

**AMENDED AND RESTATED BYLAWS OF UNITED STATES ASSOCIATION OF  
CIDERMAKERS, INC.**

**(A Colorado non-profit corporation)**

**ARTICLE ~~I~~4**

Section 1.1 Name. -The name of the corporation is UNITED STATES ASSOCIATION OF CIDERMAKERS, INC., a Colorado non-profit corporation (referred to in these Bylaws as the "CorporationAssociation"). ~~The Corporation shall be organized to operate under the Internal Revenue Service Code Section 501(c)(6).~~

Section 1.2 Offices. ~~The principal office of the Corporation shall be at 3377 S. Birch Street, Denver, Colorado 80222.~~ The CorporationAssociation shall maintain in the State of Colorado a registered office and a registered agent. The Board of Directors, "the Board," may adopt such principal office, registered office and registered agent as it may consider to be in the best interests of the CorporationAssociation.

**ARTICLE ~~II~~2 Purposes and Limitations**

Section 2.1 Purposes. The purposes and objectives of the CorporationAssociation shall be:

(a) The CorporationAssociation is organized to represent the interests of cider and perry producers in the United States. The CorporationAssociation shall gather and share information about cider and perry production, regulations concerning the production of hard cider and perry, pear and apple growing, as well as to help ~~members~~ cider and perry producers improve their operations, to raise the public's awareness of ~~the products produced by the members~~ cider and perry products and to promote the interests of the cider and perry producers in the United States. The CorporationAssociation may also receive and administer funds for such purposes, except for such limitations, if any, as may be imposed by law.

(b) No part of the net earnings of the CorporationAssociation shall inure to the benefit of or be distributable to its members, ~~director~~ Directors, or officers, except that the CorporationAssociation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. Notwithstanding any other provision of these Articles, the CorporationAssociation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) In carrying out its purposes, the CorporationAssociation will not discriminate on the basis of race, gender, religion, ethnicity, sexual orientation, national origin, veteran status, disability or any other basis prohibited by the Internal Revenue Code or other applicable local, state, or federal statute or regulation.

Section 2.23 Dissolution. The CorporationAssociation may only be dissolved by a two-thirds vote of all the voting members present at a Special Meeting called to consider such action together with the affirmative vote of not less than two-thirds of all of the ~~director~~Directors at a meeting of the ~~Board of Directors~~Board called to consider such action. In the event of dissolution of the CorporationAssociation, whether voluntary or involuntary, no ~~director~~Director, officer, employee or agent shall be entitled to any distribution or division of the remaining property or proceeds. ~~The balance of all money and property, after payment of all debts, shall be distributed exclusively for purposes set forth in Article II and within the requirements of Colorado law pertaining to the distribution of assets upon the dissolution of a non-profit corporation.~~

### ARTICLE III –Election To Accept Colorado Nonprofit CorporationAssociation Act and Membership

Section 3.1 Election Of Status. The CorporationAssociation, ~~has~~ elected to accept the provisions of Articles 121 to 137 of Title 7 of the Colorado Revised Statutes, known as the Colorado Revised Nonprofit CorporationAssociation Act, replacing Articles 20 to 29 of Title 7, Colorado Revised Statutes known as the Colorado Nonprofit CorporationAssociation Act, and shall have no capital stock.

Section 3.2 Membership. The CorporationAssociation shall be a membership organization. The CorporationAssociation shall have three ~~types~~classes of members: Full Members, Associate Members and Individual Members. ~~Full Members and Associate Members may not be individuals.~~ Only Full Members have voting rights with respect to any matter. Memberships shall be renewed annually upon the payment of a fee and the satisfaction of such other requirements as may be established by the ~~Board of Directors~~Board from time to time. The ~~Board of Directors~~Board may also establish annual reporting requirements for Members to ensure that the licensing requirement is met.

Section 3.3 Full Members. Any commercial producer of cider and/or perry with production in the United States of America may be a Full Member of the CorporationAssociation, provided that the producer has a valid, current Federal winery license issued by the Alcohol and Tobacco Tax and Trade Bureau (“TTB”). Only Full Members may nominate individuals to be elected to the ~~Board of Directors~~Board and only Full Members may vote in such elections. Each Full Member shall designate, in a writing delivered to the Secretary of the Association and signed by a representative of the Full Member with authority to bind the Full Member, an individual who will serve as such Full Member’s proxy for purposes of participating and voting in membership elections. A Full Member may revoke or change such proxy designation at any time.

