

DELAWARE PEST CONTROL ASSOCIATION
CONSTITUTION AND BYLAWS



Revised May 7th, 2020

DELAWARE PEST CONTROL ASSOCIATION

CONSTITUTION AND BYLAWS

ARTICLE I – NAME

The name of this corporation shall be the Delaware Pest Control Association, Incorporated, a nonprofit corporation in the State of Delaware, hereinafter referred to as the “Association”.

ARTICLE II – PURPOSE AND OBJECTIVES

Section 2.1. The purpose and objectives of the Delaware Pest Control Association are as follows:

- a) To promote high standards of conduct and ethics within the pest management industry in the State of Delaware.
- b) To foster research and the distribution of knowledge of the pest management industry among its membership, the general public and to broaden public understanding, perception and recognition of the pest management industry.
- c) To foster, promote, maintain and encourage the civic, social and economic welfare of the pest management industry.
- d) To cooperate with the National Pest Management Association (NPMA) and with federal, state, and local government authorities for the good of the community and the pest management industry.
- e) To cooperate with scientific and educational institutions in matters of interest and relevancy to the pest management industry.
- f) To cooperate with local, regional and national associations with common interests in the welfare of the pest management industry.
- g) To acquire, preserve and disseminate data and available information relative to the functions and accomplishments of the Association and its members.

Section 2.2. The Association shall never form or enter into any agreement, understanding, combination or any other form of action designed to limit production, fix prices, suppress competition nor in any other matter restrain and monopolize trade or commerce, nor shall the Association engage in any other act or acts which might be in contravention of law or good and acceptable business practices.

Section 2.3. The Association shall not be conducted for profit and shall be known as a 501c4 corporation.

ARTICLE III – CODE OF ETHICS

The Association subscribes to, and the membership shall observe, the following Code of Ethics.

- Section 3.1. To maintain a high level of moral responsibility, character and business integrity in its advertising (written, pictured or spoken communication), and in all transactions with the general public, customers, or potential customers.
- Section 3.2. The member shall thoroughly analyze the requirements of their customers or potential customers and shall recommend the means best suited for the customer's needs.
- Section 3.3. To render pest management services responsibly and efficiently in keeping with good practices and to observe them in both letter and spirit.
- Section 3.4. To respect the reputation and practice of other pest control operators. Therefore, the member shall not publicly criticize the business or private affairs of a competitor, but will expose to the Association, without hesitation, illegal or unethical conduct of competitors or firms.
- Section 3.5. The member shall remain loyal to the purpose and objectives of the Association and be active in the advancement of the Association.

ARTICLE IV – MEMBERSHIP

- Section 4.1. The terms “pest control operator”, “pest control firm”, “pest control company”, “pest management firm” or “pest management company”, as used in the Bylaws of the Association, shall mean a sole proprietorship, partnership or corporation with a current and valid pesticide business license, that maintains an office (with attended telephone service during normal business hours) and has a service vehicle with a service person actively engaged in the performance of structural pest control services for hire to the public at large and who, in the performance of such services uses, and employs pesticides and or corrective measures including the utilization of Integrated Pest Management (IPM) principles.
- Section 4.2. **Membership Representation and Qualification.** Membership in the Association belongs to the firm, rather than to the individual. However, the member firm shall designate the “Voting Member” on each membership application.

- a) In the case of a corporation, partnership, franchise or similar association, having more than one office or branch, or the organizational status is such as would be considered a holding company or substantially considered a single financial interest operating under more than one name, shall be considered a single entity entitled to one (1) vote.
- b) The membership of a firm shall be approved, rejected, maintained, suspended, or terminated on the basis of the possession of a current pesticide business license and a certified applicators license in the State of Delaware.
- c) In the event the ownership of a firm shall change, the new owner of the firm shall submit a new membership application to the Board of Directors for consideration of membership under new owner. Any change in firm name must first be approved by the Board of Directors.
- d) The member firm only, may use the Delaware Pest Management Association logo, insignia, and any other references pertaining to membership in the Association. All other owned firms that use a name different, in any way or form, from the member firm, may apply for Associate Membership as defined under Section 4.4 of these Bylaws.
- e) The term of membership shall continue during the existence of the Association unless terminated as hereinafter provided under Section 4.8 of the Association Bylaws or by death of the member.

