



PROPOSED, REVISED BYLAWS

MISSION STATEMENT

The Public Defender Association of Pennsylvania is dedicated to securing a fair justice system and ensuring high quality legal representation for people facing loss of life, freedom, or family. Our mission is to provide tools, strategies, mutual support, training and information to Public Defender Offices in Pennsylvania; to be the voice of public defense in Pennsylvania; and to promote best practices in the leadership, management, and administration of justice in Pennsylvania.

DIVERSITY, EQUITY AND INCLUSION STATEMENT

This Association recognizes that diversity, equity, and inclusion are essential to achieving the highest standards of excellence in client-centered representation. PDAP is committed to fostering diversity, equity and inclusion in the public defense community. Diversity is an inclusive concept and encompasses race, ethnicity, sex, age, mental and physical ability, sexual orientation, gender identity and expression, religion, nationality, marital and parental status, and other characteristics and experiences. Diversity, equity and inclusion help ensure fair and just outcomes for our diverse client base.

The Association recognizes that inequity exists across systems and institutions and that it will require systemic interventions and training to change thinking, reduce disparities, and improve outcomes for all populations. The Association is committed to facilitating diversity, equality and inclusion in order to achieve the greatest benefit for our clients and recognizes that this requires our commitment to an ongoing process. We are also committed to upholding our values related to diversity, equity, and inclusion in our internal processes and to champion these values across the Pennsylvania's Public Defender community.

ARTICLE I – MEMBERSHIP

SECTION 1: CLASSES OF MEMBERSHIP

This Association shall consist of members classified as follows:

- (a) Chief Defender members
- (b) Individual members
- (c) Honorary Lifetime members
- (d) Associate members

SECTION 2: CHIEF DEFENDERS

Voting eligibility is limited to Chief Public Defenders in Pennsylvania. Specifically, the following people shall be eligible to vote on binding matters for this Association:

Anyone duly elected or appointed to the office of State Public Defender in Pennsylvania; anyone duly elected or appointed to the office of Federal Public Defender in Pennsylvania; *and* all persons designated as chief of any nonprofit organization that provides the primary indigent criminal defense service in a Pennsylvania Judicial District [e.g. Defender Association of Philadelphia].

Each individual Chief Defender shall exercise the rights, privileges, and responsibilities of membership. Each Chief Defender may delegate this exercise to any member of their office staff who is a member of this Association.

The Chief Defender Member may delegate their rights, privileges, and responsibilities to different members of their office at different times. No other proxy voting is allowed. Each Chief Defender Member who attends the Association's meetings shall be entitled to one vote.

SECTION 3: INDIVIDUAL MEMBERS

Individual Membership shall include all Assistant Public Defenders belonging to State or Federal Defender offices in Pennsylvania. All individual members who attend Association meeting shall be entitled to an advisory vote. Advisory votes are not binding but should be strongly considered by the Chief Defender Members.

Individual members who have been delegated the exercise of a Chief Defender Member vote shall not be permitted an advisory vote.

SECTION 4: HONORARY MEMBERS

Honorary Membership shall include any person, who, in the opinion of a majority of the Chief Defender members of this Association, has made an outstanding contribution to Pennsylvania's public defense community. Such persons may be elected as an Honorary Member of the Association. This may include any previous Chief Defender Member, or any previous Individual or Associate Member who particularly distinguished themselves to the Association, or any person active within the Pennsylvania State or Federal Defender movement. For the purpose of this section, such outstanding contribution may antedate the incorporation of these bylaws.

Honorary Members who attend Association meeting shall be entitled to an advisory vote. Advisory votes are not binding but should be strongly considered by the Chief Defender Members.

SECTION 5: ASSOCIATE MEMBERS

Associate membership shall include any attorneys, including attorneys who serve as conflict counsel, if the majority of their current practice is in the field of criminal defense for indigent persons. Associate Members who attend Association meetings shall be entitled to an advisory vote. Advisory votes are not binding but should be strongly considered by the Chief Defender Members.

SECTION 6: TERMS AND CONDITIONS OF MEMBERSHIP

Voting privileges for all categories of membership shall be contingent upon payment of annual dues in accordance with these by-laws.

SECTION 7: DUES

Annual dues are to be paid by each county's Public Defender Office at a pro-rata rate by Class of County, set by statute. Where the statute does not control, the Association will set reasonable dues.

