

BYLAWS OF
LEHIGH VALLEY MILITARY AFFAIRS COUNCIL

A NONPROFIT CORPORATION

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ARTICLE ONE

INTRODUCTION

Definition of Bylaws

1.01. These Bylaws constitute the code of rules adopted by the Lehigh Valley Military Affairs Council for the regulation and management of its affairs.

Purposes and Powers

1.02. This Corporation will have the purposes of powers as stated in its Articles of Incorporation, and whatever powers are or may be granted by the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, or any successor legislation. The primary purposes of this Corporation are to support Lehigh Valley Area Veterans, Active Military, National Guard and Reserve Troops, their families, the businesses that employ them and the communities in which they live and work and to promote awareness of the military's role in defending America through educational programs and public events.

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Nature of the Association

1.03. The Council shall be nonpartisan. It shall not contribute or otherwise support or assist any political party or candidate or nominee for public office. It shall not favor one member over any other nor favor any specific location or municipality over another.

Core Values (Guiding Principles) of the Association

1.04. The Lehigh Valley Military Affairs Council membership acknowledges and upholds the following guiding principles:

1.04.01. Since the military is vital to our nation's existence, it is both necessary and honorable that some in our community perform military service. Consequently, we – as a community – are indebted to those who serve and have served to protect us. Their sacrifices should not be overlooked.

1.04.02. The act of taking care of our own begins with us and our community ... and rises above individual agendas. Helping those who serve or have served strengthens our community, honors our fallen, and ensures the willingness of others to serve.

1.04.03. Honest patriotism requires knowledge and understanding of our military and our heritage.

1.04.04. The Lehigh Valley Military Affairs Council exists to facilitate community awareness of, advocacy for, and assistance to our service members, veterans, and their families. To ensure LVMAC's success, all government, business, civic, religious and veteran organizations, and individual citizens must come together in common purpose.

1.04.05. The Lehigh Valley Military Affairs Council supplants no existing organization that serves military service members, veterans, or their families. Its intention is to work with these organizations, when willing and as suitable, to accomplish its mission.

1.04.06. While it is to be considerate of its individual members' concerns, the Lehigh Valley Military Affairs Council does not further any particular financial interests of its members, public or private. Its duty lies with serving the service members, veterans and their families. Its interest is in needed services and benefits provided to them from whomever they may best be obtained. Its immediate focus is upon its own strategic plan agreed upon by the board elected from the membership.

ARTICLE TWO

OFFICES AND AGENCY

Principal and Branch Offices

2.01. The principal place of business of this Corporation in Pennsylvania will be located at 245 Main Street, Emmaus, PA 18049-2702. In addition, the Corporation may maintain other offices either within or without the Commonwealth of Pennsylvania as its business requires.

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ARTICLE THREE

MEMBERSHIP

Definition of Membership

3.01. The Members of this Corporation are those organizations and individuals having membership rights in accordance with the provisions of these Bylaws.

Categories of Members

3.02.01. Member Organizations. An organization may apply to become a member of the Corporation provided: a. the organization's goals are in accord with the goals of the Corporation; b. the organization is willing to abide by the by-laws of the Corporation; c. the organization is located in Lehigh or Northampton County in the Commonwealth of Pennsylvania; d. the organization's principal representative has immediate access to a telephone and/or e-mail; e. the organization shall provide a postal mailing address where correspondence may be delivered; and f. the organization meets criteria as established by LVMAC.

3.02.02. Associate Members.

- a. Entities whose headquarters are not located within Lehigh or Northampton County.
- b. Subsidiaries of an organization.
- c. Those organizations that prefer to be associates.
- d. Individuals.

3.02.03. Not used.

3.02.04. Honorary Members. An "honorary member" is an individual, organization, veterans' group, military group, company, or subsidiary of any of these that is granted membership by action of the Board of Directors to confer an honor. This action does not have to be approved by the Council.

