

RVAA CONSTITUTION & BYLAWS

ARTICLE I

Name and Office

Section 1. **Name** - The name of this association shall be the Recreational Vehicle Aftermarket Association (RVAA), incorporated under the Ohio Nonprofit Corporation Law.

Section 2. **Office** - The Association shall maintain an office and registered agent within the state of its incorporation, and such offices within or without the state as the Board of Directors may from time to time determine.

ARTICLE II

Purposes

Section 1. **Purposes** - The purposes of this association shall be:

1.1 To ensure the future growth of the aftermarket recreational vehicle industry by developing and implementing programs supporting this objective.

1.2 To consider and deal by all lawful means with common problems of management, such as those involved in the production, distribution, employment and financial functions of the industry; to secure cooperative action in advancing by all lawful means the purposes of its members; and to promote activities designed to enable the industry to conduct itself with the greatest economy and efficiency.

1.3 To afford due consideration to and expression of opinion upon questions affecting the industry and the financial, commercial and industrial interest of the nation and to promote the common business interests of the industry.

1.4 To cooperate with other industries and organizations.

1.5 To provide information to government authorities and code and standards organizations.

1.6 To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

ARTICLE III

Membership

Section 1. **Classes** - There shall be five classes of membership:

- 1.1 Distributor
- 1.2 Supplier
- 1.3 Manufacturers' Agent
- 1.4 Affiliate
- 1.5 Honorary

Section 2. **Distributor Members** - Any person, firm or corporation of good character, and upon written application in a form approved by the Board of Directors, is eligible for election to Distributor membership if it meets the following qualifications:

2.1 Is engaged as a warehouse distributor whose net sales are primarily at the wholesale level of distribution, in the business of stocking and selling diversified lines of products in the aftermarket recreational vehicle industry to retail dealers, stores and service companies serving the recreational vehicle aftermarket industry. For purposes of these Bylaws, "diversified lines" shall be defined as sufficient and varied aftermarket parts, products, equipment and supplies related to the recreational vehicle industry.

2.2 Is financially sound, having been actively engaged in the business as a warehouse distributor for a period of at least two years, except that if the applicant meets all other requirements for membership, the two-year requirement may be waived at the discretion of the Board of Directors upon a showing of previous experience by the principals of the applicant in the industry.

2.3 Has a reputation in the community in which the applicant is located for integrity and sound character.

2.4 Is not wholly, fully or partially tax supported or a non-profit organization.

2.5 Has sufficient personnel properly trained to provide educational, mechanical and technical service to customers.

2.6 Has extensive enough inventory of parts, accessories, services and facilities to provide for the needs of the market in which applicant sells, and the classes of customers with which applicant does business, providing for most stock needs, for the dealers of recreational vehicle aftermarket products.

2.7 Meets such other uniform requirements as may be established by the Board of Directors.

Section 3. **Supplier Members** - Any person, firm or corporation of good character, and upon written application who does not otherwise qualify for Distributor membership and who is primarily engaged in the business of manufacturing for resale through warehouse distributors, parts, accessories and services for the aftermarket recreational vehicle industry or to original equipment manufacturers serving the aftermarket recreational vehicle industry, and who meets such other uniform requirements as may be established by the Board of Directors, shall be eligible for election to the Supplier membership.

Section 4. **Manufacturers' Agent Members** - Any person, firm or corporation, of good character, and upon written application, who does not otherwise qualify for Distributor or Supplier membership, and who primarily represents suppliers in the sale of parts, accessories and services for the aftermarket recreational vehicle market, to warehouse distributors or original equipment manufacturers and who meets such other uniform requirements as may be established by the Board of Directors, shall be eligible for election to Manufacturers' Agent membership.

Section 5. **Affiliate Members** - Any person, firm or corporation, of good character, and upon written application, who does not otherwise qualify for Distributor, Supplier or Manufacturers' Agent membership, including but not limited to service, educational and other not-for-profit organizations, and who supports the philosophy and practice of warehouse distribution in the recreational vehicle aftermarket, and meets such other uniform requirements as may be established by the Board of Directors, shall be eligible for election to Aftermarket Affiliate membership.

