

MONTGOMERY COUNTY CIVIC FEDERATION, INCORPORATED BYLAWS

As amended and adopted April, 2025

ARTICLE I. NAME AND OBJECTIVE

1. *Name.* The name of the organization shall be the Montgomery County Civic Federation, Incorporated ("the Federation").
2. *Charter.* The Federation is formed to provide a single county-wide organization to promote cooperation, education, and effectiveness of civic and community associations to bring about civic and social improvements.
3. *Objective.* The sole objective of the Federation shall be to protect and enhance the quality of life for current and future residents of Montgomery County, Maryland. To this end, the Federation's activities may include:
 - a. devising ways and means for the promotion of the civic community and general welfare of the County;
 - b. carrying on educational, benevolent, and beneficial programs and activities;
 - c. monitoring and evaluating activities of local government to assure an open, accountable, responsive, and effective performance;
 - d. cooperating with other organizations of like purposes in Montgomery County and other jurisdictions; and
 - e. other activities in furtherance of the Federation's objective as may be determined by the Board of Directors.
4. *Prohibited Activity.* All Federation activities shall be strictly non-partisan and non-sectarian, and it shall not endorse or support any candidate for elected local, county, state or federal government office.
5. *Tax Exempt Status.* The Federation is formed to carry out civic, charitable, and educational purposes, as those terms are defined in Section 501(c)(4) of the federal Internal Revenue Code, and its activities shall comply in all respects with those purposes. In addition, the Federation shall comply with the Maryland Nonprofit Corporation Law.
6. *Parliamentary Guide.* This organization is governed by its Articles of Incorporation, these Bylaws, Robert's Rules of Order, Newly Revised, except where inconsistent with rules specified herein, and any Standing Rules adopted by the Board of Directors or the Executive Committee.

ARTICLE II. MEMBERSHIP

1. *Categories and Requirements for Membership.* There are three basic categories of membership: Association, Individual, and Associate Entity. All members are expected to support the objective and activities of the Federation.
2. *Association Member.*
 - A. Local Association
 - (1) Definition. Membership in the Federation shall be open to any organized Montgomery County civic, community, resident or homeowner association ("Local Association"). An association organized for or devoted to only a single local issue, however, shall not be eligible. The boundaries of the residential community represented by each Local Association must be specified in its bylaws. Local

Associations must represent neighborhoods of at least ten (10) households to be eligible.

(2) Representation. The number of Delegates representing a Local Association shall be determined by the number of households within the geographic boundaries of the association. Local associations shall be entitled to one (1) Delegate for ten (10) to fifty (50) households, two (2) Delegates for fifty-one (51) to three hundred (300) households, three (3) Delegates for three hundred and one (301) to six hundred (600) households, and four (4) Delegates for more than six hundred (600) households. The president of the association shall be the first representative named as a Delegate unless the president elects to appoint another association member to serve in the president's place.

(3) Rights. Such Delegates shall have a right to participate fully in the deliberations, committee work, and activities of the Federation, to vote on any issue before it, and to hold any Federation office or position. Such Delegates shall serve until their association names a replacement, their eligibility ceases, or they resign.

B. Umbrella Association

(1) Definition. An Umbrella Association is any group composed of two or more Local Associations as defined above. An association organized for or devoted to only a single local issue shall not be eligible. The boundaries of the Umbrella Association and the names of its member Local Associations must be specified in its bylaws.

(2) Representation. The number of Delegates representing an Umbrella Association shall be determined by the number of households in the Local Associations within the geographic boundaries of the Umbrella Association that are members of the Umbrella Association but are not themselves Local Association members of the Federation. Umbrella Associations shall be entitled to two (2) Delegates for the first five hundred (500) such households, one (1) additional Delegate for the next five hundred (500) such households, and one (1) additional Delegate for all such households over one thousand (1000). The president of the Umbrella Association shall be the first representative named as a Delegate unless the president elects to appoint another association member to serve in the president's place. A Delegate of a Local Association who is a member of both the Federation and the Umbrella Association may serve as a Delegate of the Umbrella Association and may vote in both capacities, with a brief explanation of the two capacities, if requested by the President of the Federation or other presiding Officer.

