity and efficiency in the administration of state, territorial and federal statutes and regulations, and international agreements;
- (D) to act as the collective representative for state-level and territorial-level agencies concerned with agriculture and as an advocate of those policies determined by the membership;
- (E) to perform those services which complement the activities of state and territorial agricultural agencies;
- (F) to survey periodically the agricultural resources of the nation, and to serve as a source of information to decision makers at all levels of government in those areas affecting agricultural programs;
- (G) to seek compliance programs and strategies, including incentive-based approaches, as an integral part of enforcement programs for state and federal consumer protection, agricultural, environmental protection and food safety programs;
- (H) to conduct programs, including but not limited to, meetings, conventions and trade shows which showcase and promote American agricultural interests and products, and;
- (I) to enter into agreements with state, territorial or federal agencies to undertake programs which promote agriculture and further the purposes of the National Association.

Section 3. Notwithstanding the provisions of Section 2, the National Association shall not engage in partisan political activities or campaign activities for any candidate for elective or appointive office. The National Association may designate and support a member to represent the National Association on an appointive board or commission as approved by the President or the Board of Directors.

ARTICLE II

Principal Office and Registered Agent

Section 1. Principal Office. The principal office of the National Association shall be located in the Washington DC Metropolitan Area. The National Association may have such other offices, either within or without the Washington DC Metropolitan Area, as may be designated from time to time by the Board of Directors of the National Association.

Section 2. Registered Office and Registered Agent. The National Association shall have and continuously maintain in service a registered office in the same jurisdiction of the principal office as described in Section 1 (“ the principal office jurisdiction”) and the Board of Directors of the National Association shall appoint a registered agent in the principal office jurisdiction. Said agent shall have a business office identical with the registered office, and shall be an individual resident of the principal office jurisdiction or a corporation, whether for profit or not for profit, as required by the law of the principal office jurisdiction and/or the District of Columbia Nonprofit Corporation Act.

ARTICLE III

Membership

Section 1. Eligibility, Representation. The State Department of Agriculture or comparable agency of any U.S. State, territory, or insular possession, as determined by the National Association, shall be eligible for membership in this National Association. The person holding the office of head of a member State Department of Agriculture or comparable agency, or such person’s designee, shall serve as the Designated Representative from a member agency in functions of the National Association.

Section 2. Members. Full Members, (hereinafter referred to as “Full Member”), shall be any such agency which has paid the National Association the Full Member organizational dues for the year. The Designated Representative of each Full Member shall have the privileges of the floor at each National Association meeting, shall be eligible to hold office, and shall be entitled to cast one (1) vote on behalf of the Full Member.

Section 3. Affiliate Organizations.

Subsection 1. Nonmember Affiliate Organizations shall be any other organization made up of officials of state, territorial or comparable agencies involved or interested in the regulation, promotion or development of agriculture. The Board of Directors is authorized to set standards for admittance and expulsion, periodic fee assessments, and other rights of Nonmember Affiliate Organizations. Representatives of Nonmember Affiliate Organizations may attend meetings, by policy of the President, Executive Committee, or the Board of Directors and have privileges of the floor during standing committee, task force and working group deliberations but may not be given the right to vote.

Subsection 2. Regional Affiliate Organizations. (hereinafter referred to as “Regional Associations”)