ARTICLE II – MEETINGS

SECTION I: REGULAR MEETINGS

One regular meeting of Chief Defender members shall be held during each fiscal year. The Board of Directors shall determine the place and time of the holding of such meeting, and upon such decision by the Board of Directors, notice thereof shall be mailed or sent by electronic communication to each Chief member of the Association. This meeting shall also be broadcast simultaneously online. A person is considered to "attend" if they are participating online, although in-person attendance is encouraged where feasible.

The exact date and locations of regular meetings shall be mailed or sent by email or other equivalent method of electronic communication to all members by the Secretary, not less than twenty (20) days prior to the date such meeting shall commence.

In the event of a statewide emergency as determined by the Supreme Court or as determined by a consensus vote of the Officers of the Association, any meeting of the Association can be held wholly by electronic communication.

SECTION 2: SPECIAL MEETINGS

A special meeting of the Association shall be held when requested in writing by ten or more of the Chief Defender Members of the Association in good standing, or by the President of the Association, or when called by a majority of the Board of Directors. In any such case the request or

call shall state the purposes for which a special meeting is desired and at any such special meeting no business shall be transacted except that stated in the call.

Notice of the time and place of any special meeting, and of the purposes for which such meeting is to be held, shall be mailed or sent by email or other equivalent method of electronic communication by the Secretary or Assistant Secretary to each Chief Defender member of the Association not later than fifteen (15) days before the time of such special meeting.

Nothing in this section shall prohibit informal meetings to be called throughout the year by Officers of the Board or by the Executive Director.

SECTION 3: QUORUM OF MEMBERS

At all Association membership meetings, a quorum shall consist of either one-quarter of all Chief Defender members present in good standing or ten Chief Defender members, whichever number shall be less.

SECTION 4: VOTING: RIGHTS AND PRIVILEGES OF MEMBERS

All Chief Defender Members in attendance at a meeting and in good standing, shall be entitled to vote on all motions, resolutions and other business before such meeting and in each election for each office to be filled.

Members of all classifications who attend shall be entitled to participate in debate or discussion, may make and second motions, shall be entitled to participate in an advisory vote, as provided for in Article I, sections 2 through 6 and shall be recognized for such purposes at Association membership meetings.

ARTICLE III – BOARD OF DIRECTORS, OFFICERS, DIRECTORS & EXECUTIVE DIRECTOR

SECTION I: GENERAL DUTIES

Management of the affairs of the Association shall be vested in its Board of Directors (“Board”) as said powers are delegated and defined hereafter in Article IV, Section 4.

SECTION 2: NUMBER AND COMPOSITION

The Association shall have a Board composed of six (6) officers of the Association (President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer), as well as at least six (6) other members who are to be elected as Directors by the membership. Thus, the governing body of the Association shall consist of a Board comprised of at least twelve (12) directors elected by the membership. In addition, Past Presidents as defined hereafter shall also be Directors Ex-officio.

SECTION 3: DURATION OF TERMS

The elected Board of Directors shall serve on the Board for a term of two (2) years or until successors are elected, whichever last occur. One half of the elected directors shall be elected each year.

ARTICLE IV OFFICERS, DIRECTORS

SECTION 1: DEFINITION

The Officers of this Association shall consist of a President, Vice President, a Secretary, and Treasurer who shall be Chief Defender members, or who shall have received delegated authority by the Chief Public Defender in their jurisdiction. In addition, Officers shall include the Assistant-Secretary, and Assistant-Treasurer who may be a Chief Defender member or Individual member.

SECTION 2: TERMS

All Officers shall hold their respective offices for a term of one year, or until their successors are elected, whichever shall last occur. The President and Vice President may not succeed themselves in their respective offices more than once. The Secretary, Treasurer, Assistant Secretary, and Assistant Treasurer may succeed themselves more than once.

SECTION 3: SPECIAL DUTIES OF THE PRESIDENT AND VICE PRESIDENT

The Officers of the Association shall have such duties and obligations as are ordinarily and customarily associated with such respective offices and with membership on a Board of Directors, including but not limited to the following:

(a) President. The President shall be the chief executive of the Association and shall preside at all meetings of members and of the Board. They shall appoint committees of members and/or of directors as he may see fit or as may be established by voting members of the Board.

(b) Vice President. The Vice President shall perform all duties of the office of the President during the latter's absence or inability to act and shall succeed to such office during the period of any vacancy therein.