Section 6. **Honorary Members** - Those persons, upon nomination by a voting member, who have rendered distinguished service to the recreational vehicle industry, shall be eligible for election by the favorable vote of two-thirds of the Board of Directors to Honorary membership.

Section 7. **Election of Members** - Any person, firm or corporation eligible for Distributor, Supplier, Manufacturers' Agent or Affiliate membership under these Bylaws may be elected to membership by the majority vote of the Board of Directors, on written application, in accordance with procedures adopted by the Board of Directors for such election.

Section 8. **Voting** - Each Distributor, Supplier and Manufacturers' Agent member shall appoint and certify to the Executive Director of the Association a person to be its representative in the Association and who shall represent, vote and act for the member in all affairs of the Association.

Only Distributors, Supplier and Manufacturers' Agent members may vote on any questions which may come before the meeting and no voting member shall cast more than one vote on any such questions which may come before the meeting.

Section 9. **Duration of Membership and Resignation** - Membership in this Association may terminate by voluntary withdrawal, or otherwise pursuant to these Bylaws. All rights, privileges and interest of a member in or to the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors. Withdrawals shall be effective upon fulfillment of all obligations for the fiscal year. Each year each member, as a condition of continued membership, shall certify to the Board of Directors that such member still continues to meet the requirements for membership. Failure or inability to so certify shall be treated as an automatic resignation from the Association, provided, however, if such member within a period of two years is again qualified for membership, any contribution or application fee shall be waived, upon application by such members.

Section 10. **Suspension and Expulsion** - Membership in the Association may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be in violation of the Bylaws or any lawful rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association.

Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been mailed by certified or registered mail to the last recorded address of the member at least 15 days before final action is to be taken by the Board of Directors. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors, at which the charges shall be

considered and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors.

ARTICLE IV DUES AND ASSESSMENTS

Section 1. **Dues and Assessments** - The administrative services fee, annual dues, and assessments, if any, for each class of members of the Association shall be determined by the Board of Directors.

Section 2. **Contributions** - The Association may at any time accept and use contributions or gifts made to it by any person, firm or corporation.

Section 3. **Failure to Pay** - Members who fail to pay their dues or assessments within 30 days from the time they become due shall be notified in writing by the Executive Director or such other Officer as may be designated for such purpose by the Board of Directors; and, if payment is not made within the next succeeding 30 days, shall be notified in writing by the Executive Director that if payment is not received within the next succeeding thirty days they will be dropped from membership, without further notice and without a hearing, a thereupon forfeit all rights and privileges of membership unless a written request showing good cause to extend the time for payment of dues or assessment has been approved by the Board of Directors or its designee.

ARTICLE V Meetings

Section 1. **Annual Meetings** - There shall be an annual meeting of the Association as ordered by the Board of Directors for the election of Officers, and members of the Board of Directors, and for the receiving of the annual reports, and for the transaction of other business. Notice of such meeting, signed by the Executive Director, shall be mailed at least five, but not more than 40 days before the time appointed for the meeting.

Section 2. **Special Meetings** - Special meetings of the Association may be called by the President, or the Board of Directors, or shall be called by the President upon the written request of 25 or more of the voting members. Notice of any special meetings shall be mailed to the last recorded address of each voting member at least five, but not more than 40 days before the time appointed for the meeting with a statement of time and place of the meeting and information as to the subject matter to be considered.

Section 3. **Quorum** - One-half of the voting membership present or represented by proxy shall constitute a quorum at any meeting of members. If a quorum is not present, a majority of the voting members present may adjourn and reconvene the meeting, from time to time, without further notice, until a quorum is present.

Section 4. **Proxies** - At any meeting of members, a voting member entitled to vote may vote either in person or by proxy, executed in writing by the member or the member's duly authorized attorney-in-fact. No proxy shall be valid two months from the date of its execution.

Section 5. **Procedures** - All meetings of the Association shall be governed by Parliamentary Law as set forth in *Robert's Rules of Order* (most recent edition) when it does not conflict with these Bylaws.

