

## **Bylaws of National Capital Gift Planning Council (NCGPC)**

(A District of Columbia Nonprofit Corporation)

First ratified on October 1, 1987

(as amended September 2003)

(as amended on May 4, 2005)

(as amended on June 15, 2007)

(as amended on June 3, 2008)

(as amended on June 11, 2014)

(as amended on June 8, 2016)

(as amended on June 2, 2020)

### **ARTICLE I**

#### **Name**

The name of the corporation is THE NATIONAL CAPITAL GIFT PLANNING COUNCIL.

The corporation may use one or more trade names.

### **ARTICLE II**

#### **Offices**

The principal office and place of business of NATIONAL CAPITAL GIFT PLANNING COUNCIL (the “Corporation”) shall be located in the Metropolitan Washington, D.C., area. The Board of Directors of the Corporation (the “Board”) may establish or discontinue, from time to time, such offices and places of business within the Metropolitan Washington, D.C., area, as it may deem proper for the conduct of the business of the Corporation.

### **ARTICLE III**

#### **Purposes and Powers**

**Section 1. General and Specific Purposes.** The Corporation is a not-for-profit organization organized and operated exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provision of future Code revisions (collectively, “Code”), and the Non-Profit Corporation Law of the District of Columbia (Title 29, Chapter 4). The purposes of the Corporation (“Purposes”) are to:

- Advancing and promoting charitable gift planning
- Offer educational programming that enhances professional development, provides opportunities for networking, and promotes cooperation among the many professional disciplines that are involved in the charitable gift planning process.

**Section 2 General Powers.** The Corporation may take actions that are reasonably designed to implement the Purposes.

**Section 3. Nonprofit Status.** The Corporation is not organized for pecuniary profit of its Directors and Officers as defined below. The Corporation may not issue stock nor declare or distribute dividends. No part of the Corporation's net income will inure to the benefit of any Director or Officer. The Corporation will devote the balance of money or assets remaining after paying the Corporation's obligations solely to the Purposes.

**Section 4. Distribution of Assets Upon Dissolution.** If the Corporation dissolves, the Board will, after paying or providing for the payment of all the liabilities of the Corporation, distribute: a) assets received and held by the Corporation that are restricted to use only for charitable, educational or similar purposes to one or more nonprofit corporations or organizations organized and operating for those purposes; and b) unrestricted assets, if any, to one or more nonprofit 1 corporations or organizations that have aims and objectives similar to those of the Corporation (including, without limitation, a successor entity), and that qualify as 501(c)(3) entities.

**Section. 5. Additional Powers.** To further the Purposes, the Corporation may accept grants, gifts, and donations, collect and disseminate statistics and other information, conduct research, engage in fund raising activities, conduct promotional activities including advertising and publicity, and hold property.

#### ARTICLE IV Members; Functions

**Section 1. Membership.** A Member of the Corporation shall be defined as any dues-paying individual. Membership shall be open to all individuals who are engaged in or otherwise interested in the field of charitable gift planning. No Member may use the Membership Directory, in whole or part, for any non-NCGPC communications.

**Section 2. Dues.** Membership in the Corporation shall be contingent upon payment of annual dues, the amount of which shall be established or re-affirmed by the Board of Directors.

**Section 3. Privileges of Membership.** The following privileges shall be extended to Members of the Corporation:

- (1) Attendance and direct participation at all regular meetings of the Corporation and access to other programs of the Corporation.
- (2) Right to vote on matters relating to the Corporation, as provided in these Bylaws, including election of Officers and Directors.
- (3) Affiliation with the National Association of Charitable Gift Planners.

(4) Preferential rates for attendance at events sponsored by the Corporation.

**Section 4. National Association of Charitable Gift Planners.** The Corporation shall be an affiliate of the National Association of Charitable Gift Planners (CGP), and as such shall adhere to the policies and procedures of CGP. Members of the Corporation shall agree, as a condition of membership, to adhere to the ethical principles outlined in the Model Standards of Practice of the Charitable Gift Planner, as adopted by CGP and as the same shall be amended from time to time.

