



**BYLAWS OF THE
DIGITAL ANALYTICS ASSOCIATION
Updated November 2019**

Article I

Name, Location and Purpose

Section 1. Name. The name of this corporation is the Digital Analytics Association (formerly doing business as the Web Analytics Association) (hereinafter referred to as the “Association”). The Association is incorporated pursuant to the Not-for-Profit Corporation Law of New York (the “Act”).

Section 2. Principal Office. The principal office of the Association is located in Wakefield, Massachusetts. The Board of Directors may, from time to time, change the location of the principal office, or establish additional offices for the Association, within or without the State of New York.

Section 3. Purposes. The purposes for which this Association is formed are as set forth in the Association’s Powers (Article II, Section 1, below).

Section 4. Goals. The goals of the Association include:

- (a) To advance the value and understanding of digital analytics and digital marketing, including the practices and professions of digital analytics and digital marketing.
- (b) To provide an international network and community infrastructure that support communication and collaboration.
- (c) To promote excellence within the field of analytics and build bridges to related disciplines and organizations through research, education, advocacy and community service.
- (d) To present the viewpoints of the profession to the public and to other important and interested parties.
- (e) To create and operate one or more certification programs regarding digital analytics, digital marketing, or both.
- (f) To provide such services to Members as are approved by the Board of Directors.
- (g) To operate as a business league that is exempt from federal income tax under Section 501(a) of the Internal Revenue Code by reason of description in Section 501(c)(6) of such Code.

Article II

Powers

Section 1. Powers. The Association shall have the power to do the following:

- (a) Receive and administer funds;

(b) Advance the fields and professions of digital analytics, digital marketing, and business intelligence; solicit membership and donations;

(c) Acquire, own, dispose of and deal with real and personal property and interests therein and to apply gifts, grants, bequests and devises and their proceeds thereof in furtherance of the purposes of the Association.

Article III Membership

Section 1. Qualification. Membership in the Association shall be comprised of any person or entity that is involved in, associated with, or interested in digital analytics, measurement, and research, and digital marketing. The Association will have two (2) classes of members: Voting Members (referred to as “Regular Members” or “Members,” which includes individual Professional Members and Corporate Members), and Non-Voting Members (which includes Honorary Members, Academic Members, and Directors Emeritus). The Board of Directors may from time to time determine the rights, powers, and obligations of these categories of membership, and subsets thereof.

Section 2. Regular Voting Membership. Regular Members shall be limited to any person or entity who meets the qualifications of membership as set forth in Article III, Section 1 and who is in Good Standing. “Good Standing,” means being current on the payment of all dues and assessments.

2A. Professional Membership. Whenever these Bylaws or the Act provide for an action or approval by the Members, each Professional Member shall have the right to one (1) Member vote.

2B. Corporate Membership. Each Corporate Member shall be entitled to unlimited individual Professional Memberships for employees. Whenever these Bylaws or the Act provide for an action or approval by the Members, each corporate member is able to cast a maximum of 20 votes. Corporate members must designate which of their individual professional members have the right to vote.

2C. Non-Voting Membership. Except where specifically noted, the following membership classes shall have no vote nor be eligible to hold office in the Association.

2D. Honorary Membership. Honorary Membership without voting rights may be conferred upon individuals or entities (referred to as “Honorary Members”) at such time and under such terms as the Board of Directors shall determine. Honorary Members shall not pay dues.

2E. Emeritus Status. There may be occasion to offer Emeritus status to Directors upon departure from the Board of Directors.

- Key tenet: Emeritus status is something that is earned; not automatically conferred
- Emeritus status is reserved for departing Directors who are no longer a current member of the DAA Board and have served DAA with distinction.
- To be considered for Director Emeritus status, the following minimum criteria must be met:
 - Active participation and engagement when serving as a full member of the board for a period that extended for a minimum of four years.
 - Continued and demonstrated interest in mission and vision of DAA.
 - Continued involvement in the digital analytics profession.
 - Once former Board members have been given Emeritus Status, it is conferred in perpetuity and not dependent upon membership.

- A Director Emeritus may choose to run for the Board of Directors. If elected, Emeritus status will be suspended for the term of service and automatically reinstated at the end of this period.

