

# **BEVERLY AREA PLANNING ASSOCIATION BY-LAWS**

## **ARTICLE I-NAME. LOCATION. ORGANIZATION**

### ***Section 1--Name of the Corporation***

The name of the Corporation is "The Beverly Area Planning Association," referred to as the "Association" or "BAPA." It is chartered as an Illinois Not-for-Profit Corporation, and shall at all times comply with all applicable laws governing such corporations.

### ***Section 2-Location***

The principal office of the Association shall be in Cook County, Illinois, at an address accessible to the Beverly Hills and Morgan Park community and, if possible, within the boundaries of said community, as defined in Section 3, below.

### ***Section 3--Community Boundaries***

For purposes of these By-Laws, the Community to be served, or the "Beverly Hills/Morgan Park Community," is defined as that part of the City of Chicago which is located within an area bounded on the North by the south side of 87th Street, on the East (from 87th Street to 91st Street) by the eastern boundary of the Dan Ryan Woods Forest Preserve, and (from 91st Street to 103rd Street) by the center line of Beverly Avenue, and (from 103rd Street to 119th Street) by the center line of Vincennes Avenue; on the south by the north side of 119th Street; and on the West by the Grand Trunk Western Railroad tracks.

## **ARTICLE II-PURPOSES**

### ***Section 1--Purposes of the Association***

- A. Enhance our commercial areas (Business Development and Support Committee)
- B. Support the maintenance of quality housing stock and advocate for racial diversity (Housing Committee)
- C. Advocate for strong schools, serving the best interests of the community (Education Committee)
- D. Serve as an information resource
- E. Support efforts to maintain a safe community (Safety Committee)
- F. Increase residential involvement in the community (Volunteer Committee)

*BAPA may solicit financial support and may use such financial support to carry out its purposes in such manner as determined by the Executive Committee and BAPA management. (Development Committee)*

## **ARTICLE III--Duration and Fiscal Year**

### ***Section 1 - Duration of the Association***

The duration of the Association shall be perpetual.

### ***Section 2 -- Fiscal Year of the Association***

The fiscal year of the Association shall begin on January 1 and end on December 31.

## **ARTICLE IV--Membership**

### ***Section 1--Classes of Membership***

Membership in the Association shall be divided into four classes: Civic Association, Business Association, Associate, and Contributing Member.

- A. Member Civic Associations--Civic Association members are the organized civic groups operating within the Beverly-Morgan Park community. Participation and voting power shall be exercised by one Delegate elected or appointed annually by each Civic Association to be its representative on the BAPA Council of Delegates. Each civic association may also designate an alternate Delegate, to serve when the Delegate is not available. Each civic association group shall inform BAPA, at its office, of the name, address, and telephone number of its delegate (and alternate, if any) as soon as possible after same are chosen.
- B. Member Business Associations--One representative shall be from the 95th Street Business Association, one shall be from the Morgan Park/Beverly Hills Business Association, and one shall be chosen by the financial institutions located within or on the border of the Beverly-Morgan Park Community. Each of the aforesaid business groups may also designate one alternate Delegate, to serve when its Delegate is not available. Each of said groups shall advise the Association of the same information as is required for civic association member delegates and alternates, as soon as possible after they are chosen.
- C. Associate Members—No more than 12 Associate (or “At Large) delegates will be elected from among persons residing within the Community Boundaries.
- D. Contributing Members--Each community resident who contributes not less than the annual dues amount for residents as established by the Association and each business that contributes not less than the annual dues amount established by the Association for businesses shall be deemed a Contributing Member during each year that such dues are paid. Contributing Members who are not also serving as Delegates shall not have voting privileges.

### ***Section 2--Admission to Membership***

- A. Applications by a duly organized civic group for a Civic Association membership shall be made in writing, shall specify the name of the applicant group's officers, directors, and purpose, and shall be supplemented with such additional information as the Corporation may request. Each application for Civic Association membership shall be investigated by or at the direction of the Executive

Committee, which shall submit said application to the Council of Delegates, along with its recommendations, if any, for approval or denial. The Council of Delegates shall vote to accept or deny any such application.

- B. Any duly organized business association seeking to apply for membership, and for the right to designate an additional or replacement Business Delegate, shall apply in the same manner as civic groups. Action on said applications shall be taken in the same manner as is provided for Civic Association membership applications.