- (A) The following four (4) Regional Associations are authorized:
1. The *Northeastern Association of State Departments of Agriculture* (NEASDA) shall consist of the then current Designated Representative of the Full Members from Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont (10 States).
 2. The *Southern Association of State Departments of Agriculture* (SASDA) shall consist of the then current Designated Representative of the Full Members from Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, Virginia, Virgin Islands, West Virginia (16 State & 2 Territories).
 3. The *Midwestern Association of State Departments of Agriculture* (MASDA) shall consist of the then current Designated Representative of the Full Members from Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin (12 States).
 4. The *Western Association of State Departments of Agriculture* (WASDA) shall consist of the then current Designated Representative of the Full Members from Alaska, American Samoa, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming (13 States & 2 Territories).
- (B) A Regional Association may authorize other agricultural government agencies to participate as Affiliated Members of the Regional Association. Membership in a Regional Association, authorized under this section, however, does not confer membership in the National Association unless the agency meets the provisions of Article III, Section 1.
- (C) Each Regional Association shall annually elect officers. Each Region may choose its own set of officers, titles, terms and responsibilities, as long as its officers include a Regional Representative to the Association’s Board of Directors and an Alternate Regional Representative (see paragraphs D, E & I).
- (D) Regional Representative to the Association’s Board of Directors (hereinafter referred to as “Regional Representative”). A Regional Representative representing each of the Regional Associations shall be selected annually. Each Regional Representative shall be selected by the Regional Association, except as provided for in paragraph (I) of this subsection. Generally, the President of the Regional Association serves as the Regional Representative; however, the Regional Association may choose another Designated Representative of a Full Member to serve in this capacity. Each Regional Representative shall serve on the Association’s Board of Directors for a term of one year from the final adjournment of the annual Business meeting until the final adjournment of the next annual Business meeting. Any vacancy occurring in the office of any Regional Representative, shall be filled by the same Regional Association by whose authority the newly vacated position was previously filled, at a meeting called expressly for that purpose, if necessary, and except as provided for in paragraph (I).
- (E) Each Regional Association shall also select an Alternate Regional Representative to represent the Regional Association in the absence of the Regional Representative. The Alternate Regional

Representative shall be selected from the other elected officials of the Regional Association and must be a Designated Representative of a Full Member of the Association. A proxy is provided to the Alternate Regional Representative to represent the Regional Association, in the absence of the Regional Representative, during Association's Board of Directors meetings. The terms of service and the same restrictions as outlined in paragraph (D) exist for the Alternate Regional Representative.

- (F) Each Regional Association may plan and implement programs in conjunction with the policies, goals and objectives of the National Association. Such programs may include meetings for the Regional Association. Each Regional Association shall have complete control over and responsibility for its programs.
- (G) Any Regional Association that chooses to become a Regional Affiliate Organization may request a dedicated fund be maintained by the National Association. Each Regional Association may acquire funds for and direct the National Association to expend funds from its dedicated fund to implement its programs.
- (H) The National Association may deduct funds from the dedicated funds of each Regional Association for the actual cost of administering its programs in a manner to be set annually by the Board of Directors.
- (I) Regional Associations may choose to not become a Regional Affiliate Organization and/or may withdraw from the provisions of Article VII by a vote of the Designated Representatives of the Full Members of that region. The rights and responsibilities of a Full Member within the National Association shall not be affected by actions under this section. The National Association's Board of Directors shall annually select a Designated Representative from the Membership of a non-affiliated or withdrawn Regional Association to serve on the National Association's Board of Directors.

Section 4. New Designated Representatives. Whenever a new administrative officer assumes office as head of a Full Member agency, the President, or his designee, shall at the earliest opportunity acquaint the new administrative officer with the aims and objectives of the National Association and extend to the new administrative officer an invitation to participate as the agency's Designated Representative.

Section 5. Freedom of Action. Only the President and the CEO or their designee on specific issues, may speak officially on behalf of the National Association. The Board of Directors may designate, as may be required, a member to speak officially on behalf of the National Association on specific issues. Each member retains the right to speak independently and not on behalf of the National Association.

ARTICLE IV

Meetings

Section 1. Annual Meeting. An annual meeting of the National Association shall be held for the election of officers and for the transaction of such other business as may come before it, at such time and place as the National Association may direct at the immediately preceding annual meeting, or in the absence of such direction, by the Board of Directors.

Section 2. Special Meetings. Special meetings of the National Association may be called by the

President, by the Secretary-Treasurer, by the Board of Directors, or upon the request of ten (10) Full Members. If Full Members wish to request a special meeting, they shall make their request in writing signed by all requesting Designated Representatives of the Full Members, specifying the meeting date and specific nature of the business to be transacted, and send the request to the President, the Secretary-Treasurer or the CEO, who shall ensure that proper notice of a special meeting is given to all members.