Director Emeriti Selection Process

- Any current or past member of the Board may nominate a past Board member to be elected as a Director Emeriti. via a written request accompanied by the background of the individual and rationale as to why the person should be considered for an Emeriti appointment.
- A majority favorable secret vote of the current Board of Directors is required to elect a former Board member to the Emeritus position.
- The Director Emeritus position is a lifetime appointment but may be revoked by a majority of the members of the current Board for reasons related to the above criteria or Director Emeritus may resign at any time.

Director Emeritus Benefits

- Directors Emeriti are invited to, but not compelled to, participate in all Board meetings. There are no attendance requirements. If they attend a face to face meeting of the Board, it is done at the Emeritus's own expense.
- Directors Emeriti may participate without vote and are expected to be deferential to sitting Board members.
- Presence of Directors Emeriti shall not count toward Quorum calculations.
- Directors Emeriti will not be included on regular Board listservs and similar communications and will not have access to the Board portal.
- Directors Emeriti may be appointed by a current Board to any position within DAA including but not limited to serving as a member of the Nominating Committee, assisting with projects on a case by case basis, etc.

Section 3. Removal. Members of any classification may be removed for cause from membership by a majority vote of the Board of Directors. Cause may include, but shall not be limited to, the nonpayment of dues or assessments. Upon removal a Member shall forfeit all rights and privileges as and cease to be a member of the Association.

Section 4. Reinstatement. A former Member may be reinstated on showing proof of qualification and paying the dues in arrears, plus a reasonable reinstatement fee as established by the Board of Directors.

Section 5. Resignation. Any Member may resign by filing a written resignation with the President, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

Section 6. Non-Discrimination. The Members, Directors, Officers, Committee Members and Employees of the Association shall be selected in a non- discriminatory basis with respect to race, color, national origin, sex, religion, age, disability, political beliefs, sexual orientation, and marital or family status.

Section 7. Dues. All Members are required to pay dues in an amount determined by the Board of Directors from time to time. Any individual Member who is delinquent in dues may be immediately notified of the delinquency and removed from membership. Any Corporate Member entity who is delinquent in dues may be removed if dues are not paid within [ten (10) days] of receipt by such Member of written notice from the Association of such delinquency. No Member terminated for failure to pay dues will be entitled to any refund.

Article IV

Meetings of Members

Section 1. Annual Meeting. A meeting of the Members of the Association may be held once per year, if the Board of Directors decides a meeting of the members is needed or if requested by the general membership as described in Article IV, Section 2, on dates and times determined by the Board of Directors, to conduct such business as may rightfully be before the Members, including election of the Directors of the Association if such have not already been elected by the Members. Such annual meetings, if necessary, shall be held at the Association's principal office or at any other reasonable location designated by the Board of Directors.

Section 2. Special Meetings. A special meeting of the Members may be called at any time by the President of the Association, by the Board of Directors or upon the written request of at least 20% of the Members of the Association. The date, time and place of special meetings of the Members shall be as determined by the Board of Directors and designated in the notice thereof, provided that such special meetings shall be held at a reasonable location and within a reasonable time after the call therefor.

Section 3. Notice of Meetings. Written notice of the date, time, and place of each meeting of the Members shall be given to each Member entitled to vote at such meeting, personally or by mail directed to the Member's address as it appears on the books of the Association, or such other address as the Member may have requested in writing. If the notice is given personally or by first class mail, it shall be given not less than ten (10) nor more than fifty (50) days before the date of the meeting; if mailed by any other class of mail, it shall be given not less than thirty (30) nor more than sixty (60) days before the date of the meeting. For each special meeting, the notice therefore shall state briefly the purpose(s) of the meeting and indicate that it is being issued by or at the direction of the person or persons calling the meeting. Any business may be presented at an annual meeting whether or not referred to in the notice of meeting.

Section 4. Quorum. One tenth (1/10th) of the Regular Members of the Association, present in person or by proxy, as said Members are shown on the books of the Association, shall constitute a quorum for the transaction of business at any annual, special meeting including online voting of the Members.