### ***Section 3--Termination or Suspension of Membership***

- A. Civic Association or Business Association memberships may be suspended or expelled, for cause, by a three- fourths (3/4) vote of the Council of Delegates present at a meeting. Any Member, including a Contributing Member, who believes cause for such action exists, shall so inform the Executive Director, in writing, who shall then advise the Executive Committee of the information reported. The cause or charge shall be investigated by, or at the direction of the Executive Committee, after which, in the discretion of the Executive Committee, written charges may be prepared against the accused member. The Executive Director shall cause a copy of such charge(s) to be sent by certified mail to the accused Member, and provide a copy thereof to the President of the Association. Such member shall then have the right, within thirty (30) days, to a hearing on said charges before the Executive Committee, at such time and place as the President may designate, and shall have the right to present evidence, either in person or in writing. The Executive Committee may require any party to provide any additional information or documents required for the conduct of a fair and impartial consideration of said charges. The Executive Committee shall promptly prepare a written report of its findings relative to said charges(s) and a recommended disposition thereof. Said report shall be provided to each Member of the Council of Delegates as soon as possible after it is prepared. The Council of Delegates shall act upon said charges either at its next regular meeting or at a special meeting called for the purpose, and shall invite the accused member to be present at such meeting and to address the Council before it takes action on the charge(s). If the Council of Delegates does not approve any action adverse to the Member in the manner provided above, no further charges shall be brought against said Member for at least one year following the Council's decision. Any action of the Council adverse to the Member shall be final
- B. Resignation of any Civic Association, Business member shall be addressed to the President of the Association in writing. Upon the recommendation of the Executive Committee such resignation may be accepted by a majority vote of the members of the Council of Delegates present at any meeting.

### ***Section 4-Reinstatement of Members***

Any former member may again become a member in the same manner as any new member may obtain a membership.

## **ARTICLE V--Officers**

### ***Section 1 - Officers of the Association***

The officers of the Beverly Area Planning Association shall consist of the following: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Past President during the first year following his/her replacement.

### ***Section 2 -- Duties of Officers***

The duties of the officers shall be as follows:

- A. The President shall serve as chief executive officer of the Corporation, and shall preside at all meetings of the Council of Delegates as well as at all meetings of the Executive Committee. The President shall meet with the presidents of each Civic Association member group after they are elected and installed, and thereafter as necessary. The President shall be an ex- officio member of all committees, except the Nominating Committee, and shall appoint, and may remove or accept the resignation of the Chair of any standing committee.
- B. The First Vice-President shall perform all of the duties of the President in the event the President is unable to serve or unable to attend a meeting. In the event of death, resignation or removal of the President from office, the First Vice- President shall automatically succeed to the office of President, the Second Vice-President shall become the First Vice President, and a new second Vice-President shall be selected without delay as provided in Article VI, Section 4.
- C. The Second Vice-President shall perform all the duties of the First Vice-President in the event the latter is unable to serve.
- D. The Secretary, or his/her appointee, shall maintain the records of the Association, and shall be the keeper of its corporate seal. He or she shall attest all official documents of the Association, shall be in charge of such official documents of the' organization, and shall perform such duties as may be required by the President or the Council of Delegates. The Secretary shall keep accurate minutes of the proceedings of all Council of Delegates and Executive Committee meetings, and shall promptly notify all Delegates and all members of the Executive Committee of the day, date, hour, place and purpose of all their respective meetings, when called. The Secretary may assign a part or all of the routine duties and responsibilities to the Executive Director, provided such delegation of responsibility shall not be in conflict with the statutes of the State of Illinois pertaining to the legal duties of the Secretary.
- E. The Treasurer shall be the custodian of all funds and securities of the Association and shall cause to be kept a detailed, correct, accurate and complete record of the financial status of the Association. The Treasurer shall be accountable for all funds of the Association. The Treasurer shall prepare, or cause to be prepared, for presentation at each regular meeting of the Council of Delegates, an accurate financial statement, setting forth the revenues, expenses, and cash-on-hand of the Association. The Treasurer shall prepare or cause to be prepared a proposed annual budget, which must be made available to the Council of Delegates, and Delegates elect, 30 days prior to its annual meeting.

- F. If possible, the immediate Past President shall serve for one (1) year following the election of a new President, in order to provide advice to the Executive Committee and the Association.