3.02.05. Voting Rights of Members. Only Member Organizations may vote. Each Member Organization is entitled to only one (1) vote exercised by a designated representative present at a Council meeting.

Application for Membership

3.03.01. An organization desiring membership may apply in writing or via email to the Corporation. Upon receipt of an official written and signed request to join the Corporation, the Corporation shall evaluate the applicant's qualifications and propose a recommendation to the membership as to the acceptance or denial of the applicant's request for membership. An organization whose application is approved by fifteen percent (15%) of the Member Organizations shall be admitted to the Corporation in the membership status for which applied; i.e., Member Organization or Associate Member.

3.03.02. Not used.

3.03.03 Honorary Members may be recommended by any Member Organization or Associate Member and must be approved by two-thirds (2/3) of the Board of Directors at a regularly scheduled meeting. Upon approval, correspondence (written or email) will be forwarded to the recommended individual. If the individual concurs, he or she will be granted "Honorary Member" status and will so be listed on the Corporation's web site and official letterhead stationery. Any Honorary Member's status may be terminated by the Corporation by a two-thirds (2/3) vote at a regularly scheduled Board of Directors meeting.

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Members' Meetings (Council Meetings)

3.04.01 Regular members' meetings (Members' meetings will also be known as "council meetings".) shall be held on the third Wednesday of each month unless Member Organizations agree otherwise. Ten percent (10%) of the Member Organizations of the Corporation shall constitute a quorum capable of transacting any business that may come before a meeting.

3.04.02. A special meeting of the Corporation may be called by a simple majority of the Board of Directors, or by one-third (1/3) of the Member Organizations.

3.04.03. Not used.

Representation and Voting

3.05.01. A Member Organization may appoint as many representatives as necessary to fulfill its commitments to the Corporation, but shall have only one (1) vote.

3.05.02. A majority vote of Member Organizations present shall be required to approve a proposed Corporate action or position. A member's request that its name be omitted from the list of Corporate supporters of a given issue shall be honored. If specifically requested, the name of a member or corporate sponsor choosing not to endorse the Corporation's position shall be noted in the appropriate correspondence.

3.05.03. Member Organizations' officially designated representatives shall keep their respective organizations apprised of Corporate business, and are considered to possess the authority of their organizations when casting votes at Board of Directors, and/or members' meetings, unless they specifically except themselves.

Place of Members' Meetings

3.06. Meetings of Members will be held monthly at locations designated by the Board of Directors. Teleconferences are allowed for this purpose, with the approval of the Board.

Annual Members' Meetings

3.07. The Annual Meeting of the Members will be held at noon on the third Wednesday of June at a location designated by the Board of Directors.

Special Members' Meetings

3.08. Special meetings of the Members may be called by any of the following:

- a. A majority of the Board of Directors.
- b. The President.
- c. One-third (1/3) of the Member Organizations.

Notice of Members' Meetings

3.09. Written or electronic notice, stating the place, day, and hour of the meeting – and in the case of a special meeting, the purpose(s) for which the meeting is called – must be delivered not fewer than ten (10) nor more than forty (40) days before the date of the members' meeting, either personally, by first class mail, or by email at the direction of the President or a quorum of the Board or Member Organizations calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address as it appears on the records of the Corporation, with postage prepaid.

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Members' Regular Meeting Order of Business

3.10.01 The Corporation will consider, or place on its order of business for the members' regular meeting for review, only issues directly related to the morale, welfare and benefits of members of the uniformed services community, including active and retired military, National Guard, Reserve, veterans, their families and survivors, and employers of veterans, Guardsmen and Reservists.