Section 3. Notice of Meetings. A written notice of each annual or special meeting shall be delivered either personally or by mail, overnight courier, facsimile machine, or by electronic mail not less than 10 or more than 50 days before the date of such meeting, to each Designated Representative. Each notice shall state the place, day, and hour of the meeting, and in the case of special meetings, the specific object or objects of the meeting. The notice shall be signed by the President, by the Secretary-Treasurer or the CEO, when directed to do so by the President. Special instructions regarding submitting policy amendments, action items and other topics to be voted on will accompany the meeting notice.

Section 4. Interim Action by Members. Any action required by these Bylaws to be taken at a meeting of the Full Members, or any other action which may be taken at a meeting of the Full Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Full Members entitled to vote and filed with the Secretary-Treasurer.

If a policy position of the National Association is nonexistent or unclear, the Board of Directors may instruct the CEO by passing an interim position statement. This position shall be voted on and/or amended by the Full Members present at the National Association's next meeting.

Section 5. Order of Business. The order of business of all annual meetings is as follows:

- Roll Call.
- Reading of the minutes of the previous meeting.
- Report of officers.
- Committee reports.
- Unfinished business.
- New Business.

Section 6. Proxies. Voting by proxy is authorized at any National Association annual or special meeting, but a proxy may only be exercised by a member of the staff of the member agency conferring the proxy. Each proxy shall be executed in writing by the Full Member or by the Full Member's authorized agent. When a proxy is conferred, the person conferring it shall notify by letter the President or the chairman of the committee holding the meeting of the identity of the person to whom the proxy was conferred and send a copy of such notification to the Secretary-Treasurer or the CEO for the National Association's records. No proxy is valid after eleven (11) months from the date of its execution.

Section 7. Quorum. All Designated Representatives of Full Members of this National Association who are present in person or by proxy at a properly scheduled session of any annual or special meeting shall be recognized in determining the quorum authorized to transact any business of this National Association. A quorum shall consist of at least one more Designated Representative than half of the membership eligible to vote for such meeting.

Section 8. Voting. At all meetings the Designated Representative of each Full Member shall be entitled to vote. Unless otherwise specified, the affirmative vote of a majority of the Full Members entitled to vote and present or represented by proxy, shall be necessary for the adoption of any matter voted upon by the Full Members. Election of officers shall be by secret ballot if so requested by anyone with voting privileges; otherwise, election shall be by motion and acclamation. The Board of Directors may specify the voting procedures for approval of policy amendments and action items.

Section 9. Voting by Mail. At the direction of the Board of Directors, voting on any matter, including election of Directors or officers, may be conducted by mail or by overnight courier, facsimile machine, or by electronic mail in such manner as the Board of Directors shall determine.

Section 10. Non-Members. Representatives of Nonmembers Affiliate Organizations and guests present at a National Association meeting may be accorded the privilege of the floor at the invitation of the President, or by vote of Full Members, and may participate in the discussion of matters before the National Association. Guests are persons invited to attend by the President, Executive Committee, Board of Directors or the CEO or designee.

ARTICLE V

Officers

Section 1. Officers. The National Association's officers are a President, a First Vice President, a Second Vice President, and a Secretary-Treasurer, all elected by the Full Members. The officers shall perform the duties usually performed by such officers, together with the duties prescribed by these Bylaws or by the Board of Directors. When their terms end, all officers shall surrender to their successors all property in their possession belonging to their respective offices. Only a Designated Representative of a Full Member may serve as an officer in the National Association.

Section 2. Term of Office. All officers of the National Association shall be elected annually, at the annual meeting, and shall serve from the final adjournment of the annual meeting at which they have been elected until the final adjournment of the next annual meeting, or until their successors have been duly chosen and qualified.