Section 5. Voting; Proxies. Each Voting Member, whether a person or an entity, shall be entitled to one (1) vote on any matter which is submitted to a vote of the Members, in person or by written proxy. For purposes of clarity, in accordance with Article III Section 2(B), each Corporate Member shall be entitled to up to a maximum of 20 votes. Each Voting Member entitled to a vote at a meeting of the Members, or to express consent or dissent writing without a meeting, may authorize another person or persons to act for such Member by proxy. A Member may authorize such person or persons to act for the Member as proxy by (i) executing a writing providing such authority, or (ii) transmitting or authorizing the transmission of a telegram, cablegram, fax, email, or such other means of electronic transmission, to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization, or the like agent duly authorized by the person who will be the holder of the proxy to receive such transmission; provided that any such transmission shall either set forth or be submitted with information from which it can be reasonably determined that such transmission was authorized by such Member. No proxy may be voted or acted upon after eleven (11) months from its date unless the proxy provides for a longer period. All proxies shall be filed with the Secretary of the Association before the votes are cast.

Section 6. Manner of Acting. The act of a majority of the Members present, in person or by proxy, at a meeting at which a quorum is present shall be the act of the members of the Association, unless the act

of a greater number is required by law, by the Articles of Incorporation or by these Bylaws. The President shall preside at all meetings of the members, but he or she shall not vote at such meetings unless there is a tie, at which time he or she may cast the deciding vote. Unless otherwise restricted by the Act, any Member may participate in any meeting described in this Article IV by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

Section 7. Action by Written Consent. Whenever, under this Article IV or the Act, Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the Members entitled to vote thereon.

Article V

Directors

Section 1. Authority and Responsibility. The governing body of the Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the affairs of the Association, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its 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 powers granted, delegate certain of its authority and responsibility to the Executive Committee, if such has been formed.

Section 2. Composition of Board. The Board of Directors shall consist of at least eight (8) members. The Board shall strive to be comprised of: two (2) members representing product or services vendors focused on the web analytics field, two (2) members representing consultative services or academia, two (2) members representing web analytics practitioners, and two (2) members representing the geographic diversity of the Members of the Association residing outside the United States.

Emeritus board members are not considered to be full board members, therefore a person who is associated with an organization that has an emeritus board member may run and serve on the board. In the event that a board member changes jobs to begin working at the same organization as another current board member, both members may remain on the board until the next election, whereupon one of the two members from the same organization shall resign their board seat, or both members shall be subject to re-election in the next election, regardless of the length of term remaining for either board member. If both individuals choose to run for re-election, only one may be re-elected unless one of them either currently holds or is in line to take on an Executive Committee role. In such case, the procedure in Article V, Section 3 shall be followed. Should both members of the same organization be elected by popular vote, the member who receives the most individual votes shall be elected to the vote—even if the other member received the 2nd highest number of votes. In the event of a tie, the Board of Directors will determine who will be elected by a simple majority vote. In the event that the election of one or both of the board members involved in such an election would upset the balance of staggered board terms, the term length of one other existing member of the board of directors shall be proposed to be extended by 1 year by the Board Nominating Committee and ratified by unanimous vote of the Board of Directors. If such extended term length would cause the member to exceed term limits, this vote of the Board of Directors shall also allow for up to a 1-year extension of the term limitations outlined in Article V, Section 3. If the Board Treasurer is required to resign by the conditions of this bylaw, payables approved by the Board Chairperson, President or President Elect may be authorized for release by the CFO or similarly appointed financial officer of the Association's management firm.

Section 3. Terms of Office and Manner of Election. Directors shall serve staggered terms as determined by the Board for a term of two (2) years plus reasonable additional time until successors have been elected and assume office. All board members have a limit of three terms or a maximum of six years. An individual who is elected or re-elected to serve a term on the Board of Directors but serves for fewer than two (2) years during that term, shall be deemed to have served one (1) full term for the purpose of term limits. After the term limit has been reached, a minimum of three years off of the Board is required before a former Board member is eligible to run for election to the Board.

Two individuals from the same organization are permitted to participate in board elections, but if both are elected, only one may serve on the board unless one is a member of the Executive Committee. There shall never be two members of the same organization on the "slate" of board nominees.

In the situation in which a board member who is currently serving, or is in line to serve on the Executive Committee changes jobs causing them to be associated with the same organization of another board member, the board must vote to permit the board member who is or would be on the Executive Committee to run for re-election by a three-quarters approval vote. This potential conflict must be disclosed to members voting in the subsequent election. This person may be included on the slate at the discretion of the Board Nominating Committee.

The candidates for election to the Board and the manner of their election by the voting membership shall be determined by the Nominating Committee.

Section 4. Nominations. The Nominating Committee, acting in accordance with Article VIII, Section 1, shall present to the Board the nominees for each seat on the Board that is vacant or is about to expire.