Section 3.4 Associate Members. Any entity or allied trade organization that wishes to contribute to the mission of the CorporationAssociation may become an Associate Member. Associate Members may not vote in CorporationAssociation elections and are not eligible to be an Officer or Director.

Section 3.5 Individual Members. An individual ~~is a natural person whose membership is in their name and is~~ not ~~a director, officer, employer or agent part of an winery or other~~ entity, ~~corporation~~ or trade group that is eligible for Full Member or Associate Member status may be

an Individual Member. Individual Members may not vote in ~~Corporation~~Association elections and are not eligible to ~~be an~~hold officer or director positions.

Section 3.6 Dues. All members must pay dues according to the amount, schedule, and method(s) of payment established by the Directors. If a member's payment is delinquent or is declined by a financial institution, the membership may be suspended or revoked. Full members whose dues are not paid current may not vote in ~~Corporation~~Association elections.

Section 3.7 Revocation. Membership may be revoked for cause, at the sole discretion of the ~~Board of Directors~~Board, by a 2/3 vote of the Board, whenever in the Board's judgment revocation is in the Corporation's best interest. Upon the vote of revocation, all rights and privileges of membership shall cease immediately. If a ~~person whose membership representative of a member whose membership~~ is revoked is an Officer or Director of the ~~Corporation~~Association, that ~~person's representative's~~ status as Officer or Director is also terminated immediately.

#### **ARTICLE IV** Board of Directors Membership Meetings

Section 4.1 Annual Meeting. The corporation shall hold an annual meeting of the Full Members during Quarter 1 of the calendar year, for the purpose of electing Directors and officers and for the transaction of such other business as may come before the meeting.

Section 4.2 Special Meeting. The corporation shall hold a special meeting of the Full Members on the call of the Board or following receipt of a written demand for a special meeting, stating the purposes for which the meeting is to be held, signed and dated by at least 25 Full Members. The Board shall set the time and place of a special meeting and provide notice of the special meeting within thirty days of receiving a valid written demand for a special meeting.

Section 4.3 Notice of Meeting. The corporation shall deliver written notice of annual and special membership meetings to each Full Member at the physical or electronic address of the member in the records of the corporation no fewer than ten days and no more than sixty days before the meeting date. The record date for determining Full Members entitled to notice shall be calculated according to Section 7-127-106 of the Colorado Revised Nonprofit Corporation Act. The corporation may at the discretion of the Board provide the same notice to Associate Members and Individual Members, although such members have no voting rights. The notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called, and shall include a description of any matter a Full Member intends to raise at the special meeting if such a description is received by the Corporation at least ten days before the Corporation provides notice of the special meeting.

Section 4.4 Waiver of Notice. A member's attendance at a membership meeting waives notice of the meeting unless the member, at the beginning of the meeting, objects to holding the

meeting or transacting business because of lack of notice or defective notice. A member may waive notice of a meeting in a writing delivered to the Corporation.

Section 4.5 Action Without Meeting. Any action required or permitted to 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 all of the Full Members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the Full Members. Electronic signatures, transmitted by email, shall be deemed valid for all purposes of determining whether consent has been granted and for voting purposes. Such action may also be taken by a written ballot prepared and submitted to Full Members according to the procedures set forth in Section 7-127-109 of the Colorado Revised Nonprofit Corporation Act.

## ARTICVLE V Board of Directors

Section 5.1 General Powers. The business and affairs of the ~~Corporation~~Association shall be under the supervision and control of its ~~Board of Directors~~Board, except as otherwise provided in the Colorado ~~Revised~~ Nonprofit ~~Corporation~~Association Act, the Articles Of Incorporation or these Bylaws. The ~~Board of Directors~~Board may authorize the disbursement of funds to eligible recipients for the purposes as stated in Article V hereof. ~~Section~~

