

# **BYLAWS Of INDA ASSOCIATION OF THE NONWOVEN FABRICS INDUSTRY**

## **ARTICLE I NAME**

Section 1. The name of this not-for-profit trade association shall be INDA, Association of the Nonwoven Fabrics Industry. It shall be organized under the laws of the State of Delaware.

Section 2. The principal office of the Association shall be in such place as the Board of Directors determines is most conducive to the effective performance of the Association's role.

## **ARTICLE II DEFINITION**

The nonwoven fabrics industry includes material suppliers, roll goods producers, converters/ fabricators, machinery and equipment manufacturers, manufacturers and marketers of finished products for disposable, limited life or long life applications, or other areas which may be determined by the Board of Directors.

## **ARTICLE III PURPOSE**

The purpose of this Association shall be to provide international leadership for the responsible advancement of the nonwoven fabrics industry. The Association, as a not-for-profit organization, shall, in furtherance of this basic purpose, but not in limitation thereof, have the following objectives:

1. To recognize roll good manufacturers as the foundation of the Association and develop their customers and users as the focus of membership activity on the one hand and suppliers to the roll goods manufacturers on the other hand, and organize to support this concept effectively.
2. Recognizing that the primary role of an association is to communicate, the Association
  - A. will strive to become recognized as the spokesperson on industry matters
  - B. will provide a forum for discussion and action for industry-related problems and opportunities

- C. will become the focal point for the industry on all technical matters
  - D. will endeavor to merit the highest level of member participation and interest by devising programs and informative meetings in addition to providing various newsletters, reports and other communications on a regular basis
  - E. will provide a means for mutual communication and organization of groups within the membership to initiate and pursue programs of common technical, marketing or management interest
  - F. will provide and stimulate authoritative, organized research, education and information within the industry and with other industries, government bodies and interested organizations
  - G. will mobilize and finance voluntary, staff and professional expertise to provide the required range of services to members
  - H. will maintain liaison and cooperate with other allied trade and professional associations through out the world.
3. To build our ability to promote the use of nonwovens in all marketplaces.
  4. To use our abilities, as appropriate, to do everything that is legally proper to prevent undue and unnecessary disruptions or constraints on the orderly flow of goods from basic suppliers to the ultimate customers.
  5. Recognizing that a major advantage of association membership is the ability to generate accurate statistical data, to establish a system for collection and dissemination of economic data on a confidential basis for the primary benefit of the contributors.
  6. To move INDA into the future in an aggressive, planned and orderly manner through long-range plans, short-range goals, allocation of resources, financial planning, acquisitions and affiliations.
  7. Specific goals shall also be determined by the Board of Directors from time to time.

## **ARTICLE IV** **MEMBERSHIP**

Section 1. Classes of Membership. The membership classifications of the Association shall be as follows:

- a. General Membership: Any corporation, partnership, or sole proprietorship which produces or causes to be produced nonwoven fabrics, components and/or related materials, products made in whole or in part from such materials, and machinery or equipment used in the production and/or packaging of such materials or products (as those terms may be defined from time to time by the Board of Directors of the Association) shall be eligible for General Membership in the Association.
  
- b. Associate Membership: Any corporation, partnership, sole proprietorship or individual which or who is not eligible for General Membership in the association shall be entitled to participate as an Associate Member, provided such person or entity:
  - (i) is a degree-granting institution that is actively engaged in teaching courses or conducting studies related to the industry.
  - (ii) provides the nonwoven fabrics industry with management, technical or marketing consulting services.
  - (iii) provides any governmental agency, department or division with research, development, testing or purchase specifications relating to nonwoven fabrics.

Associate membership shall also be available to such other groups that may be determined from time to time by the Board of Directors.
  
- c. Association Membership: Any trade association or similar organization that represents corporations, partnerships, or sole proprietorships which produce or cause to be produced fabrics, components and/or related materials, products made in whole or in part from such materials, and machinery or equipment used in the production and/or packaging of such materials or products (as those terms may be defined from time to time by the Board of Directors of the Association) shall be eligible for Association Membership in the Association.

- d. Retired Membership: Any individual formerly employed by a General Member or an Associate Member of INDA, who was an active participant in the Association within a period of three (3) years prior to the date of retirement from such member organization, who derives no income from current activities related to the nonwovens industry except where such activities are a condition of retirement from the member organization, and is not eligible for any other category of membership of INDA, shall be eligible for Retired Membership in the Association.

