

**BY-LAWS
OF
ATM INDUSTRY ASSOCIATION, INC.**

(Amended as of March XX, 2015)

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**BY-LAWS
OF
ATM INDUSTRY ASSOCIATION, INC.
(Adopted as of April, 2005)**

**ARTICLE I
GENERAL PROVISIONS**

Section 1.01 Name. The name of the corporation shall be ATM Industry Association, Inc. (the “Association” or “ATMIA”). The Association is a non-profit nonstock corporation incorporated in the State of Delaware.

Section 1.02 Registered Office. The Association shall establish and continuously maintain a registered office in the State of Delaware at such address as the Association shall from time to time designate.

Section 1.03 Principal Office Address. The principal office address of the Association shall be at P.O. Box 88433, Sioux Falls, South Dakota 57109 or at any such other address as the Board of Directors may designate from time to time. The Board of Directors may establish such other offices of the Association, either within or out of the State of South Dakota, as it deems appropriate.

Section 1.04 Mission Statement. The Association is organized and shall be operated exclusively to promote the common business and professional interests of the members of the Association (“Members”) in the automated teller machines (“ATMs”) industry within the meaning of, and as contemplated and permitted by Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “IRC”). The Association’s Members shall be comprised of businesses dedicated to the interests and concerns of manufacturers, owners, and operators of ATMs and third party product and service providers to such persons. In fulfilling its purpose the Association shall, as stated in its Certificate of Incorporation: (1) establish and/or promote educational programs and continuing education of the ATM industry both in the United States and abroad; (2) establish and promote working relationships between or among Members and manufacturers, owners, and operators of ATMs, third party product and service providers to such persons and other businesses, both private and public, with interests in or related to the ATM industry; (3) foster cooperation with all appropriate financial associations to promote high ethical standards and professionalism within the Association’s membership and the ATM industry; (4) commission and distribute research regarding issues pertaining to the ATM industry; (5) inform professionals of developments in the ATM industry; (6) act as a forum for the exchange of ideas, and, additionally, (7) produce international industry best practices, and (8) seek to reinforce protection of the ATM industry from criminal activity through the coordinated efforts of its security division referred to as the ATM Security Forum, as advised by ATMIA’s Security Council.

Section 1.05 Official Language. English shall be the Association’s official language for its business and affairs, meetings of the Members and meetings of the Board of Directors and the Executive Committee.

Section 1.06 Restrictions. All policies and activities of the Association shall be consistent with:

- (A) the Association's Certificate of Incorporation, as amended from time-to-time;
- (B) procedures established by the Board of Directors and Executive Committee;
- (C) the General Corporation Law of the State of Delaware, as amended (the "Act")
- (D) applicable federal, state and local antitrust, trade regulation and other legal requirements; and
- (E) applicable tax-exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

Section 1.07 Non-discrimination. No activities conducted by the Association shall discriminate among applicants, trainees, students or any other persons on the basis of race, color, creed, gender, national or ethnic origin.

Section 1.08 Corporate Seal. The Board of Directors may adopt, use, and, at will, alter a corporate seal. Such seal shall be kept at the Association's principal office. Failure to affix the seal to Association instruments, however, shall not affect the validity of such instrument.

ARTICLE II MEMBERS

Section 2.01 Classes of Membership; Qualification.

(a) Classes. The Association shall have at least one class of Voting Members and one or more classes of Non-Voting Members, as determined by the Board of Directors. Each Voting Member shall be entitled to one vote on all matters submitted to the Members of the Association for a vote. Non-Voting Members shall not be entitled to vote on any matters, except when requested by the Board of Directors (for example, with respect to Association award programs). A qualified applicant shall become a Voting or Non-Voting Member upon approval by the President on behalf of the Board of Directors and payment, in advance, of the first year's dues applicable to such Membership class (and, if applicable, the level thereof) and shall remain a Voting or Non-Voting Member, as applicable, for so long as all applicable dues, fees and other assessments are timely paid by such Member; *provided* that a Member may be suspended or terminated from Membership in accordance with the terms of these By-Laws or any rules, policies, or procedures of the Association.