Section 3. Nominations. Nominations for each office in the National Association shall be made by a nominating committee appointed by the President, but additional nominations may be made from the floor by a Full Member's Designated Representative (also see Article VII, Section 1, Subsection 4).

Section 4. President. The President shall be the principal executive officer of the National Association and shall in general supervise and control all of the business of the National Association. The President shall preside at all meetings of the members and of the Board of Directors. In general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. Subject to any restrictions imposed by these Bylaws, the President shall appoint members to the various committees required by these Bylaws and a Chair and Vice Chair to the standing policy committees, task forces and working groups which are established by the Board of Directors (Article VII, Section 2, Subsection 3).

Section 5. First Vice President. The First Vice President shall assume the duties and powers of the President in the President's absence, and shall perform such other duties as the Board of Directors may direct. The First Vice President shall automatically become President of the National Association

whenever a vacancy in that office occurs. If the First Vice President assumes the President's duties due to a vacancy in that office, the First Vice President remains eligible for election to the office of President for the subsequent year.

Section 6. Second Vice President. The Second Vice President shall assume the duties and powers of the First Vice President in the First Vice President's absence or of the President, in the absence of both the First Vice President and the President, and will perform such other duties as the Board of Directors may direct.

Section 7. Secretary-Treasurer. The Secretary-Treasurer, under the direction of the President, shall keep, or direct the CEO to keep, the minutes of all National Association meetings and meetings of the Board of Directors, and will submit the minutes for approval of the Board. The Secretary-Treasurer shall review all books of account of the National Association and ensure that a record is kept of all written votes, and all written confirmations of votes cast by telephone in the case of any Board of Directors member so voting at a Board of Directors meeting. The Secretary-Treasurer shall make a verbal report to National Association members at the annual meeting at the close of the Secretary-Treasurer's term.

Section 8. Chief Executive Officer (herein referred to as the CEO). The National Association's administration and management shall be carried out by a salaried CEO, employed by and directly responsible to the Board of Directors. The CEO shall, with the concurrence of the President and Executive Committee, employ and may terminate the employment of staff members necessary to carry on the National Association's work. The CEO shall manage and direct all the National Association's functions and activities, serve as a fiduciary to the National Association, and perform such other duties as the Executive Committee and Board of Directors may specify. The CEO shall perform the duties necessary to carry out the National Association's purpose and daily functions. The CEO reports directly to the President. Subject to the provisions of Article VIII, Section 3 of these Bylaws, the Board of Directors may authorize the CEO to enter into any contract or execute and deliver any instrument on the National Association's behalf. The National Association's President may instruct the CEO to sign documentation when it is determined, in the sole discretion of the President that obtaining the signatures of elected officer of the National Association would be unnecessarily time-consuming and could not be accomplished on an expedient basis.

ARTICLE VI

Board of Directors

Section 1. Members of the Board. There shall be a Board of Directors, which shall manage the affairs of the National Association. The Board shall consist of the President; the First Vice President; the Second Vice President; the Secretary-Treasurer; the two most immediate past Presidents who are still active as Designated Representatives of a Full Member, unless two past Presidents are not available, in which case the Board of Directors may choose Board members at large from the Designated Representatives of Full Members; and according to the provisions of Article III, Section 3, Subsection 4, one Regional Representative from each of the four Regional Associations.

Section 2. Duties. The Board of Directors shall act for and on behalf of the National Association in the interim of annual or special meetings, and shall carry out such other duties as are herein prescribed, or as may be authorized at any National Association meeting. No officer shall be compensated, but officers may be reimbursed from funds of the National Association for expenses incurred in accordance with the National Association's policies as adopted by the Board of Directors.

Section 3. Indemnification. The National Association shall indemnify all Directors, officers, committee members, employees and agents of the National Association, and their heirs and assigns, to the full extent permitted by the District of Columbia Nonprofit Corporation Act. The Board of Directors shall endeavor to purchase liability insurance for such indemnification.

