

PROPOSED AMENDMENTS TO
Bylaws of the North Carolina Automobile Dealers Association
As of June 2009
Effective July 1, 2025

ARTICLE I

Name and Location

The name of ~~this~~ the Association shall be the North Carolina Automobile Dealers Association. The principal place of business of this Association shall be in the City of Raleigh, State of North Carolina.

ARTICLE II

Antitrust Policy

The Association is organized to promote, develop and maintain the advancement of the automotive industry and is not intended to, and may not, play any role in the competitive decisions of its members or their employees, or in any way restrict the competition in any aspect of the automotive industry.

The Board of Directors through this statement of policy makes clear its unequivocal support for the policy of competition served by the antitrust laws and its uncompromising intent to comply strictly in all respects to those laws. It is the individual responsibility of every member of the Association to be guided by the antitrust laws. It shall be the special responsibility of any committee chairman and Association officers to assure that this policy is known and adhered to in the course of activities pursued under their leadership.

It is the responsibility of every member, officer, director, trustee, and employee to carefully monitor all actions, conduct, and communications that occur in the course of the Association's business and activities and to promptly report to the Chairman or President any behavior suspected of being in violation of any of the antitrust laws.

ARTICLE # III

Incorporation

This Association was formed under the laws of the State of North Carolina as a corporation not for pecuniary profit. It shall have no capital stock but shall have a membership fee or annual dues as may be prescribed from time to time by the Board of Directors.

ARTICLE ~~III~~ IV

Purpose

The purposes of this Association shall be to:

1. Promote the welfare of the general public and those engaged in the franchised automobile ~~and~~, truck, and recreational vehicle business in the State of North Carolina.
2. Acquire, preserve and disseminate information of educational and scientific value pertaining to all branches of the franchised automobile ~~and~~, truck ~~business, and recreational vehicle industry~~.
3. Foster constructive and progressive legislation ~~relative~~ related to the motor vehicle industry.
4. Maintain an organization, staff and headquarters to carry out the purposes and objectives of the Association.
5. Promote a spirit of competitive cooperation among its members and cooperate with the National Automobile Dealers Association and other organizations; and study the interests of the general public with a view towards maintaining its confidence and goodwill and promoting competition in the retail automotive industry.
6. Endeavor at all times to raise the ~~standard of ethics and ethical~~ practices of the retail automobile ~~and~~, truck ~~business and recreational vehicle industry~~ to the highest degree.
7. The Association shall have the power to enter into all forms of contracts and to engage in all lawful activities in furtherance of foregoing purposes and to exercise all powers granted non-profit corporations by the laws of the State of North Carolina and the United States.

ARTICLE ~~IV~~ V

Membership

1. The Association shall have the following classes of membership:

~~1.a.~~ **Regular Membership** – Regular membership in ~~this~~ the Association shall be confined to individuals, partnerships or corporations engaged in the business of franchised motor vehicle retailing in North Carolina. Every new automobile passenger car dealer or new truck dealer who has a licensed place of business in the ~~state~~ State of North Carolina and holds an authorized and bonafide factory franchise and that does not have an ownership interest by a motor vehicle manufacturer or distributor is eligible for

regular membership. A dealer shall be entitled to and shall pay separate membership dues for each franchised [dealership](#) location that is required to have a separate state dealer's license in order for each location to receive membership services and benefits.

Withdrawal from franchised motor vehicle retailing for any reason whatsoever shall and does automatically cancel membership in this Association and no dues shall be refunded to such withdrawing member. In the case of a dealership buyout, any paid membership dues are eligible to be transferred, on a pro-rata basis, to the buying dealer.