Section 4.3. **Active Membership.** Any pest control operator, firm or corporation, operating in the State of Delaware, who, in the opinion of the Board of Directors, is in agreement with, adheres to, and complies with, the purposes, objectives and Code of Ethics of the Association, and meets the criteria outlined in Section 4.1, shall be eligible for active membership in the Association, provided they fulfill the following requirements:

- a) The firm shall have been established as a pest control business, as outline in Section 4.1, for a minimum of one (1) year.
- b) At least one (1) person in a responsible position within the firm shall have had at least two (2) years of experience in the pest control industry, or shall have a degree from a recognized college or university in entomology, chemistry, or other sciences related to the practice of pest control.

- c) Any pest control operator applying for membership who cannot qualify as an Active Member shall become an Associate Member, as defined in Section 4.3, until they qualify for Active Membership.
- d) That a minimum of one (1) year expire subsequent to any convictions resulting from actions which violated any State laws pertaining to pesticides and their usage, prior to a business seeking any type of membership within the Association.

Section 4.4. **Associate Membership.** Any pest control professional, firm or corporation, operating in the State of Delaware, who, in the opinion of the Board of Directors, is in agreement with, adheres to, and complies with, the purposes, objectives and Code of Ethics of the Association, but who cannot qualify for Active Membership, shall be eligible for Associate Membership.

- a) Associate Members shall have voice, but no vote, nor shall they be entitled to hold office in the Association.
- b) Associate Members may be appointed to committees with the approval of the Board of Directors.
- c) The requirements for Associate Membership include, but are not limited to, submission to the Board of Directors a current Commercial Applicators Registration Number, a completed and approved membership application, and all required dues paid in full and current.
- d) Associate Members shall not refer to the Association in their advertising nor shall they display the seal of the association.

Section 4.5. **Allied Membership.** Any person, firm, or corporation, which manufactures or supplies products, equipment, and/or other materials and services to the pest control industry, and who is in agreement with, adheres to, and complies with, the purposes, objectives and Code of Ethics of the Association, shall be eligible for Allied Membership.

- a) Allied Members shall have voice, but no vote, nor shall they be entitled to hold office in the Association.
- b) Allied Members may be appointed to committees with the approval of the Board of Directors.

- c) The requirements for Allied Membership include, but are not limited to, submission to the Board of Directors a completed and approved membership application, and all required dues paid in full and current.
- d) Allied Members shall not refer to the Association in their advertising nor shall they display the seal of the association.

Section 4.6. **Honorary Membership.** An Honorary Membership may be conferred upon any individual upon recommendation of the Board of Directors and approval by three-fourths (3/4) of the members present and voting at any meeting of the Association. Honorary Membership shall be granted only to individuals who have made outstanding contributions to the pest control industry or the Association.

- a) Honorary Members shall have voice, but no vote, nor shall they be entitled to hold office in the Association.
- b) Honorary Members may be appointed to committees with the approval of the Board of Directors.
- c) Honorary Members shall not be required to pay any dues or assessments.

Section 4.7. **Application for Membership.** All applications for Active, Associate or Allied membership shall be submitted to the Board in writing on forms provided and approved by the Association or electronically on the Delaware Pest Control Association (DPCA) website with an electronic signature in order to be considered for approval by the Board. Applications for Honorary Membership shall not be required.

- a) All applications for membership shall be reviewed by the Board of Directors in a timely fashion and final action on the application must not be later than the next regular membership meeting.
- b) The Board of Directors shall be authorized to recommend any application approval or rejection. Final approval or rejection shall be decided by an open majority vote, in the absence of the applicant, by the membership at a regular general membership meeting.
- c) The Secretary/Treasurer shall investigate the references and credentials supplied by the applicant and will furnish the findings of the investigation to the Board of Directors prior to any applicant membership vote.

