

BYLAWS
OF
SYLVAN LEARNING CENTER FRANCHISE OWNERS ASSOCIATION, INC.

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BYLAWS OF
SYLVAN LEARNING CENTER FRANCHISE OWNERS ASSOCIATION, INC.

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ARTICLE I
NAME AND LOCATION OF ASSOCIATION

Section 1.1. Name and Location. The name of this corporation is SYLVAN LEARNING CENTER FRANCHISE OWNERS ASSOCIATION, INC. (the “Association”). Its registered office shall be located at a place determined by the Board. This location shall be published annually in the Board members manual and on the FOA website. The principal place of business and headquarters of the Association shall be at such location as shall be determined from time to time by the Board of Directors.

ARTICLE II
PURPOSE

Section 2.1. Purpose. The mission of the FOA Board is to provide united leadership and effective communication in advocating for and protecting the interests of the Sylvan franchise community. This purpose is further expressed in the Association’s Certificate of Incorporation.

Section 2.2. Non-Profit. The Association does not contemplate pecuniary gain or profit for, and no part of the net earnings of the Association shall inure to the benefit of or be distributable to its Directors, officers, members, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions as provided in these Bylaws.

ARTICLE III
MEMBERSHIP

Section 3.1. Membership. Except as otherwise provided in the Certificate of Incorporation or these Bylaws, membership in the Association shall be open to any individual, partnership, trust, firm or corporation who or which is a franchised Sylvan Learning Center licensee of Sylvan Learning, Inc. Membership in the Association is not open to Sylvan Learning, Inc. or any of its "affiliates," as that term is defined in the Securities Act of 1934, to family members or relatives of its "affiliates", or to any corporate owned center, affiliate, subsidiary, "National Learning Center", franchise, or any other named holding entity of a defined center territory that has more than 5% ownership commonality with the Sylvan Learning, Inc. and/or any of its partners, investors, officers, directors, or owners. Membership in the Association automatically terminates when a member's franchise license agreement terminates, unless such franchise license is sold to an individual, partnership, trust, firm or corporation who or which shall qualify for membership in the Association, and in that event, such membership shall be transferred to the purchasing entity for the balance of the period for which membership dues have been paid.

Section 3.1.1. Associate Membership. Associate Membership is open to vendors and suppliers of Members as determined by the Board of Directors, and upon application and acceptance by the Board. Associate Members shall pay dues established periodically by the Board of Directors. Associate Members may be provided or denied certain privileges as dictated by the Board of Directors but shall not be entitled to vote.

Section 3.1.2. Affiliate Membership. Affiliate Membership would be limited to those who are in related services as determined by the Board of Directors, and upon application and acceptance by the Board (typically services initially or currently offered by Educate, Inc. or its successor companies). Affiliate Members shall pay dues established periodically by the Board of Directors. Affiliate Members may be provided or denied certain privileges as dictated by the Board of Directors but shall not be entitled to vote.

Section 3.2. Dues and Special Assessments. All members shall pay dues to the Association in such amounts and at such times as fixed by the Board of Directors. Any member who is in arrears in the payment of dues for a period as shall be determined by the Board of Directors shall lose all rights and privileges of membership, including without limitation the right to vote for Directors and on other issues, until such dues are paid in full. The Board of Directors may at times decide to assess the membership in a manner and amount decided by the Board.

Section 3.3. Meeting of Members. All meetings of the members shall be held at such times as the Board of Directors shall deem proper and at such places as the Board of Directors may from time to time select. The Board of Directors shall call a meeting of the members when requested, in writing, by at least ten (10%) percent of the members of the Association; such written request shall state the purpose of the meeting proposed to be held.

Section 3.4. Notice. Any correspondence requiring member attendance or action shall be given via regular mail, email or by facsimile along with a notice to be published on the Association's recognized website to each member to his or her last known address. Notice of any meeting shall be given no less than ten (10) calendar days before the time of the meeting. The notice shall be in writing and the notice shall state the time, place, purpose, and proposed agenda of the meeting. For purposes of these Bylaws, the term "website" shall include any successor electronic means of communication used by the Association to communicate with its members.