(3) Rights. Such Delegates shall have a right to participate fully in the deliberations, committee work, and other activities of the Federation, to vote on any issue before it, and to hold any Federation office or position. Such Delegates shall serve until their association names a replacement, their eligibility ceases, or they resign.

C. Regional or County-Wide Organization

(1) Definition. A regional organization (defined as one with an intra-county membership) or county-wide organization is any civic or community organization other than a Local or Umbrella Association. Regional and county-wide organizations must have at least fifty (50) members in good standing in their organization to be eligible.

(2) Representation. The number of Delegates representing a regional or county-wide organization shall be two (2).

(3) Rights. Such Delegates shall have a right to participate fully in the deliberations, committee work, and activities of the Federation, to vote on any issue before it, and to hold any Federation office or position. Such Delegates shall serve until their organization names a replacement, their eligibility ceases, or they resign.

D. Acceptance. The name of an applicant association shall be published in the newsletter. The organization shall be admitted upon a majority vote of Delegates at a regular meeting. In the event that two organizations claim to represent the same neighborhood, the Federation reserves the right to determine which organization shall represent that neighborhood. A change in status of any organization must be presented in writing to the Federation.

3. Individual Member Status

A. Individuals

(1) Definition. Any individual who is a resident of Montgomery County may participate in Federation activities by becoming an Individual Member.

(2) Rights. An Individual Member shall receive the newsletter, may attend Federation functions, participate in discussions at meetings, and serve on committees or be a Board Member-At-Large, but he or she may not make motions or vote at a Federation meeting. If appointed and confirmed to chair a Standing Committee or to serve as other Official, or elected as a Board Member-At-Large, however, he or she shall be a voting member of the Executive Committee or the Board, as applicable.

B. Past Presidents

(1) Definition. All past presidents of the Federation, who are residents of the County, by virtue of their past service in that office, shall be classified as Individual Members.

(2) Rights. As so classified, past presidents shall have all the rights of Individual Members, except that they need not pay dues. If a past president subsequently becomes a Delegate, Standing Committee Chair, elected Officer, other Official or Board Member-at-Large, he or she shall then have all the rights of such position, as applicable.

C. Associate Entity

(1) Any Montgomery County municipality or nonprofit organization that supports the Federation's objective may participate in Federation activities by becoming an Associate Entity.

(2) Rights. An Associate Entity may designate a representative to attend Federation functions, participate in discussions at meetings, serve on committees, and receive the newsletter. The representative may not make motions or vote as such.

4. Membership and Fiscal Year. The membership and fiscal year shall be July 1 of one year through June 30 of the following year.

ARTICLE III. ANNUAL DUES

1. *Dues.* Dues of all Members shall be due by September 1 of each year. In the case of a Local Association, Umbrella Association, Regional or County-Wide Organization, or Associate Entity, dues shall be based on the size and scope of the organization, as described in Article II above. The dues amounts and structure shall be determined by the Board of Directors and approved by

the Delegates. The dues amounts and structure may be changed from time to time by the Board of Directors upon approval of the Delegates.

2. *Partial years.* Dues of new Members joining after January 1 may be reduced by 50% by action of the Board of Directors.

3. *Delinquent Dues.* A Member that has not paid such Member's dues by November 1 of the membership year shall be considered delinquent. If a delinquent Member has not paid dues by January 1 of the membership year, such Member may not vote at Federation meetings until the delinquency is cured and the membership of such Member may be terminated by action of the Board of Directors.

