

NCMA Bylaws

SCOPE AND PURPOSE

To promote and improve the motorcoach industry of North Carolina through the collective efforts and activities of its members and to enhance the safety and image of motorcoach travel in North Carolina.

ARTICLE I. OFFICES

SECTION 1. Principal Office.

The principal office of the North Carolina Motorcoach Association, Inc., hereinafter called the NCMA, shall be located at P.O. Box 31, Randleman, North Carolina 27317, or at such other location designated by the Board of Directors.

SECTION 2. Registered Office.

The registered office of the NCMA required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.

SECTION 3. Other Offices.

The NCMA may have offices at such other places within the State of North Carolina, as the Board of Directors may designate or as the affairs of the NCMA may require from time to time.

ARTICLE II. MEMBERS

SECTION 1. Operator Members.

Any North Carolina motorcoach owner and operator desiring consideration for operator membership in NCMA may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

1.A. The applicant, for a minimum of one year before the application date, has continuously:

(1) been certified as a motorcoach owner and operator conducting business within North Carolina;

(2) qualified under applicable federal and state operating authority requirements; and

(3) been properly and adequately insured as a motorcoach owner and operator.

1.B. The applicant has obtained two letters of recommendation from current operator members.

1.C. The applicant has read, understood and signed a copy of the most

recent version of the NCMA Code of Ethics for Operator Members (“Code of Ethics”), the terms of which are incorporated by reference herein as if fully set forth. A credit check may be requested by the board for any operator applying for membership.

1.D. The applicant is in sound financial condition, and is in good financial standing with members of the association, as well as industry suppliers and partners.

1.E. The applicant has otherwise complied with any other membership qualification requirements determined by the Board of Directors.

Section 2. Tour Operator Members.

A firm, corporation or business with its primary place of business in North Carolina that engages in the purchase of services and products from the members of the North Carolina Motorcoach Association for the purpose of packaging tours. Tour Operator Members shall have all privileges afforded Associate Members and shall be granted market place privileges as a buyer. Any person, or company as described above desiring consideration for tour operator membership in NCMA may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

2.A. The applicant has been in business for a minimum of one year and has been engaged in packaging tours requiring charter services of operator members of NCMA, but does not own or operate motor coaches.

2.B. The applicant has obtained two letters of recommendation from current operator members and two letters of recommendation from current associate members.

2.C. The applicant has read, understood and signed a copy of the most recent version of the NCMA Code of Ethics for Tour Operator Members (“Code of Ethics”), the terms of which are incorporated by reference herein as if fully set forth. A credit check may be requested by the board for any Tour Operator applying for membership.

2.D. The applicant has provided a copy of his/her business license, if applicable; copy of registration with the Office of the Secretary of State; proof of a minimum of \$1 million in general liability insurance; and a company federal tax identification number.

2.E. The applicant is in sound financial condition, and is in good financial standing with members of the association, as well as industry suppliers and partners.

2.F. The applicant has otherwise complied with any other membership

qualification requirements determined by the Board of Directors.

SECTION 3. Associate Members.

Any person, firm, trade association, partnership or corporation desiring consideration for associate membership in NCMA may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

3.A. The applicant, for a minimum of one year before application date, has continuously been engaged in a business which supplies products or services of interest to operator members of NCMA, but does not own or operate motor coaches.

3.B. The applicant has obtained two letters of recommendation from current Operator members.

3.C. The applicant has read, understood and signed a copy of the most recent version of the NCMA Code of Ethics for Associate Members ("Code of Ethics"), the terms of which are incorporated by reference herein as if fully set forth. A credit check may be requested by the board for any Associate applying for membership.

3.D. The applicant is in sound financial condition, and is in good financial standing with members of the association, as well as industry suppliers and partners.

3.E. The applicant has otherwise complied with any other membership qualification requirements determined by the Board of Directors.

SECTION 4. Non-Resident Operator Members.

Any motorcoach owner and operator from a state other than North Carolina desiring consideration for operator membership in NCMA may submit a written application to the Board of Directors demonstrating that the following membership criteria have been satisfied:

4.A. The applicant, for a minimum of one year before the application date, has continuously:

- (1) been certified as a motorcoach owner and operator;
 - (2) resided in South Carolina, Georgia, Tennessee, Kentucky, West Virginia, or Virginia;
 - (3) been a member of their home state association, if one exists;
 - (4) qualified under applicable federal and state operating authority requirements;
- and
- (5) been properly and adequately insured as a motorcoach owner and operator.

4.B. The applicant has obtained two letters of recommendation from current

NCMA regular operator members.