Section 3.5.

Quorum. The presence, either in person or by restricted proxy as provided in Section 3.6 at any meeting of members of twenty (20%) percent of all members shall constitute a quorum. Once a quorum is established, then the meeting may conduct business so long as a quorum is present. If there is less than a quorum present, then the members present may adjourn from time to time, and a quorum meeting, pursuant to such adjournment, may proceed with the transaction of the business without any additional notice subject to the adjourned meeting commencing within 60 days of any such adjournment. The acts of a majority of those members present in person or by proxy at a meeting at which a quorum is present shall be the acts of the members. These rules shall apply except where a larger number is required by law, the Certificate of Incorporation or these Bylaws.

Section 3.5.1

Petition to Motion. A petition signed by 10% or more of all voting members requesting a desired motion be presented to the membership for consideration at the next meeting at which a quorum is present shall be so presented at such meeting; provided, however, in order for this motion to be included on the notice and agenda of such meeting, this petition must be presented to the Association's office at least fifteen (15) days before the meeting. At such meeting any alternative motion covering the same subject matter may also be made and presented for consideration at such meeting. No proxy may be voted with respect to such alternative motion unless the proxy clearly states that the holder of such proxy is authorized to vote upon any alternative motion covering the same subject matter. The Secretary of the Association shall prepare a form of proxy that addresses the issue of voting on alternative motions.

Section 3.6.

Proxy Voting. Voting by general or unrestricted proxy shall not be permitted. A member may authorize another member or person designated by the Board of Directors to vote for him or her by restricted proxy on any subject matter that is duly presented for consideration by the members. The subject matter of the motion must be contained in the proxy. All proxies must be provided to the members by notice as described in Section 3.4 by at least ten (10) calendar days before the meeting. Participation in a meeting by restricted proxy as described herein shall constitute presence at such meeting.

Section 3.6.1.

Absentee Ballot. For the purpose of electing Directors at a meeting of members, an absentee ballot shall be prepared, and delivered to any member requesting such ballot in writing who will not be present at such meeting. It will follow all restrictions and rules as designated for “Proxy Voting” as described in Section 3.6 with the exception that it cannot be assigned to another member. Absentee ballots must be returned to the person or persons assigned by the Board of Directors to receive such votes prior to the time specified by the Board of Directors, or time specified by the Secretary of the Association in absence of any designation by the Board of such a time.

Section 3.7.

Representation. For the purpose of nominating and electing Directors as well as an entitled voter, the term “member” shall mean one beneficial owner of any entity that owns a Sylvan Learning Center franchise, if the franchisee is not an individual. Each member shall be entitled to one (1) vote. Any waiver of dues enacted by the Board of Directors or by these bylaws does not remove the voting representation that existed prior to the waiver.

Section 3.8.

Suspension and Termination of Membership. The Board of Directors by an affirmative vote of at least two-thirds (2/3) of all active Directors may suspend or terminate the membership of any Member, Associate Member, or Affiliate Member who violates these Bylaws or the rules or policies of the Association or whose continued membership it finds to be contrary to the best interests of the Association, provided, that the Member, Associate Member, or Affiliate Member must be given at least fifteen (15) calendar days' written notice and an opportunity to be heard by the Board of Directors at least five (5) calendar days before the effective date of the suspension or termination.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 4.1.

Number and Qualifications. The affairs of the Association shall be governed by a Board of Directors, which shall be comprised of ~~nine~~ (9) persons, all of whom shall be members. For purposes of electing Directors, the United States and Canada shall be divided into the ~~four~~ (4) regions as described in Exhibit "A," attached hereto and made a part hereof. One (1) Director shall be elected by the members of each region. Such Director so elected shall be the Regional Representative of such region on the Board of Directors. The members whose Sylvan Learning Center franchises are located in a given region shall elect their Regional Representative. Five (5) Directors shall be elected as At-Large Representatives by all of the members. Each member shall be entitled to one vote as described in Section 3.7 for each Regional Representative Director from such member's region in such year that an election is held for a representative of such region and one representative vote as described in Section 3.7 for each At-Large Representative Directors to be elected that year. There shall be no cumulative voting. Such limitations shall be irrespective of the number of licenses such member owns. Only one co-owner of an entity owning one or more Sylvan Learning Center franchise license(s) may serve as a Director at any given time. Other than the method of election and as hereinafter provided, there shall be no difference between any Directors.