(c) Both shall communicate regularly and promptly with the Executive Director as needed and be available to sign legal, financial, and other paperwork on behalf of the organization in a timely fashion, upon request.

SECTION 4: DUTIES OF OFFICERS

The Officers of the Association shall have such duties and obligations as are ordinarily and customarily associated with such respective offices and with membership on a Board, including but not limited to the following:

(a) President. The President shall be the chief executive of the Association and shall preside at all meetings of members and of the Board of Directors. They shall appoint committees of members and/or of directors as he

may see fit or as may be established by voting members of the Board. The President may also call Special Meetings of the Association, pursuant to Article II, section 2.

- (b) Vice President. The Vice President shall perform all duties of the office of the President during the latter's absence or inability to act and shall succeed to such office during the period of any vacancy therein.
- (c) Secretary. The Secretary shall:
 - (i) Receive and answer communications addressed to them or submitted to them for such purpose by other officers.
 - (ii) Make, keep, copy, and disseminate to all members of the Board and Chief Defender Members of the Association a full report of the proceedings of each Regular Meeting, prior to the next such meeting. These minutes shall be archived on a secure section of the organization's website.
 - (iii) Make, keep, copy and disseminate to all members of the Board a full report of the proceedings of each meeting of such Board prior to the next Regular Meeting.
- (d) Assistant Secretary. The Assistant Secretary shall perform all the duties of the office of Secretary during the latter's absence or inability to act, and shall assist said Secretary in the performance of their duties.
- (e) Treasurer. The Treasurer shall:
 - (i) Directly, or through the Executive Director or the Assistant Treasurer, receive and collect all monies from dues and other sources, and pay all orders drawn upon them by vote of the Association or of the Board, when countersigned as directed by the Board;
 - (ii) Ensure that the Association maintains fiduciary insurance at an amount to be determined by the Board, sufficient to cover the financial accounts of the institution, as well as Directors and Officer's insurance;
 - (iii) Deliver all monies, books, records, and other property of the Association to their successor in office or whomever the Association shall appoint to receive the same.
 - (iv) Keep a calendar and record of all tax filings and filing requirements.

(v) Ensure all tax filings as required by the IRS, including Form 990, are completed and filed annually in a timely manner.

(f) Assistant Treasurer. The Assistant Treasurer shall perform all the duties of the office of the Treasurer during the latter's absence or inability to act and shall assist said Treasurer in the performance of their duties.

SECTION 5: ELECTIONS

Election of Officers and other Board members (other than past presidents) may take place electronically through a secure online voting platform, in which each Chief Defender member shall vote. Officers and Board members thus elected shall take office immediately after election. Elections of officers shall be for two years; one half of the directors being voted upon each year. Election of officers to serve for this remainder of terms of office may occur at regular or special office member meetings of the association where such office is vacant and has not been previously filled by action of the Board.

SECTION 6: QUORUM OF BOARD OF DIRECTORS

At all Meetings of the Board, a majority of the Board shall constitute a quorum.

SECTION 7: GENERAL MEETINGS OF DIRECTORS

At least one meeting per year shall be held by the Board, one of which said meetings shall occur immediately following the election of and taking office by the Association officers at a membership meeting. Other general meetings or informal meetings shall be held as directed time to time by the Board. Any meeting of the Board may be conducted by electronic communication.

SECTION 8: SPECIAL MEETINGS OF BOARD OF DIRECTORS

Special meetings of the Board may be called at any time on the order of the President or on the written order of ten (10) members of the Board. Reasonable notice under the prevailing circumstances of all such meetings shall be given to all members of the Board who can be contacted with due diligence by those requesting the call of such meeting. Special meetings of the Board of Directors, or meetings of committees thereof, may be held by electronic communications.

ARTICLE V: EXECUTIVE DIRECTOR

SECTION 1: GENERAL RESPONSIBILITIES

The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for the Association, including carrying out the Association's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Association, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

SECTION 2: HIRING AND SUPERVISION

It is the responsibility of Officers of the Board to hire and supervise the Executive Director. It is the responsibility of the Executive Director to hire and supervise any other staff as needed.