Section 6. **Attendance** - At all meetings, members may be represented by any Officer, partner or principal or any members of the firm whom the member may delegate for the purpose, and this delegate may vote for the member in lieu of the member's voting representative. Guests shall be allowed at meetings only on approval of the presiding Officer.

ARTICLE VI Board of Directors

Section 1. **Composition of the Board** - The Board shall consist of the four elected Officers, the immediate past president, four distributors, four suppliers, and two manufacturers' agent representatives, all of whom shall be eligible to vote and be included for quorum purposes.

Section 2. **Power of the Board** - The Board of Directors shall have supervision, control and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the power granted appoint such agents as it may consider necessary.

Section 3. **Meetings** - Except that the Board of Directors shall have a regular meeting at the time and place of the annual meeting of voting members, the Board shall meet upon call of the President or Executive Director, or shall be called for the meeting by the President upon written request of a majority of the members of the Board of Directors at such times and places as may be designated. Notice of all meetings of the Board of Directors shall be sent to each member of the Board at the Director's last recorded address at least five, but not more than 40 days before the time appointed for such meeting. Meetings of the Board of Directors shall be open only to Directors, except by special invitation of the Board of Directors or Chair of the meeting.

Section 4. **Quorum** - Two-thirds of the whole Board of Directors, shall constitute a quorum at any meeting of the Board. If a quorum is not present, a majority of those Directors present may adjourn and reconvene the meeting, from time to time, without further notice, until a quorum is present.

Section 5. **Compensation** - Directors shall not receive any stated compensation for their services as Directors, but the Board of Directors may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving compensation for such services.

Section 6. **Resignation or Removal** - Any Director may resign at any time by giving written notice to the President, the Executive Director or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board. Any Director may be removed by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present. In the event any Officer or Director should become disassociated with a member firm for over 90 days, the Officer or Director shall resign or cease to hold elective office.

Section 7. **Absence of Directors** - Any Director who is unable to attend a meeting of the Board shall notify the President or Executive Director of the Director's inability to attend and the reason why. If a Director has two unexcused Board meetings in a fiscal year, the Director shall be deemed to have resigned from the Board of Directors.

Section 8. **Term of Office** - Each elected Director shall take office upon election and shall serve for a term of two years and until the Director's successor is duly elected and qualified. Two distributors, two suppliers, and one manufacturers' agent Director shall be elected each year.

Section 9. **Term of Office Limitations.** An RVAA Director will be limited to two consecutive two-year terms on the Board of Directors. At the conclusion of the two consecutive two-year terms, if the Director has not advanced to or been nominated for a position on the RVAA Executive Committee, he or she must relinquish his Board of Director position. After relinquishing his or her Board position, a two year "waiting period" must be fulfilled prior to reelection to the RVAA Board of Directors.

Section 10. **Vacancies** - Vacancies in the position of Director shall be filled by the Board of Directors from the same membership class category as the Director whose position was vacated. The person appointed to fill a Director position shall serve until the next annual election when an election shall be held to elect a person to serve the remainder of the term of the Director whose position was vacated.

ARTICLE VII

Officers

Section 1. **Elective Officers** - The elective Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other Officers as may be deemed necessary. These Officers shall be elected biennially from among the voting member representatives by the voting members at the annual meeting of the Association.

Section 2. **Term of Office** - Each elected Officer shall take office upon election and shall serve for a term of two years and until a successor is duly elected and qualified.

Section 3. **Removal** - Any elected Officer may be removed by a majority vote of the voting members at any regular or special meeting at which a quorum is present. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association shall be served.

Section 4. **Vacancies** - Vacancies in any office may be filled for the balance of the unexpired term thereof by the Board of Directors or the Executive Committee at any regular or special meeting, subject to the provisions of Section 6.