3.10.02 Exceptions to the preceding paragraph may be approved by two-thirds of the Member Organizations present at regularly scheduled meetings

3.10.03 The order of business shall routinely be as follows:

- a. Invocation.
- b. Pledge of Allegiance.
- c. Round-the-room Introductions.
- d. Reading and Approval of the Minutes.
- e. Guest Speaker.
- f. Report of the Treasurer.
- g. Report of the Committees.
- h. Unfinished Business.
- i. New Business:
 - (1) Nomination of Members.
 - (2) Nomination of Officers.
 - (3) Notice of Vacancies.
 - (* Note: At this point the President can bring up New Business referred by the Board or Executive Committee.
- j. Good of the Council.
- k. Adjournment.

Transferability of Membership

3.11. Membership in this Corporation is nontransferable.

Termination of Membership

3.12. Membership will terminate in this Corporation on any of the following events:

- a. Receipt by the Board of Directors of the written resignation of a Member, executed by the Member or the Member's duly authorized attorney-in-fact.
- b. The dissolution of a Member.
- c. For cause, inconsistent with membership, after notice, trial, and conviction.

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ARTICLE FOUR

BOARD OF DIRECTORS

Definition of Board of Directors

4.01. The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation, including but not limited to, the reviewing of the goals, priorities, and where necessary issues of this Corporation and providing guidance, advice, and recommendation to the Corporation and establishing the corporate annual budget.

Structure of Board

4.02. The Board of Directors of this Corporation shall consist of the following corporate officers: President, First and Second Vice Presidents, Secretary and Treasurer. Additional Board Members shall consist of no fewer than 5 but no more than 15 Directors, including the chairpersons of all Standing Committees).

Qualifications of Officers and other Directors

4.03. The qualifications for becoming and remaining an Officer or other Director of this Corporation are as follows:

- a. Officers and other Directors need not be residents of the Commonwealth of Pennsylvania.
- b. Officers and other Directors must be members of Member Organizations of this Corporation.
- c. No one may become an Officer or a Standing Committee Chairperson without first becoming a Director.

Terms of Officers and other Directors

4.04.01. Each Director will be elected for a term of three years; and thereafter for a term of three years. Each Director will hold office for the term for which the Director was elected or until a successor has been selected and qualified. Standing Committee Chairpersons will serve on the Board until they are succeeded.

4.04.02. All Directors, including Officers and Standing Committee Chairpersons, shall be officially elected by the Council to their positions as Directors in addition to their appointment/assumption/ election as Officers and/or Standing Committee Chairpersons.

4.04.03. For board members also serving in an officer capacity, see Section 5.02 of Article Five (Officers).

Vacancies on the Board

4.05. Any vacancy occurring on the Board of Directors shall be filled by the Board of Directors as quickly as practicable. After submitting and vetting nominees and then voting to determine the recommended candidate, the Board shall submit that candidate to the Council at its next meeting for approval by vote. In the event the vacancy was due to the resignation of a Director, the new Director will serve for the unexpired term of the predecessor in office.

Location of Directors' Meetings

4.06. Meetings of the Board of Directors, regular or special, will be held at such place or places as the Board of Directors designates by resolution duly adopted. Teleconferences are allowed for this purpose, with the approval of the Board.

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Regular Directors' Meetings

4.07. Regular meetings of the Board of Directors will be held at least quarterly on the first month of each calendar quarter at a place and time determined by the President, or by a Vice President in the absence of the President. This provision of the Bylaws constitutes notice to all Directors of all regular meetings, and no further notice shall be required, although further notice may be given.

Notice of Special Directors' Meetings

4.08. Written or electronic notice stating the place, day, and hours of any special meeting of the Board of Directors will be delivered to each Director not less than two working days or more than seven working days before the date of the meeting, either personally, via email or by first class mail, by or at the direction of the President or a quorum of the Directors calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail by certified mail addressed to the Director at the Director's address as it appears on the records of this Corporation, with postage prepaid. The notice shall state the business to be transacted at the meeting.

Call of Special Board Meetings

4.09. A special meeting of the Board of Directors may be called by either:

- a. The President.
- b. A majority of the Board of Directors.

