**MAHB BYLAWS**

(amended 9/27/86, 9/23/89, 9/24/94, and 8/8/2002, and [……..]

**Article 1: Name**

The name of this corporation is the Massachusetts Association of Health Boards.

**Article 2: Purpose**

The Massachusetts Association of Health Boards shall also be known as MAHB, hereafter referred to as the Association. MAHB has been formed for charitable and educational purposes to assist and support boards of health in meeting their statutory, service and public health responsibilities through programs of education, technical assistance and resource development.

**Article 3: Membership**

1. **Membership Categories:**
2. Member Board: shall mean boards of health, selectmen acting in that capacity, health commissioners, or any legal entity established under G.L. Ch. 111, §§26, et seq.
3. Regular Member: shall mean any individual who is a member of a member board, which board is not more than one year in arrears in the payment of dues. Members are eligible to serve on any committee or board, including the Executive Board. Each member shall have the right to receive notice, by mail or e-mail of and to attend all annual and special meetings of the membership in accordance with the Articles of Organization and these By-laws. Each regular member may hold any office to which such person may be elected, in accordance with Articles of Organization and these By-lawsbylaws.
4. Associate Member: shall mean any person who is not a member of a member board who is interested in supporting the Association. Associate members receive all notices, newsletters and mailings of the Association. Associate members are not eligible to vote or hold office.
5. Sponsoring Member: shall include but not be limited to agencies, departments, businesses, professions and individuals who wish to support the Association. Sponsoring members will receive recognition and the Annual Meeting and in newsletters. Sponsoring members receive all notices, newsletter and mailings of the Association. Sponsoring members are not eligible to vote or hold office.
6. Honorary Member: shall mean persons recommended by the Executive Board and elected by the Association. Honorary members receive notice of and may attend any affair of the Association and receive its publications, including newsletters and mailings of the Association. Upon approval of the Executive Board, honorary members may serve on any committees or boards of the Association. Honorary members are exempt from dues.
7. **Membership Dues:**
8. The Executive Board shall determine the amount of dues, including any categories. Honorary members shall be exempt from dues.
9. The dues shall be assessed annually.
10. **Resignation or Termination:**
11. Membership shall resign or terminate based on any of the following events:
    1. Resignation of a member effective upon written notice to the Association.
    2. Expiration of the period of membership, unless membership is renewed in accordance with renewal terms fixed by the board.
    3. Failure of a member to pay annual dues set by the board within 60 days after they become due and payable.
    4. Occurrence of an event that renders a member ineligible for membership as determined by the board.
12. **Compensation**

1. Compensation and expenses: Members shall not receive any stated salary for their services as such, but the Executive Board shall have the power and authority, in its exclusive discretion, to contract for and to pay a member’s compensation to a member for unusual or special services rendered to the Association, provided that any compensation shall be set at arm’s length, reasonable, and appropriate to the value of the services rendered by such member and the decision to award any such compensation shall be made in accordance with the procedures provided in the Association’s conflict of interest policy.

**Article 4: Meetings of Members**

**A. Regular Annual Meetings:**

1. A regular annual meeting of members shall be held each year, normally at the two comprehensive Certificate Programs. The Board shall fix the date and time and notify members as provided in Article 4.
2. At this meeting, the purpose of this meeting is to transact such business as may be properly brought before the members. The date, time and location of each annual meeting shall be set each year by the Executive Committee. At least thirty (30) days’ written notice of the meeting shall be given to board members. If in any year the annual meeting is not held, a special meeting shall have the same force and effect as if held or transacted at the annual meeting. and to hear from the members.

**B. Special Meetings:**

1. If found necessary by a majority of the board, or upon written application by at least ten percent of the members entitled to vote. The Clerk shall notify the membership of the day, time, place and purpose of the Special Meeting, or in the event of the Clerk’s failure or refusal to act, by any other officer. , a special meeting may be called.
2. Notice of the special meeting shall be in accordance with Article 4.

**C. Notice of Meetings:**

1. Whenever members are required or permitted to act at a meeting, reasonable written notice of the meeting will be delivered by mail or email at least thirty days before the date of such meeting, by or at the direction of the board.