## Section 2. Rights and Benefits of Members.

- a. General members shall be:
  - (i) the only class of members entitled to vote on Association matters.
  - (ii) the only class of members eligible for election as Officers or Directors of the Association.
  - (iii) entitled to receive one copy of all major Association publications and such other publications as may be determined by the Executive Committee.
- b. Associate and Association members shall be entitled to:
  - (i) send representatives to the annual and all other general meetings of members.
  - (ii) receive a copy of the minutes of said meetings.
  - (iii) receive one copy of such publications as may be determined by the Executive Committee.
- c. Retired Members shall be entitled to:
  - (i) attend the annual meeting and all other general meetings of members;
  - (ii) receive a copy of the minutes of said meetings;
  - (iii) receive one copy of such publications as may be determined by the Executive Committee.

## Section 3. Membership Applications. Applications for membership shall be filed with the

Association President on the form provided by the Association. Any application so filed shall contain a statement as to the eligibility of the applicant. The application shall be reviewed by the Association President to determine whether the applicant meets the qualifications applicable to the class of membership sought. On the basis of this review, the Association President shall make a recommendation to the Executive Committee. The applicant shall become a member of the Association upon approval by the Executive Committee and payment of dues for the current year to the nearest quarter.

Section 4. Resignations. Any member in good standing may withdraw from the Association, after fulfilling all obligations to it including the full payment of all membership dues and special assessments for the Association's fiscal year in which it withdraws, by giving written notice of such intention to the Association's President. Any notice so given shall be presented to the Board of Directors at its first duly constituted meeting following receipt of such notice by the President. Any member so withdrawing shall, by the act of such withdrawal, cease to have any further interests in the funds, assets, and activities of the Association and shall not be entitled to any refunds of any type or in any amount.

Section 5. Suspension and Reinstatement. Any member who is in default in the payment of dues shall be suspended or terminated in accordance with policies and procedures established by the Board of Directors. A suspended member shall be reinstated to good standing upon fulfillment of requirements established by the Board of Directors.

## **ARTICLE V** **FEES, DUES and OTHER CHARGES**

Section 1. Dues. The basis for annual dues and payment schedule for each class of membership of the Association shall be fixed and determined by the Board of Directors, except that annual dues and payment schedules for Association members shall be fixed and determined by the Executive Committee. Such additional schedules of charges for other services, activities or special assessments as it deems appropriate and proper may be established by the Board of Directors.

Section 2. Special Project Funds. The Board of Directors shall be empowered, upon presentation of written request by a group of the voting members of the Association, to approve the institution of a separate fund to defray expenses in furtherance of one-time or continuing projects of such unit, which are deemed proper by the Board.

## **ARTICLE VI** **ASSOCIATION MEETINGS**

Section 1. Annual Meeting. The annual meeting of the Association shall be held at a time and place fixed by the Board of Directors.

Section 2. Special or Other Regularly Scheduled Meetings. Special or other regularly scheduled meetings of the Association may be called by the Chairperson or the Board of Directors, or upon written request of one-third of the General members.

Section 3. Notice of Meetings. A notice stating the time, place, and purpose of each annual or special Association meeting shall be mailed to the last recorded address of each member not less than ten (10) days, nor more than sixty (60) days, prior to the time fixed for the meeting.

Section 4. Quorum. The presence in person, or by proxy, of one-third of the total number of the voting representatives of General members of the Association entitled to vote shall constitute a quorum.

Section 5. Designation of Voting Representative. Each General member shall designate, in writing, to the Association's President a single representative who shall be entitled to vote for the member at Association meetings. An alternate representative may be named by each General member, and the alternative representative shall be permitted to cast the member's vote only in the absence of the designated representative.

Section 6. Voting. Each voting representative of a General member present, in person, or by proxy, shall be entitled to one vote.

## **ARTICLE VII** **BOARD of DIRECTORS**

Section 1. Powers and Duties. General management of the property, funds, and business of the Association shall be the responsibility of the Board of Directors. The Board of Directors shall be responsible for:

- a. Establishing general policies, goals, programs and operating procedures for the Association, including, but not limited to, policies governing the undertaking of special projects affecting the membership of the Association.
- b. Establishing annual dues and payment schedules as listed under Article V.
- c. Approving the Association's budgets, financial reports and investment plans; and effecting the preparation of an audited financial statement reflecting the Association's operations, said statement to be made available to the members of the Board within ninety (90) days after the close of each fiscal year.
- d. Approving the selection of auditors, banking establishments, and investment counselors for the Association.
- e. Doing other acts and things deemed to be in the interest of the Association.