**Section 5. Suspension and Termination of Membership.** Any membership may be suspended or terminated, for cause. Sufficient cause for suspension or termination of membership shall be violation of these Bylaws, nonpayment of membership dues, violation of any lawful rule or practice duly adopted by the Corporation as criteria for membership, or any other conduct prejudicial to the interests of the Corporation.

Proceedings for suspension or termination of a Member may be instituted by a petition to the Board of Directors in writing signed by one-fifth (1/5) of the Members, or by the Board of Directors on its own motion. The affirmative vote of two-thirds (2/3) of the Entire Board shall be required for a Member to be suspended or expelled. A statement of the cause on which such action is based shall be mailed and e-mailed to the last recorded address of the Member at least fifteen (15) business days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors, which will occur within 30 to 45 days of the notice being issued, at which time the charges shall be considered and the Member shall have the opportunity to appear by its representative and present any defense to such charges before final action is taken thereon. The Board of Directors shall have the authority to establish specific criteria applicable to the suspension or termination of Members.

**Section 6. Meetings of Membership.** The Membership shall meet on a regular basis throughout the year, frequency as determined by the Board of Directors. The Corporation shall hold an annual business Meeting once per fiscal year, with reports on the state of the Corporation by the President and on the financial status of the Corporation by the Treasurer. Notice of the annual meeting shall be given to the Membership as provided in Section 6 hereof.

The report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the meeting.

## ARTICLE V Board of Directors

**Section 1. Number.** The Board of Directors shall consist of at least 13 members. The following are officer positions of the Board: President, President-Elect, Vice President for Programs, Vice President for Membership, Secretary, and Treasurer. There shall be at least seven (7) individual

(non-officer) members. The Chair of the Corporation's annual conference shall be an ex-officio, non-voting member of the Board appointed annually by the President unless the conference Chair is concurrently serving a term as an Elected Board member in which case full voting rights shall be retained. The Immediate Past President, if not concurrently serving as an Elected Board member, may also serve as a voting member of the Board for one year following service as President. The Immediate Past President is not considered an officer of the Board. The number of Directors may be increased or decreased within the limits set forth in the Articles of Incorporation by amendment of the Bylaws. For purposes of these Bylaws, the phrase "Entire Board" shall mean the total number of Directors entitled to vote which the Corporation would have if there were no vacancies.

**Section 2. Election and Term.** Individual directors shall hold office for a term of three (3) years and until their successors have been elected and qualified or until they die, resign, are removed or cease to be qualified for such office. Officer members shall serve for the term of one year and may be elected to succeed themselves for one term in their existing office (except for the Treasurer who may serve for up to three consecutive terms.) The terms of the individual members shall be staggered.

Individual Directors may be elected to serve up to six consecutive years. After not serving for a period of at least one year, they are eligible again to be nominated for election.

The Immediate Past President shall serve as an ex officio Board member for a maximum of one year, unless concurrently serving a term as an Elected Board member, in which case the Immediate Past President may serve until the end of said term.

**Section 3. General Powers of Board.** The Board shall manage the Corporation. Except as otherwise provided by statute, by the Articles of Incorporation or by the Bylaws, the Board, without limitation by specification, shall have the power to take all the actions and to conduct all other activities on behalf of the Corporation to the full extent permitted by the Articles of Incorporation, the Bylaws, and the District of Columbia Nonprofit Corporation Act.

**Section 4. Place of Meetings.** Meetings of the Board may be held at such place or places in the Washington, D.C., area or at any other place, within the United States, from time to time as may be fixed by resolution of the Board. Access to these meetings may be provided via technological means for Directors unable to attend in person or may be held virtually via conference call or other similar means.