4.C. The applicant has read, understood and signed a copy of the most recent version of the NCMA Code of Ethics for Operator Members ("Code of Ethics"), the terms of which are incorporated by reference herein as if fully set forth. A credit check may be requested by the board for any operator applying for membership.

4.D Non-Resident Operator Members shall enjoy all of the rights and privileges of a regular Operator member with the following exceptions:

- (1) Non-Resident Operator Members will have no voting rights.
- (2) Non-Resident Operator Members may not serve on the Board of Directors.
- (3) Non-Resident Operator Members may not issue letter of recommendation for the purpose of qualifying other memberships in NCMA.

4 E. Non-Resident Operator Membership applications must be considered at physical meetings of the NCMA Board of Directors.

4.F. The applicant is in sound financial condition, and is in good financial standing with members of the association, as well as industry suppliers and partners.

4.G. The applicant has otherwise complied with any other membership qualification requirements determined by the Board of Directors.

SECTION 5. Admission to Membership.

Upon receipt of a complete membership application, the Board of Directors shall determine whether the applicant has satisfied the applicable membership criteria and, upon majority vote admit or deny membership to the applicant. In the event of an admission to membership, the applicant shall become a member upon payment of annual dues for the next membership year. In the event of a denial of membership, the Board of Directors shall promptly notify the applicant in writing of the reasons for such denial and provide an opportunity to submit, within ten days, a written request for reconsideration of its application addressing the reasons for such denial. At its next regular meeting, after receiving a written request for reconsideration the Board of Directors shall review all membership application information and, upon majority vote, admit or deny membership to the applicant, which vote shall be final and binding. The Board of Directors shall have complete and sole discretion in determining whether an applicant will be admitted or denied membership in NCMA and such discretion shall be considered binding on any and all membership decisions under this Section 5.

SECTION 6. Life Membership Award.

Any operator member, upon retirement from the industry or at the discretion of the NCMA Board of Directors, may be recognized by the Board for outstanding service to the industry, and to the Association. Upon approval by a majority of

the Board of Directors, Life Membership may be awarded. Life Members shall be granted waiver of registration fees for annual meetings and welcomed at all NCMA functions.

Should a Life Member become active in the industry again, their privileges of Life Membership may be set aside, with automatic reinstatement upon retirement.

SECTION 7. Lifetime Achievement Award.

Any member, upon retirement from the industry or at the discretion of the NCMA Board of Directors, may be recognized by the Board for outstanding service to the industry, and to the Association. Upon approval by a majority of the Board of Directors, a Lifetime Achievement Award may be granted. Lifetime Achievement recipients shall be granted waiver of registration fees for annual meetings, and welcomed at all NCMA functions.

Should a Lifetime Achievement Award recipient become active in the industry again, their privileges may be set aside, with automatic reinstatement upon retirement.

SECTION 8. Resignation of Members.

A member may by written notice resign from the NCMA at any time, effective on the date such notice is received by the NCMA.

SECTION 9. Censure, Suspension and Expulsion of Members.

The Board of Directors shall, in its discretion, have the authority to censure, suspend or expel any operator or associate member for cause. For purposes of this Section 9, the term "cause" shall include, without limitation, a violation of the NCMA Bylaws or the applicable Code of Ethics, failure to maintain compliance with applicable membership criteria, or failure to timely pay dues or other membership fees and assessments.

At any regular or special meeting, the Board of Directors shall, upon motion of any director or upon prior written request of any current member, review and consider information that may show or establish cause for censure, suspension or expulsion of a member. The Board of Directors may, in its sole discretion, determine that no cause for censure, suspension or expulsion exists or that further inquiry is justified, in which case the Board of Directors shall send written notice to the member subject to inquiry briefly summarizing the nature of the assertions against the member and the information on which they are based and requesting a written response within ten days. In addition, the Board of Directors may conduct such other investigation as it deems appropriate. At its next regular or special meeting, the Board of Directors shall review and consider all information obtained or submitted with respect to the assertions against the

member, including, without limitation, any written response received from the member. The Board of Directors may, in its sole discretion, determine that no cause for censure, suspension or expulsion exists or notify the member in writing of a proposed action to censure, suspend or expel such member and the reasons therefore and setting a time and place for the member to appear before the Board of Directors in order to respond to the proposed action. The member may also submit any additional written information or materials prior to or at this meeting. Within ten days after such meeting, the Board of Directors shall in its discretion, determine, which determination shall be final, whether to censure, suspend or expel the member or to take no further action and issue a written notice of such decision to the member. Any final action to censure, suspend or expel a member shall be effective upon issuance of such notice.