ARTICLE VI

AMENDMENTS

SECTION 1: AMENDMENTS TO BY-LAWS

The by-Laws of this Association may be amended, altered, or rescinded by a majority vote of Chief Defender members present and eligible to vote at any regularly or specially called meeting provided that written notice of the proposed by-Law changes are sent to all Chief Defender members at least twenty- one (21) days prior to the meeting where the changes will be considered. Amendments to the by-laws may be considered upon a proposal in writing to the Board of Directors by any member in good standing of the Association, provided, however, that such proposed amendment must be received by the Secretary on behalf of such Board not less than sixty (60) days prior to such meeting at which such amendment is to be considered. It shall be the duty, jointly and severally, of the proponent(s) of the amendment, the Secretary, and in the case of Special Meetings, those requesting or calling the same, to ensure that the notice to members required herein is duly and properly given.

The Board shall give its recommendations regarding all proposed amendments to the membership of the Association at the meeting at which such amendments are considered.

**BY-LAWS
OF
PUBLIC DEFENDER ASSOCIATION OF PENNSYLVANIA
ADOPTED JUNE 26, 1971, AT LANCASTER, PENNSYLVANIA
Amended October 2, 1988, April 22, 2004, & April 19, 2007**

ARTICLE I – MEMBERSHIP

SECTION 1: **CLASSES OF MEMBERSHIP.** This Association shall consist of members classified as follows:

- (a) Office members
- (b) Individual members
- (c) Honorary members
- (d) Life members
- (e) Associate members

SECTION 2: **OFFICE MEMBERS.** All persons duly elected or appointed to the office of State or Federal Public or Private Defender in Pennsylvania and all persons designated as Chief of any nonprofit organization that provides the primary indigent criminal defense services in a Pennsylvania Judicial District [e.g. Defender Association of Philadelphia] shall be eligible to become Office Members in this Association. The duly elected or appointed, qualified and Acting Public Defender of each such office holding such membership shall exercise the rights, privileges, and responsibilities of such Office Membership, provided, however, that he may delegate such exercise to any member of his office staff who is a member of this Association. Such delegation shall be expressed in a writing signed by the Chief Public Defender who is delegating the rights, privileges, and responsibilities. The Chief Public Defender may delegate his rights, privileges, and responsibilities to different members of his/her office at different times. No other proxy voting is allowed. Each Office Member will be entitled to one vote.

SECTION 3: **INDIVIDUAL MEMBERS.** All Pennsylvania or Federal Deputy Public Defenders and Assistant Public Defenders belonging to offices holding Office Membership shall be Individual Members of this Association. Individual members shall not have voting privileges, except when acting in the capacity as an Office Member.

SECTION 4: **HONORARY MEMBERS.** Any person, who, in the opinion of a majority of the active members of this Association, shall have made an outstanding contribution to the public and purposes of the Association and upon who a special honor is desired to be conferred may be elected as an Honorary Member of the Association. For the purpose of this section such outstanding contribution may antedate the incorporation of this Association. Honorary Members shall not have any voting privilege.

SECTION 5: **LIFE MEMBERS.** Any public or private defender exercising Office Membership, or any Individual Member who particularly distinguished himself to the Association, or any person active within the Pennsylvania State or Federal Defender movement prior to the incorporation of the Association who then particularly distinguished himself as an attorney therein may be elected as a Life Member. Life Members shall not have any voting privilege.

SECTION 6: **ASSOCIATE MEMBERS.** Shall include any attorneys who have ever been actively engaged in the field of criminal defense for indigent persons. Associate Members shall not have any voting privilege.

SECTION 7: **TERMS AND CONDITIONS OF MEMBERSHIP.** Office Membership, and Associate Membership shall be contingent upon payment of annual dues in accordance with these by-laws.

ARTICLE II – MEETINGS

SECTION 1: **REGULAR MEETINGS.** One regular meeting of Office members shall be held during each fiscal year. The Board of Directors shall determine the place and time of the holding of such meeting, and upon such decision by the Board of Directors notice thereof shall be forthwith mailed to each Office member of the Association. The exact date and locations of regular meetings shall be mailed to all Office members by the Secretary, not less than twenty (20) days prior to the date such meeting shall commence.

SECTION 2: **SPECIAL MEETINGS.** A special meeting of the Association shall be held when requested in writing by one-third or more of the Office Members of the Association in good standing, or when call by a majority of the Board of Directors, but in either of such cases the request or call shall state the purposes for which a special meeting is desired and at any such special meeting no business shall be transacted except that stated in the call. Notice of the time and place of any special meeting, and of the purposes for which such meeting is to be held, shall be mailed by the Secretary or Assistant Secretary to each Office member of the Association not later than fifteen (15) days before the time of such special meeting.

