

BYLAWS
OF THE
GEORGE WASHINGTON
ALUMNI ASSOCIATION

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PREAMBLE

The George Washington University anticipates exceptional challenges to its Alumni Association as the 21st Century arrives. Relationships among the University, the schools of the University, and a growing group of alumni which now exceeds 200,000, must provide for participation and interaction at many levels to facilitate the contributions of alumni, individually and collectively, to the growth and progress of the University.

Central among the goals of the George Washington Alumni Association (GWAA) are:

- strengthening relationships between alumni around the world and the University by offering graduates tangible opportunities for involvement in the life and support of The George Washington University ;
- communicating the achievements and concerns of alumni to the University and to each other, and the accomplishments, aspirations and needs of the University to its alumni; and
- creating a worldwide network of alumni leaders willing and able to contribute to the continued advancement of the University, its students and its graduates.

In furtherance of these goals, the GWAA includes the alumni of all schools of the University. Alumni associations comprised of alumni of a particular school of the University (“school alumni associations”) are recognized as “constituent organizations” of the GWAA and are represented on the Association’s Board of Directors as described below in Article IV. Other alumni associations, e.g., those comprised of alumni in a particular geographic area (“regional alumni chapters”), or those comprised of alumni sharing other common interests or loyalties, may petition for recognition as “affiliated organizations.” No specific provision is made for representation of specific affiliated organizations on the Board of Directors, except for Columbian Women. Because of their historic affiliation with the school and Alumni Programs, tradition demands that Columbian Women continue to be recognized through a seat on the Board. All active alumni groups will be encouraged to participate in the GWAA, to the extent they organize and involve alumni and are self-supporting.

The George Washington Alumni Association is the successor to the George Washington University General Alumni Association and the Board of Directors is the successor to the Governing Board.

ARTICLE I – NAME, SEAL AND OFFICES

Section 1 – Name.

The name of this corporation is The George Washington Alumni Association, hereinafter referred to as the GWAA or the Association.

Section 2 – Seal.

The Association may adopt a seal, which shall have inscribed thereon the name of the Association, and may include the year of its incorporation (1960).

Section 3 – Offices.

The registered office of the Association is located at Alumni House, The George Washington University, Washington, DC, 20052.

ARTICLE II – MEMBERS

Section 1 – Membership.

Membership in the Association will be conferred automatically on anyone who has graduated from any school or division of the University. Anyone who has 15 credit hours or its equivalent (including approved certificate programs) at the University, who left the University in good standing, and whose class or group has graduated will be deemed a member upon participation in activities or proceedings. Any persons who are or have been members of the University Board of Trustees as well as anyone determined by the Board of Directors of this Association to be an alumnus will also be eligible for membership in the Association.

Section 2 – Rights of Members.

Each member of the Association will be entitled to one vote on such business as may be transacted at any annual or special meeting of the members, and will be eligible (unless limited by these Bylaws) for nomination to the Board of Directors, appointment to an at-large position on the Board of Directors, and appointment to serve on committees and task forces of the Association or Board of Directors. No member will be entitled to share in the distribution of the corporate assets.

ARTICLE III – MEETINGS OF THE ALUMNI ASSOCIATION

Section 1 – Annual Meeting.

The annual meeting of the members of the Association will be held during the months of May or June, at a time and place designated by the GWAA President. The President-Elect accedes to the office of the President at the conclusion of the annual meeting. Other new officers and members of the Board of Directors will assume the responsibility of their office at such time.

Section 2 – Special Meetings.

Special meetings of the Association may be called at any time by the GWAA President, or by the Board of Directors. Such meetings will be held at a time and place designated by the Board of Directors, and may be conducted in person, by telephone, web conferencing, or by any other method determined to be appropriate by the Executive Committee. The reason for calling the special meeting will be provided in writing at the time of the request, and the business of the special meeting will be limited to the subject matter of the request.

Section 3 – Notice of Meeting.

Notice of the time, place and purpose or purposes of any meeting will be served upon each member either personally, by mail (including electronic mail), or by publication (including electronic publication) in an appropriate GW publication sent to alumni, or announced in a national media release not less than thirty (30) days before any annual meeting, and not less than ten (10) days before a special meeting.

Section 4 – Quorum.

At the annual or special meeting of the members of the Association the presence of twenty-five (25) members in person will constitute a quorum, and the act of a majority of the members so present and voting at said meeting at which there is a quorum will be the act of the full membership.

Section 5 – Voting.

