

**Bylaws of BWP/NAD, Inc.**

(d/b/a the Belgian Warmblood Breeding Association/North American District)

ARTICLE 1: TITLES, PURPOSES, LOCATIONS, EMBLEMS, AND CORPORATE SEALS

1.1 The name of the Corporation shall be BWP/NAD, INC., d/b/a the Belgian Warmblood Breeding Association/North American District (the "Association"). The Association shall at all times be operated as a non-stock corporation under the Virginia Nonstock Corporation Act, and in accordance with the Association's Articles of Incorporation.

1.2 The purpose of the Association shall be:

(a) To establish, maintain, promote and operate a non profit association of breeders, owners and friends of the Belgian Warmblood horse for its promotion, preservation and appreciation in North America;

(b) To identify or brand with an official breeding seal of the Association those horses registered with the Association;

(c) To disseminate information to breeder, owners, and friends pertaining to the breeding, importing, raising, humanely caring for, riding and showing of Belgian Warmblood horses;

(d) To assist the international organization known as the Belgian Warmblood Breeding Association (Belgish Warmbloedpaard) ("BWP") in maintaining a public registry of Belgian Warmblood horses in North America;

(e) To promote and regard the performance of these horses in eventing, dressage, hunting, jumping and competitive breeding classes;

(f) To assist in marketing the understanding, respect, and to generally do all the things appropriate to encourage a public understanding, respect, and demand for the Belgian Warmblood horse, its history, breeding and performance; and,

(g) To adhere as closely as possible to the selective breeding standards practiced by the BWP as the ultimate authority on European bloodlines, and to obtain the approval of the BWP for all of the Association's breeding policies.

1.3 The principal offices of the Association shall be at such addresses in the Commonwealth of Virginia **or in such other states** as the Board of Directors shall determine from time to time. The registered office of the Association shall be at such address in Virginia as the Board of Directors may from time to time determine.

1.4 The Secretary or Registrar of the Association shall be in charge of the corporate seal of the Association (the "Seal), and may authorize its use by Officers of the Association. The seal may be impressed on all certificates of registry and acknowledge ownership transfers and other official documents as may be authorized by the Board of Directors.

1.5 The Emblem of the Association shall be as set forth in Exhibit A hereto (the "Emblem"). The Association is the owner of all rights of trademark and service mark in the Emblem. The Emblem shall be the only recognized symbol for use by the Association, and shall be the same emblem as that adopted by BWP. The Emblem may be used as follows:

(a) The Association shall use the Emblem on all official documents, publications, appropriate BWP "boutique" items offered for sale, for advertisements and as a brand.

(b) members in good standing may use the Emblem to denote membership in the Association and to designate registered horses in advertising, business cards, and stationary. In such cases, the Emblem shall appear with a "TM" designation.

(c) Use of the Emblem may be licensed by the Board of Directors to non-members, and Members for use in articles offered for sale and other commercial purposes. Such licenses shall

be in writing, shall specify the conditions and scope of the licenses and must be approved by the Board of Directors.

1.6 The Official brand of the Association, used for identifying registered horses and those in the process of becoming registered, shall be the Emblem. It shall only be applied by a qualified member of the jury at an official Keuring authorized or sponsored by the Association.

1.7 The Association shall not acquire, own, buy, sell, or lease horses.

## ARTICLE 2: MEMBERSHIP

2.1 The Association recognizes Breeding, Associate, Lifetime, Honorary, Distinguished, and Junior Members, as defined in this Article.

2.1.1 Breeding Members shall consist of either natural persons or entities (including, without limitation, proprietorships, families, partnerships or corporations). Duly-enrolled Breeding Members shall receive The Communiqué (the newsletter of the Association), a Member Handbook and an Annual Stallion Directory, and are eligible to present horses at Keuring, National Futurities, Foal Championships, Elite Mare Programs and other such programs as the Board of Directors may from time to time establish. Breeding Members are eligible to hold elected office, serve on committees and vote on all matters on which Members are entitled to vote. A Breeding Member which is an entity may designate one person to exercise its voting right.

2.1.2 Associate Members shall consist of either natural persons or entities who desire to support the breeding and performance purpose of the Association, but do not wish to participate as

Breeding Members in the affairs of the Association. Associate Members shall receive The Communiqué, Member Handbook, Annual Stallion Directory and are eligible for the Awards Program with Association registered horses. They are not eligible to vote or hold office, but may serve on committees.