Notices will specify the placed and method of At any meeting of the membership, forty-five regular members shall constitute a quorum. When a quorum is present at any such meeting, the affirmative vote of a majority of the votes present and entitled to be cast shall be necessary and sufficient for the decision of any matter, including but not limited to amendment of the bylaws, except as to matters for which a greater vote is expressly required by the Articles of Organization or by applicable law. In the absence of the quorum, or when a quorum is present, any meeting may be adjourned from time to time by a majority of the votes cast upon the question so long as notice of the adjourned meeting is provided to each member by delivering, mailing or e-mailing such notice prepaid to the member at their residence or usual place of business as shown on the records of the Association not less than thirty (30) days before the meeting . At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

1. 5. Voting. Each such meeting; date and hour of the meeting: and
   1. For a special meeting, the general nature of the business to be transacted; or
   2. For a regular meeting, those matters that the Board, at the time notice is give, intends to present for action by the members.

**D.**

1. A quorum for a regular of a special meeting of the Association shall consist of eligible voting members in attendance.
2. 50% plus one of the members entitled to vote, represented in person will constitute a quorum for the transaction of business at any meeting of the Association.

**Article 5: Executive Board**

1. **Description:**
2. The Executive Board (Board) shall consist of the Officers and a designated number of Directors and is the governing body of the Association. It shall have, hold, and administer all the property, funds and affairs of the Association in trust for its uses, inconformity with the Association’s bylaws, policies and procedures, employee manual and Articles of Incorporation. The Chief Executive Officer is an “ex officio” member of the Board. All “ex officio” members are non-voting and do not count for the purposes of constituting a quorum.
3. Officers: The officers of the Association shall be a President, a Vice President, a Treasurer, a Clerk, and an Executive Director. Officers other than the Executive Director shall be members of the Executive Board and shall be elected by the Executive Board at its annual organizational meeting. Each officer shall hold office for a term expiring at the end of the next annual organizational meeting of the Executive Board or until their successor is elected and qualified, or until they sooner die, resign, are removed, or become disqualified.
4. Board of Directors: The members of the Executive Board shall comprise up to 11 elected members. In the case of a smaller number of elected members, there shall always be an odd number of members of the Board. Each member must be a present of past regular member of the Association. Board members shall be elected by the Board at its annual organizational meeting, with up to five members normally to be elected at each meeting so as to provide for evenly staggered terms of office; and shall hold office for a term expiring at the end of the third annualfollowing organizational meeting of the Executive Committee following such member’s electionBoard or until theirhis or her successor is elected and qualified, or until they sooner die, resign, arehe or she dies, resigns, is removed or becomes disqualified. [An interval of no less than twelve (12) months must occur before a member who has served on the Executive Committee for three consecutive terms may be re-elected to the Executive Board.]
5. Meetings:
6. The Executive Board shall hold an annual organizational meeting each December for the purposes of electing officers and Board members, forming or changing any committees or sub-committees and transacting such other business as may properly come before the Board.
7. The Board shall meet at least quarterly on call of the President or the Executive Director. NoticeChief Executive Officer with fifteen (15) days’ notice by mail or e-mail. No notice of the time, place or purposes of any meeting of the Executive Committee shall be providedBoard needs to each member of the Executive Committee with fifteen (15) days’ notice by mail or e-mail. A quorumbe given to any other members. A Quorum of a majority of the Board then in office is required for all meetings of the Executive Board. All business voted upon by the Executive Committee members must be passed by a vote of at least four votes in favor. The Executive Committee may meet in executive session during all or any part of a duly convened meetingmajority of the Board.
8. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board entitled to vote on the matter consent to the action in writing and such written consents are filed with the records of the meetings of the Executive Committee by the Clerk. Such consents shall be treated for all purposes as a vote at a meeting of the Executive Committee.

The Executive Committee may hold meetings by means of a telephone conference, video conference or other communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

The Executive Committee shall keep written minutes of each meeting.

45. Duties:

1. Officers: Subject to law, to the Articles of Organization, and other provisions of these Bylaws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as the Executive Board may from time to time designate.

