

# NATIONAL MOBILITY EQUIPMENT DEALERS ASSOCIATION

# BYLAWS



NATIONAL MOBILITY  
EQUIPMENT DEALERS  
ASSOCIATION

OPS-002

**2019 EDITION**

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## ARTICLE I – NAME AND PURPOSE

Section 1      **Name:** The name of the Association is the National Mobility Equipment Dealers Association, Inc. (Hereinafter called NMEDA or the Association or the Corporation).

Section 2      **Purpose:** The National Mobility Equipment Dealers Association is formed to promote and support members engaged in the modification of quality transportation for individuals with disabilities and special needs. Dealers engaged in such activities are recognized as professionals who provide products contributing to the rehabilitation of individuals. NMEDA will establish and maintain guidelines to ensure that the products are installed properly.

This not for profit corporation is organized in order to engage in any lawful purpose or purposes not for profit; more specifically, to serve as a general business league for mobility and modified equipment dealers and for the purpose of promoting the advancement of the business entities within our industry. The term “mobility equipment industry” includes professionals who supply, install and manufacture mobility products, and professionals, who evaluate, rehabilitate, instruct and train individuals with disabilities.

Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth above. Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to members as such, except for distribution of assets upon dissolution.

## ARTICLE II – MEMBERSHIP

Section 1      There shall be three categories of membership in NMEDA:

- a. Dealer Members
- b. Associate Members
- c. Manufacturer Members

Section 2      **Eligibility Criteria:** Dealers, Associates, and Manufacturer Members

### **Dealer Members of the Association must adhere to the following criteria:**

- a. Completed the NMEDA membership requirements.
- b. Adhere to the NMEDA QAP Rules.
- c. Dealer Members must conduct active business as described in Article II, Section 3.
- d. Abide by the most current Guidelines as published by NMEDA.
- e. Prior to obtaining membership, make full payment of dues and initial third-party audit fee (the dues amount set by the Board of Directors).
- f. Abide by the Bylaws and standards of quality promulgated by NMEDA. A member may choose to be a Manufacturer Member and a Dealer Member provided dues are paid for each category and they adhere to all requirements.

### **NMEDA Dealer Membership Requirements**

- a. Submit a fully executed membership application that includes:
  1. Signed application.
  2. First year’s membership dues and initial audit payment.
  3. Dealer and/or Used Car License (from State/Province where applicable if they are going to sell/resell vehicles).
  4. Signed Code of Ethics.
  5. Signed agreement to be subject to NMEDA mediation/arbitration and abide by decisions thereof.
  6. Certificates of training for technicians for all products sold, serviced, or installed.

7. Welding certificates (if doing Structural modifications is required).
8. Copy of NHTSA Registration letter or proof of NHTSA registration, and/or proof of National Safety Mark in Canada.
9. All members agree to an initial audit by a third-party auditor to verify the membership requirements are in place and acceptable to NMEDA.
  - The cost of the initial third-party accreditation audit will be in addition to the cost of dues.
- b. After accreditation, all NMEDA dealer members agree to have an annual audit performed to review the status of the required membership criteria as listed below and outlined in the NMEDA QAP Rules. Regular (annual) and out-of-sequence audits are described in the NMEDA QAP Rules.
  - The cost of the annual audit will be in addition to the cost of dues

Section 3

**Members: Dealer, Associate, Manufacturer, (Hereinafter called member or stakeholder.)**

Dealer Member – An individual, corporation or sole proprietorship, or partnership primarily engaged in the combined business of selling, installing and servicing adaptive vehicles or adaptive vehicle equipment directly to end-users, from their regular place of business, who is not substantially in the business of manufacturing adaptive equipment or original vehicles that will be adapted, who provides such services for end-users, including delivery of the adaptive vehicle or equipment, and has been accredited, and remains in good standing, under the terms of membership based on the QAP program. Each member entity shall be entitled to cast one vote in the Association. Owners of multiple locations shall be QAP accredited and pay full membership dues and annual audit fees for each location.