SECTION 3: **QUORUM OF MEMBERS.** At all Office membership meetings, a quorum shall consist of either one-quarter of all Office Members in good standing or ten Office Members, whichever number shall be less.

SECTION 4: **VOTING: RIGHTS AND PRIVILEGES OF MEMBERS.** All Office Members present at a meeting and in good standing, shall be entitled to vote on all motions, resolutions and other business before such meeting and in each election for each office to be filled. Members of all classifications shall be entitled to participate in debate or discussion,

may make and second motions, and shall be recognized for such purposes at Office membership meetings.

ARTICLE III – OFFICERS & DIRECTORS

SECTION 1: **DIRECTORS.** This Association shall have at least twelve (12) directors elected by the membership. The six (6) officers of the Association (President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer) shall serve as directors as well as at least six (6) other members who are to be elected as directors. In addition, past presidents as defined hereafter shall also be directors ex-officio. The elected directors shall hold their respective offices for a term of two (2) years or until successors are elected, whichever last occur. One half of the elected directors shall be elected each year.

SECTION 2: **OFFICERS.** The Officers of this Association shall be a President, Vice President, a Secretary, and Treasurer who shall be Office Members, or who shall have received delegated authority by the Chief Public Defender in their jurisdiction, and Assistant-Secretary, and Assistant-Treasurer who may be an Office Member; all of whom shall hold their respective offices for a term of one year, or until their successors are elected, whichever shall last occur. The President, Vice President, and Assistant-Secretary may not succeed themselves in their respective offices more than once. The Secretary, Treasurer, and Assistant Treasurer may succeed themselves more than once.

SECTION 3: **DUTIES OF OFFICER: SUCCESSIONS.** The officers of the Association shall have such duties and obligations as are ordinarily and customarily associated with such respective offices and with membership on a Board of Directors, including but not limited to the foregoing:

- (a) President. The President shall be the chief executive of the Association and shall preside at all meetings of members and of the Board of Directors. He shall appoint committees of members and/or of directors as he may see fit or as may be established by voting members of the Board of Directors.
- (b) Vice President. The Vice President shall perform all duties of the office of the President during the latter's absence or inability to act and shall succeed to such office during the period of any vacancy therein.
- (c) Secretary. The Secretary shall:
- (i) Receive and answer communications addressed to him or submitted to him for such purpose by other officers.
 - (ii) Make and keep, and copy and disseminate to all members of the Board of Directors and Office Members of the Association a full report of the proceedings of each Office membership meeting, prior to the next such meeting.
 - (iii) Make, keep, and copy and disseminate to all members of the Board of Directors a full report of the proceedings of each meeting of such Board of Directors prior to the next such general meeting.
- (d) Assistant-Secretary. The Assistant-Secretary shall perform all the duties of the office of Secretary during the latter's absence or inability to act, and shall assist said Secretary in the performance of his/her duties.

- (e) **Treasurer:** The Treasurer shall:
- (i) Receive and collect all monies from dues and other sources, and pay all orders drawn upon him by vote of the Association or of the Board of Directors, when countersigned as directed by the Board of Directors;
 - (ii) Give sufficient bond or security to cover amounts in his/her custody, the amount of the bond to be determined by the Board of Directors, and the premium therefore to be paid by the Association;
 - (iii) Deliver all monies, books, records, and other property of the Association to his or her successor in office or whomever the Association shall appoint to receive the same.
- (f) **Assistant Treasurer.** The Assistant -Treasurer shall perform all the duties of the office of the Treasurer during the latter's absence or inability to act and shall assist said Treasurer in the performance of his duties. The Assistant -Treasurer shall give sufficient bond or security to cover amounts in his custody, the amount of such bond to be determined by the Board of Directors, and the premium therefor to be paid by the Association.

SECTION 4: **PAST PRESIDENTS.** Every President of this Association, having completed his full term of office, shall thereupon become an ex-officio member of the Board of Directors until five years have elapsed or until his retirement or withdrawal from professional activity as a Defender, or Assistant Defender, whichever shall first occur.