Waiver of Notice

4.10. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Quorum of Directors

4.11. A third (1/3) of the of the current Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

Voting Rights of Board Members

4.12. Each Officer and each Director is entitled to one vote at a Board of Directors meeting. In addition, each Standing Committee is entitled to one vote, normally by the Standing Committee Chairperson defined in Article Nine (Committees). A Standing Committee Chairperson who is unable to attend a Board of Directors meeting may provide a substitute, normally but not necessarily a Standing Committee Vice-Chairperson, to represent the Standing Committee and vote for the Standing Committee at a Board of Directors meeting.

Electronic Voting

4.13. The Corporation recognizes the advances made in technology and as such authorizes the Board of Directors to cast votes electronically for actions that require consideration before a regularly scheduled quarterly Board meeting. These "meetings" will be considered Special Board Meetings as defined in Section 4.08. All other considerations, such as quorums, notification, the business to be transacted, and minutes of the business transacted, shall apply.

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ARTICLE FIVE

OFFICERS

Roster of Officers

5.01. The Officers of this Corporation will consist of the following personnel:

- a. A President.
- b. A First Vice President.
- c. A Second Vice President, if desired.
- d. A Secretary.
- e. A Treasurer.

Selection of Officers

5.02. Each of the Officers of this Corporation will be elected biennially by the Member Organizations. Each officer will remain in office until a successor to the office has been selected and qualified. When vacancies occur, acting officer positions, excluding the President, may be filled by the President with the approval of the Executive Committee or Board of Directors. Elections will be held at the next meeting of the Council. Officers must be Board Members. See Article Four (Board of Directors).

President

5.03.01. The President is the Chief Executive Officer of this Corporation and will, at the direction of the Executive Committee, and/or the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and any other duties that may be required by these Bylaws or prescribed by the Board of Directors or the Executive Committee.

5.03.02. The President shall have the authority to appoint such officers not listed in Section 5.01 as he or the corporation deems necessary. An example would be the Chaplain.

5.03.03. The President shall be an ex-officio member on all committees except the nominating committee. The President shall have a vote in official actions of the Board and Executive Committees but not on the official actions of other committees.

5.03.04. The presence of the President shall be counted towards establishing a quorum for the Board and Executive Committee, but not for the quorums of other committees.

5.03.05. See Article 6.03.02 regarding purchase authority vis-à-vis the Executive Committee.

Vice Presidents

5.04. There will be a First Vice President and, if desired, a Second Vice President. The First Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Second Vice President shall perform likewise should both the President and First Vice President be absent or otherwise unable to act. A vice president will perform any other duties that may be prescribed by the Board of Directors or the Executive Committee.

Secretary

5.05. The Secretary will keep minutes of all Council meetings and meetings of the Board of Directors and Executive Committee, be the custodian of the corporate records, give all notices as are required by law or

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by these Bylaws, and generally, perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors or Executive Committee. A list of Officers, Directors, and their terms, shall be maintained in the office as directed by the Secretary.

Treasurer

5.06. The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Executive Committee and the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, render reports and accountings to the Directors and to the Members as required by the Executive Committee, Board of Directors or by Member Organizations or by law. The Treasurer will perform in general all duties incident to the office of Treasurer and any other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or that may be assigned by the Board of Directors or Executive Committee.

Removal of Officers

5.07. Any Officer elected or appointed to office may be removed by the persons authorized under these Bylaws to elect or appoint Officers whenever in their judgment the best interests of this Corporation will be served. However, any removal will be without prejudice to any contract rights of the Officer so removed.