Section 4. Meetings. The Board of Directors shall meet at the call of the President, by a majority of the members of the Board of Directors or at the request of the CEO. A written or verbal notice of each Board of Directors meeting shall be delivered either personally, by telephone, by mail, overnight courier, facsimile machine, or by electronic mail, to each Board member. Meetings shall be called on not less than forty-eight (48) hours' notice, except that the Board of Directors shall meet immediately after each annual National Association meeting. Any or all Directors may participate in a meeting of the Board of Directors by means of conference telephone; for purposes of all business transacted, including voting, such participation shall constitute presence in person at the meeting. Proxies are not permitted at any meeting of the Board of Directors, except as provided for in Article III, Section 3, Subsection 2 (E).

Section 5. Quorum. At least one more than one-half of the number of Directors shall constitute a quorum for the transaction of business at any Board meeting.

Section 6. Voting. If any or all members of the Board of Directors choose to vote via telephone, each Board member so voting shall send written confirmation of such vote to the CEO or designee within seven (7) days of casting such vote. The Board of Directors may also act without meeting in person or by telephone by written vote of a majority of its members, only if all Board members have been notified in writing seven (7) days prior to the vote and each Board member so voting shall send written confirmation of such vote to the CEO or designee within seven (7) days of the casting of the vote. The Secretary/Treasurer of the National Association will be notified of the vote within five (5) days of the end of voting period. Confirmation can be sent by mail or by overnight courier, facsimile machine, or by electronic mail in such manner as the Board of Directors shall determine [Also see Article IV, Section 9].

Section 7. Removal. Any Designated Representative serving as Board member may be removed by the Full Members' Designated Representatives, whenever in their judgment the National Association's best interest will be served, but such removal shall be without prejudice to the contract rights, if any, of the person removed. The affirmative vote of two-thirds of the Full Members entitled to vote and present or represented by proxy, shall be necessary to remove any Designated Representative.

In addition, Regional Representatives may be removed by the affirmative vote of two-thirds of the body by whose authority they were selected to serve as members of the Board of Directors, at a meeting called expressly for that purpose.

Section 8. Vacancies. Should a position on the National Association's Board of Directors become vacant by reason of a Director's death or resignation, by a Director's removal as Designated Representative of a Full Member, or pursuant to Section 6 of this Article, the Board of Directors shall select, as soon as possible by an affirmative vote of the remaining members of the Board, a Designated Representative from the Full Members of the National Association, to serve on the Board until the next annual meeting of the National Association. The foregoing provision notwithstanding, this section shall not apply to the office of President, for which special provision is made in these Bylaws under Article V, Section 5; nor shall it apply to Regional Representative, for whom successors shall be selected pursuant to Article III, Section 3, Subsection 2(D).

Section 9. Conflict of Interest. In their capacity as Directors, the members of the Board of Directors of the National Association must act at all times in the best interests of the National Association. The purpose of this policy is to assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

Board members have a fiduciary duty to conduct themselves without conflict to the interests of the National Association. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the National Association. All conflicts of interest are not necessarily prohibited. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required. By way of example and by no means all-inclusive, conflicts of interest may arise in the relations of Board member with any of the following third parties:

- Persons or entities supplying goods and services to the National Association.
- Persons or entities from which the National Association leases property.
- Persons or entities with whom the National Association is dealing or planning to deal in connection with its services.
- Agencies, organizations, and other entities that conduct business with the National Association.

All actual and potential conflicts of interests shall be disclosed by Board members to the National Association's Executive Committee whenever a conflict arises. The disinterested members of the Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The National Association's Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

Section 10. Awards and Recognition. The Board of Directors may create non-monetary honor awards for employees of a Full Member's agency as a method to recognize and reward exceptional service. The Board of Directors may confer a position of distinction for any Principal Office employee that has been responsible for significant National Association achievement and shall have represented the National Association in a highly professional manner.