(b) Voting Members

(i) Regional Board Members – For the purpose of promoting common interests in the maintenance, operation, planning and development of programs and activities relating to the ATM industry within specific geographic regions (each, a “Region”); fostering professional spirit among people engaged in such work in a specific Region; and aiding and supplementing the work of the Association as a whole, the Regional Members shall be organized into such number of geographic regional boards as the Board of Directors shall by resolution determine (each, a “Regional Board”). The Regional Boards shall not, and shall not be deemed to be, committees of the Board of Directors and shall have none of the rights, powers or responsibilities thereof.

The Regional Boards shall consist of dues paying, ATMIA Members in good standing selected from a fully representative cross-section of the ATM Industry in the respective Region. Each Global Sponsor shall hold one position on Regional Boards of the Association, as designated by the Board of Directors. Regional Membership renewal shall be annual.

(ii) Global Sponsors – Each Global Sponsor shall be entitled to hold one (1) position on Regional Boards of the Association, as determined by the Board of Directors. If a Global Sponsor’s affiliation with the Association ceases or terminates, the Global Sponsor’s position on all boards of the Association shall also terminate.

(c) Non-Voting Members

(i) Intermediate Members – Those eligible for coverage under the ATMIA’s international ATM insurance program.

(ii) Small Business Members – Those companies that have been affiliated with, or active in, the ATM industry for at least one year and that employ fewer than 25 full-time staff.

(iii) Associate Members – Those who do not elect to become members of the appropriate Regional Board and who are not Intermediate or Small Business Members.

Section 2.02 Membership Dues.

(a) Members shall pay dues in accordance with the schedule of dues applicable within a class of membership, the definition and criteria of which may be annually assessed by the Executive Committee and approved by the Board of Directors.

(b) Any Member of the Association who fails to renew Membership in accordance with the applicable schedule of dues shall cease to be a Member upon the expiration of such current term, and shall no longer be eligible for or entitled to exercise any rights or

benefits of Membership; *provided* that the Board of Directors ___ may establish rules for reinstatement of Membership.

(c) Any Member who is delinquent in Membership assessments or other fees for a period of ninety (90) days shall be notified of the delinquency. If the unpaid assessments or other fees are not paid within thirty (30) days after the date of such notification, the delinquent Member shall be suspended from all rights and benefits of Membership, the rights to attend any meeting of the Association and, if applicable, to vote, and, in the discretion of the President, may be expelled from Membership. A suspended Member, but not a terminated Member, may be restored to full Membership by paying all arrearages of assessments and fees.

(d) No membership dues or other fees and assessments will be refunded, except in the discretion of the Executive Committee.

Section 2.03 Applications for Membership. All applicants for Membership must complete, sign, and submit to the Association's principal office an application for membership. Membership shall be subject to the terms of the Association's Certificate of Incorporation, By-laws and such other policies and procedures of the Association. The Executive Committee reserves the right to reject applications for membership from any person or company that does not meet the highest ethical standards established by the Board of Directors.

Section 2.04 No Transfer of Membership Rights. No Member may sell, pledge, encumber or otherwise transfer its Membership in the Association or a right arising from such membership.

Section 2.05 Resignation of Members. Any Member may resign from Membership by filing a written resignation with the Executive Committee; *provided*, that resignation shall not entitle a Member to any refund of previously-paid dues or relieve a Member from liability for the full amount of any assessments or fees that are accrued and unpaid as of the date of resignation.

Section 2.06 Suspension or Termination of Membership. Any Member may be suspended or terminated from Membership for: (i) nonpayment of assessments or other fees as provided in Section 2.02 by the Executive Committee or (ii) other good cause by a two-thirds (2/3) vote of the entire Board of Directors. Any Member proposed for suspension or termination for any reason, other than delinquency in the payment of assessments or other fees, shall be given advance written notice, including the reason for the proposed action, and the opportunity to contest the proposed action in writing to the Executive Committee.. Final written notice of the Board of Director's decision shall be given to the Member by the Executive Committee.

Section 2.07 Meetings. The Board of Directors and the Regional Boards may call meetings of their respective Members in accordance with applicable law and these By-laws.

Section 2.08 Notice of Meetings. Notice of all meetings of Members shall be provided in accordance with applicable law.

Section 2.09 Quorum. At all meetings of the Members, one-third of the total number of the Voting Members, in person or by proxy, shall constitute a quorum for the transaction of business. Notice of a new meeting is not required if the time and place for the new meeting are

announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called. In the absence of a quorum, the Chairman may postpone such vote until a substitute meeting can be called.