Prohibitions

5.08. Officers may be elected to only one of the five elected officer positions at any given time.

Honorary Officers

5.09. An Honorary Officer (for example, President Emeritus) may be recommended by any member organization, associate member, or director and must be approved by two-thirds (2/3) of the Board of Directors at a regularly scheduled meeting. Upon approval, correspondence (written or email) will be forwarded to the recommended individual. If the individual concurs, he or she will be granted an honorary officer status and will so be listed on the Corporation's web site and official letterhead stationery with an honorary title. Any Honorary Officer's status may be terminated by the Corporation by a two-thirds (2/3) vote at a regularly scheduled Board of Directors meeting. This is an honorific to recognize outstanding service to the organization. It confers no duties, responsibilities, or position on a committee, the Board, or the Executive Committee. An individual so named as an Honorary Officer shall not lose eligibility to serve in any elected position based upon being an Honorary Officer.

ARTICLE SIX

EXECUTIVE COMMITTEE

Structure of the Executive Committee

6.01. There shall be an Executive Committee of the Corporation headed by the President of the Corporation. The Executive Committee shall consist of the officers of the Corporation, the chairpersons of the Standing Committees defined in Article Nine (Committees) and one (1) additional Director, who will be selected by the Board of Directors for a term designated by the Board of Directors, but not to exceed three (3) years. Individuals may be elected to additional three (3) year terms.

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General Responsibilities and Duties

6.02.01. Unless a power is specifically excluded in writing in the By-laws or by vote of the Board or by the laws or regulations of the State of Pennsylvania, the Executive Committee shall exercise the powers of the Board of Directors when the Board is not meeting.

6.02.02. The Executive Committee will meet on a regular basis as established by the President, with concurrence by a majority of the Executive Committee. Special meetings may be called by the President or a majority of the Executive Committee. A majority of the current Executive Committee shall constitute a quorum.

6.02.03. The draft minutes of the Executive Committee shall be provided to the Board electronically or by mail as soon as practicable after a meeting. The President or his/her designate shall provide an oral report of the activities of the Executive Committee and any outstanding questions at each meeting of the Board of Directors.

Special Directions from the Board

6.03.01. Although not an all-inclusive list, the Board directs the Executive Committee as follows:

- a. Perform oversight and approval if required of the financial activities of the Corporation including specifically the review of audits, monthly investment statements and annual statements and budgets.
- b. Specifically authorize in advance all checks in excess of \$1,000 but not more than \$10,000.
- c. Specifically record in their minutes the receipt of all gifts received in cash or kind.
- d. Authorize in advance the signing of contracts, leases and agreements which bind the corporation to an amount not in excess of \$10,000.00 annually per contract. All contracts, leases and agreements which bind the corporation for an amount in excess of \$10,000.00 annually shall be approved in advance by the Board of Directors. No borrowings may be made without specific advance authorization by the Board of Directors.
- e. Assist the grant writer in pursuing funds.
- f. Authorize and oversee all fundraising activities of Lehigh Valley Military Affairs Council including those of the committees.
- g. Arrange and conduct regularly scheduled council meetings.

6.03.02. Without prior authorization, the President (or a designated Vice President in the absence of the President), shall have the authority to operate a small purchase fund such that an individual commitment resulting in obligation does not exceed \$300 per instance and the grand total of the actual obligations reported by the Treasurer does not exceed \$1,000 in a fiscal year.

Location of Executive Committee Meetings

6.04. The meetings of the Executive Committee will be held at such at such place or places as the President designates, with the concurrence of the majority of Executive Committee. Teleconferences are allowed for this purpose, with the approval of the Executive Committee.

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ARTICLE SEVEN

EXECUTIVE DIRECTOR

Selection of the Executive Director

7.01. Should an Executive Director be desired, the Executive Committee, subject to the Board of Directors approval, shall recommend the hiring of an “Executive Director” and the amount of the annual compensation.

Responsibilities and Duties

7.02.01. The Executive Director will be responsible to the Executive Committee and the Board of Directors for the daily operation of the Corporation and for all other matters relating to the Corporation as assigned.

7.02.02 The Executive Director shall serve as an ex-officio non-voting member of the Executive Committee and the Board of Directors and as such shall attend their meetings as deemed appropriate by the Executive Committee and the Board of Directors.