In the event a member is placed on an 'out of service' suspension, or have their operating authority revoked, by a state or federal agency, that member will be immediately placed on suspension by the association, with their membership information removed from NCMA references and promotional materials, and all rights and privileges of being an NCMA member suspended. Should the suspended member have full legal operating authority reinstated, they will likewise be reinstated for the remainder of their normal membership period to the full rights and privileges afforded by NCMA membership. A suspended member is not eligible to renew their membership until the cause for the suspension is fully resolved.

ARTICLE III. DUES

SECTION 1. Annual Dues.

The Board of Directors may determine from time to time the amount of annual dues payable to the NCMA by regular and associate members.

SECTION 2. Payment of Dues.

Dues shall be payable in advance on or before the first day of October in each year.

SECTION 3. Default and Termination of Membership.

When any member shall be in default in the payment of dues for a period of 20 days from October 1, its membership may thereupon be terminated by the Board of Directors in the manner provided in Article II, Section 5.

ARTICLE IV. GENERAL MEMBERSHIP MEETINGS

SECTION 1. Place of Meetings.

All meetings of members shall be held at such place, either within or without the State of North Carolina, as may be designated by the Board of Directors.

SECTION 2. Who can attend the meetings.

Any regular member as defined in Article II, Section 1 and their full time, paid employees and any associate member as defined in Article II, Section 2 and their paid employees.

SECTION 3. Annual Meetings.

The annual meeting of members, for the election of Directors and the transaction of any other business properly brought before the meeting, shall be held at the time and place designated by the Board of Directors by written notice to the members no less than 15 days prior to such meeting.

SECTION 4. Special Meetings.

Special meetings of the members for any purpose or purposes may be called at any time by the President or upon written request of a least 51% of the members.

SECTION 5. Notice of Meetings.

5.A. Written or printed notice stating the place, day and hour of every general membership meeting shall be mailed to each member no less than 15 days nor more than 90 days before the date of the meeting. Notice shall be given by or at the direction of the President, the Board of Directors or other members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the record of members of the NCMA, with postage prepaid.

5.B. In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called, and no business shall be transacted or NCMA action taken other than that stated in the notice unless a waiver of notice is obtained from all members. In the case of regularly scheduled general membership, or substitute general meeting or other regularly scheduled meeting, the notice of meeting need not specifically state the business to be transacted thereat unless a statement is required by the provisions of the North Carolina Nonprofit Corporation Act.

5.C. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

SECTION 6. Quorum.

A majority of the regular members of the NCMA represented in person or by

written proxy shall constitute a quorum at a general membership meeting.

SECTION 7. Proxies.

Regular members may vote through a representative either in person or by an agent authorized by written proxy executed by the regular member or by his duly authorized attorney in fact. A proxy is not valid after the expiration of 11 months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force, or limits its use to a particular meeting. No proxy shall be valid after 10 years from the date of its execution.

SECTION 8. Informal Action by Regular Members.

Any action which may be taken at a general membership meeting may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all regular members and filed with the Secretary-Treasurer to be kept as part of the NCMA records, whether done before or after the action so taken.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1. General Powers.

The business and affairs of the NCMA shall be managed by its Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation or these bylaws, all of the power of the NCMA shall be vested in the Board of Directors.

SECTION 2. Number, Term and Qualifications.

The number of directors shall be twelve (12), nine (9) of whom shall hold office for a term of three (3) years and three (3) of whom shall be the president, vice president, and immediate past president. The directors shall continue in office until their death, resignation, retirement, removal, disqualification, or their successor shall have been elected and qualified.

No member company shall be represented by more than one individual on the Board at any one time.

Not more than two seats on the board may be occupied by a representative of any company holding group.

SECTION 3. Election of Directors.

Except as provided in Article V, Sections 5 and 6, two (2) of the six (6) directors elected to serve a three (3) year term shall be elected at the annual meeting of members each year.

SECTION 4. Ex-Officio Directors.

The Board of Directors shall appoint at least one associate member to serve as an ex-officio member of the Board to represent the associate members. An associate

member shall serve for a period of one (1) year beginning at the conclusion of the annual meeting. Ex-Officio Directors shall have no voting power on the Board of Directors.

SECTION 5. Removal.

Any director may be removed at any time with cause by a vote of a majority of the regular members. If any director is removed, new directors may be elected at the same meeting.

SECTION 6. Vacancies.

Any vacancy occurring in a Director position may be filled by affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 7. Compensation.

The Board of Directors shall not compensate directors for their services as such but may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board.