The Immediate Past President shall also serve as an Ex-Officio Director; however, he or she shall not be entitled to vote unless such person is a Director not by reason of his or her being the Immediate Past President.

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Section 4.2.

Election and Term of Office. The Directors shall be elected at a meeting of the members called for such purpose or without a meeting by a ballot procedure adopted by the Board of Directors. The terms of the Directors shall be for a period of three (3) years. Except as allowed under Section 4.4, Directors may serve for one (1) term and may thereafter be elected only after having not served on the Board of Directors for at least one (1) year. A Director who is fulfilling the term of a Director vacancy for no more than two (2) years may, if elected, immediately serve one (1) term for a combined term of no more than five (5) years. A Director who is fulfilling the term of a Director vacancy for more than (2) years may thereafter be elected only after having not served for at least one (1) year. In no event shall any Director serve continuously on the Board of Directors for more than five (5) years. The member in each region receiving the highest number of votes cast for the election of a Regional Representative Director for such region shall become the Regional Representative Director for such region. The members receiving the highest numbers of votes for the number of At-Large positions to be filled shall become the At-Large Representative Directors. The term of each Director shall commence on the first day of the next calendar year following such Director's election.

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Section 4.2.1.

Transition Rules. There shall be three terms of directors, comprised of three (3) Directors for each term. The first term of Directors include those directors whose terms initially began on January 1, 2014; the second term of Directors include those directors whose terms initially began on January 1, 2015; and the third term of Directors include those Directors whose terms initially began on January 1, 2016.

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The various terms of Directors shall be comprised of:
First Term: US East, US West, At-Large
Second Term: At-Large, At-Large, At-Large
Third Term: Canada, US Central, At-Large

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Section 4.3.

Nomination of Directors. Nominations for the election of Directors can be made by a member in writing through mail, email, facsimile, or through means provided on the Association's recognized website. Nomination must be received at the offices of the Association before the later part of July 1 or ten (10) business days prior to the date set for the election. If there is no one nominated for a particular seat, then such position may be filled by the Board of Directors in accordance with Section 4.4, as though a vacancy in such position existed and was not filled by a valid vote of the appropriate members. A nomination for the election of Directors must be seconded by a member other than the one making the nomination. Members may nominate themselves for Director positions.

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Section 4.4.

Vacancies. A vacancy in the Board of Directors caused by any reason, including removal of a Director, shall be filled by a vote of the membership representing that same region or by the total membership in cases of an At-Large position. A vacancy of a Regional Director shall be filled by a member from the region of the former Director. The Board of Directors must immediately announce through mail, email, facsimile, and/or the Association's recognized website this vacancy. Nominations for the vacant position can be made by a member in writing through mail, email, facsimile, or through means provided on the Association's recognized website but must be received within ten (10) calendar days after the announced vacancy. After this ten (10) calendar day period, a proxy ballot will be prepared and provided to either all members or, in the case of a regional position, to those members in that region entitled to vote by notice as described in Section 3.4. This proxy ballot must be returned through mail, email, facsimile, or through means provided on the Association's recognized website within 10 more calendar days to be recognized as a valid vote. Participation of a quorum of twenty (20%) percent of the total membership, as in Section 3.5, or of that region must participate in order for there to be a valid vote. The vacancy will be filled by the nominee receiving the largest number of those votes. This total time frame to replace a vacant Director position is thirty (30) calendar days. After this thirty (30) calendar days, if a nomination is not made or a quorum to vote is not achieved, the position may be filled by a vote of the majority of the remaining Directors. In the event one or more Directors are not selected by a vote of the members within those thirty (30) calendar days, the position may be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum. Each person so elected shall be a Director for and during the unexpired term of his or her predecessor. Any Director who has not completed two (2) years of service as a Director may be appointed by the remaining Directors to fill a vacancy, subject to the requirement that if the vacancy is for the Regional Director, the Director so appointed must be a member from that region. Having been so appointed, such Director may serve on the Board for a total of five (5) years.