Section 2. Composition and Tenure. The Board of Directors shall be composed of the elected officers of the Association; the Association's President ex officio and immediate past Chairperson ex officio, or, if unable to serve, any former Chairperson appointed by the present Chairperson and approved by the Board of Directors, and fifteen (15) individuals, one-third of whom shall be elected each year for a three-year term by majority vote of the General members present, in person, or by proxy, at the Association's annual meeting. Newly elected Directors shall assume their duties following their election at the annual meeting. No elected Director shall be eligible for re-election to the Board for consecutive terms, nor shall any representative employed by the same member company as that of a retiring Director be eligible to succeed a retiring Director for a consecutive term on the Board. For purposes of electing the first fifteen (15) members of the Board of Directors as of the effective date of these Bylaws, five (5) Directors shall be elected to serve a term expiring at the first annual meeting of the Association; five (5) shall be elected to serve terms expiring at the second annual meeting and five (5) shall be elected to serve a term expiring at the third annual meeting following the effective date of these Bylaws.

Section 3. Unexpired Terms. If, at any time, the number of Directors shall fall below eighteen (18), the Board of Directors shall elect at its next meeting or by mail ballot new Directors sufficient to bring the total number of Directors to eighteen (18). Directors so elected shall hold office for the unexpired term of their predecessors. At least thirty (30) days shall be permitted for the return of mail ballots.

Section 4. Person Eligible. Any person who is employed on a full-time basis by a General Member of the Association shall be eligible to be a Director; provided, however, that no two Directors shall be employed by the same General Member.

Section 5. Meetings. The Board of Directors shall hold regular meetings each year as they shall designate. Special meetings of the Board of Directors may be called by the Chairperson or at the request of not less than one-third of the total number of Directors.

Section 6. Quorum and Voting. The presence in person, or by proxy, of a majority of the Directors holding office shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws, the Board shall act by a majority vote of those Directors present in person, or by proxy, or casting their mail ballots as provided for in Section 7 of this Article.

Section 7. Mail Ballot. Should it become necessary in the opinion of the Chairperson or Executive Committee to submit an issue to the Board of Directors for its decision between meetings, a vote may be obtained by a mail ballot. A minimum of fifteen (15) days shall be provided for the return of such mail ballot, and those Directors failing to cast their ballot within the appointed time shall be deemed to have voted with the majority of those casting their ballots.

Section 8. Absence. A member of the Board of Directors unable to attend a meeting shall, in a letter addressed to the Chairperson or President, state the reason for the Board member's absence and designate an alternate from the Board member's company. If a Director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, the Director's resignation shall be deemed to have been tendered and accepted.

Section 9. Annual Report. The Board of Directors shall cause to be prepared and shall present at each annual meeting of the Association a report on the activities and operations of the Association for the current year. The report shall include all pertinent and relevant financial data bearing on past operations and plans for the current year.

## **ARTICLE VIII** **OFFICERS**

Section 1. Elected Officers. The elected officers of the Association, each of whom must be a designated voting representative of a General member, shall be a Chairperson and two Vice Chairpersons, one of whom shall be designated to serve as chairperson of the Finance Committee.

Section 2. Election and Term. The Chairperson and Vice Chairpersons shall be elected by majority vote of the General members present, in person, or by proxy, at the Association's annual meeting. Newly elected officers shall assume their duties following their election at the annual meeting. Each officer so elected shall hold office for a term of two years, or until the officer's successor shall have been duly elected and shall have assumed the duties of office. Vacancies occurring before the next succeeding annual meeting shall be filled by the Board of Directors. Elected officers shall not serve in the same office for more than one consecutive term.

Section 3. Duties of Elected Officers.

- a. The Chairperson shall be, ex officio, the senior officer of the Board of Directors and of the Executive Committee, and shall also preside at the Association's annual meeting. The Chairperson shall provide policy guidance to the staff on operating and administrative matters and may represent the Association before the general public, governmental agencies, legislative bodies, business groups and other appropriate organizations. Upon completion of the applicable term of office, the Chairperson, for the following two-year period serving as the Immediate Past Chairperson, shall advise and make recommendations to the Board of Directors concerning organizational developments, personnel policies, and staff benefits and compensation.