A. Executive Committee: The Executive Committee shall have full authority and power to manage and conduct the business and affairs of the Association and to exercise its powers, to control the expenditure of Association funds, to authorize the borrowing of money and the pledge of its credit. It shall acquire, hold and manage the fiscal and real property of the Association, and engage the Executive Director and fix their compensation. It shall fill all vacancies on the Executive Committee. It shall determine the general policies, and act for its own interest in any way not inconsistent with the By-laws. The Executive Committee shall serve in the capacity of the board of directors of the Association and may so call itself; each Executive Committee member shall serve as and may be called a Director of the Association.

1. B. President: The President shall preside at all meetings of the Association and the Executive Committee. The PresidentBoard. S/he shall be a member ex officio of all committees and sub-committees. Unless otherwise directed by the Executive Committee or provided otherwise in these Bylaws, the PresidentBoard, s/he shall appoint the members of all sub-committees and designate their respective chairpersons.
2. Vice President: The Vice President shall assume the duties of the President in the absence or disability of the President, and in the event of the President's death, resignation, removal or disqualification, shall become the President for the remainder of the term.
3. Clerk: The Clerk shall at all times be a resident of the Commonwealth of Massachusetts and shall be responsible for the minutes of the meetings of the Association and of the Executive Board; shall keep the records of the Association and a complete list of all members and their email addresses; shall have custody of the seal of the Association and shall be responsible for affixing it to documents; shall send out written notices of office, and conduct correspondence not otherwise provided for. The Clerk shall assist the President or the Chief Executive Officer in the preparation of the agenda for meetings.
4. Treasurer: Under the direction of the Executive Board, the Treasurer shall be the custodian of the Association funds. The Treasurer shall receive all funds and deposit the same in a banking institution as shall be authorized by the Executive Board in an account under the Association name. The Treasurer shall pay the bills of the Association under provisions to be kept accurate records of account. At the annual meeting and at such other times as requested by the Executive Board, the Treasurer shall present a financial statement. The Treasurer shall be bonded in an amount to be determined by the Executive Board.
5. Chief Executive Director**:** The Chief Executive Officer is responsible for day-to-day operations of the Association and shall direct other employees of the Association, whether full or part-time, seeking policy guidance from the President and the Executive Committee. The Executive DirectorBoard. S/he shall be a member ex officio of all sub-committees.
6. Resignations: Any officer of the Association may resign at any time by giving written notice to the Association by delivery thereof to the President, the Clerk, the Chief Executive Officer or the Executive Board.
7. Removals: The Executive Board may, by affirmative vote of a majority of the members of the Board in office, remove from office any Executive Board member, the President, the Vice President, the Clerk, the Treasurer, the Chief Executive Officer or any other officer or agent of the Association appointed or elected by the Board, with or without cause, provided that: (a) any removal for cause shall occur only after opportunity for a hearing; and (b) an elected member of the Board may be removed only after at least a majority of Board members have called for such removal by written notice provided to the Clerk. As used in this section, the opportunity for hearing means only written notice to the person concerned that such personhe or she may be removed (which notice shall be given at least ten (10) days in advance unless shorter notice is necessary due to exigent circumstances, and an opportunity to be heard at the meeting at which the action to remove such individual is presented for a vote of the Executive Committee. Any other process or procedure, including but not limited to representation by counsel or opportunity to offer or cross-examine witnesses shall not be required but may be allowed by the Executive Committee at its sole and exclusive discretion. The Executive Committee shall endeavor to act on the removal within one month after the notice to the affected person and promptly to notify such person in writing of the Executive Committee's action. A member of the Executive Committee may not be present for, nor vote in connection with, a vote by the Executive Committee concerning such member’s removal from office.
8. Vacancies: Any vacancy, however occurring, shall be filled by the Executive Board. Each successor as an officer shall hold office for the unexpired term and until he sooner dies, resigns, is removed or becomes disqualified.
9. Signature Authorization: Except as the Executive Board or the Bylaws may generally or in particular cases authorize the execution thereof in some other manner, all legal documents shall be signed or endorsed on behalf of the Association by the President or the Treasurer.
10. Compensation and Expenses: With the exception of the Executive Director, officers shall not receive any stated salary for their services as such, but the Executive Committee shall have the power and authority, in its exclusive discretion, to contract for and to pay officers compensation for unusual or special services rendered to the Association, provided, that any such compensation shall be set at arm’s length, reasonable, and appropriate to the value of the services rendered by the officers and the decision to award any such compensation shall be made in accordance with the procedures provided in the Association’s conflict of interest policy.