2.b. Associate Membership – Associate members may be ~~elected~~ [approved](#) by the Board of Directors from applicants who are engaged in manufacturing, banking, insuring or other services directly and significantly benefiting the franchised motor vehicle industry in North Carolina. Associate members shall have no voting privileges and their ~~election shall be under such other terms and conditions as the Board of Directors may relationship to the Association shall be under such other terms and conditions as the Board of Directors may prescribe. Associate Members shall be excluded from business of the Association conducted in Executive Session. The admission of an associate member, or the acceptance of dues from such associate member, does not in any respect constitute an endorsement by the Association of the business practices, activities, or products or services of such Associate Member. Any attempt by an Associate Member to portray its membership as an endorsement by the Association shall be grounds for immediate expulsion from membership without a refund of dues paid. Any associate member acting in a manner detrimental to the best interest of the franchised dealers or the Association may, in the discretion of and by a majority vote of the Board of Directors, be placed on probation, suspended, or expelled from the Association upon such terms and conditions as the Board shall~~ prescribe.

3.c. Honorary Membership – Honorary members are [non-voting and](#) may be elected by the Board of Directors under such terms and conditions as may be imposed by it.

4.d. Retired Membership – Retired membership in this Association shall be [non-voting and](#) confined to individuals, previously engaged in the business of franchised motor vehicle retailing in North Carolina who at one time, ~~was a~~ [were](#) regular ~~member~~ [members](#) of the ~~association~~ [Association](#). A retired dealer shall be entitled to and shall pay membership dues for a separate individual membership and receive membership services and benefits as prescribed by the Board of Directors.

5. ~~Affiliated Member~~ – ~~Affiliated membership in the association shall be open to any corporation that is not a franchised car, truck or RV dealer and that is enrolled in the NCADA-supported mutual insurance company. The affiliated member shall pay a membership fee to NCADA, as set by the Mutual Insurance Company and affirmed by the NCADA Board of Directors. Affiliated members shall have no voting privilege and the~~

~~membership rights, benefits and services they receive shall be prescribed by the Mutual Insurance Company and affirmed by the NCADA Board of Directors.~~

6. ~~**Transition Membership** – Transition membership shall be confined to individuals, partnerships or corporations engaged in the business of motor vehicle retailing in North Carolina and who previously held a factory franchise in either of the two immediately prior calendar years. Transition members can only be member of NCADA for two calendar years following the calendar year in which their franchise was terminated. A dealer shall be entitled to and shall pay membership dues for a separate membership for each franchised location that is required to have a separate state dealer's license in order for each location to receive membership services and benefits. A transition dealer shall have no voting rights on the Board of Directors, pay membership dues at the lowest membership tier and receive membership services and benefits as prescribed by the Board of Directors.~~

e. **Recreational Vehicle Dealer Membership** – A separate membership classification for franchised recreational vehicle ("RV") dealers may be established by the Board of Directors in its sole discretion and subject to such terms and conditions as the Board may from time to time decide. Any recreational vehicle dealer membership classification established by the Board shall not entitle any recreational vehicle dealer member to vote for Board district directors.

7.2. Any regular or other member of the Association membership may at any point in time be terminated for good cause by action majority vote of the Board of Directors.

83. The ~~state~~ Association may request ~~its members to join the~~ that its regular members hold concurrent membership with the National Automobile Dealers Association, but a regular member dealer ~~can, in its discretion,~~ may join the ~~state~~ Association without ~~affiliating with the national organization also being a member of the National Automobile Dealer Association.~~

ARTICLE ~~V~~ VI

Directors

1. The management of the affairs of ~~this~~ the Association shall be vested in a Board of Directors, elected by the regular members of each district prior to the Annual Meeting of the Association as their terms expire, the at-large directors, appointed as provided in paragraph 5 below, and the Chairman, Vice Chairman, Secretary, Treasurer, Immediate Past Chairman, and NADA Director, ~~and one director at large who shall be a franchised heavy duty truck dealer. To qualify as a director, the person must be a regular member, must have a minimum 15% financial interest in a regular member dealership, and must~~

~~also be actively engaged in the day-to-day management of such dealership.~~ elected as provided in Article VII below.