Section 5. **President**

5.1 The President shall be the Chief Executive Officer of the Association and shall preside at the meetings of the Association and of the Board of Directors and of the Executive Committee and shall be a member ex-officio, with right to vote, of all committees, except the Nominating Committee. The President shall also at the annual meeting of the Association, and at such other times as the President shall deem proper, communicate to the Association or to the Board of Directors such matters and make such suggestions as may in the President's opinion tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of President or as may be specified by the Board of Directors. The President shall be responsible for the implementation of the policies of the Association as determined by the Board of Directors, but the President is not charged with executive or administrative responsibilities in the management and continuing conduct of the Association's affairs.

Section 6. **Vice President** - The Vice President may be delegated by the President to perform the duties of the President, in the event of the President's temporary disability or absence from meetings, and shall perform such other duties as may be specified by the President or the Board of Directors. In the event that the office of President shall become vacant, the Vice President shall assume the office of President for the remainder of the President's term.

Section 7. **Treasurer** - The Treasurer shall keep an account of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Board of Directors and approved by the Executive Director and such other Officers as the Board of Directors may prescribe. All sums received shall be deposited in the bank or banks, or trust company, approved by the Board of Directors, or invested in accordance with rules adopted by the Board of Directors, and shall be reported by the Treasurer at the annual meeting or when called upon by the President. The duties of the Treasurer, under the authority of the Board of Directors, may be assigned in whole or in part to the Executive Director. The funds, books and vouchers in the Treasurer's hands shall, with the exception of confidential reports submitted by the members, at all times be subject to verification and inspection by the Board of Directors. The Treasurer shall have such other duties as may be specified by the Board of Directors.

Section 8. **Secretary** - The Secretary shall give notice of and attend all meetings of the Association, keep a record of all proceedings, attest documents and perform such other duties as are usual for such office or as may be specified by the Board of Directors.

Section 9. **Executive Director** - The chief operating Officer, administrator and manager of the Association shall be a salaried staff head employed or engaged by the Board of Directors. The Executive Director shall be responsible to the Board of Directors; shall have the authority to execute contracts on behalf of the Association and as approved by the Board of Directors; shall have the title of Executive Director or such other title as the Board of Directors shall from time to time designate; shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Association, subject to review and approval of the Executive Committee; and shall manage and direct all functions and activities of the Association and perform such other duties as may be specified by the Board of Directors.

Section 10. **Bonding** - Any person entrusted with the handling of funds or property of the Association, at the discretion of the Board of Directors, shall furnish at the expense of the Association a fidelity bond approved by the Board of Directors in such sum as the Board of Directors shall prescribe.

ARTICLE VIII

Distributor Member Section

Section 1. **Distributor Division** - Each Distributor member shall also be a member of the Distributor Division.

Section 2. **Expenses** - The Distributor Division may at its own option assess its members in such amount as they may from time to time deem necessary for the operation of the Division, by vote of two-thirds of the members present at any regular meeting thereof.

Section 3. **Election of Directors** - The voting membership shall elect four Distributor members at the annual meeting for two-year staggered terms to serve as elective Directors on the Board of Directors and as Distributor Division Directors. Nominations and elections shall be conducted in accordance with Article XII. Directors may be elected to a second consecutive term, but thereafter are ineligible for a year to serve as an elected Distributor Director.

Section 4. **Duties of the Distributor Division Directors** - The Distributor Division Directors shall call and preside at the meetings of the Division; shall arrange the agenda of such meetings; shall represent the Division before the Association and shall represent the Association before the Division; and shall report proceedings of the meetings of the

Division in such form and in accordance with such instructions as may be issued from time to time by the Board of Directors.

Section 5. **Distributor Division Meetings** - The members of the Distributor Division shall meet whenever called by the Distributor Division Directors, provided that such meetings have been previously budgeted for by the Board of Directors or that the Division has sufficient funds as a result of Distributor Division member assessments to cover the costs of such meeting, and shall meet at the Annual Conference. Members of the Division shall adopt their own rules of notice for calling the Division meetings.

ARTICLE IX Supplier Member Section

Section 1. **Supplier Division** - Each Supplier member shall also be a member of the Supplier Division.

Section 2. **Expenses** - The Supplier Division may at its own option assess its members in such amount as they may from time to time deem necessary for the operation of the Division, by vote of two-thirds of the members present at any regular meeting thereof.

