

BYLAWS
OF
NEW YORK ASSOCIATION FOR VOLUNTEER ADMINISTRATION, INC.

ARTICLE I

NAME AND OFFICES

1.1. Name. The name of this Association is New York Association For Volunteer Administration, Inc. (hereinafter referred to as the “Association”).

1.2. Offices. The principal office of the Association shall be located in New York County in the State of New York. The Association may move the location of its principal office and have other offices at such other places as the Board of Directors from time to time may determine.

ARTICLE II

PURPOSES

2.1. Purposes. The Association is organized and shall be operated exclusively for charitable and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended (collectively, the “Code”). The purposes of the Association are as more particularly set forth in Article 3 of the Association’s Certificate of Incorporation.

ARTICLE III

MEMBERSHIP

3.1. Members. Membership shall be open to all persons interested in the purposes of the Association. The qualifications and eligibility for membership and the manner of admission into membership shall be prescribed by resolution of the Board of

Directors and/or by any similarly prescribed rules and regulations which the Board of Directors may promulgate. The Board of Directors shall also prescribe, in relation to all members, the amount and manner of imposing and collecting any initiation or other fees, and any dues, assessments, fines, and penalties, the manner of suspension or termination of membership and for reinstatement, if any, and, except as may hereinafter be provided, the rights, liabilities, and other incidents of membership. Except as may herein otherwise be provided, membership shall be terminated by the death, resignation, or expulsion of a member or by the dissolution or liquidation of the Association; and any right or interest of a member shall terminate upon the happening of any such event or otherwise.

3.2. Dues. Members of the Association shall pay annual non-refundable dues which shall be levied upon each member on the anniversary_date of such member's membership.

3.3. Record Date For Members. For the purpose of determining the members entitled to notice of or to vote at any meeting or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of members. Such record date shall not be more than sixty (60) days and not less than five (5) days before the date of such meeting or such consent, dissent or other action by the members, as the case may be. If no record date is fixed, the record date for the determination of members entitled to vote at a meeting of members shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held; and, in such case, the record date for determining members for any purpose other than that specified in the preceding clause shall be at the close of business on the day on which the resolution of the Board of Directors relating

thereto is adopted. When a determination of members of record entitled to notice of or to vote at any meeting of members has been made as provided in this paragraph, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date under this paragraph for the adjourned meeting.

3.4. Annual Meeting. There shall be one (1) annual meeting of the members for the election of the Board of Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the principal office of the Association or at such other place within or outside the State of New York as the Board of Directors shall designate on such date and time as the Board of Directors shall determine by resolution. The meeting shall be open to all the members.

3.5. Special Meetings. By a majority vote of the Board of Directors or upon written demand to the Secretary of any ten (10) members, there shall be a special meeting of the members. The meeting shall be open to all the members.

3.6. Notice of Meetings. Notice of the time, place, manner, and purpose or purposes of annual, or special meetings shall be given or served personally, by mail, by email (to those persons having email), by fax or by telephone, upon each person who appears upon the books of this Association as a member as of the record date; provided, however that the business which may be transacted at any meeting shall not be limited to the purpose or purposes set forth in such notice. Notice of any annual, regular or special meeting, if given personally or by first class mail shall be given not less than five (5) or more than sixty (60) days prior to the date of the meeting, if mailed by any other class of mail, it shall be given not less than fifteen (15) or more than seventy (70) days before such date. Such notice, if mailed, shall be directed to each member at the member's address as it

appears on the books of the Association.

If a meeting is adjourned to another time or place, and, if any announcement of the adjourned time or place is made at such meeting, it shall not be necessary to give notice of the adjourned meeting unless the Board of Directors, after adjournment, fixes a new record date for the adjourned meeting.

3.7. Waiver. Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of this Association, the Association or the Board of Directors or any committee thereof is authorized to take any action after notice to the members or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time if at any time before or after such action is completed the notice requirement is waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken, or by his, her or their duly authorized attorney. The attendance of a member at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him.