ARTICLE VI. MEETINGS OF DIRECTORS

SECTION 1. Regular Meetings.

A regular meeting of the Board of Directors shall be held immediately before or after, and at the same place as, any general membership meeting. In addition, the Board of Directors may provide, by resolution, the time and place within or without the State of North Carolina for the holding of additional regular meetings.

SECTION 2. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the directors. Such a meeting may be held within or without the State of North Carolina as fixed by the person calling the meeting.

SECTION 3. Notice of Meetings.

Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least 24 hours before the meeting, give notice thereof by any usual means of communication. Notice of regular or special meeting need not specify the purpose for which the meeting is called. Notice of an adjourned meeting need not be given if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed 10 days in any one adjournment.

SECTION 4. Waiver of Notice.

Any director may waive notice of any meeting, either before or after the meeting.

Written waivers of notice shall be filed by the Secretary-Treasurer for the NCMA records or as part of the minutes of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 5. Quorum.

A majority of the directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 6. Manner of Acting.

Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 7. Presumption of Assent.

A director of the NCMA who is present at a meeting of the Board of Directors at which action on any NCMA matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he either files his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary-Treasurer of the NCMA immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

SECTION 8. Informal Action by Directors.

Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

SECTION 9. Participation by Telephone.

Any one or more directors or members of a committee may participate in meeting of the Board of Directors or committee by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participation by this means shall be deemed presence in person at the meeting.

SECTION 10. Attendance by Directors

If a member of the Board of Directors fails to attend two consecutive meetings of the Board of Directors, service is terminated subject to review by the Board of Directors.

ARTICLE VII. COMMITTEES

SECTION 1. Nominating Committee.

The nominating committee shall be appointed by the President.

SECTION 2. Other Committees.

The Board of Directors by a duly adopted resolution of the President in the furtherance of their executive duties may establish such other standing or special committees as they might deem advisable, consisting of not less than two directors. The members, terms and authority of such committees shall be as set forth in Board resolutions or Presidential actions establishing them.

SECTION 3. Meetings.

Regular and special meetings of any committee established pursuant to this Article VII may be called and held subject to the same requirements with respect to time, place and notice as are specified in these bylaws for regular and special meetings of the Board of Directors.

SECTION 4. Quorum and Manner of Acting.

A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such NCMA meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

SECTION 5. Resignation and Removal.

Any member of a Board of Directors' or President's committee may resign at any time by giving written notice of his intention to do so to the President or the Secretary-Treasurer of the NCMA, or may be removed, with or without cause, at any time by the Board of Directors or President, whichever originally appointed the member.

SECTION 6. Vacancies.

Any vacancy occurring in a committee resulting from any cause whatever may be filled by the Board of Directors or President, whoever established the committee.

ARTICLE VIII. OFFICERS

SECTION 1. Officers of the NCMA.

The officers of the NCMA shall consist of a President, Vice-President, Secretary-Treasurer and Immediate Past President. Any two or more offices, except President and Secretary-Treasurer, may be held by the same person. No officer may act in more than one capacity where the actions of two or more officers is required.

SECTION 2. Election and Term.

The officers of the NCMA shall be elected as follows:

2.A. President and Vice-President.

The President and Vice-President shall be elected by the regular members at the annual meeting of members for a term of one (1) year, but may be re-elected for an additional one-year term, and hold office until their death, resignation, retirement, removal or disqualification or until their successor shall have been elected and qualified.

2.B. All Other Officers.

All other officers shall be elected by the Board of Directors and hold office for a term of one (1) year and may be re-elected without limitation on the number of terms, provided they are qualified and eligible and shall hold office until their death, resignation, retirement, removal or disqualification or until his successor shall have been elected and qualified.

SECTION 3. Removal.

Any officer or agent elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the NCMA will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. President.

The President shall be the chief executive officer of the NCMA and shall be primarily responsible for the implementation of policies of the Board of Directors. He shall have authority over the general management and direction of the business and operations of the NCMA subject only to the ultimate authority of the Board of Directors. Except as otherwise provided in these bylaws or in the resolutions establishing such committees, he shall be an ex-officio member of all committees. The President shall preside at all NCMA general membership and Board of Directors meetings. He may sign and execute in the name of the NCMA bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the NCMA or shall be required by law otherwise to be signed or executed. In addition, he shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him by the Board of Directors.

SECTION 5. Vice-President.