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Section 4.5. Removal of Directors. At any annual or special meeting of the members duly called, any one or more of the Regional Representative Directors may be removed with or without cause by an affirmative vote of the majority of the members of the region that elected such Director casting ballots on the question of such removal and one or more At-Large Representative Directors may be removed with or without cause by an affirmative vote of the majority of the members casting ballots on the question of such removal. A director may also be removed for clear continued violation of FOA Board Policies and with an affirmative vote of at least two-thirds (2/3) of all active Directors.

Section 4.6. Annual Meetings. The Board of Directors shall hold annual meetings on such date and time and at such place as the Board of Directors may determine from time to time by a majority of Directors. At such annual meeting there shall be elected the officers for the ensuing year and the Board of Directors shall consider such other business as may be properly brought before it.

Section 4.7. Regular Meetings. The Board of Directors may hold regular meetings on such date and time and at such place as the Board of Directors shall determine from time to time by a majority of the Directors. Except as otherwise provided by law or these Bylaws or by resolution adopted by the Board of Directors, the Board of Directors may appoint an Executive Committee, consisting of the President as Chairman and such members of the Board of Directors as it shall determine, to exercise the powers of the Board of Directors between meetings of the Board of Directors. In the absence of the appointment of an Executive Committee, the President shall exercise all powers of the Board of Directors between meetings of the Board of Directors. The procedure for ratification and approval of the acts of the Executive Committee or the President shall be as determined by the Board of Directors.

- Section 4.7.1. Planning Meeting. Annually a planning meeting will be held between the annual conference and the first meeting of the new board. Members of the current board and new board members will be present. The purpose will be to bring new Directors up to date on current issues and to educate them on their function and responsibilities. Being that newly elected Board Directors do not officially become Directors until the first of the calendar year, they have no Director voting privileges at this planning meeting.
- Section 4.8. Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days' notice to each Director, given personally or by mail, email, telephone, or telegraph, which notice shall state the time, place and purpose of the meetings.
- Section 4.9. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the receipt of such notice. Attendance by a Director at any meeting of the Board without objection as to notice shall be a waiver of notice by him or her of the time and place thereof. If all the Directors are present at any meeting of the Board and no objection is made as to notice, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the minutes of the Board.
- Section 4.10. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors shall be the acts of the Board of Directors, except where a larger number is required by law, the Certificate of Incorporation or these Bylaws. An affirmative vote of at least two-thirds (2/3) of all active Directors is required to ratify a Board policy addition, deletion, or change. If at any meeting of the Board of Directors there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice, if a quorum is present.

Section 4.11. Participation by Telephone. Members of the Board of Directors or any committee designated by the Board of Directors, may participate in any meeting of such board or committee by means of conference telephone or similar conversation equipment by means of which all persons participating in a meeting can hear each other. Participation in a meeting pursuant to this Paragraph shall constitute presence in person at such meeting.

Section 4.12. Committees. The Board of Directors may appoint from among its members such committees as it shall determine from time to time to be necessary or convenient to the management of the Association. Recognizing the legal right and responsibility to serve the interests of its members with respect to the Sylvan National Advertising Committee, Inc. (NAC), the Board of Directors shall appoint two, or more as needed, individuals to serve as voting members of the NAC and one, or more as needed, individual to serve as a member in training. These NAC representatives serve at the consent and direction of the Board of Directors. No individual appointed as a FOA NAC voting member shall approve any "alternative funding formula" proposal for ratification by the franchise community, unless either through written assurances from Sylvan Learning, Inc. or through clear and precise language contained within the proposed written formula, are measures to deny any and all ratification voting privileges for such "alternative funding formula" to any corporate owned center, affiliate, subsidiary, "National Learning Center", franchise, or any other named holding entity of a defined center territory licensee that has more than 5% ownership commonality with the Sylvan Learning, Inc. and/or any of its partners, investors, officers, directors, or owners. The Board of Directors may disband, or remove one or more members from the NAC, or any other committee, in its sole discretion and at any time.