At the above annual or special meeting of members, each member will be entitled to vote in person. Proxy votes will not be permitted.

ARTICLE IV – THE BOARD OF DIRECTORS

Section 1 – The Board of Directors.

The leadership of the Association is the Board of Directors, which is made up of the officers and various representatives of the alumni of the University. The Board of Directors will oversee the management and control of the activities, business and property of the Association. It will make policy decisions concerning the alumni programs sponsored by the Association and work with the staff of the Office of Alumni Relations on the implementation of University-sponsored programs involving alumni.

Section 2 – Members.

The Board of Directors will be comprised of the following voting members:

- (a) The Association President;
- (b) The Immediate Past-President or the President-Elect;
- (c) The Association Treasurer;
- (d) The Association Secretary;
- (e) The Vice Presidents;
- (f) Three (3) representatives from each of the schools of the University, one of whom will be the

president of the school's alumni association. If a school does not have a school alumni association, that school may appoint an individual to serve as a representative in lieu of a president.

(g) Two (2) representatives of the alumnae of the former Mount Vernon College and Seminary.

(h) A member of The George Washington University full-time faculty, who is an alumnus/a of the University, and who is elected by the members of the Association for a one-year term, subject to reelection.

(i) Up to fourteen (14) members-at-large, appointed by the President, with no more than seven (7) positions being filled by any one President. Consideration with respect to appointment should be given to members of regional organizations, or other GWAA members outside the Washington, D.C. area, or other GWAA members who bring needed qualifications to the Board.

(j) All current Alumni Trustees and Recent Alumni Trustees elected to the Board of Trustees of the University pursuant to Article VII of these Bylaws, as well as all emeritus trustees who held Alumni Trustee appointments.

(k) A representative appointed by Columbian Women for a one-year term, subject to reappointment.

(l) A representative from the student body, preferably the President of the George Washington University Student Association, who will serve as an ex-officio member, without vote, during the term of her/his presidency.

(m) A chapter leader from each of the domestic and/or international geographic regions in which alumni reside. Regional Chapters are defined by the Office of Alumni Relations. Regional leaders are appointed for a one-year term, subject to reappointment, by the President in consultation with the Office of Alumni Relations.

Section 3 – Terms of Office.

(a) The Association President will serve for a term of two years.

(b) The Immediate Past-President will serve for a term of one year after service as the Association President.

(c) The President-Elect will serve for a term of one year prior to accession to the office of the Association President.

(d) The Secretary and the Treasurer will be elected for a term of two years.

(e) The Vice Presidents will serve during the term of the Association President who appointed them.

(f) Each school's elected representatives will serve a single three-year term and will not be eligible for a second term without at least a one-year hiatus in service. If a vacancy occurs among any school-based representative, the school or school alumni association may appoint a replacement to serve out the remainder of the three-year term. Notwithstanding any other provision of this Section, if such appointment takes effect eighteen (18) months or less prior to the expiration of the term, the appointed replacement may serve an immediately subsequent full term as a school-based representative. The term of the president of the school's alumni association will be coterminous with that person's tenure as the president of that alumni association. If a school has appointed a third representative in lieu of a president, that representative may serve a single one-year term, which may be renewed for no more than two (2) additional consecutive terms, provided that there continue to be no school alumni

association president. If a school alumni association is formed during the term of such a representative, the association's president shall immediately assume this representative's position on the Board of Directors.

(g) Members at large will serve a four year term.

(h) Alumni trustees will serve during their term of office as a University trustee. Emeritus trustees who were alumni trustees serve during their term(s) as an Emeritus Trustee.

(i) Terms of office commence at the appropriate Annual Meeting of the Association.

Section 4 – Eligibility for office.

(a) All members of the Board of Directors must be members of the Association, except that no employee of the University shall be eligible for election as an officer of the Association.

(b) In order to be eligible for election as President-Elect, the nominee must have served as a member of the Board of Directors for at least two (2) years prior to the commencement of the prospective term.

(c) All members of the Board of Directors shall be required to make an annual financial contribution to The George Washington University.

Section 5 – Nominations, Elections, and Appointments

(a) The Nominating Committee has responsibility for nominating candidates for the positions of President-Elect of the Association, Treasurer of the Association, Secretary of the Association, and the faculty representative. When nominations are required, the Nominating Committee will solicit recommendations from the membership and will actively seek to identify candidates with the goal of achieving diversity reflective of the GW alumni body. The prior consent of each nominee to serve, if elected, must be obtained.