The Vice-President, shall have such powers and duties as may from time to time to assigned to him by the President or the Board of Directors. The Vice-President may sign and execute in the name of the NCMA bonds, contracts, or other

instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors or the President to some other officer or agent of the NCMA or shall be required by law or otherwise to be signed or executed. In the absence of the President or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

SECTION 6. Secretary-Treasurer

The Secretary-Treasurer shall insure that the following duties and responsibilities are performed:

- 6A. Take minutes of the general membership meetings, meetings of the Board of Directors and meetings of any committee.
- 6B. Maintain all minutes on file.
- 6C. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- 6D. Maintain custody of deeds, leases, contracts and other important NCMA documents and books, records and papers of the NCMA relating to its organization and management as a corporation.
- 6E. Maintain the seal of the NCMA and see that the seal of the NCMA is affixed to all documents executed on behalf of the NCMA and duly authorized under its seal.
- 6F. Maintain a register of the address of each member which shall be furnished by such member, maintain a record of the NCMA's members including the name and address of all members at the registered office or principal place of business of NCMA and prepare voting lists prior to each meeting of eligible voting members as required by law.
- 6G. Maintain records of and be responsible for all funds and securities, receipts and disbursements of the NCMA and deposit all monies and securities of the NCMA in such banks and depositories as shall be designated by the Board of Directors.
- 6H. Maintain adequate financial accounts and records in accordance with generally accepted accounting practices, prepare appropriate operating budget and financial statements, prepare and file all tax returns as required by law, prepare a true statement of the NCMA's assets and liabilities as of the close of each fiscal year, all in reasonable detail, and file such statement at the NCMA's registered office or principal place of business in the State of North Carolina within four months after the end of such fiscal year for a period of at least ten

years.

6I. Perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him/her by the President, the Board of Directors or these bylaws.

SECTION 7. Beginning Term of Office.

Officers who are elected to serve a regular full term of office and who are not elected to fill an unexpired term shall begin their term of office at the conclusion of the annual meeting of members.

SECTION 8. Attendance by Officers.

If an officer of the Association fails to attend two consecutive meetings of the Board of Directors, service is terminated subject to review by the Board of Directors.

ARTICLE IX. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NCMA, and such authority may be general or confined to specific instances.

SECTION 2. Loans.

No loans shall be contracted on behalf of the NCMA and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks and Drafts.

All checks, drafts or other orders for the payment of money, issued in the name of the NCMA, shall be signed by such officer or officers, agent or agents or employees of the NCMA and in such manner, including facsimile signatures, as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits.

All funds of the NCMA not otherwise employed shall be deposited from time to time to the credit of the NCMA in such depositories as the Board of Directors may elect.

ARTICLE X. GENERAL PROVISIONS

SECTION 1. Seal.

The corporate seal of the NCMA shall consist of two concentric circles between

which is the name of the NCMA (with abbreviations, if necessary) and in the center of which is inscribed "SEAL"; and such seal (facsimile) as impressed on the margin hereof, is hereby adopted as the corporate seal of the NCMA.

SECTION 2. Waiver of Notice.

Whenever any notice is required to be given to any member or director by law, by the charter or by these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

SECTION 3. Fiscal Year.

The fiscal year of the NCMA shall begin July 1.

SECTION 4. Adoption of Bylaws.

These bylaws shall be adopted by the affirmative vote of a majority of the entire Board of Directors.

SECTION 5. Amendment of Bylaws.

Except as otherwise provided by law, by the Articles of Incorporation or herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the entire Board of Directors. Any proposed bylaw amendment shall have been submitted to the entire Board at least twenty (20) days prior to the meeting at which bylaw is proposed to be adopted.

SECTION 6. Audit.

The financial records of the NCMA shall be compiled annually by an independent accountant. The annual compilation is to be conducted in July of each year and the report shall be approved by the Board.

SECTION 7. Assessments.

When deemed necessary, the Board of Directors may, in addition to the annual dues, assess each regular member. Failure to pay any assessments may result in expulsion of the regular member pursuant to Article II., Section 5.

ARTICLE XI. LIABILITY

SECTION 1. Liability.

To the full extent from time to time permitted by North Carolina law, no person who is serving or who has served as a director, officer, or other representative of the corporation shall be personally liable under any proceeding for breach of his or her duty as a director, officer, or other representative and such person shall be fully indemnified, entitled to expense reimbursement, and granted immunity to the fullest extent permitted under such law. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation

inconsistent with this Article, shall eliminate or reduce the indemnification, immunity, expense reimbursement, and other protection afforded by this Article and the law to a director, officer, or other representative of the corporation with respect to any matter which occurred, or any cause of action, suit, claim or proceeding which but for this Article would have accrued or arisen, prior to such amendment, repeal, or adoption.

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