2.1.3 Lifetime Members consist of those Members who elect to pay a one time Membership fee as described in Article 3. Entities (other than general partnerships and those operating a single breed farm) are not eligible to be Lifetime Members. Lifetime Members have all privileges and rights of Breeding Members.

2.1.4 Honorary Members are natural persons who have achieved significant accomplishments in competition with Belgian Warmbloods or who have made significant contributions to the Association's goals and are not otherwise Members. No more than five persons may be awarded honorary memberships in any one calendar year and no more than ten persons may be so rewarded within any three-year period. Honorary Members have the same rights and privileges as Associate Members, but with a lifetime term.

2.1.5 Distinguished Members shall consist of natural persons who make extraordinary contributions to the development of the Belgian Warmblood horse and/or the Association and who have been elected as Distinguished Members by not less than a two-thirds vote of the Membership entitled to vote thereon; provided, however, that all past Presidents and all past **Executive** Directors who have served in such capabilities for at least two consecutive years or more, shall automatically become Distinguished Members with Lifetime Members Privileges.

2.1.6 Any Person age 18 or under may be a Junior Member of the Association. Junior Members shall have the same rights and privileges as Associate Members but will be charged a reduced Membership fee.

2.2 Application for membership in the Association shall be made in the form prescribed by the Board of Directors and accompanied by the payment of dues for the current membership year. The Association may issue annual membership cards.

2.3 Applications for membership **from individuals** who have been previously expelled from the Association may be re-admitted to membership upon the recommendation of the Membership committee and approval by a majority of the Board of Directors.

2.4 The Association shall not issue shares of stock. No dividend shall be paid and no part of the income of the Association shall be distributed to its Members, directors, or officers, except that the Association may make distributions to another nonprofit corporation that is a Member of the Association or has the power to appoint one or more of its Directors. The Association may pay compensation in a reasonable amount to its Members, Directors, or Offices for services rendered, including pensions, may confer benefits upon its Members in conformity with its purposes, and may make distributions to its Members or others permitted by the Virginia Nonstock Corporation Act upon dissolution or final liquidation and no such payment benefit or distribution shall be deemed to be a dividend or a distribution of income.

### ARTICLE 3: FEES/FISCAL YEAR/RULES AND REGULATIONS

3.1 The amount of the annual membership dues for each classification of Members shall be set by a majority vote of the Board of Directors; provided, however, that all dues are waived for

Distinguished Members and Honorary Members. Lifetime Members will pay a one-time fee of five times the existing annual rate for Associate Members plus seven times the existing annual rate for Breeding Members.

3.2 Annual membership dues are payable **by August 1 of each year**. No one may register a horse for keuring without having paid Breeding Membership dues. Membership is non-refundable. The fiscal year of the Association is August 1<sup>st</sup> to July 31<sup>st</sup>.

3.3 The Board of Directors may establish such other fees, and adopt such rules and regulations, as the Board may deem necessary for the proper operation and management of the Association.

#### ARTICLE 4: TERMINATION, SUSPENSION AND EXPULSION FROM MEMBERSHIP; CONDUCT

4.1 Only Members who have fulfilled their financial obligations to the Association including, without limitation, the timely payment of all membership dues, shall be Members in good standing. Only Members in good standing shall be entitled to vote and enjoy the rights and privileges of Membership. All Membership privileges are suspended during **any time** in which a Member is not in good standing.

4.2 The Board of Directors may expel or suspend any Member by two-thirds vote of all Directors for violation of these Bylaws or any rule or regulation of the Association, or for any conduct which in judgment of the board of Directors is improper, **unethical**, or prejudicial to the welfare, reputation, or best interest of the Association. No Member shall be expelled or suspended without having been mailed such notice of such written charges (the "Notice") two weeks prior to

any action the Board of Directors may take, to afford such Member an opportunity to submit to the Board of Directors a written answer to such charges. Disciplinary action against a Member shall be published in the next issue of The Communiqué. Disciplinary action may not be taken on events, violations, or conduct that has occurred more than three years prior to notice being mailed.