- d) All applications for membership must be accompanied by a check, or other approved payment method, in the proper amount for the annual dues prior to any applicant membership vote.

Section 4.8. **Resignation and Removal.** A member is entitled to resign at any time. All member resignations shall be presented in writing by the resigning member to the Board of Directors. Any membership may be suspended or terminated by action of the Board of Directors, but solely for good cause shown. Should a resigning, suspended, or terminated member have dues or assessments payable, the resigning, suspended, or terminated member shall remain liable for said payment.

- a) Sufficient cause for suspension or termination of membership shall be violation of this Constitution, the Bylaws, the Code of Ethics of the Association, any agreement, rule or practice properly adopted by the Association or by any other conduct prejudicial to the interest of the Association. Any member may file with the Secretary, a written complaint on any of the above charges against any other member. The Secretary shall mail a general statement of the charges by registered mail address to the last known address of the member so complained against at least ten (10) days before the meeting of the Board of Directors, at which the charges are to be considered. 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 are to be considered, and the member complained against shall have the opportunity to appear and present any defense to such charges before action is taken. Suspension or termination shall be by the unanimous vote of the Board of Directors and a two-thirds (2/3) vote of the voting members present at any regular meeting of the Association.
- b) Upon resignation, suspension, or termination, all privileges of the Association immediately and automatically terminate. Use of the Association seal, slogan, reference to membership in advertising and all other benefits must be promptly discontinued.
- c) Any applicant for membership rejected, or any member suspended or terminated, shall have the right to appeal for review of their case by the membership. The membership, at any regular or special meeting, may reverse the decision of the Board of Directors by unanimous vote of the members present.
- d) Former members that have resigned, been suspended, or terminated, requesting reinstatement, must make application for membership through the same procedure as those for new members.

ARTICLE V – DUES

- Section 5.1. **Establishment of Dues, Fees and Assessments.** Dues shall be set by the Board of Directors based on the financial need of the Association. Every member shall pay dues with membership application and annually thereafter as prescribed by the Board of Directors. The fiscally year of the Association is set by the Board of Directors and can be changed from time to time by the approval of the Board. Dues shall not be pro-rated for a part of the year, except for initial membership. Special assessments and/or fees may only be levied for designated purposes by three-fourths (3/4) vote of the members present at any regular meeting.
- Section 5.2. **Delinquency.** Any member who shall fail to pay their respective annual dues within thirty (30) days after same became due shall be posted by the Association and notified by mail and email, if applicable, of the delinquency by the Secretary/Treasurer. If at the end of the thirty (30) additional days, sixty (60) days from the time the dues were first payable, if the member remains delinquent in their dues, the membership shall be immediately suspended by the Board, pending subsequent consideration of termination of the membership in accordance with the rules outlined in Section 4.8 of these Bylaws.
- Section 5.3. **Refunds.** No dues shall be refunded to any member whose membership has been suspended or terminated for any reason, except under such terms as may be determined by the Board of Directors.

ARTICLE VI – BOARD OF DIRECTORS

- Section 6.1. **Governing Body.** The governing body of this Association shall be the Board of Directors, which has authority and is responsible for the governance of the Association.
- Section 6.2. **Composition.** The Board of Directors shall consist of the President, Vice-President, Secretary/Treasurer, four (4) Directors and one (1) Past President.
- a) **President.** The President shall be the executive officer of the Association and shall preside at meetings of the Association and of the Board of Directors, and to perform such other duties as may pertain to, or be necessary to, the office of President of the Association, or as may be prescribed by the Board of Directors. The President shall be a member ex-officio, with the right to vote, on all committees, except a nominating committee.