**Article** IV. Standing Sub-**6: Committees**

1. Committee on Governmental Affairs: There shall be a sub-committee of Executive Committee members appointed by the Executive Committee, under the chairmanship of the Vice President which shall consider governmental issues, both legislative and administrative, and provide recommendations to the Executive Committee for appropriate action.

All proposals on governmental issues from the membership or from other Standing Committees shall be submitted to this sub-committee for its recommendation prior to action by the Executive Committee.

2. Program Committee: There shall be a sub-committee of Executive Committee members appointed by the Executive Committee that shall recommend programs for Association meetings for adoption by the Executive Committee, and make arrangement for these meetings. The chairperson of this committee shall be named by the Executive Committee.

3. Nominating Committee: There shall be a sub-committee of up to 5 individuals, but always an odd number, of present or past regular members of MAHB appointed by the Executive Committee, which sub-committee shall name its chairperson. The Nominating Committee shall submit to the Executive Committee prior to each annual meeting of the Association nominees for officers and nominees for Executive Committee members (to be elected at the next organizational meeting of the Executive Committee). The Nominating Committee may solicit recommendations from members, make inquiries as to qualification and otherwise take reasonable measures to fulfill its responsibilities, subject to direction given by the Executive Committee. The Nominating Committee shall also, upon request by the Executive Committee, submit to the Executive Committee nominees to fill vacancies. Nominees submitted by the Nominating Committees shall not be exclusive; any regular member may submit nominees at the annual meeting of the Association, and the Executive Committee may nominate candidates on its own initiative.

4. Other Sub-Committees: Such other committees comprised of Executive Committee members and/or regular members as authorized by the Association or the Executive Committee shall be appointed by the President, who shall be member ex officio of all sub-committees, except the Nominating Committee, and who shall name the chairpersons of all such other sub-committees unless otherwise specified in these By-laws; provided that the voting members of a sub-committee to which powers of the Executive Committee are delegated must be members of the Executive Committee.

5. Membership of Sub-Committees; Procedure: Each member of a sub-committee shall hold office until the first meeting of the Executive Committee following the next annual meeting of members (or until such other time as the Executive Committee may determine, either in the vote establishing the sub-committee or at the election of such member) and until such member’s successor is elected and qualified, or until such member sooner dies, resigns, is removed, becomes disqualified, or until the sub-committee is sooner abolished by the Executive Committee.

6. General: A majority of the members of any sub-committee, but not fewer than one, shall constitute a quorum for the transaction of business, but any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and such meeting may be held as adjourned so long as timely notice is provided to all members of such sub-committee.

Any action required or permitted to be taken at any meeting of a sub-committee may be taken without a meeting if all members of the sub-committee entitled to vote on the matter consent to the action in writing and such written consents are filed with the records of the meetings of the sub-committee. Such consents shall be treated for all purposes as a vote at a meeting of such sub-committee. .

Sub-committees may hold meetings by means of a telephone conference, video conference or other communication equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

All sub-committees shall keep written minutes of their meetings, which shall be made available to any officer and to the Executive Committee upon request.

1. **General:**
2. The Board may create from time to time committees or task forces as a majority of the Board shall determine.
3. Any such committees may exist for a fixed term or an indefinite term and be disbanded at any time by a majority vote of the Board.
4. The President shall appoint, and the Board shall approve by majority vote chairs to all committees, unless otherwise stated in these bylaws.
5. **Standing Committees:**

1.Executive Committee:as described in these Bylaws.