- b. The Vice Chairperson, and in that individual's absence the Vice Chairperson/Finance shall, in the absence of the Chairperson, perform the duties of that office. The Vice Chairperson shall also be responsible for long range planning.
- c. The Vice Chairperson/Finance shall oversee the care and custody of all funds, securities, and other assets of the Association. This office-holder shall advise and direct the President in the collection, deposit, investment and disbursement of same in the name of the Association and shall report on the financial condition of the Association at its annual meeting and at meetings of the Board of Directors and the Executive Committee, when required. The Vice Chairperson/Finance shall also serve as Chairperson of the Finance Committee.

Section 4. Appointed Officers. The President and such other officers as may be needed shall be appointed by the Board of Directors and shall serve at its pleasure.

Section 5. Duties of Appointed Officers.

- a. The President shall be directly responsible to the Board of Directors and shall serve as the chief executive officer and direct the operations of the Association. The President shall:
  - 1. Have full authority and responsibility of all members of the Association's staff and all other individuals and organizations retained to assist with Association activities;
  - 2. Develop and recommend policies to the Executive Committee and Board of Directors;
  - 3. Develop, recommend, and implement programs for members, membership development, operations, and organizations in accordance with approved policies of the Association's Board of Directors;
  - 4. Solicit the participation of key members in the Association's activities;
  - 5. Prepare and recommend the Association's annual operating plan and budget to the Finance Committee, Executive Committee and Board of Directors; and administer and maintain control over the approved budget within the limits prescribed by the Board of Directors;
  - 6. Represent the Association before the general public, governmental agencies, legislative bodies, business groups and other appropriate organizations;

7. Supervise the preparation of meeting notices, agendas and maintain the minutes for the Association's annual meeting, and for meetings of the Board of Directors and Executive Committee. The President shall attend to the preparation and serving of all notices of the Association and the Board of Directors, and shall attest and affix the corporate seal of the Association to all documents and instruments requiring the same. The President shall have charge of the care and custody of the Association's books, and papers; and
8. Perform such other duties and functions as may be assigned to the President from time to time by the Association's Executive Committee or Board of Directors.

Section 6. Other Officers. Other officers, if any, shall have such titles, powers, and duties as the Board of Directors may, from time to time, assign to them.

## **ARTICLE IX** **COMMITTEES and DIVISIONS**

Section 1. Standing Committees. The Executive Committee, Finance Committee, Nominating Committee and Statistics Committee shall be Standing Committees of the Association and shall be directly responsible to the Board of Directors. The powers, duties, composition and organization requirements for such Committees shall be as follows:

a. Executive Committee

1. Powers and Duties. The Executive Committee shall have the full power and authority of the Board of Directors between meetings of the Board of Directors, and shall implement and carry out policies, programs and activities of the Association as directed by the Board of Directors to further the purposes of the Association set forth in Article III hereof. The Executive Committee shall recommend policies and financial and operational programs to the Board of Directors, based upon its own studies, as well as upon recommendations submitted by the President or any of the operating units of the Association.
2. Composition and Tenure. The Executive Committee shall be composed of the elected officers of the Association; the Association's immediate past Chairperson, or if unable to serve, any former Chairperson appointed by the present Chairperson and approved by the Board of Directors; and the President, ex officio, nonvoting member. The Chairperson, at that individual's discretion, may appoint a maximum of three (3) members to the Executive Committee with approval of the Board of Directors. Those appointed members of the Committee shall serve a one-year term and may be re-appointed.

3. Meetings. The Executive Committee shall hold regular meetings each year as they shall designate. Special meetings may be called by the Chairperson, or at the request of three (3) Committee members. The President shall give at least forty-eight (48) hours meeting notice.

b. Finance Committee

1. Powers and Duties. The Finance Committee shall be responsible for reviewing the annual operating budget and periodic financial reports of the Association, and shall present its recommendations to the Executive Committee and to the Board of Directors. The Finance Committee shall recommend policies concerning management of the financial resources of the Association, systems for internal financial control, establishment of membership dues, allocation of funds, and the general dues structure, including those revisions to the structure deemed necessary to provide the required revenues.
2. Composition and Tenure. The Finance Committee shall be composed of the Vice Chairperson/Finance who shall be its Chairperson, and at least four (4) other Directors of the Association appointed by the Chairperson of the Board of Directors who shall serve for a one-year term. The President shall be, ex officio, a nonvoting member of the Committee.