- b) Vice President. It shall be the duty of the Vice President, in order, to preside at meetings of the Association and Board of Directors in the absence of the President, and shall perform such other duties as may pertain to, or is necessary to, the office of Vice President, or as may be prescribed by the President and/or the Board of Directors. In the case of death, resignation, permanent incapacity, or removal of the President, the Vice President shall immediately succeed to the office of the President and retain the same until replaced by a President elected at the next regular election of officers.
- c) Secretary/Treasurer. The Secretary/Treasurer shall keep an account of all monies received and expended for the use of the Association. The Secretary/Treasurer is empowered to endorse all checks belonging to the Association. The Secretary/Treasurer shall deposit all funds belonging to the Association in a bank selected by the Secretary/Treasurer. This bank shall be a member of the Federal Deposit Insurance Corporation. The Secretary/Treasurer shall keep a membership roster and furnish each new member with a statement of annual dues and other obligations due the Association.

The Secretary/Treasurer shall have the authority to make payments for the ordinary routine expenses of the Association for postage, stationery, printing, and rental of places where meetings are held and for meals ordered for members and guests, plus gratuities for services rendered. Included shall be all expenditures related to planning, preparation, and execution of the annual short course.

No other expenditures shall be made without approval by a majority vote of the Board of Directors present at a regular or special meeting.

If, for any reason, the Secretary/Treasurer is unable to sign checks, the President shall be authorized to do so.

The Secretary/Treasurer shall present to the Board of Directors, at each meeting, a report of all receipts and disbursements since the previous report, as well as bills outstanding and balance on hand.

The funds, books and vouchers in the Secretary/Treasurer's hands shall, with exception of confidential reports submitted by members, at all times be subject to verification and inspection of the Board of Directors. At the expiration of the Secretary/Treasurer's term of office, the Secretary/Treasurer shall deliver over to the Secretary/Treasurer's successor all books, monies and other property, or, in the absence of a Secretary/Treasurer Elect, to the President. All transfers shall be in the presence of an authorized witness.

It shall be the Secretary/Treasurer's duty to give notice and/or attend meeting of the Association and all committees and keep record of their proceedings; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committee; to keep a list of the members of the Association; to collect annual dues and subscriptions; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Association; and , generally, to devote their best efforts to forwarding the business and advancing the interests of the Association.

The Secretary/Treasurer or any other person entrusted with handling of funds or of the property of the Association shall, at the direction of the Board of Directors, furnish, at the expense of the Association, a fidelity bond approved by the board, in such sum as the board shall prescribe. The Secretary/Treasurer shall ensure that suspended, expelled, or non-members shall not advertise membership nor use the Association insignia.

- d) Directors. Directors positions are open to all Active Members in good standing and are entrusted with voice and voting rights in all Association matters and business consistent with the Constitution and Bylaws of the Association.
- e) Past President. The immediate Past President will be conferred a seat on the Board upon the relinquishing of the President position to the incoming President Elect. The Past President position is not bound by any membership requirements; however, the position is governed by, and is at the discretion of, the Board of Directors. The Past President shall have voice, but no vote, and shall not be required to pay any dues or assessments. The Past President position shall be for a term of one (1) year with a maximum of two (2) years upon approval of the Board of Directors.

Section 6.3. **Qualifications.** In order to be nominated to serve as an Officer, an individual must have served as a Director for at least one (1) year, and be an authorized representative of an Active Member, and reside within the boundaries of the State of Delaware. No firm shall be eligible to hold more than one (1) office or position on the Board of Directors at any one time.

Section 6.4. **Authority and Responsibility.** The Board of Directors shall have charge of the property, funds, and general management of the affairs of the Association, subject to such instructions as may be given by the membership.

- a) The decisions of the Board of Directors in all Association matters shall be final, subject only to an appeal to the Association membership as hereinafter provided.

- b) The Board of Directors shall constitute a Board of Appeal from rulings and actions of all officers and committees.
- c) The Board of Directors may, at its discretion, by a unanimous vote of the Board, remove any Director for just cause.
- d) Any member who deems any action of the Board of Directors contrary to this Constitution may serve notice in writing to the Secretary/Treasurer, of their belief and request the Secretary/Treasurer to call a special meeting or place their request for a hearing on the matter on the agenda of a regular meeting. The Secretary/Treasurer shall, upon receipt of the members communication, advise the Board of Directors and they shall set a time for a hearing either in a special meeting or in a regular meeting within thirty (30) days. The membership shall be notified, being given fifteen (15) days written notice of such event. The membership may, upon completion of the hearing, render a decision or it may postpone its vote until the next regular meeting of the Association if it deems investigation or the presentation of additional evidence is necessary. The decision of the Association shall be final. Reversal of the decision of the Board shall require a two-thirds vote of the members of the Association present and voting.