ARTICLE IV. ORGANIZATIONAL STRUCTURE

1. *Board of Directors.* There shall be a Board of Directors which shall provide overall direction to the business and affairs of the Federation. It shall be comprised of the President, First Vice President, Second Vice President, Secretary, and Treasurer, and the Chairs of the Standing Committees. In addition, the Board of Directors may have up to three (3) Members-at-Large nominated by the Executive Committee and confirmed by the Delegates. It shall have the duties and powers as required by federal and Maryland law. The Board of Directors shall elect its own Chair by majority vote of Directors present at its first meeting of the year. The Board shall meet at least twice annually.

2. *Elected Officers.* Elected Officers shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer.

3. *Executive Committee.* There shall be an Executive Committee comprised of the elected Officers and the Communications Director.

4. *Other Officials.* There shall be the other offices of Communications Director and Webmaster, who shall be nominated by the President and confirmed by the Board of Directors.

5. *Committees Established by the Bylaws.* These Bylaws establish three (3) Committees: Nominating (Article VI), Awards (Article XV), and Audit (Article XVI) ("Bylaws Committees"). The Chairs of the Bylaws Committees shall be appointed by the President and confirmed by the Delegates.

6. *Standing Committees.* The Federation may have the following Standing Committees with powers and duties, as specified in Article IX:

- a. Energy and Environment
- b. Planning and Land Use
- c. Public Safety
- d. Transportation and Pedestrian Safety
- e. Membership

The Chairs of the Standing Committees shall be appointed by the President and confirmed by the Delegates. Committee reports and recommendations shall be submitted to the Executive Committee for approval and any further action.

7. *Special Committees.* Special Committees may be established by majority vote of the Delegates present at a regular Federation meeting. The purpose and duties of each Special Committee shall be defined at the time the committee is established. Such committees shall terminate no later than the next annual meeting. Thereafter, a Special Committee may be renewed, as above, or the purpose and duties thereof may be transferred to a Standing Committee already established or created by amendment of these Bylaws under Article XVII.

8. *Eligibility.* All Executive Committee members shall be Delegates or Individual Members at the time of their election or confirmation, as applicable. A Delegate may hold any office, but may hold only one elected Officer position. An Executive Committee member's eligibility to serve as an elected Officer or Other Official shall immediately terminate upon the Executive Committee member's election to State or County political office. A Delegate may not serve more than two consecutive terms as President. A Delegate also serving as an elected Officer, Other Official Standing Committee Chair and/or Board Member-at-Large may vote only once at Federation meetings.

9. *Performance.* All members of the Executive Committee shall work diligently and faithfully to promote the Federation's objective and activities. When speaking on behalf of the Federation, they shall refrain from any action or statement which conflicts with a Federation objective or position.

10. *Conduct.* All members of the Executive Committee shall reflect credit upon the Federation and shall preserve and enhance the honor and integrity of the Federation. When acting in their Federation capacity, they shall scrupulously avoid any action or statement which conflicts with or appears to conflict with the provisions of Article I. No member of the Executive Committee shall release in the Federation's name or the member's personal Federation capacity any comment, favorable or unfavorable, on the merits, actions, tactics, or views of an individual candidate or group of candidates for State or County political office. Former members of the Executive Committee should not cite their previous role or position with the Federation in political statements except when such endorsements contain a clear statement that the affiliation is given for identification purposes only.

11. *Recall of Elected Officers and Executive Committee Members.* All elected Officers and members of the Executive Committee shall hold office at the pleasure of the Federation Delegates, and may be recalled upon two-thirds (2/3) vote at any regular meeting of the Federation. A motion to recall must be seconded by Delegates from five (5) other member associations, and shall be tabled until the next regular Federation meeting.

12. *Quorum and Action.* At meetings of the above Federation bodies, unless otherwise provided herein, a quorum shall be a majority of the current members of the body. Action may be taken by a majority of the body's members present at a particular meeting, unless otherwise provided herein.

ARTICLE V. POWERS AND DUTIES OF EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

1. *Powers.* The Executive Committee shall exercise all of the powers of the Federation as an incorporated entity, consistent with its Articles of Incorporation and these Bylaws, unless otherwise directed by the Board of Directors or the Delegates, as applicable.