(b) The Nominating Committee will deliver its nominations for President-Elect of the Association at the annual meeting one year prior to the expiration of the current President's term. Upon confirmation by the Association Membership at the annual meeting, the new President-Elect assumes office immediately. The President-Elect accedes to the office of the President at the annual meeting coinciding with the end of the current President's term.

(c) The Nominating Committee will deliver its nominations for Treasurer of the Association, Secretary of the Association, and the faculty representative at the commencement of the annual meeting preceding the expiration of the term of the current Treasurer, Secretary, or faculty representative. Upon confirmation by the Association Membership at the annual meeting, the new Treasurer, Secretary, and faculty representative assume office immediately.

(d) The results of the election will be published in a suitable University publication to serve as notification to the GWAA.

(e) As soon as possible after her/his election, the President will appoint a Vice President from among the members of the Association to chair each of the Standing Committees identified in Article X, Section 2. The Vice Presidents shall commence their duties immediately upon appointment.

(f) The President may appoint a member of the Board of Directors to serve as a Parliamentarian to advise as to the conduct of the order of business, as requested. The Parliamentarian shall serve as a member of the Executive Committee and shall review from time to time the Bylaws of the Association and make recommendations, as appropriate. The Parliamentarian serves at the pleasure of the President. Additional members of the Board of Directors may be appointed to assist the Parliamentarian.

Section 6 – Removal.

As a condition of membership on the Board of Directors, its members will agree to participate as fully as possible in the Board's work including active service on committees and attendance at functions of the Alumni Association and the University. Any member of the Board of Directors who fails to attend three successive meetings of the Board will be deemed to have resigned.

Any officer of the Association or member of the Board of Directors may be removed from office with or without specified cause by a two-thirds (2/3) vote of the Board of Directors at any regular meeting or at any special meeting called for the purpose after appropriate notices and a hearing before a committee appointed by the Board for such purpose.

Section 7 – Resignation.

Any member of the Board of Directors may resign at any time by giving written notice of such resignation to the President.

Section 8 – Presidential succession.

In the event the President is removed or otherwise unable to complete his/her term in office, the officers of the Association shall assume the presidency in the following order, until the next Annual Meeting:

- (1) President-Elect;
- (2) Treasurer;
- (3) Secretary;
- (4) Vice President for Programs;
- (5) Vice President for Nominations;
- (6) Vice President for Student-Alumni Initiatives;
- (7) Vice President for Awards;
- (8) Vice President for Communications;
- (9) Vice President for Alumni Career Services.

Section 9 – Vacancies.

(a) If the position of President-Elect becomes vacant during the term of office, the Nominations Committee may nominate a new President-Elect at the next Annual Meeting.

(b) If the positions of Treasurer or Secretary become vacant during their term of office, the President may appoint a new Treasurer or Secretary to act until the next Annual Meeting. The Nominations Committee shall nominate a new Treasurer or Secretary at the next Annual Meeting to a new term.

(c) The Nominations Committee shall have the responsibility for filling vacancies among the representatives on the Board of Directors, in the manner consistent with the Bylaws, in the following circumstances:

- (1) a vacancy among the members-at large occurs and there are seven (7) members-at-large appointed by the current President; or
- (2) a vacancy among the school-based representatives occurs and the school or school alumni association is unable to appoint a replacement.

Section 10 – Meetings.

(a) Immediately after the annual meeting of the Association, and at the same location, the Board of Directors will meet as a regular meeting for the purposes of organization and transaction of other required business. This meeting may be conducted in person, by telephone, web conferencing, or by any other method determined to be appropriate by the Executive Committee.

(b) Additional regular meetings of the Board of Directors may be held at such time and place as it will determine. Such meetings will be held at a time and place designated by the Board of Directors, and may be conducted in person, by telephone, web conferencing, or by any other method determined to be appropriate by the Executive Committee.

(c) Special meetings of the Board of Directors may be called by the President or on the written request of any four (4) members of the Board. Such meetings will be held at a time and place designated by the Board of Directors, and may be conducted in person, by telephone, web conferencing, or by any other method determined to be appropriate by the Executive Committee. The reason for calling the special meeting will be provided in writing at the time of the request, and the business of the special meeting will be limited to the subject matter of the request.

(d) The Secretary will notify all members of the Board of Directors at least three (3) days prior to any special meeting and at least seven (7) days prior to any regular meeting.

Section 11 – Quorum.