ARTICLE VII *Committees*

Section 1. Committees of the Board

Subsection 1. Executive Committee. There shall be an Executive Committee of the Board of Directors composed of the President, the First Vice President, the Second Vice President, the Secretary-Treasurer, and the next most recent Past President (or at-large designee). The President shall chair the Executive Committee. This committee shall carry out such duties and activities as may be prescribed by the Board and the Bylaws of the National Association.

Subsection 2. Personnel Committee. There shall be a Personnel Committee of the Board of Directors composed of the President, First Vice President, and Past President. The President shall chair the Personnel Committee. The Committee shall meet at least once each year and shall review the CEO's performance and compensation.

Subsection 3. Audit and Finance Committee. The Secretary-Treasurer shall serve as Chair of the Audit and Finance Committee, which shall have four additional members, appointed by the President representing each of the Regional Associations specified in Article III, Section 3, Subsection 1(A). The Audit and Finance Committee shall be responsible for oversight of the financial structure of the National Association and shall make financial policy recommendations to the Board and its Executive Committee. Committee activities shall include review of financial management policies, budget, audit, and investment policy. The Audit and Finance Committee shall be responsible for the proper audit of the National Association's accounts, and shall report to National Association members at the annual meeting.

Subsection 4. Nominating Committee. The President shall appoint a Nominating Committee comprised of one Designated Representative from each of the Regional Associations specified in Article III, Section 3, Subsection 1(A). This committee shall report its recommendations for the elected officers of President, First Vice President, Second Vice President and Secretary/Treasurer to the members of the National Association at the annual meeting. These 4 positions are to represent all 4 Regional Associations (Article III, Sec 3, Subsection 2 (A)), must be the Designated Representative of Full Members and will rotate through the 4 Regional Associations. In general, any Designated Representative serves only once in any elected position and rotates through the offices unless a vacancy occurs (see Article VI, Section 8), at which time adjustments may be needed.

Section 2. Quorum and Voting. Committee members who are present in person or by phone for a committee meeting under Section 1, shall be recognized in determining the quorum authorized to transact any business or otherwise make decisions related to the subject area of any such committee. A quorum shall consist of at least one more committee member representative than half of the committee membership eligible to vote on any matter before the committee and within the committee's purview.

Section 3. Full Membership Committees

Subsection 1. Standing Policy Committees, Task Forces and Working Groups.

The Board of Directors shall suggest the slate of policy committees, task forces and working groups annually. The President shall appoint a Chair and a Vice-Chair from the Designated Representatives of the Full Members. Designated Representatives may self-select which committees, task forces and working groups on which to serve as members; the President, a working group Chair or the CEO may appoint nonmembers to serve as advisors on working groups.

These policy committees serve as the primary vehicle for discussing, setting and amending policies and recommending action items to be voted on by the Full Members during National Association meetings; these policies and action items advise National Association staff. National Association staff is authorized to take positions on rules, procedures, bills and statutes consistent with the policies of the National Association. Policy positions remain in effect for three years. Procedures for the review of policies and conduct of business may be set by the Board of Directors.

Subsection 2. Other Committees.

The Board of Directors shall create prior to the annual meeting, various other committees, as deemed appropriate. Such other committees, task forces and working groups may be designated and appointed by a resolution, adopted by a majority of the Directors present at a Board of Directors meeting. The President shall appoint a Chair and Vice Chair. Members can either be appointed by the President or Designated Representatives can become members by self-selection.

ARTICLE VIII

Fiscal Affairs

Section 1. Fiscal Year. The fiscal year of the National Association shall begin July 1 of each year and terminate twelve months thereafter. The adoption of a budget by the Board of Directors shall correspond to the fiscal year thus determined.

Section 2. Dues. The amount of dues shall be fixed by formula by the National Association at an annual meeting. Dues must be paid by January 15th. Nonpayment of dues suspends the member from all rights and privileges of membership in the National Association.

Section 3. Contracts. Subject to the limitations of this section as described below, the Board of Directors may authorize any officer or agent of the National Association, or the CEO, to enter into any contract or execute and deliver any instrument on behalf of the National Association, and such authority may be general or confined to specific instances.