## **ARTICLE VI - Nominations and Elections**

### ***Section 1-Nominations***

- A. In September of each year the Executive Committee shall prepare and present a slate of nominees for a Nominating Committee to the Council of Delegates. The Council of Delegates shall elect, either from the slate or from nominations from the floor, a Nominating Committee to be comprised of seven members from the community at-large. The Nominating Committee will be chaired by the 2<sup>nd</sup> Vice President.
- B. At the November Council of Delegates meeting, the Nominating Committee shall present a slate of candidates including one nominee for each officer position, a nominee for each vacant position on the Executive Committee, and nominees for at least three Delegate-at-Large members of the Council of Delegates.
- C. The Nominating Committee shall encourage recommendations of candidates from member Civic Associations. In order to ensure the broadest possible participation of the community in the Association, due regard shall be given to the candidate's experience in civic work or other contributions to the life of the community, and the Committee should also make every effort to ensure representation from clergy, racial, religious and educational groups within the community.
- D. No person shall be nominated for the office of President unless that person has served previously as a member of the Executive Committee for at least one year.
- E. Additional nominations from Delegates in good standing may be made from the floor at the meeting to elect officers and Delegates-at-Large in November.
- F. Only those who have consented to serve if elected shall be eligible for nomination, either by the Nominating Committee or from the floor.

### ***Section 2-Notice of Nominations and Elections***

- A. Notice of the date, time, and place of the annual election, and the names of the nominees, shall be provided to the Council of Delegates by mail or e-mail, and to the community by an article published in The 'Villager or a local newspaper, at least three weeks before the November meeting.
- B. After the annual election, the names and offices of the persons elected will be promptly published to the community in the same manner as notice of elections.

### ***Section 3-Terms of Office and Elections***

- A. All Officers and the Delegates-at-Large shall be elected for renewable one year terms. All officers except the president must also be elected members of the executive committee.
- B. Members of the Executive Committee shall be elected to non-renewable three-year terms. As of January 1, 1998, all Executive Committee Members except

the president will be assigned to a cohort. The terms of members in Cohort A will expire on December 31, 1998 and every three years thereafter. The terms of members in Cohort B will expire on December 31, 1999 and every three years thereafter. The terms of members in Cohort C will expire on December 31, 2000 and every three years thereafter. Executive Committee members are eligible to be nominated for an additional term as an Officer or Member of the Executive Committee after a break in service on the Executive Committee of at least one year.

- C. The president is eligible to serve no more than two consecutive one-year terms. A person may be elected president following completion of a three year term as a member of the Executive Committee without the break in service required in Article VI, Section 3 B for all other Officers and Members of the Executive Committee.
- D. The Officers, members of the Executive Committee and Delegates shall be elected by ballot by majority vote; provided, however, that if there is only one nominee for any office, that office may be filled by voice vote.

### ***Section 4-Vacancies***

A vacancy occurring in the office of Second Vice-President, Secretary, or Treasurer, Member of the Executive Committee or At-Large Delegate shall be filled by a qualified person elected by majority vote of the Council of Delegates at the next Council of Delegates meeting, provided 5 days' prior written notice of such election has been given. Vacancies in the offices of President and First Vice-President are filled as provided in Article V, Section 2, Persons filling vacancies will serve the remaining term and be eligible for election to a subsequent term.

## **ARTICLE VII--Meetings**

### ***Section 1-Annual Meeting***

- A. The Annual Meeting of the Council of Delegates shall be held in January of each year or at such time as may be fixed by the Executive Committee. Notice of the time and place of the annual meeting shall be mailed or e-mailed to each Delegate at least fifteen days prior to the date of such meeting.
- B. The newly elected Officers and Delegates shall be installed at the annual meeting. The annual report of the financial status of the Association is to be presented and a budget for the ensuing year is to be approved.
- C. Notice of the annual meeting shall be given to the community three weeks in advance through the Villager or an article published in a local newspaper, or both.

## ***Proposed Changes to BAPA By-Laws***

### ***Section 2-Regular Meetings***

- A. Regular meetings of the Council of Delegates shall be held quarterly on the second Tuesday of February, May, September and November with an annual meeting in January and except as otherwise determined by the Council of Delegates. Whenever possible, notice of the time, place and agenda of each meeting shall be mailed or e-mailed to each Delegate at least 7 days in advance.
- B. The agenda for each meeting shall be prepared by, or at the direction of the President, and shall focus on at least one strategic initiative.
- C. Unless otherwise ordered by the President, or the Council of Delegates, and except as provided in Article VI, Section 3 with regard to elections, all resolutions shall be determined by voice vote.
- D. Except as otherwise specifically provided in these By-Laws, all meetings, and deliberations on all matters, shall be conducted in accordance with the most current edition of Robert's Rules of Order, as amended. By majority vote, the Council of Delegates may close any meeting, or any part of a meeting to non-members thereof.
- E. By majority vote, the Council may waive the timely receipt of any notice of other documents required by these By-Laws to be furnished by a specific time in advance of a meeting, except as provided in Article VIII, Section 8.