Section 4.13. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of the Association.

Section 4.14. Compensation of Directors. No compensation shall be paid to Directors for their services as Directors, except that Directors shall be exempt from any obligation for dues that become payable during their term in office. Directors shall not be exempt from any special assessments imposed upon members. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.

ARTICLE V
OFFICERS

Section 5.1. Designation. The principal officers of the Association shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. All of the officers of the Association shall be elected by the Board of Directors. Any two offices, except those of the President and Secretary, may be held by the same person. The Directors may appoint an Assistant Secretary, an Assistant Treasurer and such other officers, none of whom need be members or Directors, as in their judgment may be necessary and with such responsibilities and duties as the Directors may determine.

Section 5.2. Election of Officers. The officers of the Association shall be elected annually by the Board of Directors at its planning meeting and, unless sooner removed by the Board, the officers shall serve for a term of one (1) year and until their successors are elected and shall qualify. Any vacancies occurring in offices shall be filled by the Board of Directors from time to time. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 5.3. Removal. Upon the affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his or her successor elected, at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

- Section 5.4. President. The President shall be the chief executive officer of the Association. He or she shall preside at all meetings of the Board of Directors. He or she shall, subject to the direction and control of the Board of Directors, have all the general powers and duties that are usually vested in the office of President of a corporation. The President must be a Director or Ex Officio Director (Immediate Past President) and may serve to a consecutive term limit of three years.
- Section 5.5. Vice Presidents. There shall be one or more Vice Presidents, as the Board of Directors shall from time to time determine. The Vice Presidents shall perform such duties as shall be prescribed by the Board of Directors. The Vice Presidents must be Directors.
- Section 5.6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors. He or she shall have custody of the seal of the Association and of such other books and records of the Association as the Board of Directors may provide. He or she shall perform the duties and functions customarily performed by the Secretary of a corporation together with such other duties as the Board of Directors may provide. The Secretary must be a Director.
- Section 5.7. Treasurer. The Treasurer shall have custody of the corporate funds and securities, and shall keep full and accurate account of all receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name of and to the credit of the Association in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the Association whenever called upon to do so. He or she shall perform the duties and functions customarily performed by the Treasurer of a corporation together with such other duties as the Board of Directors may provide. The Treasurer must be a Director.

Section 5.8. Compensation of Officers. Compensation of officers of the Association shall be fixed by the Board of Directors in its discretion, provided, however, that no officer who is also a Director of the Association shall be entitled to receive compensation for services performed as an officer. All officers may be reimbursed for actual expenses incurred by them in the performance of their duties.

ARTICLE VI
LIABILITY OF DIRECTORS AND OFFICERS

Section 6.1. Liability of Directors. Except for responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, a Director of the Association shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such Director has breached or failed to perform his or her fiduciary duties as provided in Section 6.2 hereof and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 6.2. Director's Fiduciary Duties. A Director of the Association shall stand in a fiduciary relation to the Association and shall perform his or her duties as a Director (including as a member of any committee of the Board) in accordance with fiduciary standards. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Association.

Section 6.3. Liability of Directors and Officers. No Director or officer of the Association who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his or her duties as a Director or officer, unless (a) the conduct of such Director or officer falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties and (b) it is shown that the Director or officer did an act or omitted doing an act which he or she was under a recognized duty to another to do, knowing or having reason to know that the act or omission created a substantial risk of actual harm to the person or property of another.