Associate Member – An individual, corporation, sole proprietorship, or partnership engaged in related industries and/or occupations pertaining to adaptive equipment, who is not otherwise eligible for membership in any other category. This includes representatives of governmental agencies, insurance carriers, catastrophic caseworkers, disability related organizations and rehabilitative professionals. Equipment manufacturers or dealers of a vehicle cannot be an Associate Member. One Associate Member is elected by Associate Members only to the Board of Directors to serve as a voting representative for the Associate Members.

Manufacturer Member – An individual, corporation, sole proprietorship, or partnership primarily engaged in the business of production of a product that is installed by a dealer in a motor vehicle. Such products intended use by a disabled individual is: driving a vehicle, accessing a vehicle, securing the individual or mobility device in a vehicle, loading/unloading a mobility device from a vehicle, or other secondary accessories increasing a vehicle's function or access. Such business shall also include production of a complete vehicle, or an incomplete/intermediate vehicle as defined by the National Highway Traffic Safety Administration, which is modified sold or serviced by a dealer member:

- a. The manufacturer shall build products to applicable industry and government quality standards.
- b. Manufacturers must have general and product liability insurance as well as a minimum one-year warranty.
- c. Manufacturers must provide product training and installation instructions. There will be two Manufacturer Members elected by the Dealer Membership to the Board of Directors. (One structural manufacturer and one non-structural manufacturer.)
- d. Manufacturers that provide products that fall under the scope of the Manufacturer Quality Assurance Program (MQAP) shall abide by the rules listed in that document.

**ARTICLE III – RIGHTS OF MEMBERS**

Section 1

Voting: Each dealer member shall be eligible to cast one vote in the Association's elections. All dealer members shall be eligible to vote in the election process. Unless specifically designated herein, voting may be conducted in person, by mail, or by means of verifiable remote communication (including on-line voting).

A majority vote in the affirmative is required at all meetings for approval of an action except as provided for in Article IX – Amendments of the Bylaws.

Associate Members are eligible to vote for their representative as described in their member category.

Proxy ballots are not permissible at any meeting of the Association or Board of Directors.

Section 2 **Member in Good Standing** is defined as any member who meets the qualifications for membership and is current in membership dues. If you are a Manufacturer or Dealer member in good standing and have met all the membership requirements you are allowed to use the NMEDA and/or QAP logo. The Associate member in good standing can use the NMEDA logo with prior written approval from NMEDA or when used in referencing a NMEDA mobility dealer.

Dues as determined by the Board of Directors will be payable on or before the 15<sup>th</sup> of the month in which membership was activated. Dues will be delinquent sixty days thereafter.

Section 3 **Membership Termination:** Any member of NMEDA will terminate membership by the following actions:

- a. Failure to pay dues. Membership dues are for a twelve-month period and must be paid on a timely basis. Dues not paid after sixty days from member renewal date will constitute automatic termination. Termination may be revoked when full payment of dues and a reinstatement fee is paid in full.
- b. Non-compliance with NMEDA Guidelines, and/or QAP or MQAP Rules and/or Bylaws and/or Code of Ethics (Investigated and verified by the Mediation Committee with a recommendation made to the Board of Directors for resolution or termination of membership). There will be a waiting period of one year to reapply for membership in NMEDA if membership is terminated. All rights, privileges, and benefits will be suspended, including the use of the NMEDA logo.

Any membership terminated by the Board of Directors, for having three unsatisfied complaints, will have to wait one year to reapply for membership to NMEDA. The Board of Directors will have to revote to accept the member back into NMEDA. If the same membership that was terminated for unsatisfied complaints reinstates as a member with NMEDA and again receives three unsatisfied complaints, their membership will be terminated, and they will not be allowed to join NMEDA again. The terminated membership will remain with the company President or Owner of the d/b/a, regardless of company name.