3.8. Members List. A list or record of members as of the record date, certified by the Secretary or other officer responsible for its preparation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the Association that such request will be made at least ten (10) days prior to such meeting. If the right to vote at any meeting is challenged, the inspectors of election, if any, or the person presiding thereat, shall require such list or record of members to be produced as evidence of the right of the persons challenged to vote at such meeting, and all persons

who appear from such list or record to be members entitled to vote thereat may vote at such meeting.

3.9. Quorum. Except as herein otherwise provided, the members entitled to cast one-quarter (1/4) of the total number of votes entitled to be cast thereat shall constitute a quorum at a meeting of members for the transaction of any business. In the absence of a quorum, a majority of the members present may request that the Board of Directors adjourn the meeting.

3.10. Voting. As provided by these Bylaws or upon a resolution of the Board of Directors, any vote upon any question may be submitted to a vote of the members by electronic or mailed ballot. Ballots will be prepared and approved by the Board of Directors and must be sent electronically or by mail to all members no less than thirty (30) days prior to the date of the meeting in which the vote will occur. Ballots must be received by the inspector by the date and time of the vote. Each member shall be entitled to one (1) vote.

The Board of Directors, in advance of any meeting of members, shall appoint one or more inspectors to act at the meeting. The inspectors shall determine the number of membership certificates or cards and the voting power of each, the certificates and cards represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges, and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all members. In case any person appointed fails to appear or act as inspector, the vacancy may be filled by appointment made by the Board in advance of the

meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability.

3.11. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for the member by proxy by executing a writing authorizing such action. Execution may be accomplished by the member or the member's authorized officer, director, employee or agent signing such writing or causing his or her signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature. Any member who executes a proxy shall deliver the proxy electronically, by mail, or facsimile to the person specified on the proxy.

3.12. Special Actions. To vote upon the actions in this section, three-quarters (3/4) of the members entitled to vote must be present at the meeting to constitute a quorum. A resolution on any of the actions in this section must be authorized by two-thirds (2/3) of those members present at the meeting. These actions include:

- (a) any amendment of or change to the Certificate of Incorporation;
- (b) a petition for judicial dissolution;
- (c) a proposal to dispose of all, or substantially all, of the assets of the Association;
- (d) an approval of a plan of merger;
- (e) an authorization of a plan of non-judicial dissolution;
- (f) the revocation of a voluntary dissolution proceeding; and
- (g) a proposal to alter, amend or repeal these by-laws or to adopt new by-laws.

3.13. Membership Action Without Meetings. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by each member.

ARTICLE IV

DIRECTORS AND CORPORATE POWERS

4.1. Directors. The number of directors constituting the Board of Directors shall be between five (5) and twenty-one (21) as determined by resolution of the Board of Directors from time to time. The Board of Directors shall have authority to increase or decrease the number of directors (but not above twenty-one (21) or below five (5)) by resolution of the Board of Directors from time to time without amendment of this section of these Bylaws. The Chair of the Board, who shall have been appointed by the Board of Directors from among them, shall preside at all meetings of the Board of Directors of the Association. The Chair shall develop the agenda for meetings with the assistance of the officers. The Chair of the Board shall appoint the chairpersons of all standing and ad hoc committees, with the advice and consent of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

4.2. Corporate Powers. All of the corporate powers of the Association shall be exercised by the Board of Directors, except to the extent specifically provided otherwise by law or by these Bylaws.

4.3. Advisory Councils. Without in any way imposing this as a legal requirement, from time to time the Board of Directors may appoint one or more persons who are able to provide expertise to or assistance with the activities of the Association, or are active in other charitable organizations, to serve on an Advisory Council to the Board of Directors. The Board of Directors may establish more than one Advisory Council.

Members of an Advisory Council shall serve for an indefinite term, or a term established by the Board of Directors upon their appointment to the Advisory Council, and may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors. Members of an Advisory Council shall not be entitled to vote on any matter presented to the Board of Directors for decision, and they are not “directors” of the Association.

ARTICLE V

TERM AND ELECTION OF DIRECTORS

5.1. Duration of Term of Office. There shall be one class of directors. The directors shall serve for terms of one (1) year each. A director shall leave office prior to the expiration of his or her term immediately upon incapacity or if he or she becomes ineligible to serve as director. There shall be no limit on the number of terms that a director may serve.