4.3 Distinguished Members may be expelled from the Association as any other Member. A Distinguished Member who is expelled or suspended may reinstate membership after the disciplinary period by the same means as a Breeding Member or Lifetime Member, upon payment of proper fees, unless such Member was a Lifetime Member prior to becoming a Distinguished Member. If the expelled/suspended Distinguished Member is a stallion owner the stallion will maintain his license upon payment of an extra fee set by the Board of Directors.

4.4 Upon completion of any disciplinary period of expulsion or suspension imposed by the Board, a Member shall be eligible for reinstatement on terms and conditions established by the Board of Directors.

**4.5 Members, Directors and Officers shall behave in an ethical fashion with respect to each other and to the Association at all times during their membership. Ethical fashion includes, but is not limited to, refraining from such activities that would materially benefit the member at the expense of the Association, granting favors to a member or individuals from the Association which involves personal gain to the grantor, or any other behavior that would lend itself to the appearance of impropriety.**

#### ARTICLE 5: BOARD OF DIRECTORS

5.1 The affairs of the Association shall be managed by the Board of Directors which shall consist of no fewer than five and no more than nine directors. The President, the **Executive** Director, the Secretary, the Treasurer and one person selected by the BWP (the "BWP Director") shall at all times be Directors. All Directors must be at least 21 years of age and be Breeding Members in good standing, and persons who intend to uphold and promote the ideals and standards of the Association.

5.2 A Director may be removed from office with or without cause by a majority vote of the membership, or a **majority** vote of the Board of Directors held by secret ballot. At the third consecutive absence of a Director (except for the BWP Director) from any regular meeting of the Board of Directors as defined in Article 6, the board of Directors shall review the reasons for such absences by such Director, and may elect to remove and replace the Director.

5.3 A Director may resign by giving written notice to the Board of Directors, its chairman, the President or the Secretary. Unless otherwise specified in such notice, the resignation will be effective upon delivery.

5.4 In the event of a vacancy on the Board of Directors, the Members may fill the vacancy, the Board of Directors may fill the vacancy, or if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the Directors may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office.

#### ARTICLE 6: MEETING OF THE BOARD OF DIRECTORS

6.1 There shall be two regular meetings of the Board of Directors each year. The Annual Board Meeting shall be held immediately preceding or following each Annual Membership Meeting at the place where the Annual Membership Meeting is held. The Interim Board Meeting shall be held approximately halfway through the year between Annual Membership Meetings. The Interim Board Meeting and any special meeting of the Board of Directors, but not the Annual Board Meeting, may be conducted through the use of any means of communication by which all Directors may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

6.2 Board of Directors' meetings are open to all Members in good standing, with the exception of Executive Sessions. Members may request the floor. Any Member found to be disruptive to the efforts of the Board of Directors at any such meeting will be asked to leave the meeting. The Board of Directors may declare an Executive Session which will be closed to the Members who are not Directors.

6.3 Upon no less than twenty-one days notice to each Director given either in person, by mail, telephone, or by facsimile transmission, the President may convene a special meeting of the Board of Directors at such time and place as he or she may deem appropriate. Furthermore, the President will convene in similar manner upon written request of not less than one-half of the Directors.

#### ARTICLE 7: DUTIES OF THE BOARD OF DIRECTORS

71. All corporate powers of the Association shall be exercised by or under the authority of the Board of Directors, and the business of the Association shall be managed under the direction of

the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the duty to:

- (a) establish major administrative policies governing the affairs of the Association;
- (b) establish membership and other fees;
- (c) devise and develop policies in consultation with the BWP for growth of the Association;
- (d) provide for maintenance of a national office and for making such office recognizable as a clearing house of information for the organization, including such work of the officers and committees as may be deemed expedient and practical;
- (e) provide for proper care of materials, equipment and funds of the Association, establish an annual budget, authorize payment of legitimate expenses, and authorize an annual accounting of all account books by the Treasurer; and,
- (f) appoint committees as provided in these Bylaws.

#### ARTICLE 8: OFFICERS

The Officers of the Association shall perform such duties as may be assigned to them from time to time by the Board of Directors and as herein prescribed. The Officers shall be elected by the Board of Directors at the Annual Board Meeting, each to serve a term of office of two years, or until the election of a successor. Officers may be removed by the Board of Directors at any time with or without cause. In the event of the resignation of any Officer, the board of Directors shall select a successor to serve until the next regular election of Officers.