Section 6.5. **Attendance Requirements.** Any member of the Board of Directors who is absent from three (3) meeting of the Board of Directors, in one fiscal year, shall be considered to have vacated their seat on the Board and such vacancy shall be filled by a duly qualified Active Member, meeting the positions requirements as outlined in these bylaws, by the President of the Association with a unanimous concurrence of the Board of Directors. Any Active Member appointed to fill a vacancy shall serve the unexpired term of their predecessor, or until the next general election, whichever comes first.

Section 6.6. **Terms of Office.** All members of the Board of Directors, except Past President, including President, Vice President, and Secretary/Treasurer shall serve a term of two (2) years or until their successors have been duly elected and assume office.

Section 6.7. **Nominations and Elections.** At the annual meeting of the Association, at a place and time designated by the Board of Directors, nominations of officers may be made from the floor by Active Members in good standing attending the annual meeting. There shall be no more than one individual eligible from any Active

Membership. No person shall be eligible to hold office in the Association unless that person has been a member in good standing for at least one (1) year and must reside within the boundaries of the State of Delaware. The slate of candidates shall be arranged on a ballot or voted on in the following order: President, Vice President, Secretary/Treasurer, Directors. Candidates receiving a majority of votes of the members present and voting, shall be declared elected.

Section 6.8. **Compensation.** Board of Directors and elected officers shall not receive any compensation for their services.

ARTICLE VII – MEETINGS OF THE BOARD OF DIRECTORS

Section 7.1. **Meetings.** The Board shall hold at least four (4) meetings annually at such time and place as it may determine. Directors may meet by means of telephone conference or similar communications equipment as long as all persons participating in the meeting can hear and speak to each other simultaneously, and such participation shall constitute presence at the meeting. Additional meetings of the Board may be called by the President and shall be called upon by the President upon the request of a majority of the Executive Committee or at the written request of a majority of the Board.

Section 7.2. **Quorum – Action.** At any meeting of the Board, five (5) Directors shall constitute a quorum for the transaction of business. Voting rights of a member of the Board shall not be delegated to another or exercised by proxy. If a quorum is not present, the meeting may be adjourned by the affirmative vote of a majority of the Directors present at the meeting.

a) Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if all Directors consent in writing or electronic transmission to the taking of such action. Such consent shall be filed with the minutes of the proceedings of the Board.

Section 7.3. **Order of Business.** The order of business for all meetings of the Association and/or the Board of Directors may be as follows or as determined by the presiding officer:

- 1) Call to order and roll call.
- 2) Introduction of guests.
- 3) Action on minutes of previous meeting(s).
- 4) Treasurers report.
- 5) Receiving of communications.
- 6) Reports of officers.
- 7) Reports of committees.
- 8) Unfinished business.
- 9) New business.
- 10) Program and/or arrangements.
- 11) Adjournment.

Section 7.3.1. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in “Robert’s Rules of Order” shall govern all debates and procedures, when not in conflict with these Bylaws.

Section 7.4. **Voting.** The business of the Association shall be transacted by voice vote except the election of Officers and/or Directors when, and if there should be a contest for the office, then voting shall be by ballot. Each Active Member is entitled to vote on each and all matters requiring a vote of the membership. Where the membership is a partnership or other multiple ownership, the Member shall designate and authorize a representative to cast its vote.

Section 7.5. **Committees.** Subject to the approval of the Board of Directors, the President shall create and/or appoint members, exclusive of the President, as may be necessary or advisable to carry on the work of the Association. Each committee shall be chaired by a member of the Board of Directors. Meetings of any committee may be called by the Chairman of the Committee, and a majority of the members of any committee shall constitute a quorum. Each committee must submit minutes of all meetings held.