SECTION 5: **ELECTIONS.**

Elections of officers shall occur at the place and time to be determined by the Board of Directors and officers thus elected shall take office immediately after election. Election of Directors (other than officers and past presidents) may take place by sealed mail ballot in which each Office member shall enter his vote on a ballot sent to him by the Secretary. Election of Officers shall be for one year or until their successors are appointed. Election of Directors shall be for two years; one half of the directors being voted upon each year. Election of officers to serve for this remainder of terms of office may occur at other regular or special Office Member meetings of this Association where such office is vacant and has not been previously filled by action of the Board of Directors.

SECTION 6 **QUORUM OF BOARD OF DIRECTORS.**

At all meetings of the Board of Directors, a majority of the number of persons actually holding memberships on such board shall constitute a quorum.

SECTION 7: **GENERAL MEETINGS OF DIRECTORS.**

At least one meeting per year shall be held by the Board of Directors, one of which said meetings shall occur immediately following the election of and taking office by Association Officers at an Office membership meeting. Other general meetings shall be held as directed from time to time by the said Board. Regular meetings of the Board of Directors may be conducted by conference telephone call.

SECTION 8: **SPECIAL MEETINGS OF DIRECTORS.** Special meetings of the Board of Directors may be called at any time on the order of the President or on the written order of three (3) or more members of the Board. Reasonable notice under the prevailing circumstances of all such special meetings shall be given to all members of the Board of Directors who can be contacted with due diligence by those ordering the call of such meeting. Special meetings of the Board of Directors, or meetings of committees thereof, may, where the circumstances so warrant, be held for conference telephone call.

SECTION 9: **EXECUTIVE COMMITTEE.** The Board of Directors may appoint an Executive Committee of such Board and may delegate to such committee any of the powers and authority of the Board of Directors. Such Executive Committee shall be composed of the President, the Vice President, the Secretary, the Treasurer and at least one other Board member designated by the Board of Directors, and shall act only in the intervals between meetings of the Board of Directors, and shall be subject at all times to the control of the Board of Directors.

SECTION 10: **POWERS AND DUTIES OF BOARD OF DIRECTORS.**
The Board of Directors of the Association shall manage the business affairs of the Association other than those business affairs conducted at an annual or special Office membership meeting. The Board of Directors of the Association shall have all the power of membership of the Association between meetings of such membership, except that the Board of Directors may not reverse any decision of the Office Membership of the Association and may not amend the Articles of Incorporation or By-Laws of such Association, and to generally do and perform, or cause to be done and performed, every act which the Association may lawfully do and perform.

ARTICLE IV – DUES

SECTION 1: **DUES** Dues shall be paid by such classes of members as determined by the Board of Directors. The Board of Directors shall determine the amount of the dues annually at any meeting of the Board of Directors. Dues shall not be increased more often than once per fiscal year of the association.

This provision shall be effective January 1, 2007.

ARTICLE V – SEAL

SECTION 1: **SEAL** The Board of Directors shall provide a suitable seal for the Association which will contain the following inscription.

**PUBLIC DEFENDER ASSOCIATION OF PENNSYLVANIA
INCORPORATED 1971**

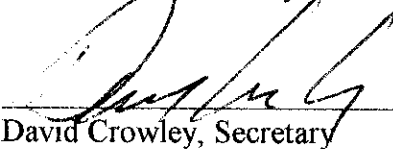
ARTICLE VI – AMENDMENTS

SECTION 1: **AMENDMENTS TO BY-LAWS** The By-Laws of this Association may be amended, altered, or rescinded by a majority vote of Office members present and eligible to vote at any regularly or specially called Office Membership Meeting provided that written notice of the proposed By-Law changes are mailed to all Office members as least twenty-one (21) days prior to the meeting where the changes will be considered.. Amendments to the by-laws may be considered upon a proposal in writing to the Board of Directors by any member in good standing of the Association, provided, however, that such proposed amendment must be received by the Secretary on behalf of such Board not less than ninety (90) days prior to such meeting and provided further that all Office members in good standing who are entitled to vote shall have no less than fifteen (15) days notice of such proposed amendment prior to the Office

Membership Meeting at which such amendment is to be considered. It shall be the duty, jointly and severally, of the proponent(s) of the amendment, the Secretary, and in the case of Special Meetings, those requesting or calling same, to ensure that the notice to members required herein is duly and properly given by mail.

The Board of Directors shall give its recommendations regarding all proposed amendments to the membership of the Association at the meeting at which such amendments are considered.

Submitted as ~~Currently~~ Amended

A handwritten signature in dark ink, appearing to read "David Crowley", is written over a horizontal line.

David Crowley, Secretary

April 19, 2007