Section 5.2 Number of Directors and Term. The ~~Board of Directors~~Board shall consist of at least ~~5-7~~ and not more than ~~11-17~~ persons. Board terms shall be three years. Any person elected at a regular meeting or annual meeting may be re-elected for any number of consecutive terms.~~The members of the initial Board of Directors were all elected to one-year terms. The Board shall designate one-half of the seats on the Board (or a simple majority of the seats if there is an odd number) for two-year terms to start with the next annual meeting in 2014. The remaining seats on the Board shall be designated for two-year terms to start with the annual meeting in 2015. Any person elected at a regular meeting or annual meeting may be re-elected, and any person elected at an annual meeting following 2015 shall be elected for a term of two years. Any person elected as a director at any meeting other than an annual meeting shall be elected for a term which expires at the annual meeting when the original director's term was scheduled to expire.~~

Section 5.3 Composition of the Board. The ~~Board of Directors~~Board shall appoint ~~members~~ Directors of the Board to hold the following offices: President, ~~Vice President~~, Secretary and Treasurer. Directors must be at least twenty-one years old. The ~~director~~Directors are expected to be individuals who support and encourage the purposes of the ~~Corporation~~Association and may hold more than one office. Directors shall be individuals that are employees, officers, Directors, or agents of a Full Member. Entities may not serve as Directors. Notwithstanding, the Full Members shall endeavor to elect Directors such that the Board represents the diverse interests of the cider industry.

Section 5.3.1 Directors for Large Cideries. At least two and not more than three Director positions shall be reserved for Members associated with bonded cidery entities producing more

than 1,000,000 gallons of cider annually. Members associated with bonded cidery entities producing more than 1,000,000 gallons of cider annually at the time of being elected shall not hold Regional Chair or At Large positions. Shall the entity with which an At Large Director or Regional Chair is associated grow to exceed 1,000,000 gallons production during the tenure of that Director, they may remain in their seat for the remainder of their term but must run for a 1,000,000-gallon seat for their following term.

Section 5.3.2 Regional Chairs. At least five Director positions shall be reserved for Regional Chairs, each of whom shall be elected by the Full Members located in a region to represent the interests fo that region. The number of regions and the name and composition of each region shall be established by resolution of the Board.

Section 5.3.3 At Large Seats. All remaining Director positions shall be designated as At Large.

Section 5.4 Compensation. No ~~director~~Director of the ~~Corporation~~Association shall be compensated for his or her service as a ~~member of the Board of Directors~~Director. Nothing in this provision shall be construed to prevent a ~~director~~Director from providing services to the ~~Corporation~~Association in a capacity other than that of ~~director~~Director.

Section 5.5 Resignation and Removal of Directors. Any member of the ~~Board of Directors~~Board may, at any time, resign from membership of the ~~Board of Directors~~Board by giving written notice of such resignation to the ~~Corporation~~Association or any officer of the ~~Corporation~~Association, to be effective at the time stated therein. Any ~~director~~Director may be removed from the ~~Board of Directors~~Board, with or without cause, by a vote of 2/3 of the entire ~~Board of Directors~~Board then entitled to vote. Any ~~director~~Director who is not participating in the business and affairs of the ~~Corporation~~Association and who is absent from three successive meetings of the Board may be removed as a ~~director~~Director of the ~~Corporation~~Association by a majority vote at any meeting of the ~~Board of Directors~~Board at which a quorum is present.

Section 5.6 Vacancies. Any vacancy occurring in the ~~Board of Directors~~Board may be filled by the affirmative vote of a majority of the remaining ~~director~~Directors though less than a quorum. ~~A director elected to fill a vacancy shall be appointed for the un-expired term of such director's predecessor in office. The term of this appointed Director shall end at the next annual membership meeting. They then have the option to run for the seat via the usual election protocol.~~

Section 5.7 Duties and Responsibilities. The ~~Board of Directors~~Board shall be legally responsible for the conduct of the ~~Corporation~~Association's business. The board shall have the discretion to appoint staff to serve as an Executive Director.

Section 5.7.1 Executive Director This position has direct reporting responsibility to the ~~B~~board. He or she shall be ~~an employee of the Association who serves as its the~~ executive and operating Officer ~~of the Association~~, with responsibility for the management and direction of all operations, programs, activities and affairs of the Association ~~functioning within the framework of~~subject to all policies and procedures ~~generally determined~~adopted by the ~~Board of Directors~~.