**Section 5. Meetings, Notice and Waiver of Notice.** Regular meetings of the Board shall be held at such times and places as may be fixed by resolution of the board, while special meetings of the Board shall be called by the President at any time or by the Secretary at the request of any Director. Notices of regular or special meetings shall be provided to each Director not later than seven (7) days before the day on which the meeting is to be held.

**Section 6. Organization.** The President shall preside at all meetings of the Board when present. If the President shall be absent from any meeting of the Board, the presidential duties otherwise provided in this Section 7 shall be performed at such meeting by the President-Elect or the Vice

President for Programs. If neither the President-Elect nor the Vice President for Programs shall be present, one of the Directors present shall be chosen to preside by the Directors present at such meeting. The Secretary of the Corporation shall act as the Secretary at all meetings of the Board and, in his or her absence, a temporary Secretary shall be appointed by the presiding officer of the meeting.

**Section 7. Quorum and Adjournment.** Except as otherwise provided by the Articles of Incorporation, at every meeting of the Board a majority of the Entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute, by the Articles of Incorporation, or by the Bylaws, the vote of a majority of the Directors present at any meeting at the time of a vote, if a quorum is present at such time, shall be the act of the Board. A majority of the Directors present at any meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjourned meeting of the Board to another time or place shall be given to all Directors.

**Section 8. Voting.** On any question on which the Board shall vote, the names of those voting and their votes shall be entered in the minutes of the meeting when any Director taking part in the meeting so requests.

**Section 9. Resignations.** Any Director may resign at any time by written notice thereof to the Corporation signed by such Director. Any resignation shall be effective immediately unless some other time for it to take effect is specified in such resignation. Acceptance of any resignation shall not be necessary to make it effective unless such resignation is tendered subject to such acceptance.

**Section 10. Removal of Directors.** Any Director may be removed for cause at any time by a majority vote of the remaining Directors. Sufficient cause for suspension or termination of an officer or director shall be violation of these Bylaws, nonpayment of membership dues, violation of any lawful rule or practice duly adopted by the Corporation as criteria for membership, or Board service, or any other conduct prejudicial to the interests of the Corporation.

**Section 11. Filling of Vacancies.** Any vacancy among Directors caused by death, removal, or resignation may be filled by a majority vote of the remaining Directors entitled to vote. A Director chosen to fill a vacancy shall serve for the remainder of the unexpired term for which the previous Director was designated or elected. The Nominating Committee shall nominate one or more candidates to fill such vacancy or vacancies.

**Section 12. Remote Participation.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all the Directors or members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolutions and consents thereto shall be filed in the minute book of the Corporation. Any one or more Directors or members of any committee thereof may participate in a meeting of the Board or such committee by means of telephone conference call or other communications equipment allowing all persons participating in the meeting to communicate with each other at the same time.

ARTICLE VI  
Committees of the Board; Other Committees

**Section 1. Offices and Required Qualifications.** The officer positions of the Corporation shall consist of a President, a President-Elect, a Secretary, a Treasurer, a Vice President for Programs, and a Vice President for Membership. In order to hold an officer position, each candidate shall be an individual member of the Corporation as well as a member of at least one Board Committee.

**Section 2. Committees of the Board.** The Board from time to time by resolution adopted by a majority of the Board may designate from among its members an executive and other standing or special committees, each consisting of three (3) or more Directors, provided that at least one of such Directors shall be an individual (non-Officer) Director. Each standing committee shall have all the authority of the Board to the extent provided in the resolution designating such committee, and each special committee shall have only the powers specifically delegated to it by the Board to the extent provided in the resolution designating such committee. The Board may designate one or more Directors as alternate members of any standing committee who may replace any absent member or members at any meeting of such committee. Each committee of the Board shall serve at the pleasure of the Board.