2. *Duties.* The Executive Committee shall perform these specific duties:

- a. Facilitate the activities of the Federation as directed by the Board of Directors and Delegates;
- b. Approve expenditures of Federation funds, consistent with the budget.
- c. Approve recipients of the established annual Federation awards.
- d. Exercise supervision over the Federation's newsletter.
- e. Select and designate all appointees or nominees as Federation representatives to non-Federation committees, commissions and similar groups.
- f. Ensure that the Federation archives are maintained in appropriate storage and are available to the public by traditional and electronic means.
- g. Ensure that the Federation accomplishes the activities specified in Article I.

3. *Other Powers.* The Board of Directors may meet outside their schedule of regular meetings by

in-person, video, or other electronic means when called upon by the President, with reasonable notice, under circumstances not otherwise provided for in these Bylaws.

ARTICLE VI. ELECTION OF OFFICERS

1. *Nominating Committee.* A call for volunteers to serve on the Nominating Committee shall be made in the January newsletter and at the January regular meeting. A committee of at least five (5), but not more than seven (7), Delegates shall be nominated by the President, announced as such in the February newsletter, and confirmed at the regular February meeting. The President and First Vice President may not serve on the Nominating Committee. The committee shall nominate one (1) person for each of the elected Officer positions. The report of the Nominating Committee shall be published in the May newsletter and presented at the May meeting.

2. *Nominations.* A Delegate must be nominated for office either by the Nominating Committee or from the floor by a Delegate at the May meeting. Any Delegate has the right to nominate from the floor at the May meeting, but such nomination shall require seconds by Delegates from three (3) different member associations.

3. *Election.* Officers shall be announced at the annual meeting in June, after election in accordance with the procedures of Section 4 immediately below, and shall assume office at the close of the June meeting.

4. *Voting.* Voting shall be by electronic secret ballot between the May and June meetings. A majority of all votes cast shall be required to elect. If no nominee receives the required majority on a first vote, the nominee receiving the lowest number of votes shall be dropped, and the vote shall be renewed with the remaining candidates. Voting by proxy shall not be permitted. All eligible Federation Delegates will be provided access to an electronic secret ballot containing the names and association affiliations of the nominees, as well as a stated due date. Voted ballots must be timely returned to the Nominations Committee for the vote to be tallied and reported at the June annual meeting and awards ceremony.

5. *Term.* Officers shall serve for a term of one (1) year until June 2026, and two (2) years beginning in June 2026 and thereafter. Any person not subsequently certified as a Delegate by a member association shall continue to serve, but only until the end of the next annual meeting in June.

6. *Declaration of Vacancy.* A vacancy may be declared by the Executive Committee for any elected office in which the incumbent is absent from all scheduled meetings for three consecutive months absent good cause shown, or when the incumbent resigns.

7. *Vacancies.* The unexpired term of a vacancy in an elected office shall be filled by a special election at a regular Federation meeting. Notice of the special election shall be placed in the newsletter one month ahead of the meeting at which the special election is to take place. The position will be assumed upon election, which may be conducted by hand or voice vote at the discretion of the President or other Officer presiding.

ARTICLE VII. DUTIES OF ELECTED OFFICERS

1. *President.* The president shall be the chief executive officer of the Federation, and shall preside at all Regular and Executive Committee meetings. He or she shall be ex-officio a member of all Standing Committees. He or she shall nominate the Other Officials and the Chairs of the Standing Committees, subject to confirmation by the Board or Delegates, as applicable. He or she shall appoint members of Special Committees and designate chairs thereof. The President shall ensure that the various activities, programs and positions of the Federation are carried out in an orderly and efficient manner. He or she shall prepare the agenda for meetings for publication in the newsletter. He or she shall perform such other duties as are normally done

by presidents of like organizations.