At all meetings of the Board of Directors, fifteen (15) voting members of the Board will constitute a quorum for the transaction of business, and except as may otherwise be provided by statute, the act of a majority of the members of the Board present and voting at any meeting at which there is a quorum will be the act of the Board of Directors.

Section 12 – Compensation.

Members of the Board of Directors will serve without compensation, but may be reimbursed by the Association for authorized travel expenses and other approved expenditures.

Section 13 – Powers.

All corporate powers, except those powers reserved by or conferred upon the members under the District of Columbia Non-profit Corporation Act, the Articles of Incorporation or these By Laws, will be and are hereby vested and will be exercised by the Board of Directors. The Board of Directors may

delegate to committees, to its officers, or to duly appointed agents of the Association such powers as may be consistent with the Preamble of these Bylaws.

Section 14 – Liaison with Board of Trustees.

The Board of Directors, or a specially designated committee thereof, may meet at such times and places as will be determined to be mutually agreeable, with the committee of the University’s Board of Trustees with jurisdiction over advancement and alumni matters, or any other appropriate committee of the Board of Trustees, in order to provide ongoing communication between the two bodies.

ARTICLE V – ALUMNI TRUSTEES

At the request of the University’s Board of Trustees, the Association shall annually make nominations for alumni to fill vacancies among the five (5) Alumni Trustees and two (2) Recent Alumni Trustees who serve on the Board of Trustees. Alumni Trustees and Recent Alumni Trustees serve for terms of office according to the University Bylaws, and are eligible for re-election consistent with the University Bylaws. Eligibility to serve as an Alumni Trustee or Recent Alumni Trustee shall be determined consistent with the University Bylaws and these Bylaws; however, only alumni who have graduated less than five and one-half years prior to the beginning of their term shall be eligible to serve as Recent Alumni Trustees. The section of the University Bylaws pertaining to the eligibility of trustees shall be included in all materials relating to the nomination and selection of Alumni Trustees and Recent Alumni Trustees.

ARTICLE VI – THE OFFICERS

Section 1 – Number of officers.

The officers of the Association shall be the President, the Treasurer, the Secretary, and the Vice Presidents of the Standing Committees.

Section 2 – Duties of officers.

The duties of the officers shall be such as usually attach to such office including the duties described below, and, in addition thereto, such further duties as may be designated from time to time by the Board of Directors.

(a) *President.* The President shall exercise general executive control of the affairs of the Association between annual meetings of the Association and the meetings of the Board of Directors. The President shall preside at all meetings of the Association and Board of Directors.

(b) *President-Elect.* The President-Elect is a position “in training” for subsequent duty as the President and shall participate as fully as possible in the duties and functions of the Association and the Board of Directors. In the absence of the President, the President-Elect shall exercise the duties of the President.

(c) *Immediate Past President.* The Immediate Past President is expected to provide expertise and experience to the President and the Board of Directors as requested.

(d) *Treasurer.* The Treasurer shall have custody of the financial books and records of the Association; shall receive such sums of money as may be paid into her/his hands for the account of the Association; shall disburse such funds as may be ordered by the Board; shall have available a full and accurate report of all matters and business pertaining to the office at each regular meeting of the Board; and, at the annual meeting of the Association, and, unless waived by the Board, shall give bond at the expense of the Association in an amount to be fixed by the Board of Directors for the faithful performance of her/his duties. The Treasurer shall prepare and submit for approval at the last meeting of the Board in the fiscal year, a budget of projected income and expenditures for the next fiscal year.

(e) *Secretary.* The Secretary shall keep all minutes of the Association and the Board of Directors meetings or cause the same to be done; shall have the custody of the minute books of the meetings of the Association and the meetings of the Board; shall have custody of and maintain on a current basis all membership records; shall be responsible for maintaining the Association's corporate registration and designating a registered agent for service of process; shall be responsible for preparing an annual report of the Association's activities and finances; and, shall be the active executive officer of the Association for the purpose of carrying out the instructions and policies of the Board.

(f) *Vice Presidents.* The Vice Presidents serve as chairs of their respective Standing Committees, whose duties are set forth in Article X, Section 2.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1 – Membership.

The Executive Committee shall be composed of the officers, the Parliamentarian, and may include up to two (2) additional Board members appointed for limited terms by the President. The President-Elect and the Immediate Past President shall serve as *ex officio* members of the Executive Committee. The University Vice President responsible for alumni programs or her/his designee shall serve as a member *ex-officio*, without vote.