Section 2.10 Organization. The President, or such person as the President shall designate, shall preside at all meetings. The President shall also designate a person to act as the secretary at all meetings.

Section 2.11 Voting. At any meeting of the Members, each Voting Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any Voting Member, any vote for the election of directors or upon any question to be voted on at the meeting shall be by ballot. The list of Voting Members eligible to vote shall be set by the Executive Committee not less than ten (10) nor more than thirty (30) days before the date of the meeting. Except as otherwise provided by statute or these By-laws, any corporate action authorized by a majority of the votes cast at a meeting of the Voting Members which is duly held and at which a quorum exists shall be the act of the Voting Members.

Section 2.12 Proxy Voting. Each Voting Member may authorize a natural person to act for him, her or it by proxy by an instrument executed in writing and filed with the Secretary. If any such instrument designates two or more natural persons to act as proxies, any proxy may exercise all of the powers conferred by such written instrument unless the instrument shall otherwise provide. No proxy shall be valid for more than one (1) year from the date of its execution. Subject to the above, any proxy may be revoked if an instrument revoking it or a proxy bearing a later date is filed with the Secretary.

Section 2.13 Action Without Meeting. Any action that may be taken at a meeting of the Voting Members may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing is signed by not less than the number of Voting Members that would be necessary to authorize or take such action at a meeting of the Voting Members; *provided* that written notice of any such action is sent to all Voting Members within ten (10) days after the date of such written action.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 General Powers. The property, business and affairs of the Association shall be managed, controlled, and directed by the Board of Directors (“Board”), subject to any limitations contained in the Act, the Certificate of Incorporation, these By-laws or any other law applicable to the business of the Association, and the Board shall be responsible for the strategic leadership of the Association. The Board of Directors shall act as the chief governing body of the Association and shall have ultimate decision-making authority on all Association matters, but shall delegate certain of its powers to the Executive Committee. The Executive Committee, in turn, shall report to the Board of Directors on all of its duly delegated activities, actions, and decisions. It is expected that the Board of Directors will contribute to discussions and decision-making on prospective appointments of future Executive Directors of the Association’s regional chapters.

Section 3.02 Number and Composition.

(a) Number of Directors. The Board of Directors shall consist of no fewer than nine (9) directors and no more than twenty-one (21) directors.

(b) Composition. The Board of Directors shall include proven industry and committee leaders in the active chapters of ATMIA. All elected executive officers as well as the Chairman Emeritus shall serve on the Board. At least fifty (50) percent of the Board of Directors at any point in time shall be elected by Regional Boards and/or be leaders of ATMIA committees. The remaining directors shall be appointed by the Board of Directors.

(c) Terms. Directors shall serve two (2) year terms, up to a maximum of six (6) years on the Board. The Board of Directors may, in its discretion and by majority vote, extend the term of a director up to a maximum of another year in order to prevent more than four (4) directors being replaced in any one (1) calendar year.

(d) Chairman and Deputy Chairman. The Board of Directors shall elect a Chairman and Deputy Chairman for terms of three (3) years each.

(e) Chairman Emeritus. The Chairman Emeritus shall be the most recent and available immediate past Chairman who shall serve until his or her successor's term ends. Only one person shall carry the title of Chairman Emeritus at a time. The Chairman Emeritus is not a director, but may be invited at the discretion of the President to attend Board meetings in a non-voting capacity.

(f) Chairwoman Emeritus. The title of Chairwoman Emeritus shall be a special honorific title and director position for Sandra Hartfield only. Chairwoman Emeritus Hartfield shall remain a voting member of the Board of Directors, unless the Board by majority vote converts this position to that of an ex officio, non-voting member of the Board or eliminates the position in the event Ms. Hartfield is unable or no longer desirous of serving in the position.

(g) Founding Director. The title of Founding Director shall be a special honorific title and director position for Tom Harper only. Founding Director Harper shall remain a voting member of the Board of Directors, unless the Board by majority vote converts this position to that of an ex officio, non-voting member of the Board or eliminates the position in the event Mr. Harper is unable or no longer desirous of serving in the position.

Section 3.03 Commitment of Board members to ATMIA. Individuals elected to, or nominated for, a position on ATMIA's Board of Directors should express a commitment to support the public mission of ATMIA and to uphold the Association's good name.