Section 4 **Membership Resignation:** Any member may resign by filing a written resignation with the CEO of NMEDA. Upon leaving, former NMEDA members may not claim NMEDA status or affiliation. All fees are non-refundable. The use of the NMEDA logo must be discontinued immediately upon membership termination for any reason.

## **ARTICLE IV – QUALIFICATIONS: BOARD OF DIRECTORS, EXECUTIVE BOARD, AND OFFICERS**

Section 1 All officers and members of the Board of Directors shall be members in good standing of the Association. All officers and directors shall be at least twenty-one years of age. No more than two representatives from any company or subsidiary may serve on the Board of Directors at one time. No more than one representative from any company or subsidiary may serve on the Executive Board at one time.

Section 2 To become a director you must have served on at least one NMEDA Committee in the preceding three years or have previously served on the Board of Directors and completed that term in good standing. To serve on the Executive Board you must have previously served on the Board of

Directors and completed that term in good standing. To become president, you must have been elected and served on the Board of Directors within the last three years.

## ARTICLE V – BOARD OF DIRECTORS

- Section 1      **Board role and size:** There shall be a Board of Directors consisting of a minimum of ten members. The Board of Directors shall constitute the governing body of the Association. It shall be vested with full power and authority to put into effect the laws, resolutions and decisions of the Association. The Board has the authority to approve/ratify appointments made by the President for offices, which may be vacant, for the remainder of the term of the office, and to exercise general supervision over the receipts and expenditures of the Association. The Board of Directors has the final approval of all committee recommendations and actions.
- Section 2      **Attendance:** The Board of Directors shall hold a minimum of two face-to-face meetings and a minimum of nine teleconference meetings per year. Board members are required to be physically present for face-to-face meetings. Failure of any member of the Board of Directors to attend three meetings, without the prior approval of the President, will result in their position being deemed vacant. The President shall appoint a temporary replacement to fill the vacant position for the remainder of the term and the Board of Directors shall ratify the appointee.
- Section 3      **Quorum:** Three-fourths of the sitting Board of Directors must be in attendance at the meeting to constitute a quorum for conducting NMEDA business.
- Section 4      **Compensation:** No member of the Board of Directors shall receive any compensation for their services. Officers and members of the Board of Directors may be reimbursed for any expenses incurred.
- Section 5      **Election:** A majority vote of members in good standing will elect Officers and Board Members. Voting for Officers and Board Members will be via US Mail and/or electronic means (other than telephone) in the fourth quarter of the calendar year.
- The following positions are elected to assume office during an even numbered year: President, Canadian President, Treasurer, two At-Large Representatives, and one) Manufacturer Representative.
- The Vice President, Secretary, two At-Large Representatives, one (1) Manufacturer and one Associate Representative are elected to assume office in odd numbered years
- Section 6      **Term:** Directors shall serve a term of two years. No member of the Board shall serve more than two consecutive terms in the same position.
- Reasons for removal from the Board of Directors may include but are not limited to the following:
- a. Failure to perform board member duties.
  - b. Change in organization structure of business that would preclude discharge of proper representation of the electing body.
  - c. Attendance, illness or death.
  - d. Conflict of interest.
  - e. Unethical conduct – conduct injurious to the Association or its purpose.

## ARTICLE VI – BOARD MEMBER POSITIONS

- Section 1      The Association shall have the following board member positions:
- Section 2      **President:** The President is the principal volunteer executive officer of the Association and in general, supervises the business and affairs of the Association under the direction of the Board of Directors in conjunction with the CEO. The President may call special meetings of the Board of Directors as needed. The President has the responsibility for providing effective leadership and for coordinating policy-making functions and the activities of the Association. The President is

responsible for seeing that all Association objectives are carried out from initial planning to completion.

The President is a member of the Board of Directors and Executive Board and assumes the term of office after serving as a board member. Once elected the President shall hold office for one two-year term and can be elected to one successive term. Once a successor is duly elected or appointed to the position, the previous President will assume the Board of Directors position of Past President.