Prohibitions

7.03. Any Corporate officer or member of the Executive Committee or Board of Directors upon being elected Executive Director shall resign such office before entering duties as the Executive Director.

Vacancy

7.04. In the event that the position of the Executive Director shall be vacant, the President of the Corporation shall perform the essential activities or appoint an interim Executive Director until a new Executive Director is selected.

ARTICLE EIGHT

INFORMAL ACTION

Waiver of Notice

8.01. Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Law of 1988, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the waiver, will be deemed equivalent to the giving of the notice. The waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

Action by Consent

8.02. Any action required by law or under the Articles of Incorporation of this Corporation or these Bylaws, or any action that otherwise may be taken at a meeting of either the Members or Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all the persons entitled to vote with regard to the subject matter of the consent, or all Directors in office, and filed with the Secretary of the Corporation.

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ARTICLE NINE

COMMITTEES

Standing Committee

9.01. The Corporation will have the following “Standing Committees”, the core committees of the organization as specified in the current strategic plan, in addition to the Board and the Executive Committee not addressed in this article:

- a. Budget and Finance
- b. Communications
- c. Information Technology Support
- d. Membership
- e. Programs

9.02. [Deleted].

Special Committees

9.03. The President may appoint a “Special Committee” for a specific purpose. Special Committees are temporary in nature and shall not be created to co-opt the Standing Committees. The Nominating Committee is an example of a special committee.

Subcommittees

9.04.01. Standing Committees may form subcommittees (action/program teams), as needed, to accomplish their activities.

9.04.02. Except for the chairperson, a subcommittee member need not be a member of the organization, although this is to be encouraged to maintain the good order of the organization. This allows for the use of collective impact/coalition/alliance models to the advantage of the organization’s mission.

Chairpersons

9.05. The selection of Chairpersons is subject to the following rules:

- a. Standing Committee Chairpersons are appointed by the Board. See Section 4.03 of Article Four (Board of Directors).
- b. Chairpersons of Special Committees and subcommittees must be members of member organizations or associate members.
- c. [Deleted]
- d. The Special Committee Chairpersons are appointed by the President.
- e. The Subcommittee Chairpersons are appointed by the Chairperson of the Standing Committee to which they are assigned.

Quorums

9.06. A quorum at all committee meetings, except those of the Board and Executive Committee (their quorums are specified in the appropriate section) shall be the majority of members present if three or more in number.

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ARTICLE TEN

OPERATIONS

Fiscal Year

10.01. The fiscal year of this corporation will be the calendar year.

Execution of Documents

10.02. Except as otherwise provided by law, checks, drafts, promissory notes, orders for payments of money, and other evidences of indebtedness of this Corporation will be signed by at least two (2) of the five (5) officers, who are the President, First and Second Vice Presidents, Secretary and Treasurer. The Treasurer alone may sign routine business checks of \$1,000.00 or less. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President, and will have attached copies of the resolutions of the Board of Directors or Executive Committee certified by the Secretary authorizing their execution.

Books and Records

10.03. This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Executive Committee. The Corporation will keep at its registered office a membership register giving the names, addresses, classes, and other details of the membership of each member, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

Inspection of Books and Records

10.04. All books and records of this Corporation may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection.

Nonprofit Operations

10.05. This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

Loans to Management

10.06. This Corporation will make no loans to any of its Officers or other Directors.

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Indemnification and Insurance

10.07. The corporation may indemnify any director, any former director, any person who while a director of the corporation may have served at its request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, and may, by resolution of the Board of Directors, indemnify any officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, employee or agent subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person: a. conducted himself in good faith, b. believed in the case of conduct in his official capacity with the Corporation that his conduct was in the best interest of the Corporation and in all other cases that his conduct was at least not opposed to the best interests of the corporation, or c. in the case of any criminal proceeding, he had no reasonable cause to believe that his conduct was unlawful. Further, there shall be no indemnification in connection with a proceeding (1) by or in the right of the Corporation in which the director, officer, employee or agent was judged liable to the corporation, or (2) in which improper personal benefit is charged.