5.2. Eligibility and Election of Directors. Directors must be eighteen (18) years of age or older, and shall be selected for their willingness to serve the Association and for the knowledge and skills they may contribute to the conduct of the affairs of the Association. The directors shall be elected by the members at the annual meeting.

5.3. Removal of Directors. Any director of the Association may be removed from office with or without cause by the affirmative vote of a majority of the members. Any director of the Association may be removed from office with cause by the affirmative vote of a majority of the other directors then in office, excepting the director being considered for removal. Any director of the Association may be removed without cause by a two-thirds (2/3) affirmative vote of the directors then in office, excepting the director being considered for removal.

5.4. Vacancies. The Board of Directors may fill any vacancy among the directors, including a vacancy caused by death, incapacity, removal, resignation, ineligibility, or otherwise, by appointing a successor director to serve the remainder of the vacating director's term. The directors may fill a vacancy even if they lack a quorum to decide other matters. Any person elected or appointed to fill a vacancy on the Board of Directors shall hold office until the expiration of his or her predecessor's term.

5.5. Duties and Responsibilities. Directors shall attend Board meetings regularly, serve without remuneration for their services as director, and shall advise the Board of Directors of any conflict of interest that might affect their ability to serve in an unprejudiced manner.

ARTICLE VI

MEETINGS OF THE DIRECTORS

6.1. Regular Meetings. Regular meetings of the Board of Directors of the Association (one of which shall be the annual meeting) shall be held quarterly, unless otherwise scheduled by the Board of Directors, at the principal office of the Association or at such other place within or outside the State of New York as the Board of Directors shall designate, on such dates and at such times as the Board of Directors may determine by resolution.

6.2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair of the Board and must be called by the Chair of the Board upon receipt of a written request from at least three (3) of the directors then in office, and shall be held at the principal office of the Association or at such other place as the Chair of the Board shall designate. Any request for a special meeting shall state the purpose or purposes of the proposed meeting.

6.3. Notice of Meetings. Notice of the time, place, manner, and purpose or purposes of annual or regular meetings shall be given or served personally, by mail, by email (to those persons having email), by fax or by telephone, upon each person who appears upon the books of this Association as director; provided, however that the business which may be transacted at any meeting shall not be limited to the purpose or purposes set forth in such notice. Notice of any annual or regular meetings shall be given not less than seven (7) or more than sixty (60) days prior to the date of the meeting. Notice of any special meetings shall be given no less than twenty-four (24) hours prior to the date of the special meeting and shall state the purpose or purposes for which they are called. Such notices, if mailed, shall be directed to each director at the director's address as it appears on the books of the Association, unless the director shall have filed with the Secretary of the Association a written request that such notice be mailed to some other address, in which case the notice shall be mailed to the address designated in such request. The Chair of the Board shall send, or cause to be sent, notice of meetings.

6.4. Waiver of Notice. Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of this Association, the Association or the Board of Directors or any committee thereof is authorized to take any action after notice to the directors of the Association or to the members of a committee or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time if at any time before or after such action is completed the notice requirement is waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken, or by his, her or their duly authorized attorney.

6.5. Quorum. At any meeting of the Board of Directors, the presence of a majority of the directors serving at that time shall constitute a quorum for all purposes except as otherwise provided by law or by these Bylaws. The act of a majority of those directors present at any meeting at which there is a quorum shall be the act of the Association except as otherwise may be provided specifically by law or by these Bylaws. At any committee meeting, the presence of a majority of the committee members serving at that time shall constitute a quorum and the act of a majority of those present at any committee meeting shall be the act of the committee, except as otherwise may be provided specifically by law or by these Bylaws. Either in the absence of a quorum or when a quorum is present, a director or committee meeting may be adjourned from time to time by vote of the majority of those present in person, without notice to those in attendance other than by announcement at the meeting. At least twelve (12) hours notice of the date of the postponement shall be given to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

6.6. Voting. At every meeting of the Board of Directors, each director entitled to vote by these Bylaws shall be entitled to one (1) vote in person and shall not vote by proxy.