ARTICLE VII
INDEMNIFICATION

- Section 7.1. Right to Indemnification. Each officer, director and committee member who is serving in any of such capacities shall be entitled to be indemnified by the Association to the fullest extent permitted under the provisions of Section of the Corporation Code as in effect at the time any alleged claim for indemnification arose or, if more favorable to such individual, at the time such claim is asserted by the individual. The liability of the Association shall be determined in accordance with the procedures and standards set forth in the Corporate Code at the time such claim is asserted.
- Section 7.2. Advances for Expenses. Expenses incurred by or imposed upon a representative in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized in this Article.
- Section 7.3. Non-Exclusivity and Non-Duplication. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any other By-law, agreement, vote of members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Notwithstanding any other provisions set forth in this Article, the indemnification authorized and provided hereby shall be applicable only to the extent that any such indemnification shall not duplicate indemnity or reimbursement which such person has received or shall receive otherwise than under this Article.

Section 7.4.

Preservation of Rights. No amendment or repeal of this Article shall adversely affect any right or protection extended to a representative hereunder for an act or failure to act occurring prior to the time of such amendment or repeal. Each representative shall be deemed to act in such capacity in reliance upon the rights of indemnification and advancement of expenses hereunder. The rights to indemnification and advancement of expenses hereunder shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.5.

Insurance and Other Funding. The Association may create a fund of any nature, which may, but need not be, under the control of a trustee or otherwise secured or may insure in any manner its indemnification obligations, whether arising hereunder or otherwise. The Association may purchase and maintain insurance on behalf of any person who is or was a representative of the Association or is or was serving at the request of the Association as a representative of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise against any liability asserted against him or her and incurred by or imposed upon him or her in any such capacity or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article or otherwise, upon such terms and conditions as the Association may deem requisite including a requirement that any such person must contribute a portion or all of the cost of maintaining such insurance.

Section 7.6.

Definitions. As used in this Article, references to the “Association” include all constituent entities absorbed in a consolidation, merger or division, as well as the surviving or new entities surviving or resulting there from, so that any person who is or was a representative of such a constituent, surviving or new entity, or is or was serving at the request of such constituent, surviving or new corporation as a representative of another entity, shall stand in the same position under the provisions of this Article with respect to the surviving or new entity as he or she would if he or she had served the surviving or new entity in the same capacity. As used herein, references to a “representative” shall include without limitation any Director, officer, employee, committee member, or agent of the Association.

**ARTICLE VIII
AMENDMENTS**

Section 8.1.

Amendments. Except as otherwise required by law, these Bylaws or the Certificate of Incorporation, these Bylaws may be amended, altered or repealed, in whole or in part, at any regular or special meeting of the Board of Directors, duly called and held, upon an affirmative vote of two-thirds (2/3) of all active Directors, but any bylaws adopted by the Board may be amended, altered or repealed and new bylaws adopted by an absolute majority vote of all regular members. Notwithstanding any provision contained herein to the contrary, no amendment of the Bylaws shall be effective which shall be inconsistent with the Certificate of Incorporation.

**ARTICLE IX
MISCELLANEOUS**

Section 9.1.

Fiscal Year. The fiscal year of the Association shall begin on July 1 and end on June 30 of the following year.

Section 9.2.

Books and Accounts. Books and accounts of the Association shall be kept under the direction of the Treasurer of the Association.

- Section 9.3. Execution of Association Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Association by either the President or a Vice President and attested to by the Secretary or Treasurer, and all checks executed on behalf of the Association shall be executed by any one or more officers or designated agents as the Board of directors shall determine from time to time.
- Section 9.4. Fidelity Bonds. The Board of Directors may require that all officers and employees of the Association having custody or control of corporate funds furnish adequate fidelity bonds. The Association shall pay the premiums on such bonds.
- Section 9.5. Written Request. A written request may be either by email, US Postal service, express mail service or FAX. If using email the request must contain an electronic signature.
- Section 9.6. Written Request - Where to Send. The correct addresses and FAX number will be posted on the FOA website home page.

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EXHIBIT A
FOA REGIONS