Section 3. **Election of Directors** - The voting membership shall elect four Supplier members at the annual meeting for two-year staggered terms to serve as elective Directors on the Board of Directors and as Supplier Division Directors. Nominations and elections shall be conducted in accordance with Article XII. Directors may be elected to a second consecutive term, but thereafter are ineligible for a year to serve as an elected Supplier Director.

Section 4. **Duties of the Supplier Division Directors** - The Supplier Division Directors shall call and preside at the meetings of the Division; shall arrange the agenda of such meetings; shall represent the Division before the Association and shall represent the Association before the Division; and shall report proceedings of the meetings of the Division in such form and in accordance with such instructions as may be issued from time to time by the Board of Directors.

Section 5. **Supplier Division Meetings** - The members of the Supplier Division shall meet whenever called by the Supplier Division Directors, provided that such meetings have been previously budgeted for by the Board of Directors or that the Division has sufficient funds as a result of Supplier Division member assessments to cover the costs of such meeting, and shall meet at the Annual Conference. Members of the Division shall adopt their own rules of notice for calling the Division meetings.

ARTICLE X Manufacturers' Agent Member Section

Section 1. **Manufacturer's Agent Division** - Each Manufacturers' Agent member shall also be a member of the Manufacturers' Agent Division.

Section 2. **Expenses** - The Manufacturers' Agent Division may at its own option assess its members in such amount as they may from time to time deem necessary for the operation of the Division, by vote of two-thirds of the members present at any regular meeting thereof.

Section 3. **Election of Directors** - The voting membership shall elect two Manufacturers' Agent members at the annual meeting for two-year staggered terms to serve as elective Directors on the Board of Directors and as Manufacturers' Agent Division Directors. Nominations and elections shall be conducted in accordance with Article XII. Directors may be elected to a second consecutive term, but thereafter are ineligible for a year to serve as an elected Manufacturers' Agent Director.

Section 4. **Duties of the Manufacturers' Agent Division Directors** - The Manufacturers' Agent Division Directors shall call and preside at the meetings of the Division; shall arrange the agenda of such meetings; shall represent the Division before the Association and shall represent the Association before the Division; and shall report proceedings of the meetings of the Division in such form and in accordance with such instructions as may be issued from time to time by the Board of Directors.

Section 5. **Manufacturers' Agent Division Meetings** - The members of the Manufacturers' Agent Division shall meet whenever called by the Manufacturers' Agent Division Directors, provided that such meetings have been previously budgeted for by the Board of Directors or that the Division has sufficient funds as a result of Manufacturers' Agent

Division member assessments to cover the costs of such meeting, and shall meet at the Annual Conference. Members of the Division shall adopt their own rules of notice for calling the Division meetings.

ARTICLE XI

Committees

Section 1. **Appointment** - The President, subject to the approval of the Board of Directors, shall annually appoint such standing or special committees or subcommittees as may be required by the Bylaws or as the President may find necessary.

Section 2. **Executive Committee** - The President, Vice President, Secretary, Treasurer, Immediate Past President and one other Director elected by the Board of Directors shall constitute an Executive Committee. The Executive Committee members may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board at its next meeting any action taken. A majority of the members shall constitute a quorum for the transaction of business. Meetings shall be called by the President or by any three members.

Section 3. **Nominating Committee** - The President shall appoint, subject to Board approval, a Nominating Committee consisting of not less than five, nor more than eight voting members, and generally representative of the Association's Divisions, at the first Board meeting after the conclusion of the Annual Conference. The membership shall be advised of the committee's members, and recommendations for candidates for election sought from the membership. The Nominating Committee shall recommend one or more candidates for election to each Officer and Director position to be filled by election during the next Annual Conference of the Association.

ARTICLE XII

Election

Section 1. **Nominating Process** - The Nominating Committee shall solicit nominations for each Officer or Director position which is vacant or for which the term shall expire at the next Annual Meeting of the membership. The Nominating Committee shall recommend one or more candidates for each Officer or Director position which is vacant or for which the term shall expire at the next Annual Meeting of the membership. The slate of candidates shall be submitted to the Board of Directors for review.