2. There shall be an Executive Committee of the Board of Directors, consisting of the Chairman, Vice Chairman, Secretary, Treasurer, Immediate Past Chairman and the duly elected NADA Director that shall perform such duties as are delegated by the Board of Directors. The Executive Committee shall have the full authority necessary for the Executive Committee to act in the capacity of the Board of Directors and to take such actions as the Executive Committee believes are in the Association's best interests between meetings of the Board of Directors.
3. Board Districts - For the purpose of the administration of the affairs of the Association, the State of North Carolina is divided into not less than twelve (12) nor more than thirty (30) geographical districts, each consisting of that number of counties which may be designated by the Board of Directors from time to time.
4. District Directors - The regular members of the Association located within each district shall elect one director from such district to serve a three-year term. Such elections shall be held in accordance with rules prescribed by the Board of Directors. To qualify as a director elected by a district, an individual must: (1) have a minimum of 15% financial interest in a franchised dealership that is a regular member of the Association or in a group or organization consisting of multiple franchised dealerships that are regular members of the Association; and (2) be actively engage in the day-to-day management of such dealership or group or organization of franchised dealerships that are regular members of the Association. If no eligible candidate is nominated or elected to fill a District Director seat in accordance with these Bylaws or the rules prescribed by the Board of Directors, the Executive Committee or the Board of Directors may appoint a qualified individual from the respective district to fill the vacancy.
- ~~5. The heavy duty truck dealer director shall be elected by the NCADA Board of Directors to serve a three-year term. Nominee(s) will be submitted to the NCADA Board of Directors by the NCADA Heavy Duty Truck Dealer Committee. Any vacancy shall be filled in a like manner.~~
5. At-Large Directors – In addition to directors elected by Board districts, the Chairman may appoint and, by majority vote, the Executive Committee may approve, an at-large heavy duty truck dealer and/or an at-large recreational vehicle dealer and up to six additional at-large voting members to the Board of Directors. An at-large director must either: (1) have at least a fifteen percent (15%) ownership interest in a franchised dealership that is a regular member of the Association or in a group or organization consisting of multiple franchised dealerships that are members of the Association; or (2) be actively engaged in the day-to-day management of such dealership or group or organization of franchised dealerships.

6. In the event that the Chairman, ~~or~~ Vice Chairman, Treasurer, or Secretary shall be elected as an officer while currently serving as a Director director from one of the Board districts, the Director may continue to serve the district as well as the Officer's seat on the Board or the district Board seat can be declared vacant by the Board of Directors or Executive Committee.
- ~~7. Any vacancy in the Board of Directors may be filled by a majority vote of the Executive Committee.~~
7. Board Member Terms - All members of the Board of Directors elected for a Board district shall be elected to an initial term of three (3) years and may be elected to no more than one additional consecutive three (3) year term. All at-large members of the Board of Directors, with the exception of the at-large heavy duty truck dealer director and the at-large recreational vehicle dealer director, shall be appointed to an initial term of two (2) years and may be appointed to no more than one additional consecutive two (2) year term. The at-large heavy duty truck dealer director and the at-large recreational vehicle dealer director shall each be appointed to an initial term of three (3) years, without there being any limitation to the number of consecutive three (3) year terms to which the at-large heavy duty truck dealer director and the at-large recreational vehicle dealer director may be reappointed. After serving two consecutive terms, all members of the Board of Directors elected for a Board district and all at-large members, other than the at-large heavy duty truck dealer director and the at-large recreational vehicle dealer director, shall be eligible for service as a Board member only after the passage of two (2) years. Should any member of the Board of Directors resign, become deceased or otherwise become unable or unwilling to serve out their full term, the Executive Committee may appoint a successor to serve the balance of the term at its next meeting. Appointed successor Board members, other than the at-large heavy duty truck dealer director and the at-large recreational vehicle dealer director, may serve up to two additional consecutive terms following the termination of their initial appointed Board term to fill a vacancy. There is no limitation to the number of consecutive three (3) year terms to which the at-large heavy duty truck dealer director and the at-large recreational vehicle dealer director may be reappointed. The terms of all members of the Board of Directors elected for a Board district and all at-large members of the Board of Directors shall be deemed to commence July 1, and terminate on June 30, even if their actual election or appointment has not actually occurred on or before July 1; provided however that upon the expiration of the term of a director, the director shall continue to serve until their successor has been elected or appointed.
8. In order to provide continuity and effective governance, and to ensure that a relatively consistent number of seats on the Board of Directors are open for election or appointment each year, the Board of Directors shall have the authority, by majority vote, to adjust the initial or subsequent term lengths of one or more director positions by up to two (2) years, whether by shortening or extending such terms. Such adjustments may only be made when deemed necessary to achieve a more balanced and staggered