In the absence of the President or in the event of an inability to act, the Vice President shall perform the duties of the President. In the absence of the Vice President, the Treasurer then the Secretary shall perform the duties of the President. When so acting, any officer shall have all the powers of and be subject to all the restrictions upon the President.

Section 3 **Vice President:** The Vice President shall serve as a member of the Executive Board and the Board of Directors. The Vice President shall perform other duties as may be assigned by the President or by the Board of Directors.

Once elected the Vice President shall hold office for one two-year term and can be elected to one successive term.

Section 4 **Secretary:** The Secretary is a member of the Board of Directors and Executive Board. The Secretary shall be responsible for all administrative logistics of the Association, record minutes of membership meetings, and ensure that accurate records are maintained at the appropriate location(s) and such other duties as are prescribed by the Board of Directors or the President. The secretary may delegate to the CEO any or all of his/her duties and powers provided such delegation is made in writing and approved by the Board of Directors, and provided further that such delegation may be revoked at any time by the Secretary or a majority vote of the Board of Directors. Once elected the Secretary shall hold office for one two-year term and can be elected to one successive term.

Section 5 **Treasurer:** The Treasurer is a member of the Board of Directors and Executive Board. The Treasurer is responsible for overseeing all funds and securities of the Association in conjunction with the CEO. He/she makes periodic reports to the Board of Directors and is responsible for any audit of the Association.

Once elected the Treasurer shall hold office for one two-year term and can be elected to one successive term.

Section 6 **Immediate Past President:** The Immediate Past President of NMEDA will continue to serve as a voting member of the Board of Directors and will serve as an advisor to the current President and the Executive Board. He/she will also be asked to participate in Executive Board Meetings and other Executive Board activities as determined by the Executive Board and/or the Board of Directors. The Immediate Past President will also serve as a member of the Nominations Committee.

Section 7 **At-Large Representatives:** Four dealer board positions will be considered "At-Large Representatives" with full voting privileges and will assist with all Association functions and meetings and represent all members. No more than two "At-Large Representatives" from the same State may serve on the Board of Directors at the same time. Election of two At-large Representatives will occur in opposite years.

Section 8 **Canadian Representative:** One member from Canada will serve as the Canadian Representative to the Board of Directors. The Canadian Representative shall be the elected Canadian President or their appointed representative for the full two-year term.

Section 9 **Manufacturer Representatives:** There are two Manufacturer Representatives on the Board of Directors, Structural Manufacturer (elected even years), and Non-structural Equipment Manufacturer (elected odd years), and are elected by the Dealer members. The representatives will assist with all Association functions and meetings that involve Manufacturer Members. The

Representatives will also be responsible for conducting a Manufacturer meeting at the annual NMEDA Conference. Once elected the Manufacturer Representative shall hold office for one two-year term and can be elected to one successive term.

Section 10 **Associate Representative:** The Associate Representative is a member of the board of Directors and is elected by the Associate members. The representative will assist with all Association functions and meetings that involve Associate Members. Once elected the Associate Representative shall hold office for one two-year term and can be elected to one successive term.

Section 11 **CEO:** The Board of Directors shall employ a salaried association executive officer who shall have the title of Chief Executive Officer (CEO).

The CEO shall be the Chief Executive of the Association responsible for all management functions. The CEO shall manage and direct all activities of the Association as prescribed by the Board of Directors, shall be responsible to the Board, and shall serve as ex-officio member of all standing and special committees. The salary of the CEO will be determined by and evaluated annually by the Executive Board. The CEO has no vote in NMEDA Business.

## ARTICLE VII – COMMITTEES

The committees of the Association shall be Standing Committees and Ad Hoc Committees.

Section 1 **Standing Committees:** The Standing Committees of the Association shall be Executive Board, Education and Training, Finance, Quality Assurance Program, Mediation, Industry and Public Relations, Nominations, Bylaws, Conference, Guidelines, Government Relations, Compliance Review Program, Hall of Fame and Manufacturer Quality Assurance Program. These committees shall have a minimum of three members including the Chairperson.