Section 5. Quorum of the Board. At any meeting of the Board of Directors, a majority of the entire Board, including vacancies if any, shall constitute a quorum for the transaction of the business of the Association, and any such business thus transacted shall be valid providing it is affirmatively passed upon by a majority of those present and voting.

Section 6. Meetings of the Board. A regular meeting of the Board of Directors shall be held no less than three (3) times each fiscal year at such time and such place as the Board may prescribe. Notice of all such meetings shall be given to the Directors not less than thirty (30) days before the meeting is held. Special meetings of the Board may be called by the Chairperson of the Board or at the request of any three (3) Directors, by notice mailed, delivered, telephoned, facsimiled, or emailed to each member of the Board of Directors, not less than seventy-two (72) hours before the meeting is held. Such meetings may be conducted by conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The President shall preside at all meetings of the Board. Anyone in attendance at a board meeting will keep confidential anything discussed in that meeting to any non-member person.

The annual meeting of the Board of Directors shall be held at a time and place as decided by the Board of Directors. At the annual meeting, the Board of Directors may elect Officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the Directors appears for an annual meeting of the Board, the holding of such annual meeting shall not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

Section 7. Voting. Voting rights of a Director shall not be delegated to another nor exercised by proxy.

Section 8. Absence. Any elected officer or director who shall have been absent from three (3) consecutive regular meetings of the Board of Directors during a single year may be subject to removal for cause by the Board of Directors. In making such determination, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members. Any Director so removed shall automatically vacate the seat on the Board of Directors and the resulting vacancy shall be filled in accordance with Section 10 of this Article V.

Section 9. Removal. Any Director may be removed from office for cause by (i) the Members, or (ii) by the Board of Directors.

9a. In the event a Board Member has a change in employment, which may affect membership status, or present a conflict of interest, the majority of the remaining Board members, shall determine the eligibility of the individual in question to continue to serve on the Board. In the event the Board member is determined to be ineligible, a vacancy shall be declared.

Section 10. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by the vote of a majority of the remaining Directors, with consideration of the recommendation(s) of the Nominating Committee.

Section 11. Action Without a Meeting. Any action required or permitted at any meeting of the Board of Directors or a committee of the Board may be taken without a meeting, without prior notice, and without a vote, if all of the Directors or Committee Members entitled to vote on the action consent in writing including by fax, email, or other method that is agreed to by the Board of Directors. The written consents shall be filed with the minutes of the proceedings and shall have the same effect as a vote for all purposes.

Section 12. Compensation. Directors and officers shall not receive any compensation for their services as officers.

Section 13. No Interest in Association Property. No Director of the Association shall have any title to or interest in the corporate property or earnings in the Director's individual or private capacity, and no part of the net earnings of the Association shall inure to the benefit of any Director. Officer or any Member, Associate, Honorary Member or individual.

Article VI Officers

Section 1. Elected Officers. The elected officers of the Association shall be a Chairperson, President, President-Elect, a Treasurer and a Secretary and such other officers as the Board of Directors may determine and elect from time to time. The Board of Directors may elect the officers at the annual meeting of the Board, or at another time decided by the Board, and the officers shall serve until their successors have been duly elected and assume office. These elected Officers shall constitute the Executive Committee of the Association. No two members from the same company may serve simultaneously as Officers of the Association. In the event that a job change results in two members of the same company serving as members of the Officers simultaneously, the person holding the lower-ranking office must resign their role on the Executive Committee. The Nominating Committee shall present a nomination for the replacement Officer at the next meeting of the Board of Directors. For purposes of making this determination, officer roles are ranked in the following order: Chairperson, President, President-Elect, Treasurer, Secretary. Other officers if designated shall not be subject to this limitation.

Section 2. Qualifications for Office. Officers must be Members who have been elected Directors.

Section 3. Nomination and Election of Officers. In accordance with Article VIII Section 1, the Nominating Committee shall prepare and submit to the Board of Directors a nomination for Chairperson, President, President-Elect, Secretary, and Treasurer of the Association. Any person so nominated shall have given prior consent to nomination and election as an officer.

Section 4. Term of Office. Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year and until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Committee.

Section 5. Vacancies-Removal. In the event of the death, resignation, removal, or other inability to serve of any Officer, except for the Executive Director, the Board of Directors shall elect a successor who shall serve until the expiration of the normal term of such Officer or until his or her successor shall be elected. The Board of Directors, by a majority vote, may remove any officer from office with or without cause.