Section 2 – Meetings.

The Executive Committee shall meet at those times and places determined by the President.

Section 3 – Powers.

(a) The Executive Committee shall act for the Board of Directors on any matter requiring action between stated meetings of the Board except that:

- (i) No expenditure of funds exceeding limits set by the Board of Directors in its annual budget review may be made; and
- (ii) No officer or elected Board member vacancy may be filled by action of the Executive Committee, unless otherwise provided by these Bylaws.

(b) The minutes of each Executive Committee meeting shall be available to the full Board of Directors at the next stated meeting of the Board.

(c) If a member is absent for three (3) successive meetings of either the Board of Directors or of a committee to which the member is assigned, or both, the absence shall be deemed to indicate a lack of

interest and the member will be deemed to have resigned. The Executive Committee will recognize this resignation and instruct the President to notify the member of her/his resignation and recommend that the President take steps to fill the vacancy.

ARTICLE VIII – STANDING COMMITTEES

Section 1 – Establishment of Standing Committees.

The Board of Directors shall have Standing Committees to assist in the execution of its responsibilities. Upon consultation with the respective committee chairs, the President shall appoint members of the Board of Directors to a committee. Each member of the Board of Directors who is not a president of a school-based alumni organization or an Alumni Trustee or Recent Alumni Trustee shall be required to serve on at least one committee. The President may appoint ad hoc task groups, as required, whose members serve during the term of the appointing President.

Section 2 – Designation of Standing Committees.

The Standing Committees shall include:

(a) *Executive Committee.*

The composition and duties are set forth in Article VI; this Committee is chaired by the President.

(b) *Council of Alumni Presidents.*

This Council includes the President, the President-Elect, the Immediate Past President, the presidents of the school alumni associations within the University, and the presidents of regional alumni chapters recognized by the University or the Board of Directors. The Council, which is chaired by the President, shall meet as early as possible after the election of officers of the Association and no less than once per year at the call of the President of the Association or the University Vice President responsible for alumni programs or her/his designee. The Council will review and advise on the alumni program objectives, policies, organizational development and other issues brought before it, as well as exchange ideas on these issues. Former Presidents of the GWAA and former presidents of the Student Association are invited to attend and participate at meetings of the Council.

(c) *Finance Committee.*

This Committee, chaired by the Treasurer, shall oversee the preparation of the budget each (fiscal) accounting year, shall manage the Association's funds, recommend changes in the Association's investment policies, advise the Association with regard to alumni benefits and affinity programs, and provide pertinent data to the Treasurer for reports to the Board of Directors.

(d) *Programs Committee.*

This Committee, chaired by a Vice President, shall advise and assist the Office of Alumni Relations in planning, organizing and implementing social, cultural, and athletic programs for alumni, with particular emphasis on alumni in the Washington D.C. area, and shall support the school-based and regional alumni organizations in their programming as needed.

(e) *Nominations Committee.*

This Committee, chaired by a Vice President, shall recommend to the Board of Directors candidates for nomination as Alumni Trustee and Recent Alumni Trustee members of the Board of Trustees as set forth in Article V. This Committee shall also perform those duties relating to the nomination and election of members of the Board of Directors specified in Article IV, sections 5 and 9.

(f) *Student-Alumni Initiatives Committee.*

This Committee, chaired by a Vice President, shall consider issues surrounding the interaction between students and alumni, and make appropriate recommendations to the Board of Directors, the Office of Alumni Relations, and other relevant University staff.

(g) *Awards Committee.*

This Committee, chaired by a Vice President, shall annually recommend to the Board of Directors nominees for the Distinguished Alumni Achievement Awards, for the Alumni Service Awards, and for such other awards as may be established.

(h) *Communications Committee.*

This Committee, chaired by a Vice President, shall consider issues pertaining to communications with alumni of the University, including print and electronic media, and make appropriate recommendations to the Board of Directors, the Office of Alumni Relations, and other relevant University staff.

(i) *Career Services Committee*

This Committee, chaired by a Vice President, shall consider issues pertaining to the career transitions of alumni and provide, when appropriate, voluntary support of career programs and events for the career education of current students.

Section 3 – Committee Vice Chairs.

The President may appoint vice chairs for the Finance Committee, Programs Committee, Nominations Committee, Student-Alumni Initiatives Committee, Awards Committee, Communications Committee and Career Services Committee as may be needed to fulfill the mission of these committees. The President shall only appoint a vice chair in consultation with the chair of the respective committee. Any vice chairs appointed for the Finance Committee, Awards Committee, and Trustee Recommendation Committee must be members of the Board of Directors. Any vice chairs appointed pursuant to this section who are not members of the Board of Directors shall be voting members of the committee to which they were appointed, but shall not be voting members of the Board of Directors.