8.1 The President shall preside at all meetings of the Board of Directors, and shall serve as an ex-officio member of all committees, except the Nominations Committee. The President shall

see that all programs, orders, and resolutions of the Association are carried out in accordance with the policies of the Association and the BWP.

8.2 The **Executive** Director shall assist the President to see that all programs, orders, and resolutions of the Association are carried out in accordance with the policies of the Association and the BWP. The **Executive** Director shall assist the President in his/her duties by managing the day to day business of the Association and substitute for the President or for the Chairman of the Board in their absence. **The Executive Director shall also be responsible for the Annual Stallion Directory. The Executive Director may be compensated for certain of his or her duties and activities, as determined by the Board of Directors.**

8.3 The Secretary shall keep the minutes of the Board of Directors and membership meeting; shall attend to the giving of all notices of the Association and shall have charge of such materials as the Board may direct; shall promptly attend to such correspondence as may be assigned and perform all duties incidental to his/her office; shall keep an updated and accurate roll containing the names, alphabetically arranged, of all persons who are members of the Association, showing their full address at their place of residence, their phone numbers and the date they became Members. Such records shall indicate when membership is terminated and if it is reinstated.

8.4 The Treasurer shall supervise and handle the care and custody of all the funds and securities of the Association, and shall deposit said funds in the name of the Association in an FDIC insured bank as the Directors may elect; may when duly authorized, sign and execute all contracts in the name of the Association, shall also sign all checks, notes, and orders for the payment of money, shall at all reasonable times exhibit his/her books and accounts to any Officer, Director, or Breeding Member in good standing of the Association upon application and

by mutual agreement on time and place. The Treasurer will provide a financial report at all official organization meetings and shall provide an annual financial report.

8.5 The Registrar shall perform the duties of preparing, mailing, and receiving all registration papers connected with the annual keurings and with registration papers and other duties as the Board of Directors or the President shall request.

8.6 The Public Information Liaison shall maintain and disseminate the official information to the public, and prospective Members and inquiring institutions to be furnished by the Association as directed by the Board of Directors, the President or the Breeding and Publicity Committee. Such Person will maintain and regularly relay the names and addresses of all inquiring people to the Secretary. Any Officer or Director may serve as Registrar.

#### ARTICLE 9: STANDING COMMITTEES OF THE BOARD OF DIRECTORS

9.1 Each standing Committee will assume the duties specified in these Bylaws and as assigned by the Board of Directors.

9.2 Any member in good standing may serve on a committee. Members on committees should have interest and enthusiasm for the specific committee they serve on.

9.3 Committee members shall be nominated by the President and appointed by the Board of Directors.

9.4 Composition of Standing Committees

9.4.1 The Breeding and Registration Committee shall consist of no less than three nor more than seven members. Such members will be appointed immediately after each Annual Membership Meeting. This committee shall be responsible for maintaining, clarifying and disseminating the breeding and registration rules of the Association. It will also organize and implement official functions of the Association pertaining to breeding, registration, identification and approval of breeding stock. All decisions of the committee must be approved of the Board of Directors and by the BWP Director.

9.4.2 The Nominating Committee shall consist of three members. Members will be appointed after each Annual Membership Meeting and will serve until the next such annual meeting; shall solicit nominations from the membership shall supervise the general elections and shall direct the balloting procedure.

9.4.3 The Promotion, Education, and Publication Committee shall be responsible for developing a program of participation at horse events across the country at which the Association will be represented by literature, promotional items and where possible, by members and their horses. It shall also make recommendations to the Board of Directors regarding all aspects of marketing fund-raising and promotion of the Association and the Belgian Warmblood horse and carry out such duties as prescribed by the Board of Directors. It shall send the official Emblem and photographs of the brand as it appears on horses of varying ages to **any** slaughter plants in the US with a request that they contact the Association prior to slaughtering any horse believed to be so branded. It shall be responsible for maintaining a liaison with equestrian organizations, publications, including horse book authors and publishers and shall promote the Association. The publications sub-committee shall be responsible for the organization, editing and distribution of the Communiqué, the Annual Stallion Directory and a membership handbook

which shall include these bylaws and the rules and regulations of the Association and a membership roster.