The CEO shall obtain Executive Committee authorization by resolution before entering into any real estate lease, sublease, purchase or sale, and shall confer with the President and obtain review by the National Association's legal counsel before signing all single or multi-year proposed contracts in excess of Twenty-five Thousand Dollars (\$25,000). In addition, the CEO shall confer with the President prior to any significant change in National Association operations.

Section 4. Checks, Drafts, Etc. Except as otherwise provided by these Bylaws, all checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the National Association, shall be signed by the CEO, and/or by such other person designated by the Board of Directors. Such instruments in the amount of Five Thousand Dollars (\$5,000) or less shall be signed by the CEO or other individual designated by the Board of Directors; instruments in an amount over Five Thousand Dollars (\$5,000) shall be signed by the CEO of the National Association, or his designee upon the approval of the CEO, and countersigned by a salaried senior staff or such other individual, as may be designated by the Board.

Section 5. Deposits. All funds of the National Association shall be deposited from time to time to the credit of the National Association in such banks, trust companies, other depositories or investment companies as the Board of Directors may select.

Section 6. Gifts. The Board of Directors may accept on behalf of the National Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the National Association.

ARTICLE IX
Books and Records

Section 1. Accounts and Minutes. The National Association shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its members and Board of Directors, and shall keep at the registered office a record giving the names and addresses of members entitled to vote. All books and records of the National Association may be inspected by any Designated Representative of a Full Member or by a Full Member's agent or attorney for any proper purpose at any reasonable time.

Section 2. Annual Report. The CEO shall prepare annual special reports concerning the affairs of the National Association to be disseminated to the membership. In addition, the CEO shall prepare and file all such reports as may be required by federal or state governmental agencies.

ARTICLE X
Waiver of Notice

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the National Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI
Procedure

The tenth edition of Robert's Rules of Order Newly Revised govern the National Association in all instances to which it applies and where it is not inconsistent with these Bylaws and any special rules the National Association adopts.

ARTICLE XII
Amendments

The Bylaws may be amended at any annual or special meeting by a two-thirds vote of the Full Members present or voting by proxy, provided however, that the meeting notice must contain a statement of the intention to amend, repeal, or adopt new Bylaws, together with a copy of the proposed amendment or new bylaw. Proposals to amend the Bylaws will be placed on a meeting agenda if a timely written request is made by the Board of Directors or by at least three (3) Full Members within thirty (30) days of the meeting.

ARTICLE XIII
Dissolution

Dissolution, voluntary or involuntary, shall be governed by the District of Columbia Nonprofit Corporation Act. After satisfying all liabilities and obligations of the National Association, all funds and property not subject to limitations imposed by law or contract shall be distributed to organizations

chosen by the Board of Directors which are of a nature similar to this one and which are exempt from taxation under section 501 of the Internal Revenue Code of 1954 and succeeding acts.

ARTICLE XIV

Nondiscrimination and Fair Employment Opportunity Policy

The National Association will not discriminate in any of its activities on the basis of any legally protected classification.

The National Association has a policy of fair employment opportunity for all qualified employees and applicants for employment. The National Association does not discriminate on the basis of race, color, religion, sex, sexual orientation, age, national origin, marital status, disability, veteran status, genetic information, personal appearance, gender identity or expression, familial status, family responsibilities, matriculation, political affiliation, source of income, status as a victim of an intra-family offense, place of residence or business, or any other basis protected by applicable law. The National Association does not discriminate against persons with disabilities as defined in the Americans with Disabilities Act or any applicable law. It is the National Association's policy to keep the workplace free of discrimination, including sexual or other discriminatory harassment, or retaliation and open to qualified persons with disabilities. Employees who believe that they have been subjected to any unlawful discrimination are directed to report their concerns in accordance with the Employee Manual for the National Association's Principle Office Staff, which directs complaints about the CEO to the President.

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