Section 6. Executive Director. The Association may hire an Executive Director. The Executive Director is not an Officer or Director, but an employee or independent contractor approved and subject to termination by the Board of Directors. The Executive Director shall be the general manager of the Association, responsible for administration of the Association's business, finances and personnel within the framework of budgets, policies, and practices established by the Board. The Executive Director shall report to the President.

Article VII

Duties of Officers

Section 1. Chairperson. The Chairperson shall set the strategic direction for the Board of Directors, and act as its primary spokesperson. The Chairperson shall lead the Nominating Committee. The Chairperson shall attend all Board of Directors Meetings and Member meetings and preside over such meetings.

Section 2a. President. The President shall be the chief elected officer of the Association. The President shall have general and active management of the business of the Association and see that all orders and resolutions of the Board of Directors are carried into effect. The President shall also serve as an ex-officio member of all committees except the Nominating Committee and shall make all required appointments of standing and special committees and trustees. From time to time the President shall communicate to the Members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association. The President shall perform such other duties as are necessarily incident of the office of President or any that may be prescribed by the Board of Directors. The President shall attend all meetings of the Board of Directors and shall preside over meetings of the Board of Directors and the Members in the Chairperson's absence.

Section 2b. President-Elect. During the term of office, the President Elect shall serve as a presiding officer of the Association and the Board of Directors in the absence of the President. In the event the President shall not serve out a term for any reason, the President Elect shall succeed to the unexpired remainder thereof and continue through his/her own term. In the event that the President Elect shall not be able to serve out a term, both a President and a President Elect shall be nominated and elected at the time of the next election. In the event that both the President and the President Elect shall be

unable to serve, the Board of Directors shall elect one of its members to serve as presiding officer of the Association and the Board of Directors.

Section 3. Secretary. The Secretary shall attend all meetings of the Board of Directors, oversee the proper recording of proceedings of meetings of the Board of Directors, and ensure that the Board is acting in accordance with the Bylaws. The Secretary shall ensure accurate records are kept of all Members. In the absence of the President or Vice President at a meeting, the Secretary shall preside. In the absence of the Secretary at any meeting of the Board, the directors shall elect a Secretary pro tempore to act as Secretary for purposes of that meeting.

Section 4. Treasurer. The Treasurer shall oversee the funds; the collection of Members' dues and assessments; the establishment of proper accounting procedures for the handling of the Association's funds; the performance of an annual audit by an independent certified public accountant if required by law, including reviewing and assisting the Board of Directors in evaluating such audit; and, further, shall report on the financial condition of the Association at all meetings of the Board of Directors and at all other times as called upon by the President. The Treasurer shall oversee the development of the annual budget and present it to the Board of Directors. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association. The Treasurer shall attend all meetings of the Board of Directors.

Article VIII

Committees of The Board of Directors

Section 1. Nominating Committee. The Board of Directors shall appoint a Nominating Committee, which shall recommend to the Members (or to the Board of Directors in the case of a vacancy to be filled by the Board of Directors) nominees for election to the Board of Directors. The chair of the Nominating Committee shall not be eligible to appear as a candidate on the upcoming election ballot.

Section 2. Executive Committee. The Board of Directors may appoint an Executive Committee which, if appointed, may have and may exercise all of the powers granted to the Board of Directors, subject to the limitations set forth below in Section 5 of this Article VIII.

Section 3. Membership Committee. The Board of Directors may appoint a Membership Committee consisting of such persons as may be appointed by the Board of Directors, subject to the requirements set forth below in Section 5 of this Article VIII. The Membership Committee, if one is created, shall perform the duties with respect to nominations and applications for membership in the Association.

Section 4. Additional Committees. From time to time the Board of Directors may also appoint such other committees as it deems appropriate, such committees to have such powers and responsibilities to serve the purposes of the Association as the Board of Directors may deem appropriate, including without limitation a Personnel Committee, or a Privacy Committee, or both.

Section 5. Committee Requirements and Limitations. Notwithstanding any other provision of these Bylaws, each committee appointed by the Board of Directors shall: (a) be subject to such limitations as may be imposed by the Board of Directors, these bylaws, the Articles of Incorporation or applicable law; and (b) keep regular minutes of its meetings and shall present the same to the Board of Directors at the meetings of the Board of Directors.