9.4.4 The Awards and Membership Programs Committee shall be responsible for maintaining and directing the annual and lifetime achievement awards programs and any other designed to recognize and reward the achievements of Belgian Warmblood horses for the achievement of excellence in sport horse disciplines and shall include being the liaison to any national show association like the USDF, USEF, and USEA. A show awards coordinator will be chosen to assist in the administration of the programs and to be the recipient of show results from the membership. This coordinator will be responsible for forwarding announcements of awards to the person producing the Communiqué and to the chair of the Promotion, Educations and Publications Committee in a timely manner. The committee will also consider and take recommendations to the Board concerning current and potential new membership programs.

9.4.5 The Bylaws Committee shall be responsible for reviewing the bylaws as needed and proposing changes to the board for review by the Board of Directors and presentation to the Membership.

**9.4.6 Ombudsman Committee. The purpose of the Ombudsman Committee is to serve as a group to investigate grievances as promulgated to them by any member of the Association. Any member who believes they have been aggrieved by the action of the Board or by the Board, the executive director, or by any other individual member may make a written submission to the Ombudsman Committee. The Ombudsman Committee shall investigate the complaints and shall make recommendations to the Board for action, with a copy of said recommendations forwarded directly to the aggrieved member. The Ombudsman Committee shall not be required to specifically otherwise**

**report on the status of any investigation to the Board, the executive director or to any member, and the Ombudsman Committee may utilize any and all means to investigate the complaint that they deem fit and necessary. The Ombudsman Committee shall consist of two board members, who shall be appointed annually by the Board of Directors and one member at large who shall be selected by the Board from amongst individual members applying for the position. The Ombudsman Committee shall be annually reconstituted at the annual meeting. The actions of the Ombudsman Committee may be conducted without deference to the grievance procedure as set forth in Article 18 hereof, and an aggrieved member may utilize either or both avenues to address their grievance.**

9.4.7 Other Committees established by the Board of Directors shall have no less than three members and no more than is appropriate the practical functioning of such committee to be appointed by the committee chairperson who will be appointed by the President and the Managing Director. Vacancies may be filled by the chairperson with approval from the President and Managing Director. Chairpersons will convene meetings as required for efficient functioning.

#### ARTICLE 10: ELECTION OF DIRECTORS

10.1 Nominations for the Board of Directors shall open September 1<sup>st</sup> and close October 30<sup>th</sup> (postmarked by the 30<sup>th</sup>). The Nominating Committee shall review the nominees and prepare a ballot with no less than the number of seats to be filled. Short biographies submitted by the nominees will be printed in the next available issue of the Communiqué or in a special issue.

10.2 Nominations may be made by submission to the Nominating Committee and by the members of the Nominating Committee. In addition, those Directors standing for reelection will automatically be nominated.

10.3 Only Breeding Members in good standing shall be entitled to vote for the election of Director. Balloting will be by mail, and ballots will be mailed to all Breeding Members of record who are in good standing as of November 15 of each year. Ballots must be returned no later than January 1<sup>st</sup> of the next year. Each Breeding Member is entitled to one vote for as many persons as there are Directors to be elected. Breeding Members should elect Board Members who are committed to perpetuating and promoting the ideals and standards of the Association and the BWP. Directors who have been elected will take office the first day of the Annual Membership Meeting.

#### ARTICLE 11: MEETING OF MEMBERS

11.1 The Annual Membership Meeting shall be held at the time and place designated by the Board within the first three months of the calendar year. Written proposed topics that are signed by at least five Members in good standing and that are submitted to the Board by no later than two weeks before the scheduled meeting will be included in the agenda. All committees shall meet and report to the meeting of the whole association during the annual meeting. Election and matters requiring a vote shall be accomplished by secret ballot, unless it is unanimously agreed upon to vote otherwise. The decision and topics at the Annual Meeting shall be recorded as written minutes, signed by the President, **Executive** Director and Secretary of the Association. Members are entitled to request a copy of the summary once the notes have been transcribed.