Section 4 – Committee Membership.

(a) *Executive Committee, Council of Presidents.*

The membership of the Executive Committee and the Council of Presidents shall be comprised consistent with these Bylaws.

(b) *Finance Committee.*

In addition to the Treasurer, who shall serve as Chair, the Finance Committee shall have two (2) additional members of the Association, at least one (1) of whom must be a member of the Board of Directors, and who shall be appointed by the President in consultation with the Treasurer. A committee member appointed pursuant to this section who is not a member of the Board of Directors shall be a voting member of the Finance Committee, but shall not be a voting member of the Board of Directors.

(c) *Nominating Committee and Awards Committee.*

In addition to the Chair, each of these committees shall have no less than three (3) and no more than seven (7) members. One of the members may be designated a vice chair, pursuant to Section 3 of this Article. All members of these committees must be members of the Board of Directors, and shall be appointed by the President in consultation with the respective committee chair.

(d) *Programs Committee, Student-Alumni Initiatives Committee, and Communications Committee and Career Services Committee.*

In addition to the Chair, each of these committees shall have at least four (4) additional members, at least two (2) of whom must be members of the Board of Directors, and who shall be appointed by the President in consultation with the respective committee chair. Any committee members appointed pursuant to this section who are not members of the Board of Directors shall be voting members of the committee to which they were appointed, but shall not be voting members of the Board of Directors.

(e) The Assistant Vice President for Alumni Relations and Annual Giving or his/her designee shall serve as an ex-officio non-voting member(s) of each committee.

Section 5 – Committee Meetings.

(a) *Executive Committee, Council of Presidents.*

The Executive Committee and the Council of Presidents shall each meet as required by these Bylaws and as often as necessary to execute their duties.

(b) *Finance Committee, Nominating Committee, and Awards Committee.*

The Finance Committee, Nominating Committee, Awards Committee, Trustee Recommendation Committee shall each meet as required by these Bylaws or any written procedures adopted by the Board of Directors, and as often as necessary to execute their duties.

(c) *Programs Committee, Student-Alumni Initiatives Committee, Communications Committee and Career Services Committee.*

Unless otherwise specified by these Bylaws, the Programs Committee, Student-Alumni Initiatives Committee, Communications Committee and Career Services Committee shall each have at least one meeting in each semester during which classes are held, which shall be open to all members of the Association.

ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 1 – Order of Business.

The order of business at all meetings of the Association and at all meetings of the Board of Directors shall be determined by the presiding officer, and, except as otherwise herein provided, the parliamentary procedure for conduct of all meetings shall be governed by the latest-published *Robert's Rules of Order (Revised)*.

Section 2 – Fiscal Year.

The fiscal year of the Association shall commence on the first day of July of each year and end on the last day of June of the following year.

Section 3 – Checks, Drafts, Notes, etc.

All checks, drafts, acceptances, notes and other orders, demands or instruments in respect of the payment of money shall be signed and endorsed on behalf of the Association by such officer or officers or by such agent or agents as the Board of Directors may from time to time designate.

Section 4 – Investments.

The Association shall have the right to retain all or any part of any securities or properties acquired by it in whatever manner and to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The judgment of the Board with respect to the foregoing powers shall be exercised without restriction as to the class of investments which a director or a corporation of this nature is or may hereafter be permitted by law to make, without regard to the composition of the Association's investment portfolio, and without regard to any law, present or future, or to any rule of court respecting the retention of investments and the investment and reinvestment of funds.

Section 5 – Indemnification.

In carrying out the powers and duties granted to and imposed upon them under or by virtue of these Bylaws, the officers of the Association, the members and officers of the Board of Directors and agents of the Association shall be indemnified against and held harmless from personal liability for any loss or damage arising out of or resulting from their acts or failures to act, except to the extent that such loss or damage may be occasioned by their gross negligence or willful misconduct.

ARTICLE X – AMENDMENTS

The members of the Board of Directors shall have the power to make, alter, amend, or repeal the Bylaws of the Association at any meeting of the Board, by a two-thirds (2/3) vote of the present and voting members, provided that a copy of proposed amendment shall have been provided in the notice of the meeting, and provided further that a quorum shall be present.