2. *First Vice President.* The First Vice President shall be responsible for all programs presented at regular meetings and will assist the President upon request in the discharge of all presidential duties. All duties of the President shall devolve upon the First Vice President if the President is absent or unable to act.

3. *Second Vice President.* The Second Vice President shall be responsible for membership recruitment and retention, in coordination with the Membership Committee.

4. *Secretary.* The Secretary shall keep a correct record of the proceedings of the Federation.

5. *Treasurer.* The Treasurer shall be the custodian of all funds of the Federation; shall deposit same in a bank with branches in the County; shall pay all approved bills and claims against the Federation; file all state and federal financial reports; present a report of receipts, disbursements, and balances at regular meetings; and perform such other functions as are typically done by treasurers of like organizations. Annually at the expiration of his or her term, he or she shall make available to the Audit Committee all funds, records, and property belonging to the Federation.

ARTICLE VIII. DUTIES OF OTHER OFFICIALS

The duties of the Other Officials established under Article IV, Section 4, above, shall be as follows:

1. *Communications Director.* The Communications Director shall publish the official monthly newsletter of the Federation consistent with guidelines specified in Article XIV. The Communications Director shall also maintain rapport with media representatives and provide announcements and press releases to the media.

2. *Webmaster.* The Webmaster shall maintain and update the Federation's website.

ARTICLE IX. DUTIES OF STANDING COMMITTEES

1. *General.* Standing Committee members must be Delegates or Individual Members of the Federation. It shall be the general duty of each Standing Committee to monitor, evaluate, and report on the status and activity of matters within its assigned purview. In situations in which an issue impacts more than one Standing Committee, the Executive Committee shall assign and coordinate committee tasks. Committee reports and recommendations shall be submitted to the Executive Committee for approval and any further action.

2. *Energy and Environment Committee.* The mission of this committee shall be to monitor, evaluate, report, and make recommendations concerning actions, policies, and laws that will have an impact on energy, the environment and natural resources.

3. *Planning and Land Use Committee.* This committee focuses its mission on the Regional District Act, Zoning Ordinance, Subdivision Regulations, and the General Plan and master plans. It shall evaluate the implications for land use of other County policies.

4. *Transportation and Pedestrian Safety Committee.* This committee focuses its mission on the construction, operation, financing, and maintenance of public transportation facilities and services, including the Adequate Public Facilities Ordinance, as well as measure to improve pedestrian safety.

5. *Public Safety Committee.* The mission of this committee is to monitor, evaluate, and report on crime prevention, police and fire and rescue services, the judiciary, corrections, and emergency

preparedness.

6. *Membership.* This committee works with the Second Vice President to maintain and expand membership in the Federation, focusing on Local Associations and Delegates.

ARTICLE X. MEETINGS OF THE FEDERATION

1. *Regular Meetings.* Regular meetings of the Federation shall be held monthly (except during August) at a time and place to be determined by the Executive Committee, and they may be conducted in-person, electronically, or in a hybrid manner as determined by the Executive Committee.

2. *Annual Meeting.* The regular June meeting shall serve as the annual meeting and awards ceremony. Any business conducted at the meeting shall be at the discretion of the President or other Officer presiding.

3. *Special Meeting.* A special meeting of the Federation may be called by the Executive Committee or upon written petition of ten (10) member associations with a minimum of five (5) days' notice being given. Only such business as the meeting was called to consider may be discussed or acted upon at such meeting.

4. *Open Meetings.* All meetings of the Federation shall be open to the public.

5. *Notice.* No Federation meeting may be held unless written notice of the time, place, and purpose is given to all current Delegates. Such notice may be electronic.

6. *Quorum.* A quorum for all Federation meetings shall consist of at least one Delegate from at least one sixth (1/6) of all current Member associations.

ARTICLE XI. CONDUCT OF FEDERATION MEETINGS

1. *Chair.* The President, or in his or her absence, the First Vice President, or if need be, other elected Officer, shall preside at Federation meetings.