~~If directed, the~~The Executive Director shall assume responsibility for the coordination of the Association's strategic planning and evaluation; membership cultivation; budget formulation; overseeing expenditures, funds ~~and~~, records, payments and receiving; hiring, supervising and firing of staff and temporary contractors; and program administration. The Executive Director ~~and~~ shall perform such other duties as may be assigned from time to time by the President or by the Board ~~of Directors~~. The Executive Director shall be ~~an~~, *ex officio*, a non-voting member of the Board ~~of Directors~~.

## **ARTICLE VI** Officers

Section 6.1 President. The President of the ~~Corporation~~Association shall have general charge of the business and affairs of the ~~Corporation~~Association and the funds administered by the ~~Corporation~~Association, and, in general, shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board from time to time. The President shall serve as a non-voting member of the Board except to establish a quorum or to break a tie vote, in which event, he/she shall have full voting power.

Section 6.2 Vice President. In the absence of the President, for whatever reason, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions imposed upon the President. The Vice President shall also perform such other duties as, from time to time, may be assigned to him or her by the President or by the ~~Board of Directors~~Board.

Section 6.3 Secretary. The Secretary shall ~~cause to be kept~~maintain the minutes of the meetings of the ~~Board of Directors~~Board; shall be responsible for ensuring that the Corporation retains all other records required under applicable federal, state, or local laws -and, in general, shall perform all duties incident to the office of Secretary, and shall perform such other duties as, from time to time, may be assigned to him or her by the President or by the ~~Board of Directors~~Board.

Section 6.4 Treasurer. The Treasurer shall have the charge and custody of, and be responsible for all funds and securities of the ~~Corporation~~Association. They shall oversee that the Executive Director, and shall receive and give receipts for monies due and payable to the ~~Corporation~~Association from any source whatsoever, and deposits all such monies in the name of the ~~Corporation~~Association in such banks, trust companies or other depositories as shall be selected by the ~~Board of Directors~~Board, and further shall disburse any monies as may be authorized by the Board. They shall chair the Finance Committee and work in concert with the Executive Director to create annual budgets and report annual spending. ~~and, in general, They shall perform all the duties incident to the office held and such other duties as, from time to time, may be assigned by the President or by the Board of Directors Board. Any check, draft or other order for the disbursement of more than \$500.00 shall require the signature or electronic approval of one other officer and the Treasurer.~~ Will be amended to \$10,000; will require the signature of the President, Vice-President, Treasurer or Secretary; will be moved to the Board Policy Manual.

## **ARTICLE VII** Election of Directors and Officers.

The ~~Board of Directors~~Board and Officers shall be elected at the Annual Meeting of the ~~Corporation~~Association, except that vacancies that occur between Annual Meetings shall be filled as provided in Article 4, Sec. 4.1, of these Bylaws.

**ARTICLE VIII Committees**

Section 8.1 Board Committees. The ~~President~~Board may ~~establish standing or ad hoc Board Committees, including but not limited to an Executive Committee. Board Committees shall be made up of at least two directors and appoint the Chair and the members of such Board Committees. The Board may delegate authority to a Board Committee by resolution, provided that no such committee shall authorize distributions; approve or propose action required to be approved by the Full Members; elect, appoint, or remove any director; amend the Corporation's Articles of Incorporation; adopt, amend, or repeal bylaws; approve a plan of conversion or merger; or approve a sale, lease, exchange, or other disposition of substantially all of the Corporation's property other than in the usual and regular course of business.~~

~~authorize and appoint, subject to the approval of the Board such committees, both standing and ad hoc, as may from time to time be necessary or useful in the conduct of the Corporation's business. Any such committee shall be advisory only, unless it is specifically delegated authority by resolution of the Board of Directors. The President may appoint, subject to the approval of the Board, any person whether or not a director, to any such committee, provided that for each committee at least one (1) director shall be appointed to every such committee and that each committee Chairman and vice Chairman shall be a director. Rules governing procedures for meetings of any committee of the board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself.~~

Section 8.2 Quorum and Voting. One-third of the members of a committee, but not less than two members, shall constitute a quorum of each committee, except for the Executive Committee. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the Board Ccommittee.