Standing committees are to perform continuing functions and remain in existence for the life of the assembly within the association that establishes them. The Board of Directors may choose to grant limited provisions as parameters for the committee to carry out its recommendations and the Board of Directors has final approval over all committees.

Standing committees may not enter into any outside agreement nor obligate the Association financially or otherwise without prior written approval from the Board of Directors.

The President will appoint a Chair and a Board Representative to the Standing Committees, upon approval of the Board of Directors, (with the exception of the Nominating Committee) within thirty days of the Annual Conference.

Section 2 The **Executive Board** shall be the President, Vice President, Secretary, Treasurer, and Immediate Past President. The CEO is an ex-officio member of the Executive Board, but does not have a vote.

The Executive Board shall exercise, in the intervals between meetings of the Board of Directors, all the powers of the Board that may lawfully be delegated in the management of the affairs of the Association or such lesser powers as may be specified by vote of the directors. It shall meet at the call of the Chairperson or at the request of the majority of the Executive Board. A majority of the members of the Executive Board shall constitute a quorum. All actions by the Executive Board shall be subject to review by the Board of Directors, and the Executive Board shall report all its actions to the Board.

The Executive Board shall have other duties and powers as the Board of Directors may delegate to it.

Section 3 The **Finance Committee**, under the direction of the Treasurer, shall work with staff to prepare an annual budget for each fiscal year and present it to the Board of Directors. The budget, upon adoption, shall be the control of expenditures of the Association's funds. The Finance Committee shall review the financials quarterly and make a formal recommendation to the Board of Directors each quarter regarding acceptance of those financials.



- Section 4 The **Education and Training Committee** shall work with staff to provide education and training for our dealers and other industry stakeholders to enhance professionalism, innovation, and business proficiency.
- Section 5 The **Quality Assurance Program Committee** will refine and enhance the Quality Assurance Program (QAP) such that it is recognized as the industry standard for quality.
- Section 6 The **Mediation Committee** is to provide a professional forum for fair and equitable resolution of all disputes and complaints brought forth by industry stakeholders.
- Section 7 The **Industry and Public Relations Committee** will work with staff to continually increase the awareness and recognition of the mobility industry and the value its dealers bring to all stakeholders.
- Section 8 The **Nominations Committee** shall be chaired by the immediate Past President and is responsible for recruiting qualified candidates to run for the Board of Director positions that are open for election during the current calendar year. The committee shall be comprised of the Past Presidents of NMEDA who are currently and actively engaged in the mobility industry, as well as two current board members who are not up for reelection, chosen by the chair. They will create a slate of candidates with biographic information, for each. A copy of the election packet including an absentee ballot and voting instructions will be sent to the Board of Directors prior to the general membership mailing. The election packet will be mailed to the general membership not later than the last business day of November.
- Section 9 The **Bylaws Committee** shall consist of the chairperson and at least four additional members, one of whom shall have been on a previous Bylaws Committee. The committee shall work with staff to review the Bylaws annually and present proposed amendments in accordance with ARTICLE IX. The final version of the proposed changes will then be submitted to the Board for final approval and then sent to the general membership as per Article IX.
- Section 10 The **Conference Committee**, in conjunction with staff, is responsible for developing education programs or seminars sponsored by the Association and for advising the Association as to which new programs or seminars would be most beneficial to the members. Other tasks may be assigned by the Board of Directors.
- Section 11 The **Guidelines Committee**, in conjunction with staff, is responsible for any changes, additions or corrections, to the Guidelines. The committee will accept any recommended changes to the guidelines that are submitted no later than November 1. Upon review the committee will submit said proposed changes to the Board of Directors to review at the November Board meeting. After changes are accepted by the Board, the proposed changes will be delivered to the general membership no later than November 30 to allow members to review recommended changes at least thirty (30) days prior to the Annual Meeting the following year.
- Section 12 The **Manufacturer Quality Assurance Program Committee** is responsible for working with staff to define applicable motor vehicle safety standards, regulations, quality management system processes, quality controls, service, and best practices that assure that manufacturer members are delivering the safest and highest quality products to both end users and to dealers who install or sell their products.
- Section 13 The **Government Relations Committee** is responsible for working with staff to establish legislative priorities for the association, develop a network of legislative and regulatory contacts, and promote the growth of NMEDA's grassroots advocacy efforts.
- Section 14 The **Compliance Review Program Committee** shall work with staff to ensure that high quality, efficient systems are established by the association for the purpose of safety standards verification of all submitted manufacturer products.
- Section 15 The **Hall of Fame Committee** is responsible for selecting inductees for the NMEDA Hall of Fame in accordance with the association's documented Criteria Process.