**Section 3. Nominating Committee.** The Nominating Committee shall consist of five (5) members, all of whom are Directors. The Nominating Committee shall propose a slate of officers and directors to the Board in March for terms to begin July 1. This slate will be brought before the Board for discussion in March, approved by the Board in May, and shall be presented to the Membership at least one week prior to the annual meeting for a vote of the Members present at such meeting. Nominations may be made by individual Members, prior to the Annual Meeting of the Membership, with the permission of the nominee. Such a nomination must be submitted to the Chair of the Nominating Committee no less than 48 hours before the Annual Meeting of the Membership. If nominations are made by individual members, the Nominating Committee will be responsible for overseeing a formal vote. The Nominating Committee also shall nominate candidates to fill any vacancies that arise among the officers of the Board.

**Section 4. Other Committees.** The President may appoint such standing committees or other committees as s/he deems necessary or appropriate to conduct the affairs of the Corporation.

**Section 5. Place and Time of Meeting, Notice, Waiver of Notice and Records.** Meetings of committees of the Board and other committees may be held at any place, within the United States or electronically, from time to time designated by the Board or the committee. Regular meetings of any committee shall be held at such times as may be determined by resolution of the Board or the committee, and appropriate notice will be provided as needed. A special meeting of any committee may be called by resolution of the Board and shall be called by the Secretary upon the request of any member of the committee. Any committee may make rules for holding and conducting its meeting and shall keep formal records of its work, either by taking meeting minutes or via committee reports to the Board prior to meetings of the Board. Any action

required or permitted to be taken by any committee may be taken as provided in Section 12 of Article III of the Bylaws.

## ARTICLE VII Officers

**Section 1. Officers.** The officers of the Corporation shall consist of the President, President-Elect, Vice President for Programs, Vice President for Membership, Secretary and Treasurer, and such other officers and agents as it may determine.

**Section 2. Election of Officers.** The officers of the Corporation shall be nominated by the Nominating Committee and elected by the Members of the Corporation.

**Section 3. Term of Office and Vacancies.** An officer shall not serve more than two consecutive terms in the same office, except for the Treasurer, who may serve for up to three one-year consecutive terms. Each officer shall hold office until the annual meeting of the Corporation next following the officer's election and until successors are appointed and qualified, or until the officer dies, resigns, is removed, or ceases to qualify for office. If any vacancy shall occur in any office, the Board may elect a successor to fill such a vacancy for the remainder of the term.

**Section 4. Removal of Officers.** Any officer may be removed by the Board, with cause, by the affirmative vote of a majority of the Entire Board at any regular meeting or special meeting called for that purpose.

**Section 5. Resignations.** Any officer may resign at any time by written notice, either via letter or e-mail, thereof to the Corporation signed by such officer. Any resignation shall be effective immediately unless some other date for it to take effect is specified in such resignation. Acceptance of any resignation shall not be necessary to make it effective unless such resignation is tendered subject to such acceptance.

**Section 6. Holding More Than One Office.** Any person may hold two or more offices simultaneously except the office of President.

**Section 7. The President.** The President shall be a member of the Board and shall act as presiding officer at all meetings of the Board at which the President is present. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board, shall have general and active charge, control and supervision of the business, property and affairs of the Corporation and shall formulate recommendations to the Board for its action and decision. In the absence or disability of the President, the duties of the President shall be performed and his/her powers may be exercised by the President-Elect or the Vice President for Programs. If neither is available, one of the Directors present shall be chosen to preside by the Directors present at such meeting.

**Section 8. President-Elect.** The President-Elect shall be a member of the Board and may act as presiding officer at meetings of the Board where the President is not in attendance. The

President-Elect shall work closely with the President, learn the responsibilities of this office in the year prior to being elected to the office, and assist the President by acting as liaison to officers and committees as assigned by the President.

It is encouraged that the President-Elect, either before or during a term as President-Elect, serve as Chair of the Corporation's annual conference.

**Section 9. Vice President for Programs.** The Vice President for Programs shall be a member of the Board. Additionally, this position shall be responsible for programs of the Corporation including monthly luncheon meetings and any annual business meetings, but excluding the Corporation's annual conference. Except as otherwise provided in the Bylaws, the Vice President for Programs also shall perform such duties and have such powers as may from time to time be assigned by the Board or the President.