6.7. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if prior or subsequent to such action, a written consent to such action is signed by all directors or by all members of such committee, as the case may be, and if such written consent is filed with the minutes of proceedings of the Board of Directors or the committee.

6.8. Meetings by Conference Call. Meetings by telephone conference call or by any means of communication by which all persons are able to hear each other shall be permitted, upon proper notice, provided that a quorum of directors participates in any such conference call.

6.9. Contracts and Services. The directors and officers of the Association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Association, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Association, notwithstanding that they also may be acting as individuals, or as directors of trusts, or as agents for other persons or Associations, or may be interested in the same matters as stockholders, directors, or otherwise. However, any contract, transaction, or act on behalf of the Association in a matter in which any director or officer is personally interested as a stockholder, director, or otherwise shall be disclosed to the directors, shall be conducted at arm's length, shall not violate the proscription in the Association's Certificate of Incorporation against the Association's use or application of its funds for private benefit and shall otherwise be in compliance with the Association's Conflict of Interest Policy. In addition, no contract, transaction, or act shall be taken on behalf of the Association if such contract, transaction or act is a prohibited transaction or an act of self-dealing as those terms are defined in the Code, or would result in the denial of any tax exemption, deduction, or benefit under any provision of the Code. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or other action.

ARTICLE VII

COMMITTEES OF THE BOARD OF DIRECTORS

7.1. Committees. From time to time the Board of Directors may authorize by resolution such standing committees and ad hoc committees as the Board of Directors shall deem necessary.

7.2. Appointment. All committee chairpersons shall be appointed by the Chair of the Board, with the advice and consent of the Board of Directors.

7.3. Term. Committee chairpersons shall serve for terms of one (1) year each and no committee chairperson shall serve for more than four (4) consecutive terms.

7.4. Nominating Committee. The Board of Directors may authorize by resolution a Nominating Committee to possess such powers and duties as set forth in the Nominating Committee Charter or as the Board of Directors may determine from time to time.

ARTICLE VIII

OFFICERS

8.1. Officers; Term. The officers of the Association shall consist of a Chair of the Board, a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer who shall serve at the pleasure of the Board of Directors. In addition, the Board of Directors may appoint assistant officers and other officers as the Board of Directors deems necessary. Assistant officers and other officers shall have such duties and powers as are determined by the Board of Directors, provided that such powers and duties are consistent with these Bylaws. Any person may hold more than one office, except the offices of President and Secretary. All officers shall be appointed for a term of the shorter

of one (1) year or until the next scheduled annual meeting. No officer shall serve for more than four (4) consecutive one (1) year terms.

8.2. President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

8.3. Vice-Presidents. It shall be the duty of the Vice-Presidents to assist the President in accomplishing his duties under these Bylaws. Further, the Vice-Presidents shall receive, from time to time, special assignments from the President, which he/she shall likewise fulfill.

8.4. Secretary. The Secretary shall be in charge of such of the Association's books, documents and papers as the Board of Directors may determine, and shall have custody of the corporate seal. In the absence of a recording secretary, the Secretary shall keep the minutes of all meetings. With the Chair or President, the Secretary may sign any contracts or agreements authorized by the Board of Directors, in the name and on behalf of the Association, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the Association. The Secretary shall, in general, perform all

the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

8.5. Treasurer. The Treasurer shall have custody of all funds, property, and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper the Treasurer may endorse for collection on behalf of the Association checks, notes and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with the other officer or officers, if any, designated by the Board of Directors, the Treasurer shall sign all checks of the Association, except in cases where the authority to sign or execute checks has been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Association. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Association. The Treasurer shall enter regularly on the books of the Association to be kept by the Treasurer for the purpose full and accurate account of all moneys and obligations received and paid or incurred by the Treasurer for or on account of the Association and, upon request by any director, shall exhibit such books to such director at a reasonable time at the offices of the Association. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

8.6. Removal. Any officer of the Association may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors.

ARTICLE IX

AGENTS AND REPRESENTATIVES

9.1. Authority. The Board of Directors may appoint additional agents and representatives of the Association to perform such acts or duties on behalf of the Association as the Board of Directors may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

ARTICLE X

CONTRACTS AND ADMINISTRATION OF FUNDS

10.1. Contracts and Administration of Funds. The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance.

ARTICLE XI

FISCAL YEAR

11.1. Fiscal Year. The fiscal year of the Association shall be such year as determined by resolution of the Board of Directors.