Section 3.04 Resignation. A director may resign at any time by giving written notice to the Association. The resignation of a director is effective without acceptance when the notice is given to the Association, unless a later effective time is specified in the notice.

Section 3.05 Removal of Directors. The executive officers serving on the Board of Directors may be removed at any time, with or without cause, in accordance with the provisions for removal of officers of the Association. Directors elected to the Board of Directors by

Regional Boards may be removed at any time, with or without cause, by the affirmative vote of a majority of the members of the Regional Boards. The director being considered for removal in any case shall be given an opportunity to contest the proposed removal in writing or in person prior to the vote, and final written notice of the results of the Regional Board vote shall be submitted to the Board of Directors.

Section 3.06 Vacancies of Elected Directors. Any vacancy on the Board of Directors caused by death, resignation, removal, an increase in the number of directors, or any other cause, shall be filled by the affirmative vote of a majority of the Board of Directors until the next Annual Meeting, *provided* that notice of the filling of any such vacancy shall be given to the Regional Board within thirty (30) days thereof and, with respect to a vacancy of any non-executive officer serving on the Board.

Section 3.07 Place of Meetings; Conference Communications. The Board of Directors, which shall meet at least bi-annually, may hold its meetings at such place or places, as it may from time to time determine. One or more directors may participate in a meeting by any means of conference telephone or other communication equipment by means of which all persons participating in the meeting can simultaneously hear each other, and the participating in a meeting pursuant to this subsection shall constitute presence in person at the meeting.

Section 3.08 Annual Meeting. The annual meeting of the Board of Directors shall be held each year, at such time and place as the Board may determine for the purpose of electing officers, exchanging views, conducting common business and for the transaction of such other business as shall come before the meeting.

Section 3.09 Regular Meetings. Regular meetings of the Board of Directors or any committee thereof shall be held from time to time, at such times and places as the Board or such committee, as applicable, may determine.

Section 3.10 Special Meetings; Notice. Special meetings of the Board of Directors or any committee thereof shall be held whenever called, in the case of the Board of Directors, by the Chairman, the President, or any one of the directors and, in the case of a committee, by the President or any director which is a member of such committee. Notice of a special meeting shall be delivered personally, sent by facsimile or other electronic transmission to each director or mailed, addressed to the director at his or her residence or usual place of business, at least twenty-one (21) days before the day on which the meeting is to be held. The notice shall state the time and place of the meeting but need not state the purposes thereof. Notice of any meeting of the Board need not be given to any director who participates in such meeting; and any meeting of the Board shall be a legal meeting without any notice thereof having been given, if all of the directors shall participate therein or waive such notice in writing before, at, or after such meeting.

Section 3.11 Quorum. Except as otherwise provided by statute or by these By-laws, one-half (1/2) of the directors or other Board members currently holding office, or, in the case of a committee, the members thereof, shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors, or, in the case of a committee, the members thereof, present at any duly held meeting at which a quorum is present shall be the

act of the Board or such committee, as applicable, provided that, for the Board of Directors, at least two (2) executive officers must be in attendance for a quorum to exist. In the absence of a quorum, a majority of the directors, or, in the case of a committee, the members thereof, present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum; *provided* that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 3.12 Proxy Voting. Proxy voting by directors shall not be permitted.

Section 3.13 Action by Board of Directors. All actions and decisions of the Board of Directors shall be done or made by a simple majority vote of the directors present at any meeting which is duly held and at which a quorum exists, with the Chairman casting the deciding vote in the event of a tie, unless otherwise provided by these By-laws.

Section 3.14 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee, such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

Section 3.15 Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this Association and any director or committee member (or an organization in which a director or committee member is a director, officer or legal representative or has a material financial interest): (a) the material facts as to such contract or transaction and as to such person's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction; (b) such approval shall require the affirmative vote of a majority of the directors, not counting any vote that the interested director otherwise might have; and (c) the interested director shall not be counted in determining the presence of a quorum.

Section 3.16 Compensation. Directors may receive reasonable compensation from the Association for the performance of their duties as directors, and shall be reimbursed by the Association for reasonable expenses incurred in connection with the performance of their duties as directors, subject to prior approval from the Board of Directors for such expenses.