rotation of directors and no adjustment shall extend a currently serving director's term more than one (1) year beyond any applicable term limit.

~~8-9.~~ Every past chairman of ~~this the~~ Association, upon expiration of his ~~or her~~ term of office, shall be a member of the Board of Trustees, without vote, provided, however, such past chairman is a member of the Association. Members of the Board of Trustees are expected to use their knowledge and experience to contribute substantively to the discussion of issues that come before the Board of Directors and, unless expressly excluded in the discretion of the Chairman or President, shall be entitled to be present at and participate in matters that are brought before the Board of Directors in Executive Session.

~~9-10.~~ Any ~~Director~~ director unable to attend a regular meeting of the Board of Directors shall, in ~~a letter addressed to an electronic mail message or other written communication, notify~~ the Chairman or President; ~~of his or her impending absence and~~ state the reason for his absence. Any director who shall fail to attend three consecutive meetings, without sufficient cause as determined by the Board of Directors, ~~shall may~~ forfeit his ~~or her~~ office as director, ~~if determined by majority vote of the Board of Directors.~~

~~11.~~ All officers, directors, and trustees are expected to always maintain proprietary, political, and personal non-public information related to the Association and individuals employed or otherwise involved in or with the Association in strictest confidence.

~~10.~~ It is the policy of the Association to limit elected directors to two consecutive three-year terms, and after an absence of at least two years as an elected director, any regular member shall thereafter be eligible for further election as a director. This provision will not prevent any director from completing his current term.

~~11.~~ It is the policy of the Association that the Chairman and/or Executive Committee may appoint up to four at-large, voting members to the Board during his/her term. Terms of these at-large appointees are for two year and may be reappointed for up to two, two-year terms. Appointees must be dealers and approved by a majority vote of the Executive Committee.

ARTICLE ~~VI~~ VII

Officers

1. The officers of ~~this the~~ Association shall be a Chairman, Vice Chairman, Treasurer, Secretary, and Treasurer and President. ~~Each~~ All officers except the President ~~will~~ shall be elected at the Association's Annual Meeting by majority vote of the regular members present. Prior to each Annual Meeting, the Chairman shall appoint a Nominating

Committee who shall offer nominees at the Annual Meeting. The Nominating Committee shall consist of the Vice Chairman, at least two past chairmen, at least one current director, and any other members the Chairman shall deem advisable. Additional nominations may also be made from the floor of said Annual Meeting by any regular members. All officers are except the President shall be deemed *ex officio* members of the Board of Directors with full voting rights.