### ***Section 3-Special Meetings***

Special meetings of the Council of Delegates may be called by the President or upon the written request of any nine (9) Delegates, which request shall state the purpose thereof. The Secretary shall cause a notice of any special meeting to be mailed or e-mailed to each member of the Council of Delegates, indicating the time, place, location, and purpose thereof.

### ***Section 4--Quorum***

A majority of the total Council of Delegates membership shall constitute a quorum for the transaction of business at any regular or special meeting thereof.

## **ARTICLE VIII--Council of Delegates**

### ***Section 1-Responsibilities***

The Council of Delegates shall have full supervision over the affairs of the Association.

### ***Section 2-Membership,***

The Council of Delegates shall consist of one representative (either the Delegate or the

Alternate Delegate) from each Civic Association member in good standing, the three (3) Business Delegates, the three (3) or more Delegates-at-Large, the Members of the Executive Committee and the Officers of the Association.

### ***Section 3--Voting***

Each Delegate on the Council of Delegates shall be entitled to one vote.

### ***Section 4--Minutes of Meetings***

The Council of Delegates shall cause complete minutes of each meeting to be prepared, which shall be kept on file at the Association's office. The minutes may be inspected by any Member of the Association during normal business hours.

### ***Section 5-Committee Oversight***

The activities of all standing and special committees shall be reported to the Council of Delegates, and are subject to approval by the Council.

### ***Section 6-Authority***

The Council of Delegates shall have the authority to establish guidelines for the conduct of the Association's affairs. No contract or other obligation of the Association shall be entered into or created by any Delegate, or group thereof.

### ***Section 7-Staff Responsibilities***

It shall be the obligation of the BAPA Executive Director and Staff to carry out all policies adopted by the Council of Delegates.

### ***Section 8-Removal of Delegates***

Any Delegate may be removed by a three-fourths (3/4) vote of the Council of Delegates, provided proper written notice has been given in advance. Such notice shall be issued only upon order by the Council of Delegates and shall be sent by the Secretary to both the individual to be removed and to the sustaining member group which he/she represents, at least ten (10) days prior to the date of the Council of Delegates meeting at which such action is to be considered. Such notice is intended to give the affected individual an opportunity to present in person, or in writing, any information which might avert removal.

### ***Section 9-Resignations***

Resignations from the Council of Delegates, or the resignation of any officer, shall be presented in writing and may be accepted by the affirmative vote of a majority of the Delegates present at any meeting of the Council.

## **ARTICLE IX--Committees**

### ***Section 1-Executive Committee***

- A. The Executive Committee shall be comprised of the Officers of the Association and at least five (5) additional Members but not to exceed ten (10) additional members, to be elected at the November meeting. The Executive Director shall be a non-voting member of the Executive Committee.
- B. The Executive Committee shall act in an advisory capacity to the Council of Delegates and shall give consideration to all matters affecting the policies of the organization.
- C. The Executive Committee shall review and may revise the proposed annual budget for presentation to the Council of Delegates, and shall review and may revise any fund-raising programs.
- D. The Executive Committee, immediately after February 1, shall cause the books of the Association for the preceding fiscal year ending the last day of December, to be audited or reviewed by a Certified Public Accountant, which auditor's report, when completed, shall be presented at the next regular Council of Delegates meeting.
- E. The Executive Committee shall create all staff positions and define the responsibilities thereof, and perform annual reviews of staff salaries, in consultation with the Executive Director.
- F. The committee shall report on each of its meetings to the Council of Delegates at its next meeting.
- G. All contracts creating long-term obligations of BAPA, and expenditures of the Association in excess of \$10,000, must be approved in advance by the Executive Committee. The Executive Committee shall designate one or more depository financial institutions for the Association's funds.
- H. The Executive Committee shall also have such additional duties and authority as are elsewhere provided in these By-Laws.
- I. The Executive Committee shall periodically review the minutes of all standing committees.
- J. The Executive Committee shall retain legal counsel for the Association as necessary.
- K. Vacancies on the Executive Committee, other than a vacancy in the office of President or First Vice President, shall be promptly filled by the Council of Delegates pursuant to Article VI, Section 4.