Section 2. **Additional Nominations** - Voting members may propose additional nominees for an Officer position, and members of a division may propose additional Director nominees from their division, provided that any such nominating petition is supported in writing by ten or more voting members, and the nominating petition is submitted to the Chair of the Nominating Committee not less than thirty (30) days before the Annual Meeting.

Section 3. **Election** - The election of Officers and Directors shall take place at the Annual Meeting of the membership, and those elected shall serve from Annual Meeting to Annual Meeting. In the event of contested elections, the person(s) receiving the most votes for each position shall be elected.

ARTICLE XIII

Miscellaneous

Section 1. **Mail Vote** - Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the voting membership and when it deems it inexpedient to call a special meeting for such purposes, the Directors may, unless otherwise required by state law, the Articles of Incorporation by mail for vote. The question thus presented shall be determined according to the majority of the votes received by mail within three weeks after such submission to the membership, provided, that in each case votes of at least 60% of the voting members shall be received, and the voting members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting, and statutory requirements are otherwise met. Action taken pursuant to a majority mail vote in each case shall bind the Association in the same manner as would action taken at a duly called meeting.

Section 2. **Fiscal Year** - The fiscal year shall be as determined by the Board of Directors.

Section 3. **Dissolution** - The Association shall use its funds only to accomplish the objectives and purposes specified by the Bylaws and no part of its funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified professional society, trade association, charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

Section 4. **Indemnification** - The Association shall indemnify and hold harmless each person who is now or shall hereafter serve as a Director, Officer, authorized representative, agent or employee of the Association from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of his having heretofore or hereafter been a Director, Officer, authorized representative, agent or of settlement reasonably incurred by him in connection with any such claim, liability, suit, action or proceedings; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability, or threat or prospect thereof, based upon or arising out of his own negligence or willful misperformance of his duties as such Director, Officer, authorized representative, agent or employee. The determination of all questions as to the existence of negligence or willful misconduct, as to the right to indemnity and reimbursement hereunder, and the reasonableness of such costs and expenses, may be made and shall be final and conclusive if made, by the Board of Directors acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected.) The rights accruing to any person under the provisions of this section shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Association to indemnify or reimburse such persons in any case, even though not specifically provided for herein.

Section 5. **Insurance** - The Association may purchase and maintain insurance on behalf of any person who is an Officer, Director, authorized representative, agent or employee of the Association against any liability asserted against such person and incurred or arising out of the person's status or actions on behalf of the Association.

ARTICLE XIV **Amendments to the Bylaws**

Section 1. **Amendments** - These Bylaws may be amended by affirmative action of a majority of the voting members at any regular or special meeting, provided such proposed change is submitted by mail to the voting members in advance of the meeting at which the proposal is to be considered, and provided further these Bylaws may be amended by the Board of Directors between membership meetings. Any change in the Bylaws made by the Directors must be submitted to the voting members at the next membership meeting or by mail for ratification. A notice of all such amendments adopted by the Board of Directors shall be included in the notice of membership meeting sent to each member prior to such meeting.

Section 2. **Effective Date** - Any action relative to changes in the Bylaws shall become effective upon the date enacted or as otherwise provided.

ARTICLE XV **Interim Amendment**

Section 1. **Implementation of Amendments** - These amendments shall be effective upon enactment. The Board of Directors shall adopt and publish such nomination and election procedures as necessary in 1998 to implement the revised terms for Officers and Directors in accordance with the amendments adopted herein. This Article XV shall terminate and no longer be part of these Bylaws following the Annual Conference.

These Bylaws were amended October 16, 1979, Albuquerque, NM; October 20, 1981, St. Charles, IL; October 18, 1983, Minneapolis, MN; October 20, 1985, Fort Worth, TX; October 20, 1987, Denver, CO; by mail ballot April 24, 1989; by mail ballot July 25, 1991, February 20, 1992 and July 22, 1994; October 18, 1997, Nashville, TN; October 20, 2001, Mesa, AZ.. October 19, 2003 in Huntington Beach, CA..