Code of Ethics

10.08.01. Purpose: The purpose of our Code of Ethics is to help ensure that our members and Member Organizations adhere to and promote proper ethical standards, abide by the law, and preserve the organization's integrity, reputation and professional and business relationships. Ethics are a critical issue and vital component in governing the organization. It is not possible to address all ways in which ethical issues may arise so the following principles are intended as a guide.

10.08.02. The Pledge of Personal and Professional Conduct: All members and Member Organizations are expected to adhere to the standards of conduct cited in this section and in Section 10.08.03 (Conflict of Interest) while in the performance of LVMAC activities. In addition, all Board members are required to sign a LVMAC Code of Conduct form certifying they shall be mindful of these standards.

a. Integrity: I will demonstrate the highest standards of individual conduct, personal accountability, trustworthiness, fair dealings, considerations of the rights of others, and the highest principles of good business relationships.

b. Excellence: I will strive to meet the highest standards of performance, quality, service and achievement.

c. Honesty: I will communicate directly, respectfully, honestly and openly, and avoid misrepresentation, including misrepresentation through omission.

d. Diversity: I will support and value diversity – promoting an environment that embraces the similarities and differences all people bring to the organization.

e. Respect: I will respect and act fairly toward all those with whom I come into contact and refuse to engage in or tolerate any form of discrimination or harassment.

f. Responsibility: I will take responsibility for my actions and decisions and remain a careful steward of our funds and resources.

g. Compliance: I will comply with our Code of Ethics and all laws and Regulations affecting LVMAC.

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10.08.03. Conflict of Interest:

a. An actual or potential conflict arises when any of the following circumstances exist or is threatened:

(1) A proposed transaction or arrangement under consideration by the Board, or any ongoing business relationship, involves a contracting entity with respect to which there is an interested Director or interested Officer.

(2) An opportunity within the scope of activities of the Corporation could be exploited by a Director or Officer, a Director or Officer's family member, or a contracting entity with respect to which there is an interested Director or interested Officer.

b. I will not place my personal interests in conflict with the interest of LVMAC; I will avoid any conduct that may impair my judgment with respect to LVMAC.

10.08.04. The Executive Committee shall serve as an Ethics Committee as needed.

10.08.05. Questions, Reporting:

a. Any questions regarding the Code of Ethics should be directed to the President for the Executive Committee.

b. If a member knows of a violation of the Code of Ethics, he/she should immediately report it to the President.

ARTICLE ELEVEN

RULES OF ORDER

11.01. The rules contained in Robert's Rules of Order, Newly Revised, shall govern this Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE TWELVE

AMENDMENTS

Modification of Bylaws

12.01. These By-Laws may be amended provided: a. that the amendment(s) is (are) presented at a regularly scheduled meeting of the Board of Directors; b. that the Board of Directors presents the proposed amendment(s), along with its recommendation(s), at the next possible, regularly scheduled meeting of the Council; and c. that the Council acts upon the proposed amendment(s) at the next regularly scheduled meeting held subsequent to the initial presentation by a vote of two-thirds (2/3) of the Member Organizations present at said meeting, provided that Member Organizations are given at least fifteen (15) days' notice of that meeting.

Adoption of Bylaws

12.02. Adopted by the Board of Directors by resolution on June 18, 2003; then amended by the first amendment on August 20, 2003; then by second amendment on April 21, 2004; then by third amendment on January 18, 2006; then by fourth amendment on February 21, 2007; then by fifth amendment on February 20, 2008; then by sixth amendment on February 16, 2011; then by seventh amendment on 16 May 2012; and then by eighth amendment on June 10, 2020.

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