### ***Section 2-Standing Committees***

- A. The standing committees of BAPA shall be the Business Development and Support Committee, the Education Committee, the Housing Committee, the Safety Committee, the Volunteer Committee, the Development Committee, and the Nominating Committee.
- B. Appointment and removal of Committee Chairs shall be as provided by Article V,

Section 2. A. The Chair of each Committee, after consultation with the Executive Director and appropriate staff, shall appoint and may remove or accept the resignation of Committee members.

- C. The primary role of the standing committees is to provide community input, and volunteer efforts, to assist the Council of Delegates and the Executive Committee in formulating policies within each committee's area of concern, and to assist the BAPA staff in executing said policies.
- D. Each committee shall advise the appropriate staff member, if any, who shall be a non-voting member of the committee, and also the Council of Delegates, regarding all issues within its purview.
- E. The President shall advise each committee Chair, in writing if requested, of his /her duties and responsibilities and of the area(s) of concern delegated to his/her committee.
- F. All committees shall meet at the call of the Chair thereof, or upon the request of a majority of the members, or upon the order of the President or the Council of Delegates.
- G. All committees shall keep minutes of their meetings. Copies of the minutes, correspondence and other documents of each committee shall be maintained at the Association office.
- H. Any member of any committee who may be actively employed in a business or profession which would be able to benefit, financially or competitively, from information derived from that committee membership, or the actions of the committee, will be recused from the discussion or vote on specific issues that may be considered a conflict. If a member is found to benefit from information and fails to recuse himself/herself, the President shall promptly remove that member from the committee.

### ***Section 3-Special Committees***

- A. The President, or the Executive Director with the approval of the President, may create any special committee for which a need arises and define its duties, and appoint a chairperson and members thereof. Committee membership need not be restricted to Members of the Association. Upon the resignation of the initial chairperson, the committee may choose a new chairperson.
- B. Special committees shall serve until their objectives have been effectively accomplished.
- C. All special Committees shall submit written reports and recommendations to the President or Council of Delegates.
- D. The President may remove the Chairperson of any special committee for cause.

## **ARTICLE X--Executive Director**

### ***Section 1-Compensation***

The Executive Director shall be a paid employee of the Association, and shall be compensated in an amount to be determined, and reviewed annually, by the Executive

Committee.

### ***Section 2-Selection Process***

Candidates for the position of Executive Director shall be investigated and interviewed by a Search Committee appointed by the Executive Committee. Search Committee shall consist of not more than seven (7) members which shall include the President of the Association, at least one (1) Executive Committee member and at least one (1) other member of the Council of Delegates. The Executive Committee shall cause the position to be advertised in The Villager and any other publication deemed necessary. The most qualified candidates identified by the Search Committee shall be presented to the Executive Committee for evaluation and selection.

### ***Section 3-Duties***

- A. The Executive Director shall be responsible for the execution of all policies of the Association, and perform all duties as established by the job description at the time of his /her employment or as may be required by the President or the Council or Delegates. .
- B. The Executive Director shall, upon request, and subject to legal restrictions, perform (or direct one or more staff members to perform) for and in behalf of the Secretary and/or the Treasurer, any or all of their routine duties.
- C. The Executive Director shall attend all meetings of the Council of Delegates, if possible.

### ***Section 4-Authority***

- A. The Executive Director shall, subject to personnel policies established by the Executive Committee, hire, supervise, and terminate all other staff personnel.
- B. Except as limited by these By-Laws, the Executive Director shall represent the Association and any governmental units, other community organizations, and other organizations.

### ***Section 5- Vacancy***

When a vacancy occurs in the Directorship, an interim Director shall be immediately selected by the Executive Committee.

## **ARTICLE XI--Dues/Revenue**

### ***Section 1-Civic Association Dues***

Each Civic Association member shall pay a membership fee. The suggested fee shall be at the rate of \$2.00 annually per individual member of the Civic Association. At the option of the Council of Delegates, a minimum payment may be required of a Civic Association for membership in BAPA.

***Section 2-Payment of Dues***

The annual dues of all Civic Association members shall be due and payable no later than July 1 of each year. Said dues may be paid in installments with the consent of the Executive Committee. Any Civic Association member more than three (3) months in arrears for any indebtedness may be considered as not in good standing.