ARTICLE VIII – SEAL

Section 8.1. The Association shall have a seal of such design as the Board of Directors may adopt.

ARTICLE IX – ASSOCIATION LIMITATIONS

Section 9.1. The Association may not endorse, approve, or recommend any product or device manufactured or formulated that is offered for sale or trade. The Association may not accept liability of conduct, debts, or other obligations of any individual member for any time or in any instance whatsoever. The Association may not guarantee any financial or moral protection to any member in case that member shall violate the laws of the land.

ARTICLE X – ACCEPTANCE OF OBJECTIVES AND COMPLIANCE WITH THIS CONSTITUTION AND BYLAWS

Section 10.1. A member, by payment of their admission fee and/or dues, thereby accepts the principles of the Delaware Pest Control Association and submits themselves to and agrees to comply with the Constitution and Bylaws of this Association. No member shall be absolved from observance of the Constitution and Bylaws based on the plea that they have neither received nor read a copy of them.

ARTICLE XI – DISSOLUTION

Section 11.1. In the event that the Delaware Pest Control Association should dissolve for any reason, all funds and/or property shall be immediately donated to an organization with similar goals and objectives as this Association and such donation is agreed upon by a majority vote of the members.

ARTICLE XII – AMENDMENTS

Section 12.1. The Constitution and Bylaws of the Delaware Pest Control Association may be amended, repealed, or altered, in whole or in part, by a three-fourths vote of the Active Members present and voting, in a meeting of the Association called for that purpose, the Secretary having given at least ten (10) days prior written notice of such meeting to all Active Members.

ARTICLE XIII – INDEMNIFICATION

Section 13.1. Any Board Member of this Association shall have no personal liability to the Association or its members for monetary damages for breach of fiduciary duty as a Board Director, provided that this provision shall not eliminate the liability of a Board Member (i) for any breach of the Board Member’s duty of loyalty to the Association or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the Board Member derived an improper personal benefit.

(a) This Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of this Association) by reason of the fact that they are or were a Board Member, officer, employee or agent of this Association, or is or was serving at the request of this Association as a Board Member, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of this Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of this Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

- (b) This Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of this Association to procure a judgement in its favor by reason of the fact that they were or are a Board Member, officer, employee or agent of this Association, or is or was serving at the request of this Association as a Board Member, officer, employee or agent of another Association, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of this Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to this corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery of the State of Delaware or other such court shall deem proper.
- (c) Expenses incurred by a Board Member or officer in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of such Board Member or officer to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified by the corporation as authorized in Section 145 of the Delaware General Corporation Law. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.
- (d) In addition to the right of indemnification provided for in paragraphs of this ARTICLE, this Association shall, to the fullest and broadest extent permitted by applicable law, including, without limitation, Section 145 of the Delaware General Corporation Law as it may be amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.
- (e) The right of indemnification provided by this ARTICLE shall apply as to action by any person in their official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Board Member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

- (f) The right of indemnification provided by this ARTICLE shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Board Members or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board Member, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

- (g) The right of indemnification provided by this ARTICLE shall be deemed to be a contract between this Association and each Board Member, officer, employee or agent of this Association who serves in such capacity, both as to action in their official capacity and as to action in another capacity while holding such office, at any time while this ARTICLE and the relevant provisions of the General Corporation Law of the State of Delaware and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

- (h) Notwithstanding any provision of this ARTICLE to the contrary, this Association may, but shall not be obligated to, purchase insurance on behalf of any person who is or was a Board Member, officer, employee or agent of this Association, or is or was serving at the request of this Association as a Board Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not this corporation would have the power to indemnify them against such liability.

Signature Page

President: Ralph Taylor Date: 08/13/2020

Vice President: Richard Blauvelt Date: 08/13/2020

Secretary/Treasurer: Eve Pappas Date: 08/13/2020

Ratified by unanimous vote: Date: 08/13/2020