ARTICLE IV OFFICERS

Section 4.01 Number and Qualifications. The elected executive officers of the Association shall be a President, Deputy President, Chairman, Deputy Chairman, Finance Officer, Secretary, and CEO. Officers shall be natural persons.

Section 4.02 Election and Term of Office. Each officer shall be elected by the Board of Directors, in consultation with the Executive Committee, for only one (1) term of three (3) years, except that the CEO is not subject to such terms or limits. The Board of Directors may in its discretion and by majority vote extend the term of an officer, up to a maximum of another year, to prevent more than two (2) officers being replaced in any one (1) calendar year. Each officer shall hold office until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 4.03 Resignations. Except as otherwise provided in an employment contract, an officer may resign by giving written notice to the Association. The resignation is effective without acceptance when the notice is given to the Association, unless a later effective date is named in the notice.

Section 4.04 Removal. An officer may be removed, with or without cause, by a resolution adopted by a majority vote of the Board of Directors, in consultation with the Executive Committee. The officer being considered for removal in any case shall be given an opportunity to contest the proposed removal in writing or in person prior to the vote, and final written notice of the Board vote.

Section 4.05 Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled by the affirmative vote of a majority of the Board of Directors, in consultation with the Executive Committee. The term of the officer filling a vacated position shall expire at the end of the term the officer is filling.

Section 4.06 Chairman. The Chairman shall be the most senior spokesperson for the Association who, in consultation with the Board of Directors, shall represent the Association at conferences, press conferences, and public meetings.

Section 4.07 Deputy Chairman. The Deputy Chairman assists the Chairman and carries out functions on behalf of the Chairman, as determined by the Chairman. Should the Chairman be unable to act, the Deputy Chairman shall discharge all functions of the Chairman.

Section 4.08 President. The President shall be the most senior elected officer of the Association and shall be responsible for (a) presiding over all meetings of the Board of Directors, the Members, and the Executive Committee (b) management of the business of the Association, including implementation of Association policies and business strategies; (c) serving as an ex officio member of all committees of the Board (d) performing such other duties as may from time to time be prescribed by the Board of Directors. The President need not devote his or her full working time and attention to the business of the Association but shall devote such time and attention as he or she shall deem necessary. The President may delegate any of the foregoing responsibilities, subject to his continued supervision, to one or more persons.

Section 4.09 Deputy President. The Deputy President assists the President and carries out functions on behalf of the President, as determined by the President. Should the President be unable to act, the Deputy President shall discharge all functions of the President. The Deputy President shall focus on a communications role of overseeing Association press releases and the

Association's profile in the media and public eye. The Deputy President shall likely succeed the President at the end of the President's term,

Section 4.10 Finance Officer. The Finance Officer shall be the chief financial officer with responsibility for oversight of revenues and expenditures and reporting on the financial affairs of the Association to the Executive Committee. Specifically, the Finance Officer shall: (a) ensure that designated Association staff present sound and financial statements to the board on a quarterly and annual basis, or as designated by the Executive Committee (b) ensure that the Association's annual audit and/or other required financial filings are completed (c) provide analysis and guidance to the Executive Committee regarding the financial health and growth of the Association and (d) perform such other duties as may from time to time be prescribed by the Executive Committee or by the President.

Section 4.11 Secretary. The Secretary shall ensure accountability between the Board of Directors, the staff, and the Membership by (a) maintaining records of and, when necessary, certifying proceedings of the Board of Directors, the Executive Committee and the Members; (b) when directed to do so, giving proper notice of meetings of the Board of Directors and the Members; (c) certifying and keeping at the principal office of the Association accurate copies of the Certificate of Incorporation and these By-laws, as amended to date, as well as copies of all documents evidencing the Association's incorporation and tax-exempt status; (d) serving as custodian of all books and records of the Association, as well as custodian of the Association's seal, if any, and shall affix the seal of the Association to duly executed documents of the Association; and (e) performing such other duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 4.12 Chief Executive Officer. The appointed and currently serving Chief Executive Officer ("CEO") of the Association shall be an executive officer on the Board of Directors and on the Executive Committee. In this capacity, the CEO represents primarily the organization and staffing of the Association, as well as its operations.