**Section 10. Vice President for Membership.** The Vice President for Membership shall be a member of the Board and shall perform duties including, but not limited to, oversight and management of the recruitment and retention of members, as well as the development of membership services for the Corporation. In the absence of the Vice President for Membership, such person as shall be designated by the presiding officer of any meeting shall perform the duties of the Vice President for Membership at such meeting.

**Section 11. The Secretary.** The Secretary shall be a member of the Board and shall generally perform all the duties including, but not limited to, giving notice of each meeting of the Board and committees thereof and approving minutes from each meeting of the Board. The Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments or writings to which the same may be affixed. The Secretary shall keep and account for all books, documents, papers, and records of the Corporation, except those for which some other officer or agent is properly accountable. In the absence of the Secretary, such person as shall be designated by the presiding officer of any meetings shall perform the Secretary's duties at such meeting.

**Section 12. The Treasurer.** The Treasurer shall be a member of the Board and shall generally perform all the duties usually pertaining to the office of Treasurer of a corporation. The Treasurer shall have the care and custody of all the funds of the Corporation, shall deposit such funds in such banks or other depositories as the Board or any officer or officers so authorized by the Board from time to time shall direct or approve, shall invest the funds of the Corporation as directed by the Board, shall report to the Board upon the financial affairs of the Corporation, and shall keep accurate records thereof for inspection by the Board. When required by the Board, the Treasurer shall give bonds for the faithful discharge of his duties in such sums and with such sureties as the Board shall approve. In the absence of the Treasurer, such person as shall be designated by the President shall perform the Treasurer's duties.

Many of these functions may be carried out by staff at the approval of the Board; and while this is the case, the position must carry forward the responsibilities for the fiduciary fulfillment and should be retained as such.



**Section 13. Additional Powers, Duties, and Delegation.** In addition to the foregoing specifically enumerated duties and powers, each officer of the Corporation shall perform such other duties and exercise such further powers as the Board may from time to time determine or as may be assigned by any superior officer.

## ARTICLE VIII Finance

**Section 1. Governing Documents.** The financial affairs of the Corporation shall be managed by the Board in accordance with the provisions of the District of Columbia Nonprofit Corporation Act, the Articles of Incorporation and the Bylaws.

**Section 2. Signature on Obligations.** All bills, notes, checks, other instruments for the payment of money or other obligations of the Corporation shall be signed or countersigned by the President and/or the Treasurer of the Corporation. From time to time, when prescribed by resolution, special or general, adopted by the affirmative vote of no less than a majority of the Entire Board, other officers or agents of the Corporation may sign or countersign such obligations.

**Section 3. Disbursements.** All disbursements shall be made in accordance with the following rules and procedures:

- (a) The Board of Directors shall review all such proposals, including proposals for specific projects, with a view to determining whether they will advance the purposes of the Corporation. No disbursements shall be made unless the Board finds specifically that the proposal in question does advance the purposes of the Corporation. The Board of Directors shall require that such proposals specify the use to which the requested funds would be put.
- (b) The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board of Directors.
- (c) The Board of Directors shall at all times have the right to withdraw approval of any grant and use the funds instead for other charitable purposes.
- (d) After the Board of Directors has approved a grant of other disbursement for a specific project or purpose, the Corporation may solicit funds specifically for such grant or disbursement.
- (e) No amounts shall be disbursed by or on behalf of the Corporation outside the territorial limits of the United States unless such disbursement (1) is made upon the express

approval of the Board of Directors and (2) fulfills the purposes of the Corporation as stated in the Articles of Incorporation.