11.2 A special meeting of the Members shall be held on the call of the Chairman of the Board of Directors, the President or **by a majority of** the Board of Directors. A special meeting of the Members may also be called by Members having one-twentieth of the votes entitled to be cast at such meetings. The record date for determining Members entitled to demand a special meeting is the date the first Member signs the demand. Special meetings shall be conducted at such place as may be determined by the Board of Directors. Notice of a special meeting of Members shall state the purpose or purposes for which such meeting is called. Only business within the purpose or purposes described in the notice may be conducted at a special meeting of Members.

11.3 The Association shall give Members written notice of the date, time, and place of each annual and special meeting of Members. Such notice shall be given, either personally or by mail, no less than ten (10) and no more than sixty (60) days before the date of the meeting, except that notice of a Members' meeting to act on a plan of merger, a proposed sale of assets or the dissolution of the Association shall be given not less than twenty-five (25) nor more than sixty (60) days before the meeting.

11.4 The Secretary shall make, at least ten (10) days before each Membership meeting, a complete list of the Members, with the address of each. Where Members are entitled to vote, the list shall be arranged by Membership class. For a period of ten (10) days prior to the meeting, the list of members shall be subject to inspection by any Member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member during the whole time of the meeting of the purposes thereof. The original record of Members shall be Prima Facie evidence as to who are Members entitled to examine such list or records or to vote at any meeting of members.

## ARTICLE 12: QUORUM

12.1 A majority of the Board of Directors (including either the President or **Executive** Director) shall constitute quorum for the conduct of any meeting of the Board of Directors.

12.2 A majority of the committee members of a standing or special committee shall constitute a quorum. If the chair of the committee cannot be present, he/she may appoint an acting chairman.

12.3 The Breeding Members present at the Annual Membership Meeting shall constitute a quorum.

## ARTICLE 13: PUBLICATIONS

The following are authorized publications of the Association:

13.1 The Communiqué newsletter issued quarterly to Members, a complimentary issue of which will be provided to those who inquire and to other member organizations of the Federation in North American Sport Horse Registries.

13.2 The Association Stallion Directory, which is issued once a year as a promotional item and as a resource to Members and North American Federation of Sport Horse Registries member organization.

13.3 The Association's Membership Handbook, which may be printed in combination with the Stallion Directory or if warranted, by itself.

#### ARTICLE 14: PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern meetings of the Association in cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation or applicable law.

#### ARTICLE 15: AMENDMENTS

These Bylaws may only be adopted, amended or repealed by a **majority** vote **of:** (a) The Breeding Members in good standing entitled to vote thereon at a special meeting of the Members called for such purpose; or, (a) the Board of Directors; provided, however, **that** (i) no Bylaws may be amended, altered or repealed by a vote of the Board of Directors unless submitted in writing to the Board of Directors by 10 Breeding Members in good standing or by the bylaws Committee, and (ii) the Members, in adopting or amending particular bylaws may provide expressly that the Board of Directors may not amend or repeal the Bylaw.

#### ARTICLE 16: DISSOLUTION

In the event that it becomes necessary for the Association to dissolve itself, the Board of Directors, with the approval of the membership, will cause the available assets of the Association to be contributed to a properly-constituted, tax-exempt equine or breed organization.

#### ARTICLE 17: GRIEVANCE PROCEDURE

Any person alleging that he or she has been aggrieved by violation of any rights enumerated in Article 2 or Article 4 of these Bylaws or has been aggrieved in any other way in a matter within the jurisdiction of the Association, may submit to the Board of Directors a written statement specifying the alleged grievance and the relief desired. The Board shall appoint a review board to which the matter shall be referred for resolution.

#### ARTICLE 18: MINUTES

Written Minutes will be taken at every meeting of the general membership and Board of Directors. Minutes as presented by the Secretary and reviewed by the President shall be printed in the next issue of The Communiqué. Printed minutes will be voted on and approved at the next meeting of the Board or membership whichever occurs first.

#### ARTICLE 19: COMPENSATION

**No Director shall receive any compensation in any way shape or form for their service as a Director or Officer for the association, except that the Executive Director may receive a stipend as annually determined by the Board of Directors for performance of his or her duties, and may further be reimbursed any expenses upon appropriate application therefore and submission of appropriate invoices or billings. No expense shall be reimbursed by the Association unless and until it has been approved by the majority of the Board of Directors. The Executive Director shall not vote on his or her stipend or expense reimbursement.**

**Dated: February 12, 2011**