ARTICLE XII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS; DISSOLUTION

12.1. No Private Inurement. No director, officer, employee, committee member, or other person connected with the Association, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the Association at any time, provided, however, that this shall not prevent the payment to any such person of reasonable compensation, as determined by the Board of Directors, for services rendered to

or for the Association and/or for reimbursement of reasonable expenses incurred in connection with such services.

12.2. Procedure Upon Dissolution. In the event of a liquidation, dissolution, termination, or winding up of the Association, whether voluntary, involuntary or by operation of law, the Board of Directors shall, after paying or adequately providing for all debtors and obligations of the Association, shall distribute any remaining assets or property of the Association to an organization in the State of New York with similar purposes and objectives, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax exempt status under Section 501(c)(3) of the Code. However, in the event such offer is declined, the Board of Directors may then offer the assets of the Association to any organization, chosen by the membership or the Board of Directors before dissolution, that is organized and operated exclusively for charitable, educational, religious and/or scientific purposes, and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE XIII

INVESTMENTS

13.1. Reinvestment. The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction. However, no action shall be taken by or on behalf of the Association if such action would result in the denial of the Association's income tax exemption under Code section 501(c)(3).

13.2. Commingling. The Board of Directors shall incorporate as assets of the Association all property received and accepted by the Association and, subject to any limitations, conditions, or requirements which may be a part of any gift, may commingle any assets of the Association with any other of the Association's assets, or may maintain any asset or assets in segregated funds or accounts whenever in their sole discretion they shall determine such segregation to be in the best interest of the Association or when the conditions, limitations, or instructions of any gift, grant, bequest, or devise shall require such segregation.

ARTICLE XIV

EXEMPT ACTIVITIES

14.1. Preservation of Exempt Status. Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Association shall take any action or carry on any activity by or on behalf of the Association which is not permitted to be taken or carried on (1) by an organization exempt from federal income tax under Code section 501(c)(3), or (2) by an organization, contributions to which are deductible under Code sections 170, 2055(a)(2), or 2522(a)(2).

14.2. ~~Prohibition on Lobbying~~. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code whether pursuant to an election under Code section 501(h) or otherwise, and the Association shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office.}

14.3. Public Inspection of Annual Returns. The Association shall make available for public inspection a copy of its three most recent annual returns, such returns containing

all required information representing direct and indirect transaction relationships between itself and other tax-exempt organizations not described in Code section 501(c)(3), e.g., lobbying groups or political organizations, and upon request shall provide copies of such returns and any other documents, all as may be required by law.

ARTICLE XV

INDEMNIFICATION

15.1. Indemnification by Association. The Association may, to the fullest extent now or hereafter permitted by applicable law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, is or was a director, officer, employee, or agent of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, and may purchase insurance covering the same. No indemnification payment may be made to or on behalf of any such person if it shall have been determined in a final judgment of a court that (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

15.2. Indemnification Not in Restriction of Other Privileges. The right of indemnification described in section 15.1 above shall be in addition to, and not in restriction or limitation of, any other privilege or power with respect to indemnification or reimbursement which the Association or the individual seeking indemnification may have, pursuant to the Not-for-Profit Association Law or any other source.

ARTICLE XVI

AMENDMENTS

16.1. Amendments to Bylaws. The Board of Directors has the power to create, amend and/or repeal these Bylaws, or any portion thereof at any special meeting of the Board of Directors called for this purpose. However, the act or acts of the Board of Directors shall be subject to ratification and/or rejection at the next meeting of the entire membership whether at a special meeting or at the annual meeting of the Association.

Dated: Nov. 15, 2007