**Article 7: Advisory Board**

There may be an Advisory Board to the Association appointed by and serving at the pleasure of the Executive Board. The Advisory Board may meet at least once annually, and more often as may be considered helpful by the Executive Board, upon call of the President or the Clerk. The Advisory Board shall submit recommendations to the Executive Committee on matters affecting the Association that are referred to the Advisory Board by the Executive Board from time to time. The recommendations shall be advisory only; the Advisory Board shall have no authority to act for or bind the Association. Effort will be made to provide each Advisory Board member with notice of any meeting of the Advisory Board, but lack of notice shall not invalidate any meeting. There shall be no quorum requirement as such for the Advisory Board, but any recommendation it submits shall indicate the number of its members present at the meeting at which the recommendation was approved. The Association may require Advisory Board members to sign a confidentiality agreement before any such member may commence service as an advisor to the Association.

**Article 8: Indemnification**

Any person made a party to any action, suit or proceeding by reason of the fact that such personhe/she is or was an officer of the Association or was a member of the Executive Board of the Association shall, to the extent permitted by law, be indemnified against all expenses and liabilities, including counsel fees, actually and reasonably incurred by or imposed upon such person as a result of any such action, suit or proceeding, or any appeal or settlement thereof, except in relation to matters as to which such person shall have been adjudicated in such action, suit or proceeding not to have acted in good faith in the reasonable belief that such person’s action was in the best interests of the Association; provided, that such indemnification shall not apply unless the Association has had opportunity to participate in the defense or any settlement of such action, suit or proceeding or unless the Executive Committee approves the same as being in the best interests of the Association.

Notwithstanding the foregoing, the payment of any indemnification shall be conclusively deemed authorized by the Association under this Article VI, if:

1. the payment has been approved or ratified (i) by at least a majority vote of a quorum of the disinterested members of the Executive Committee or (ii) by at least a majority vote of a committee of two or more disinterested members of the Executive Committee who are selected for this purpose by the full Executive Committee (in which selection interested Executive Committee members who are parties may participate); or
2. the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Association) appointed for the purpose by vote of the members of the Executive Committee or in the manner specified in clauses (i) or (ii) of subparagraph (a); or
3. the members of the Executive Committee have otherwise acted in accordance with the standard of conduct applied under Chapter 180, Section 6C of the General Laws of the Commonwealth of Massachusetts.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or member of the Executive Committee entitled to indemnification hereunder. As used in this Article, an “interested” officer or member of the Executive Committee is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which such officer or member of the Executive Committee may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Association employees or agents other than officers or members of the Executive Committee entitled to indemnification hereunder may be entitled by contract or otherwise under law.

No indemnification, reimbursement or other payment may be made under this Article VI with respect to penalties imposed under section 4958 of the Internal Revenue Code of 1986, as amended (the “Code”) to the extent such indemnification, reimbursement or other payment would cause the total compensation of a person to exceed “reasonable compensation,” as defined in the Treasury Regulations to the Code and as determined by the Executive Committee. To the extent that any such payment is made, the amount of such payment may be reduced by any amount determined to exceed reasonable compensation. Any such reduction shall be determined by the Executive Committee. Further, if at any time the Association is deemed to be a private foundation within the meaning of section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or section 4945(d), respectively, of the Code.

The Association shall have the power and authority to purchase and maintain insurance on behalf of the officers of the Association and the members of the Executive Board against any liability arising out of the conduct of their duties or their status as such whether or not the Association would, under the provisions of Article VII,8 have the power to indemnify such person. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such person may be entitled at law or otherwise.