~~Section 8.3 Advisory Committees. The Board, the Executive Director, or any officer serving on the Executive Committee may establish and appoint the Chair and the members of standing or ad hoc Advisory Committees, who need not be directors. Any Advisory Committee shall be advisory only and shall not have any delegated authority of the Board. Rules governing procedures for meetings and votes of any Advisory Committee shall be as established by the Board, or in the absence thereof, by the committee itself.~~

**ARTICLE IXVIII Meetings of the Board**

~~Section 8.1 Annual Meeting of the Corporation. The Annual Meeting of the Corporation shall be held during the month of February of each year, for the purpose of electing directorDirectors and officers and for the transaction of such other business as may come before the meeting. The Annual Meeting shall be considered to be a regular meeting of the Board of Directors for all purposes.~~

Section 9.1 Annual Meeting as Board Meeting. The Annual Meeting of the Full Members shall be considered to be a regular meeting of the Board for all purposes.

Section 9.2 Regular Meetings of the Board of Directors shall be held not less than ~~semi-annually~~ quarterly during each calendar year at such time and at such place as the President may from time to time determine.

Section 9.3 Special Board Meetings. Special meetings of the ~~Board of Directors~~ Board may be called by ~~the President~~ any member of the Executive Committee or by two or more of the ~~director~~ Directors then in office. Directors shall be notified of such special meetings by mail or by telephone at least forty-eight (48) hours before the time of holding such meetings, and such notification shall include the date, time, place and agenda of such meetings. Special meetings of the ~~Board of Directors~~ Board and of the ~~Corporation~~ Association may be called upon petition signed by any four of the active members of the ~~Corporation~~ Association from time to time.

Section 9.4 Quorum and Voting. A simple majority of the members of the ~~Board of Directors~~ Board then in office shall constitute a quorum for all meetings of the Board, and the vote of a majority of the ~~director~~ Directors present in person at a meeting at which a quorum is present shall be the act of the ~~Board of Directors~~ Board, unless a greater number is required by law, by the Articles of Incorporation, or by these Bylaws. However, in the event one or more ~~director~~ Directors declare or are found to have a conflict of interest in any matter, the quorum for any vote on such matter shall be a majority of the ~~director~~ Directors who do not declare or are not found to have a conflict of interests; except that in no case shall a quorum be less than one-third (1/3) of the members of the ~~Board of Directors~~ Board then in office. If less than a quorum is present at a meeting, a majority of the ~~director~~ Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No ~~director~~ Director may vote or act by proxy at any meeting of ~~director~~ Directors.

~~At all meetings of the members, each Full Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Corporation at least ten (10) days prior to membership meetings. A new proxy revokes any prior proxy and any voting member may designate a representative to vote their proxy at the Annual or Special Meetings of the membership. A proxy will not be exercised if the member granting the proxy is in attendance at any meeting.~~

~~Section 8.5 General. All business meetings of the Corporation whether regular or special, shall be open to all members of the Corporation and to the public unless ordered closed to the public by a vote of two-thirds (2/3) of the directors or committee members present and eligible to vote.~~

Section 9.5 Meetings by Telephone or Other Electronic Means. Members of the ~~Board of Directors~~ Board or any Board committee ~~thereof~~ may participate in a meeting of the ~~Board of Directors~~ Board or Board committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.



Section ~~98.67~~ Action Without a Meeting. Any action required or permitted to be taken at a meeting of the ~~Board of Directors~~Board or ~~the Executive Committee~~a Board Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the ~~director~~Directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the ~~director~~Directors or ~~committee members~~Board Committee. Electronic signatures, transmitted by email, shall be deemed valid for all purposes of determining whether consent has been granted and for voting purposes.

## **ARTICLE X** Conflicts of Interest

Section 10.1 Abstention from Voting. No ~~member of the Board of Directors~~Director or Board Committee member shall vote or initiate discussions on a question in which he or she is interested (~~otherwise~~ than as a ~~member representative of a member~~) except the election of an officer. ~~The conflicted Director, and no committee member shall vote or initiate discussions on a question in which he or she is interested otherwise than as a Board member; he or she~~ shall not be counted in determining the quorum for the vote on the question. The prohibition against initiation of discussion shall not preclude the individual from responding to specific questions put to him by Board or ~~committee members~~Board Committee during the course of the discussion, but shall preclude participation in the discussion in all other cases.

Section 10.2 Announcing Conflict. Whenever a Board or committee member believes that a matter to be voted upon would involve him or her in a conflict of interest, he or she shall announce the conflict of interest and shall abstain from voting or initiating discussion on such matter.