2. *Right to Speak.* Delegates, Members, and other attendees may speak at Federation meetings when recognized by the President or other presiding Officer.

3. *Meeting Agenda.* The President shall prepare a proposed Agenda to be published in the newsletter, and adopted as an Order of Business. Any Delegate shall have the right to propose amending the agenda which shall be approved upon majority vote of the Delegates present.

4. *Suspension of Rules.* Rules prescribed herein, except those for amending these Bylaws, may be suspended upon motion seconded by Delegates from five (5) other member associations and a vote in favor by two-thirds (2/3) of Delegates present.

ARTICLE XII. MEETINGS OF THE EXECUTIVE COMMITTEE

1. *Regular Meetings.* The Executive Committee shall meet monthly at a time and place set by the Committee, and the meeting may be in-person or electronic. The regular meeting schedule may be changed from time to time at the request of the President and with the approval of the Committee.

2. *Special Meetings.* A special meeting may be called by the President or upon written or electronic request of at least three (3) members of the Executive Committee. If a special meeting is called, the President or any Officer shall give at least three (3) days' written or electronic notice to all members of the time and place of the meeting. Such notice shall also include the

purpose of the special meeting. Only such business as the special meeting was called to consider may be discussed or acted upon at the meeting.

3. *Quorum and Majority.* A quorum shall be met if a majority of the Executive Committee members are present. Executive Committee action shall require a majority vote of members present.

ARTICLE XIII. ADOPTION OF FEDERATION POSITIONS

1. *Requirement.* All formal positions by the Federation on any issue or question shall be established by the specific adoption of a resolution or motion. The Federation shall provide maximum notice of positions to be considered in the newsletter agenda.

2. *Regular Resolutions.* The following categories of resolutions or action items shall be included in the President's proposed Agenda:

- a. Proposals of the Executive Committee
- b. Floor resolutions from previous meeting

3. *Floor Resolutions.* Resolutions on new subject matter offered from the floor and seconded by delegates from two (2) other member associations will be referred to appropriate committee for recommendation and included in the agenda for the next meeting.

4. *Emergency Resolutions.* A resolution offered from the floor as an emergency, seconded by delegates from five (5) other member associations, and approved by two-thirds (2/3) vote of those voting shall be added to the agenda and acted upon at the meeting.

5. *Adoption.* A resolution to adopt a formal position must be seconded by delegates from two other Member associations and approved by a two-thirds (2/3) vote of delegates present. Recommendations of the Executive Committee are automatically moved and seconded. Any resolution must be presented in writing to the secretary before it may be considered.

ARTICLE XIV. FEDERATION NEWSLETTER

1. *Publication.* A newsletter shall be published each month from September through July. It shall be published on the website. Special issues may be published by majority vote of those present of the Executive Committee or the Delegates.

2. *Purpose.* The purpose of the newsletter shall be to report to Delegates the activities of the Federation, provide notice of meetings and proposed positions, and inform Delegates of pending issues. The newsletter shall include the minutes of the immediately past regular and Executive Committee meetings and the agenda for the next regular meeting.

3. *Editorial Policy.* The content and style of the newsletter shall be consistent with the objective and traditional standards of the Federation. Advertising may be included, but shall not be controversial and shall not exceed twenty-five percent (25%) of the newsletter. The Communications Director shall have authority to determine specific content and layout subject to requirements herein, general direction of the Board of Directors, and specific direction of the Executive Committee.

ARTICLE XV. ANNUAL ACHIEVEMENT AWARDS

1. *Annual Awards.* The Federation shall make the following awards each year. Awards will be presented with appropriate ceremony at the June annual meeting and awards ceremony.

- a. Star Cup—sponsored by the Federation and to be awarded to a Delegate or Committee of the Federation for outstanding public service on behalf of Montgomery County.

- b. Wayne Goldstein Award—awarded to an individual or group for outstanding service to the people of Montgomery County.
- c. Sentinel Award—to be awarded to an individual or group for a significant contribution to good government at the local level.