Section 16      **AD HOC COMMITTEES:**  
Ad Hoc Committees are to be appointed by the President as the need arises to carry out a specific task. All ad hoc committees will automatically cease to exist upon completion of their specified task(s) and the presentation of the final report of the committee to the President.

**Resolution:** The Bylaws committee is authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Association in connection with the Bylaws amendments that are adopted by the membership.

## **ARTICLE VIII – MEETINGS – QUORUM**

There must be a quorum at all meetings in order that business can be legally transacted. A majority vote in the affirmative is required at all meetings for approval of an action, except as provided for in Article IX – Amendments of the Bylaws.

**At the Annual Conference Business Meeting** – A quorum is a minimum of 50% plus one (1) of the number of eligible voting delegates registered at the conference.

**At Committee Meetings** – Two-thirds of the committee members must attend to make a quorum.

Section 1      **Annual Conference**  
At the Annual Conference of the Association, there will be the installation of the newly elected Board of Directors, and transaction of other business.

A notice will be sent to the last recorded address of each member at least thirty days before the meeting. The notice will include time, place and business matters to be considered.

Section 2      **Special Meetings**  
A Special Meeting 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 at least twenty-five members of the Association. A notice will be sent to the last recorded address of each member of the association thirty days before the meeting. The notice will include time, place and business matters to be considered.

## **ARTICLE IX - AMENDMENTS OF THE BYLAWS**

Suggested amendments or alterations to the Bylaws may be initiated by the Board of Directors or by a member of the general membership.

Proposed amendments to the NMEDA Bylaws must be submitted in writing to the Bylaws Committee Chairperson for consideration prior to September 15. Proposals of the Bylaws Committee shall be mailed to each member a minimum of thirty days prior to the vote. Ballots will be mailed November 30 and returned with a postmark dated no later than December 31. Adoption of the proposed amendments to the Bylaws will be via US Mail and/or electronic means (other than telephone). There must be a Quorum of 25% of the members eligible to vote and require a 75% vote in the affirmative to approve a change to the NMEDA Bylaws.

## **ARTICLE X - PRINCIPAL OFFICE**

The Association shall keep at the principal office of the Association complete and correct records and books of account, and shall keep minutes of the proceeding of the meetings of the Board of Directors, as well as a list or record containing the names and addresses of all members.

## **ARTICLE XI - FISCAL YEAR**

The Board of Directors subject to applicable law shall fix the fiscal year of the Association.

## **ARTICLE XII – INDEMNITY**

- Section 1 Any person made a part to any action, suit or proceeding, by reason of fact that he/she, his/her testator or in testate representative is or was a director, officer or employee of the Association, or of any Association in which he/she served as such at the request of the Association, shall be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such director, officer or employee is liable for negligence or misconduct in the performance of his/her duties.
- Section 2 The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any director, officer or employee may be entitled apart from the provisions of this section.
- Section 3 The amount of indemnity to which any director, officer or employee may be entitled shall be fixed by the Board, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the American Arbitration Association.

## **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Association may adopt and any statutes applicable to this Association.

## **ARTICLE XIV - DISSOLUTION**

The Association will be dissolved in accordance with the procedures required by the Florida Not for Profit Corporation Act.

**AMENDED:** January 2, 2018; July 31, 2018; January 1, 2019