Section 10.3 Possible Conflict of Interests. Prior to consideration of any issue, should a member of the ~~Board of Directors~~Board or ~~committee member~~Board Committee have cause to believe that voting on a given matter would involve a possible conflict of interest, that member shall announce that possibility; and the question shall be decided by the President unless challenged, and then by a majority vote of the members of the ~~Board of Directors~~Board or ~~committee~~Board Committee members present, excluding the member of the ~~Board of Directors~~Board or ~~committee member~~Board Committee announcing the possible conflict of interest and excluding any other members of the ~~Board of Directors~~Board or ~~committee members~~Board Committee present who have already been disqualified from voting on the issue because of their own conflict of interest.

## **ARTICLE XI** Amendments

The Bylaws may be amended by a vote of two-thirds (2/3) of the Voting Members present at the Annual Meeting or a Special Meeting of the Members called for such purpose; provided that there shall be written notice of the time and place of such meeting and of all proposed changes mailed to each member not less than thirty (30) days before such meeting.

## **ARTICLE XII** Fiscal Affairs

Section 12.1 Fiscal Year. The fiscal year of the ~~Corporation~~Association shall begin on ~~January~~April 1 and end on ~~December~~March 31 of each year.

Section 12.2 Investments. No funds shall be invested except as directed or approved by the ~~Board of Directors~~Board.

## **ARTICLE XIII** Parliamentary Procedure Rules of Order

~~Parliamentary procedure for all meetings shall be in accordance with Roberts Rules of Order. The person presiding over any meeting of the Board or the Full Members, or of any Board Committee, may establish reasonable rules of order for the meeting.~~

## **ARTICLE XIV** Indemnification

Section 14.1 Directors and Officers. The ~~Corporation~~Association hereby declares that any person who serves as a ~~director~~Director, officer or employee of the ~~Corporation~~Association shall be indemnified by the ~~Corporation~~Association against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person reasonably believed to be in the best interests of the ~~Corporation~~Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. Except as provided in Section 14.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in the best interests of the ~~Corporation~~Association or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that such person's conduct was unlawful.

Section 14.2 No Indemnification For Misconduct. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 14.1 shall have been adjudged to be liable for misconduct or gross negligence in the performance of that person's duty to the ~~Corporation~~Association unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 14.3 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 14.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 14.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the Articles Of Incorporation, any agreement, any other provision of these Bylaws, vote or the disinterested ~~director~~Directors of otherwise, and any procedure provided for by and of the foregoing, both as to action in that person's official capacity and as to action in another capacity while holding such office.

Section 14.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a ~~director~~Director, officer, employee or agent of the CorporationAssociation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the CorporationAssociation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 14.6 Insurance. By action of the ~~Board of Directors~~Board, notwithstanding any interest of the ~~director~~Directors in such action, the CorporationAssociation may, subject to Section 14.8 below, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against such person and incurred by such person in such person's capacity of or arising out of such person's status as an agent of the CorporationAssociation whether or not the CorporationAssociation would have the power to indemnify that person against such liability under applicable provisions of law. The CorporationAssociation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the CorporationAssociation against 10 any liability, including without limitation, any liability for the indemnifications provided in this Article.

Section 14.7 Conditions of Indemnification. The CorporationAssociation shall have the right to impose, as conditions of any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the ~~Board of Directors~~Board may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the CorporationAssociation, (b) that the CorporationAssociation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the CorporationAssociation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writing and do everything necessary to assure such rights of subrogation to the CorporationAssociation.

Section 14.8 Limitation on Indemnification. Notwithstanding any other provision of these Bylaws, the CorporationAssociation shall neither indemnify any person nor purchase any

insurance in any manner or to any extent that would jeopardize organization described in Section 501(c)(3) of the Internal Revenue Code or would result in liability under section 2941 of the Internal Revenue Code.

**ARTICLE ~~XIV~~XV– Fund Raising**

The primary source of revenue of this ~~Corporation~~Association and its funds shall be from membership dues, conference revenues, educational programming, and sponsorship of ~~same~~such conferences and educational programming. The ~~Board of Directors~~Board is authorized to engage in fund raising activities compatible with the objectives of the ~~Corporation~~Association and consistent with the professional reputation of the ~~Corporation~~Association and its members in general.

The above and foregoing Amended and Restated Bylaws were duly adopted by the ~~Board of Directors on February 7th, 2013.~~Board on December 29, 2017.