Section 6. Composition of the Committees. Directors may be responsible for one or more committees. Committees shall be managed by up to two co-chairs, selected by the responsible Director and approved by the Board. Co-chairs will recruit, and name committee members and the responsible Director shall

have veto power over committee membership due to lack of performance or improper conduct. The Board shall be the final arbiter between committee members and the responsible Director.

Article IX

Contracts, Checks and Electronic Transfers, Deposits, Gifts and Fiscal Year

Section 1. Contracts. The Board of Directors may authorize any officer(s), agent(s) or employee(s) of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Electronic Transfers. Each check, draft, order for the payment of money, electronic transfer, note, or other evidence of indebtedness issued in the name of the Association shall be effected only in accordance with the policies of the Association as determined from time to time by the Board of Directors.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

Section 5. Fiscal Year. The Board shall establish the fiscal year of the Association and set it by resolution.

Article X

Books and Records

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of the members and the Board of Directors and shall keep at its principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any Member, or his or her agent or attorney, for any proper purpose at any reasonable time, except as otherwise expressly provided by these Bylaws or by resolution of the Board of Directors or as required by law.

Article XI

Indemnification of Directors, Officers and Employees

Section 1. Indemnification. Each director, officer or employee of the Association, including the heirs, executors and administrators of each director, officer, or employee, shall be indemnified by the Association against all costs, expenses and amounts of liability therefor, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she may be made a party, or in which he or she may be or become involved by reason of his or her acts of omission or commission, or alleged acts of omission or commission, as such director, officer or employee, or, subject to the provisions hereof, any settlement thereof, whether or not he or she continues to be such director, officer or employee at the time of incurring such costs, expenses or amounts, and whether or not the action or omission to act on the part of such director, officer or employee which is the basis of such suit, action, proceeding or claim, occurred before or after the adoption of this Bylaw, provided that such indemnification shall not apply with respect to any matter as to which such director, officer or employee shall be finally adjudged in such action, suit or proceeding to have been individually guilty of negligence or misconduct in the

performance of his or her duty as such director, officer or employee, and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Board of Directors of the Association, such settlement and reimbursement appear to be for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such director, officer or employee may be entitled under any insurance, agreement, resolution of the members or Board of Directors or otherwise.

Section 2. Insurance. The Association is not required to purchase Directors' and officers' liability insurance, but the Association may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Association for any obligation it incurs as a result of this Article XI or operation of law and it may insure directly the directors, officers, employees or volunteers of the Association for liabilities against which they are not entitled to indemnification under this Article XI as well as for liabilities against which they are not entitled to be indemnified by the Association.

Article XII

Conflicts of Interest

Section 1. Conflicts of Interest. The Association shall adopt a conflict-of-interest policy. Service on the board of another not-for-profit corporation or association does not constitute a conflict of interest.

Section 2. Employment and Purchase of Products and Services. Individual Committee Members and Volunteers shall not provide paid services to the Association.

The Board of Directors will from time to time adopt policies regarding the following:

- (a) engagement of necessary part-time, full-time, or contract personnel;
- (b) purchase of or contract for specialized services or products, including without limitation research, consulting, graphic arts, accounting, legal, event planning, software, computer hardware, web design and hosting;
- (c) acceptance or refusal of donations from vendors; and
- (d) recruiting and accepting volunteers.

Article XIII

Miscellaneous

Section 1. Employees of the Association. The Association shall have such employees as the Board of Directors may determine appropriate and necessary.

Section 2. Amendments to the Bylaws.

- (a) The Board of Directors of the Association shall have the right and power to adopt amendments to the Bylaws at any meeting of the Board of Directors upon a majority vote of the directors in office.
- (b) Bylaws may be adopted, amended or repealed by the members at the time entitled to vote in the election of directors and unless otherwise provided in the certificate of incorporation.

(c) Any bylaw adopted by the Board of Directors may be amended or repealed by the members and any bylaw adopted by the members may be amended or repealed by the Board of Directors.

Section 3. Waiver of Notice. Whenever any notice is required to be given to members and/or directors under the provisions of the Articles of Incorporation, these Bylaws or applicable law, a waiver thereof in writing signed by the member(s) and/or director(s), as the case may be, entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

The Board of Directors effective as of the 24 of April 2014 adopted the above Bylaws of this Association.