2. *Awards Committee.* A committee shall be established to make recommendations for award recipients. The President shall call for volunteers to serve on the Awards Committee at the September meeting. Members shall be nominated by the President and confirmed by the Executive Committee at the November Executive Committee meeting.

ARTICLE XVI. FINANCIAL MANAGEMENT

1. *Annual Budget.* An operating budget for the Membership Year shall be adopted to plan and manage the Federation's fiscal affairs. A proposed budget shall be prepared by the Treasurer and submitted to the Executive Committee for approval in August. The budget as approved shall be published in the September newsletter and included in the September agenda for action by the Delegates. The budget shall include all planned and expected expenditures and revenues for the fiscal year.

2. *Accounting for Funds.* The Federation shall maintain a checking account in a local bank, and all receipts and disbursements shall be processed through the account. All revenues received and disbursements made shall be entered in a record which shall show the name, amount, date and type or purpose of the revenue or disbursement. The Treasurer shall reconcile the accounts each month, and present a report to the Executive Committee.

3. *Issuance of Checks.* All checks and electronic disbursements shall be authorized by the Treasurer, or in his or her absence, the President. Checks and electronic disbursements for an amount over five hundred dollars (\$500) must be authorized by the Treasurer, or in his or her absence, the President, and another Officer. All approved disbursements must be authorized in the adopted budget, except as provided below.

4. *Special Disbursements.* In emergencies, and in the best interests of the Federation, the Executive Committee may authorize expenditures in the aggregate of up to five percent (5%) of the current fiscal year's budget. It may also authorize reasonable costs for the September newsletter. Such expenditures shall be reported at the next regular meeting, and the budget adjusted accordingly.

5. *Financial Reports.* The Treasurer shall prepare at least mid-year and annual reports disclosing the financial performance and status of the Federation. The mid-year report shall evaluate adherence to the budget and project performance for the rest of the year. The annual report shall show all expenses and revenues and shall compare them with the adopted budget.

6. *Annual Audit.* The financial records of the Federation shall be audited annually. Whenever a new Treasurer takes over that position, the Treasurer for the year or period being audited shall provide all records to the Audit Committee and provide such assistance as may be required to the new Treasurer.

ARTICLE XVII. AMENDMENT OF BYLAWS

1. *Amendments.* A proposal to amend these Bylaws may be made at a regular meeting of the Federation by any Delegate or the Executive Committee. A motion to amend by a Delegate must be seconded by Delegates from three (3) other member associations. Amendments so proposed must be referred to the Executive Committee or to a special Bylaws Committee established under Article IV, Section 7, at the discretion of the President or other Officer presiding, for a recommendation made promptly to the Federation.

2. *Notice.* The proposed amendment and the recommendation of the Executive Committee or Special Committee, as applicable, shall be published in the newsletter and listed in the agenda for the next regular meeting of the Federation before the proposal may be considered by the Delegates.

3. *Approval.* An amendment to these Bylaws requires a two-thirds (2/3) vote of Delegates present to become effective. Amendments become effective at the close of the meeting in which the amendment was approved, unless a future date is specified in the amendment approved or its supporting resolution.

ARTICLE XVIII. INDEMNIFICATION

1. *Indemnity of Board of Directors, Executive Committee, and Officers.* The Federation shall indemnify a member of the Board of Directors and of the Executive Committee and the Officers for amounts required to be paid as a result of third party suits or claims when such third party actions arose by reason of the fact that the individual was a member of such a body or an Officer, provided that the individual acted in good faith and in a manner reasonably believed to be in the best interests of the Federation. This authority to indemnify shall exist only to the extent legally permissible and to the extent that the Federation's status as a tax-exempt organization and as a non-business corporation is not affected.

ARTICLE XIX. DISSOLUTION

1. *Dissolution.* In the event the Federation is dissolved, any assets shall be distributed to a county group qualified under Section 501(c)(3) of the federal Internal Revenue Code.