***Section 3--Contributing Membership***

The Executive Committee shall establish, and may revise annually, the amount of contributing membership dues for businesses and residents.

***Section 4--Other Revenue***

In addition, BAPA may engage in any other lawful revenue-producing enterprises, and receive any other voluntary contributions or grants, that may be required to meet its fiscal needs, with the approval of the Executive Committee.

**ARTICLE XII-Use of Name or Emblem*****Section 1--Official Emblem***

The Association may adopt an official emblem which shall be in such form as may be approved by the Council of Delegates. The emblem shall not be used as a trade name/trademark by anyone other than BAPA and shall not be used for any purpose other than that authorized by the By-Laws or by the Council of Delegates.

***Section 2--Membership Identification***

Evidence of membership in BAPA may be in such form as the Executive Committee may designate.

**ARTICLE XIII--Official Publication*****Section 1-- The Villager***

The Council of Delegates may publish or cause to be published under its supervision a periodical which shall be the official publication of BAPA. Said publication shall be known as The Villager, unless the Council of Delegates determines, by majority vote that said name should be changed.

**ARTICLE XIV-Indemnification Section*****Section 1-Indemnification of Officers, Delegates, Employees, and Agents***

- A. The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of BAPA) by reason of the fact that he/she is or was a

Delegate, officer, employee or agent of BAPA, or who is or was serving at the request of BAPA as a Delegate, Officer, employee or agent of another association, joint venture, trust, or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of BAPA, and, with respect to any criminal action or proceeding he/she had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interest of BAPA, and, with respect to any criminal action or proceeding, shall not, of itself, create a presumption that the person did not have reasonable cause to believe that his/her conduct was lawful.

- B. The Association shall indemnify any person who was or is a party, or is threatened to be made a party by counterclaim or third-party claim, to any threatened, pending or completed action or suit by or in the right of BAPA to procure a judgment in its favor by reason of the fact that he/she is or was a Delegate, Officer, employee or agent of BAPA, or is or was serving at the request of BAPA as Delegate, Officer, employee or agent of another association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to the best interests of BAPA; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to BAPA, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- C. To the extent that a Delegate, Officer, Employee or Agent of BAPA has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraphs (A) and (B) or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him/her in connection therewith. "
- D. Any indemnification under paragraphs (A) and (B) (unless ordered by court) shall be made by BAPA only as authorized in the specific case, upon a determination that indemnification of the Delegate, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in paragraphs (A) or (B). Such determination shall be made (1) by the Executive Committee by a majority vote of a quorum consisting of Executive Committee members who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Executive Committee members so directs, by the Council of Delegates, after obtaining and considering the written opinion of independent legal counsel.

- E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by BAPA in advance of the final disposition of such action, suit or proceeding, when and as authorized in the manner provided in Paragraph D hereof, upon receipt of an undertaking by or on behalf of the Delegate, Officer, Employee or Agent to repay such amount, unless it shall ultimately be determined that he/she is entitled to be indemnified by BAPA as authorized in this Section.
- F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any by-law, agreement, vote of the Council of Delegates, or otherwise, both as to action in his/her official capacity and as to action in another capacity while shall continue as to a person who has ceased to be a Delegate, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- G. The Association may purchase and maintain insurance on behalf of any person who is or as a Delegate, Officer, Employee or Agent of BAPA, as a Delegate, officer, employee or agent of another association, joint venture, mist 01 other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not BAPA would have the power to indemnify him/her against such liability under the provisions of this Article.
- H. For purposes of this Article XIV, the term "agent" shall include all persons lawfully authorized to act as such, and all persons finally adjudicated to be same whether authorized or not, and may, at the discretion of the Executive Committee, include other persons (including, without limitations, volunteers) who are alleged to be agents of BAPA, or who are threatened with or joined as parties to any action, suit, or proceeding by reason of their activities on behalf of BAPA.

## **ARTICLE XV--Amendments to the By-Laws**

### ***Section 1-Procedure***

These By-Laws may be amended at any meeting of the Council of Delegates by a two-thirds (2/3) vote of the entire Council of Delegates, provided notice of such amendment has been given in writing to all members at least 15 days before the meeting at which the proposed amendment is to be considered.

### ***Section 2-Effective Date***

These By-Laws, and any subsequent amendments hereto, shall become effective immediately upon adoption by the Council of Delegates, and shall constitute a contract by and between BAPA and the members thereof; and each shall agree to abide by all provisions of the Articles of Incorporation and the By-Laws, including any amendments thereto.