#### **Section 4. Association Assets.**

- (a) Rights of Proprietorship. Membership in the Association is a privilege and not a property right. No member shall have any ownership or property right in the funds, property, or other assets of the Association.
- (b) Dissolution of the Association. In case of dissolution of the Association, the funds, property, and other assets, if any, remaining after paying or providing for the payments of all liabilities, obligations and expenses of the Association, shall be distributed as determined by a majority vote of the Entire Board, except that no such assets shall inure to the benefit of any private individual.

### ARTICLE IX

#### Indemnification By Corporation of Corporation Officials

**Section 1. Indemnification.** The Corporation shall indemnify each person who is or was a Director or officer of the Corporation, or who is serving or has served at the request of the Corporation as a Director, trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, and may indemnify any person who is or was an employee or agent of the Corporation and any person who is serving or has served at its request as an employee or agent of any other enterprise, to the fullest extent from time to time permitted by the laws of the District of Columbia in the event any of such persons 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 if he or she acted in good faith and had no reason to believe his or her conduct was unlawful.

**Section 2. Authorization of Indemnification.** Any indemnification under this Article VII (unless the indemnification is ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances. In the case of indemnification that is mandatory under Section 1 of this Article, the determination shall be limited to (a) whether the person to be indemnified has met the standards specified in Section 1 and (b) the amount of the indemnification permitted by law. Any determination under this Section shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**Section 3. Advance Payments.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount,

unless it shall ultimately be determined that such individual is entitled to be indemnified by the Corporation as authorized in this Article VII.

**Section 4. Termination of Action.** The termination of any civil or criminal 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 s/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful, unless the event recovery shall be had against him in an action, suit, or proceeding by specific reason of the person having been finally adjudged therein to have been derelict in the performance of duties as such Director or officer.

**Section 5. Non-Exclusivity and Continuation.** The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 6. Insurance.** The Corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification payments it is authorized or obligated to make pursuant to this Article VII, and (b) on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to insure against any liability asserted against such person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article VII. Indemnification shall be secondary to any valid and collectible insurance.

## ARTICLE X Miscellaneous

**Section 1. Seal.** The seal of the Corporation shall be in the form shown in the impression thereof made in the margin hereto.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall begin on September 1 of each year and end on the following August 31.

### **Section 3. Prohibited Transactions.**

- (a) The Corporation shall not perform or engage in any act or conduct in violation of the District of Columbia Nonprofit Corporation Act or any other applicable law.

(b) No Director, officer, employee, or agent of the Corporation shall take any action by or on behalf of the Corporation not permitted to be taken by an organization exempt under Section 501 of the Internal Revenue Code and the regulations promulgated there under or by an organization contributions to which are deductible under Section 170 of the Internal Revenue Code and regulation promulgated there under.

**Section 4. Reference to Article and Section Numbers and to Bylaws and Articles of Incorporation.** Whenever in the Bylaws reference is made to an article or section number, such reference is to the number of an article or section of the Bylaws. Whenever in the Bylaws reference is made to the Bylaws such reference is to these Bylaws of the Corporation as amended from time to time. Whenever in the Bylaws reference is made to the Articles of Incorporation such reference is to the Articles of Incorporation of the Corporation as amended from time to time.

**Section 5. Administrator.** The Board of Directors may select and employ or contract an individual or management company, who shall function as Administrator, who shall be responsible for the general administration of the Corporation's activities.

The Administrator shall work under the immediate direction of the Board of Directors. The Administrator shall attend meetings of the Board of Directors and any meetings of Board Committees and Committees of the Corporation, as directed by the Board of Directors, but shall not be a member of any of these bodies. The presiding officer of any of these meetings may request the absence of the Administrator.

#### ARTICLE XI Amendment

The Bylaws may be altered, amended, or repealed by a majority vote of the Entire Board, subject to ratification by the Entire Membership at any annual meeting of the Corporation, except as otherwise provided by law. Notice of any proposed alteration, amendment, or repeal of the Bylaws setting forth the substance or text thereof shall be included in the notice of any meeting of the Board called to consider any such alteration, amendment, or repeal, and in the notice to Members of the annual meeting.