c. Nominating Committee

1. Powers and Duties. The Nominating Committee shall be responsible for preparing and, after consulting with the Executive Committee, reporting to the Association's annual meeting a single slate of candidates for the offices of Chairperson, Vice Chairperson and Vice Chairperson/Finance, and for members of the Board of Directors. In the event that an unexpired term on the Board of Directors is to be filled pursuant to the provisions of Article VII, Section 3 of these bylaws, the Nominating Committee shall nominate a single candidate or candidates (in the event of multiple vacancies) to fill the vacancies on the Board. The Nominating Committee shall interview and obtain acceptance from those to be nominated before the preparation and submission of its slate of nominees.
2. Composition and Tenure. The Nominating Committee shall be composed of the immediate past Chairperson and four (4) members of the Association appointed by the Chairperson of the Board of Directors. Members of this Committee shall serve a one-year term.

3. Officers. The immediate past Chairperson of the Association shall be the Chairperson of the Nominating Committee and Secretary of the Nominating Committee shall be appointed by the Chairperson of the Board of Directors.
- d. Statistics Committee
    1. Powers and Duties. The Statistics Committee shall be responsible for participating in the gathering and for evaluating and reviewing statistics gathered by the INDA staff regarding the Nonwoven Fabrics Industry. The committee shall also critique the forecasted future trends and provide commentary and feed back to the INDA staff to enhance the credibility of the data.
    2. Composition and Tenure. The Statistics Committee shall be composed of all members of the Board of Directors. The term of each member of the Statistics Committee shall coincide with that member's term on the Board of Directors.

Section 2. Other Committees or Divisions.

- a. The Chairperson of the Board of Directors shall appoint such other committees as the Chairperson may deem necessary or as instructed to do so by the membership, Board of Directors or Executive Committee.
- b. The members may be divided into such divisions as the Board of Directors deems necessary for operational purposes. Any member shall be permitted to participate in any division or divisions that cover its product line or lines.

Section 3. Quorum and Voting. The presence in person, or by proxy, of at least three (3) members shall constitute a quorum for the transaction of business by the Finance and Nominating Committees and a majority of the members for the Executive and Statistics Committees. Such committees shall act by a majority vote of those members present in person, or by proxy. Divisions will operate on a simple majority for both quorum and action, and votes may be cast in person or by proxy.

Section 4. Notice of Meetings. The Association's President shall be responsible for notifying committee and division members of regular or special meetings.

Section 5. Administration. The Association's President shall provide or arrange for administrative support for all committees and divisions, which shall include, when needed, the employment of outside consultants or advisors. No committee shall cause to be published any meeting notices, agendas, minutes or meetings or documents without first having obtained the consent and approval of the President. No committee or division may engage in any extra Association activities or relations without specific approval of the Board of Directors.

## **ARTICLE X** **THE ASSOCIATION'S STAFF**

Section 1. Headquarters, Section and Field Staff. The Association shall employ such full-time and part-time staff members, specialists, and/or consultants or other outside services, as may be required to carry out its functions and obligations. The members of the staff, including all persons or concerns retained to service the needs of operating units, shall be under the immediate supervision and direction of the President, as outlined in Article VII, Section 6 (a).

The basic role of the staff shall be to assist and support the efforts of members in carrying out the association's objectives, and to assist and support the President in carrying out the President's aforementioned duties. The staff shall also perform such general administrative functions as are assigned by the President.

Section 2. Legal Counsel. The Board of Directors, upon recommendation of the President, shall retain a General Counsel whose office shall have such responsibilities as may be assigned by the President. The General Counsel's office shall provide advice relative to the Association's problems, and shall have the responsibility for reviewing all agendas, minutes and other documents deemed to be of legal significance required by, or produced for operating units. The Association's counsel shall attend all meetings of the Board of Directors and the Executive Committee.

When required, the Association shall make the services of its General Counsel's office available to operating units on questions, which arise involving their activities. Such service shall be provided at the expense of the Association so long as it concerns matters deemed routine or "in the course of ordinary business" by the President. When such services are deemed to be extraordinary in the opinion of the President and the Executive Committee, the operating unit involved may retain legal counsel for special projects, subject to Executive Committee approval, but the operating unit must reimburse the Association for any charges incurred.