**Article 9:** **Contracts and Dealings with Certain Other Corporations or Firms.**

Members of the Executive Board may be connected with other companies with whom, from time to time, this Association may have business dealings. No contracts or other transactions between this Association and any other corporation or firm, and no acts of this Association, shall be affected by the fact that a member of the Executive Board is financially or otherwise interested in, or is a director or officer in such other corporation or firm. Any member or the Executive Board individually, or any firm of which such member of the Executive Board may be a member, may be a party to or may be financially or otherwise interested in any contract or transaction of this Association, provided that the fact that such personhe or she or such firm or corporation is so interested shall be disclosed or shall have been known to the members of the Executive Board prior to the meeting at which, or prior to the execution by members of the Executive Board of written consents by which, action to authorize, ratify or approve such contract or transaction shall be taken. In accordance with the Association’s conflict of interest policy, no member of the Executive Board may vote upon or give their written consent to any contract or other transaction between the Association and any affiliated corporation if such memberwithout regard to the fact that he/she is also a director or officer of such affiliated corporation. Any contract, transaction, or act on behalf of the Association in a matter in which a member of the Executive Board is personally interested as a member, director, or otherwise shall not be approved by the Executive Committee if it is violative of the proscriptions in the Articles of Organization against the Association's use or application of its funds for private benefit. In no event, however, shall any persons or other entity dealing with members of the Executive Committee in their capacity as such Board be obligated to inquire into the authority of such members of the Executive CommitteeBoard to enter into and consummate any contract, transaction, or other action.

**Article 10: Source and Investment of Funds**

Funds for the operation of the Association and for the furtherance of its objectives and purposes may be derived from grants and allocations from governmental or private agencies or bodies, donations from public and private organizations, associations and individuals, and other such sources as may be approved by the Executive Board. Except as otherwise provided by law or lawfully directed by any grantor or donor, the Association may retain or dispose of all or any part of any real or personal property acquired by it and invest and reinvest any funds held by it according to the judgement of the Executive Board, without being restricted to the class of investments which fiduciaries are or hereafter may be permitted by law to make.

**Article 11: Prohibition Regarding the Use of Funds and Distribution of Assets on Dissolution:**

No part of the net earnings or receipts of the Association shall inure to the benefit of any member or officer of the Association or any private individual, provided, however, that this prohibition shall not prevent the payment to any person of such reasonable compensation for services actually rendered to or for the Association in conformity with these Bylaws. No member or officer of the Association, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association. Except as may be otherwise required by law or the Articles of Organization of the Association, the Association may, at any time, authorize a petition for its dissolution to be filed pursuant to section 11A of Chapter 180 of the General Laws of the Commonwealth of Massachusetts; provided, however, that in the event of any liquidation, dissolution, termination or winding up of the Association (whether voluntary, involuntary or by operation of the law), the property or assets of the Association remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed and set over in accordance with section 11A of Chapter 180 of the General Laws of the Commonwealth of Massachusetts to such other charitable institutions or organizations, created and organized for charitable purposes similar to those of the Association and organized and operated for exempt purposes within the meaning of 501(c)(3) of the Code, contributions to which are deductible pursuant to Sections 170(a), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code, as at least a majority of the members of the Executive Committee may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the Association’s property may be applied to charitable purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may directAll of the members of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association then remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered and paid over to such charitable organization or organizations as the courts of the Commonwealth of Massachusetts having jurisdiction thereof may approve (if such approval shall then be required by statute), and as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code, as the Executive Committee shall determine, and upon such terms and in such amounts and proportions as the executive Committee may impose and determine, to be used by such organizations for such similar or kindred purposes as are set forth in the Articles of Organization and any and all amendments thereto.

**Article 12: Fiscal Year**

The fiscal year of the Association shall end on the 30th day of June in each year.

**Article 13: Parliamentary Authority**

The rules contained in Roberts Rules of Order shall govern the Association in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

**Article 14: Amendments**

These Bylaws, except insofar as otherwise required by law, may be altered, amended, repealed, in whole or in part, by vote of a majority of the regular members of the Association present at a meeting called for the purpose, and at which a quorum is present, the notice of which shall specify the subject matter of the proposed alteration, amendment or repeal; or without a meeting, by the unanimous written consent of all the members entitled to vote.

**Article 15: Dissolution**

The Association may be dissolved by a vote of two-thirds of the regular members of the Association entitled to vote, provided that prior notice of dissolution shall have been given in writing thirty (30) days in advance to all regular members. Upon a vote to dissolve, the officers at the time of the vote shall continue in office until the affairs of the Association are terminated. Upon dissolution of this Association, its assets remaining after the payment of or due provision of all of its obligations shall be disposed of by the Executive Board exclusively in the manner provided in these Bylaws.