Section 4.13 Delegation. Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

ARTICLE V COMMITTEES

Section 5.01 Executive Committee. The Executive Committee shall be selected by and chosen from the Board of Directors. Subject to the Board's ultimate decision-making authority, the Board delegates certain of its powers to the Executive Committee, excluding the area of strategic leadership. The Executive Committee, which shall meet quarterly, may hold its meetings at such place or places as it may from time to time determine. One or more Executive Committee members may participate in a meeting by any means of conference telephone or other communication equipment by means of which all persons participating in the meeting can simultaneously hear each other, and the participating in a meeting pursuant to this subsection shall constitute presence in person at the meeting. The Executive Committee shall consist of the following five (5) executive officers: the President, Deputy President, CEO, Secretary, and

Finance Officer. A majority of the Executive Committee shall constitute a quorum. All actions and decisions of the Executive Committee shall be done or made by a simple majority vote of Executive Committee members present at any meeting which is duly held and at which a quorum exists, with the President casting the deciding vote in the event of a tie, unless otherwise provided by these By-laws. Except for the CEO, executive officers shall serve only one (1) term of three (3) years on the Executive Committee. Upon the expiration of their term on the Executive Committee, the Board of Directors shall determine by a majority vote whether to offer each such executive officer a position on the Board of Directors.

Section 5.02 Advisory Committees. The Board of Directors may establish one or more advisory committees consisting of at least one (1) director and of such additional number of persons demonstrating a sincere interest in the work of the Association, as it deems appropriate (each, an “Advisory Committee”). The function of any Advisory Committee shall be to advise the Board of Directors on any matters as the Board of Directors shall determine. No Advisory Committee shall have any responsibilities for directing or managing the affairs of the Association. An Advisory Committee may be comprised of representatives of Members and/or third parties.

Section 5.03 Other Committees. The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the directors currently holding office. Committees are subject at all times to the direction and control of the Board of Directors.

Section 5.04 Meetings and Minutes. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of such absent or disqualified member. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors, the Secretary and to other members of the committee.

ARTICLE VI CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 6.01 Checks, Notes and Contracts. The Executive Committee is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who shall be authorized in the Association’s behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 6.02 Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Executive Committee may deem desirable.

ARTICLE VII BOOKS AND RECORDS

The Association shall keep at its registered office correct and complete copies of its:

- (A) Certificate of Incorporation and By-laws;
- (B) accounting records; and
- (C) minutes of meetings of the members, the Board of Directors and committees having any of the authority of the Board of Directors, including the Executive Committee.

All such books and records shall be open to inspection by any director, or officer of the Association or his/her agent, for any proper purpose at any reasonable time. To the extent required by applicable law, the Association's books and records shall be open to inspection by Members, governmental authorities and the general public.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 8.01 Indemnification. The Association shall indemnify persons to the extent required or permitted by the Certificate of Incorporation and the Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

Section 8.02 Insurance. To the full extent permitted by applicable law from time to time in effect, the Association shall purchase and maintain insurance on behalf of its directors and officers in their official capacity against liability asserted against and incurred by its directors and officers resulting from or arising out of that capacity, provided agreed to by a majority vote of the Board of Directors.

ARTICLE IX INCOME

Section 9.01 Gifts and Grants. The Executive Committee, on behalf of the Association, may accept any contribution, grant, gift, bequest or devise, in whatsoever form, for purposes of the Association.

Section 9.02 Other Sources of Income. The Association shall be funded by membership dues, government grants and contracts, fees for programs or benefits provided, grants from private foundations, contributions from business organizations, and by income from any and all other sources not inconsistent with the Association's purposes or Section 501(c) of the Internal Revenue Code.

ARTICLE X FISCAL YEAR

The fiscal year of the Association shall be the calendar year, unless otherwise designated by the Executive Committee.

**ARTICLE XI
AMENDMENTS**

Amendments to these By-laws shall be approved by a two-thirds (2/3) majority vote of the directors currently holding office, *provided* that no such amendment may be introduced and approved at the same meeting of the Board of Directors.

**ARTICLE XII
CONSTRUCTION**

Section 12.01 Conflicts. If there arises any conflict between the provisions of these By-laws and the Certificate of Incorporation, the Certificate of Incorporation shall govern.

Section 12.02 Severability. If any provision or portion of these By-laws is held unenforceable or invalid for any reason, the remaining provisions and portions of these By-laws shall be unaffected by such holding.

ADOPTION OF THE BY-LAWS

These By-laws have been approved and adopted by the Board of Directors of this Association by written action, dated _____.