## **ARTICLE XI** **OBLIGATION of MEMBERS**

Membership in the Association shall constitute an agreement:

1. To be bound by the terms of the Certificate of Incorporation of the Association;
2. To be bound by the terms of the Bylaws of the Association;
3. To cooperate in the collection of such nonproprietary information, data and reports as may be requested of members' connection with programs approved by the Board of Directors. Statistics and other confidential

information received from members shall not be divulged to anyone other than the paid officers and staff of the Association without specific permission of the member furnishing the same of as required by law, but nothing in these Bylaws shall be construed to prohibit the compiling of records and statistics en bloc or in totals and the publication of such compilations;

4. To pay dues fixed and determined pursuant to the provisions of Article V.

## **ARTICLE XII** **LIMITATION of LIABILITIES**

Section 1. No member, officer, agent, employee or staff member of this Association shall be liable for the acts or failure to act, on the part of any other member, officer, agent, employee or staff member of this Association.

Section 2. No member, officer, agent, employee or staff member of this Association shall be liable for their acts, or failure to act, under these Bylaws, excepting only their acts, or omission to act, arising out of their willful misfeasance.

Section 3. The Association shall indemnify each officer and director against any judgment and reasonable expenses, including attorney's fees, actually incurred by the officer or director in connection with the defense of any actions brought against such person to impose liability by reason of the person's capacity as an officer or director, except in relation to matters as to which the Association's Board of Directors, by majority vote, determines that such officer or director acted in contravention of the Association's Articles of Incorporation, its Bylaws and/or its published operating procedures or did not act in good faith. The Association shall maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. This provision shall operate only to the extent that any such officer or director is not entitled to be indemnified pursuant to an indemnification or other such compensatory provision whether or not contained in a Bylaw, resolution, contract or otherwise.

## **ARTICLE XIII** **SEALS, TRADEMARKS, OTHER INDICIA**

Section 1. The Association shall have the sole right to adopt and control completely the use of its Corporate Seal, and such other seals and logos, trademarks and service marks, or other indicia, as it may deem suitable and appropriate. The use of the Association's Corporate Seal shall, in general, be confined to its printing or affixation in connection with duly authorized and official actions of the Board of Directors.

Section 2. The Board of Directors may approve the use of the other seals or logos by any member company to identify itself as a member of the Association; provided, however, that the seal or logo may be used by members only to indicate their membership in the Association in correspondence, advertising material, publications or similar activities, where the use is exclusively and directly related to the conduct of the member's business. The seal or logo may not be used by any member for product identification purposes, in standardization or certification programs, or for similar applications. Further, the seal or logo may not be used in any way to imply Association approval, endorsement or sponsorship of any member's products or services or any political candidate or cause.

#### **ARTICLE XIV** **PARLIAMENTARY RULES**

The usual parliamentary rules as laid down in "Roberts Rules of Order" shall govern the conduct of meetings when not in conflict with these Bylaws.

#### **ARTICLE XV** **FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January each year and shall end on the thirty-first day of December of that year.

#### **ARTICLE XVI** **AMENDMENTS of BYLAWS**

These Bylaws may be amended, repealed, or altered, in whole or in part, by:

1. a two-thirds vote of the General members present, in person, or by proxy, at any duly called and organized meeting of the Association, provided that notice of the substance of all proposed changes is mailed to all such General members at least thirty (30) days prior to the meeting date; or
2. by a two-thirds vote of those responding to a mail ballot provided that a notice of the substance of all proposed changes is mailed to all such General members at least thirty (30) days prior to the time fixed for a return of mail ballots. In those cases where Bylaw changes are made the subject of a mail vote, those eligible to cast ballots shall mail the same to the President in care of the Association's headquarters office. At the time fixed for receiving the mail ballots, the President shall open the ballots, canvass the same, and report in writing to the membership on the results. Any members not voting within the appointed time for consideration of an amendment shall be deemed to have voted with the majority of those casting their ballots.

## **ARTICLE XVII** **DISSOLUTION**

Section 1. This Association may be dissolved and its Certificate of Incorporation surrendered at any meeting of the Association by a two-thirds vote of the General membership, provided that proposed dissolution has been a matter of formal discussion at the preceding meeting of the Association and that notice of the proposed dissolution be given with the notice of the meeting.

Section 2. Upon dissolution, General members of the Association in good standing at the time of adoption of the vote to dissolve shall be entitled to distribution of their pro rata share of the net assets of the Association, such pro rata share to be based on the relationship of total dues paid over the preceding five-year period of continuous membership by such members to the total dues paid by all such members to the Association during the same five-year period. General members may elect to designate a charity to receive their pro rata share of the net assets of the Association.