2. Each of ~~said the~~ officers except the President shall hold office for a term of one (1) year from date of election, or until a successor is elected and qualified. Said officers shall perform such duties as may be designated by the Bylaws and the Board of Directors.
3. Chairman - The duties of the Chairman shall be to preside at all meetings of the Board of Directors and of the members of the Association, and he or she shall perform the duties usual and incident to such office. The Chairman shall appoint such committees as may be necessary for the proper management of the affairs of the Association. He or she shall have the power to sign all contracts of the Association, the Chairman shall be an *ex officio* member of all committees and shall perform such other duties and have such other powers as the Board of Directors may designate.
4. Vice Chairman - The Vice Chairman shall perform the duties and have the powers of the Chairman during the absence, disability, or death of the Chairman President. The Vice Chairman shall also have the power to sign all contracts of the Association and shall perform such other duties and have such other powers as the Board of Directors may designate.
5. Treasurer - The Treasurer shall have oversee the ~~custody of all the funds and securities~~ financial affairs of the Association and provide general supervision of the Association's financial records, budgets, and reports. ~~, and deposit the same in the name of the Association in such bank or banks as the Directors may elect.~~ The Treasurer shall sign all checks, drafts, notes and orders for the payment of money, ensure that proper financial policies and procedures are in place and shall report periodically to ~~shall pay out and dispose of the same under the direction of~~ the Board of Directors and Executive Committee. ~~The authority to draw and sign checks may be delegated by the Treasurer to an employee of the Association, provided that checks so drawn and signed shall also be countersigned by the President. The day-to-day management of the Association's finances shall be delegated to and be the responsibility of the President. The Treasurer shall at all reasonable times exhibit the books and accounts to the Board of Directors. The Treasurer shall perform other duties as may be assigned by the Board of Directors.~~
6. Secretary - ~~The Secretary shall issue notices for all board and membership meetings, shall keep minutes of such meetings, shall have charge of the seal and the corporate books, shall sign with the Chairman such instruments as require such signature and shall make such reports and perform such other duties as are incident to the office, or are properly required of the office by the Board of Directors.~~

The Secretary shall be responsible for ensuring that accurate records of the Association's meetings and official actions are maintained, and that required notices are properly issued. The Secretary shall have general oversight of the Association's corporate records and shall certify documents as needed. The day-to-day preparation and maintenance of minutes, notices, and records shall be performed by the President under the Secretary's general oversight. The Secretary shall perform such other duties as may be assigned by the Board of Directors.

7. President - The Board of Directors shall have the power to employ a President or who will serve as the Chief Executive Officer chief executive officer of the Association upon such terms and at such salary as it may deem advisable. The President or Chief Executive Officer shall serve as a non-voting officer of the Association and shall be responsible for the overall management, supervision, and administration of the Association's affairs, programs, and activities. The President shall implement policies established by the Board of Directors, hire, manage, discipline and terminate members of the Association's staff, manage the Association's resources, and act as the primary representative and spokesperson for the Association. The President shall report directly to the Board of Directors and Executive Committee and perform such other duties as may be assigned by the Board. The President of the Association shall also serve as the President and chief executive officer of NCADA Services, Inc. and the NCADA Charitable Foundation, Inc. shall perform such administrative and managerial duties as may be prescribed by the Board of Directors.
8. Upon approval of the Executive Committee, the expenses of the Officers officers of the Association incurred in connection with the course and scope of performing their duties as such officers maybe may be reimbursed by the Association.

ARTICLE ~~VII~~ VIII

Committees

1. The Chairman shall appoint all standing and special committees of the Association as may be established by the Board of Directors.
2. A majority of the membership of any committee shall constitute a quorum for the purpose of carrying on the business of the committee. Decisions of any committee shall be made by a majority of those committee members present at a committee meeting.
3. The Chairman shall appoint an Auditing Committee of at least three persons to audit the books and accounts of the Association, or any officer thereof. Such committee shall audit such books and accounts annually, or whenever deemed expedient by the Board of Directors. Nothing herein shall be construed to mean that the Board of Directors may not also cause the books and accounts of the Association to be audited from time to

time by independent auditors. In lieu of the appointment of an Auditing Committee, the Executive Committee may serve to fulfill the functions outlined in this paragraph.

ARTICLE ~~VIII~~ IX

Meetings

1. Meetings of the Board of Directors and the Association shall be held at such times and places as the Board of Directors may determine. ~~Written notice~~ Notice of the time and place of the holding of the Annual Meeting of the Association will be ~~mailed sent~~ to each Director and regular member ~~member~~ not less than fifteen (15) days preceding the time for the meeting in any manner permitted by these Bylaws.
2. The Annual Meeting for election of officers and the transaction of such other business as may properly come before an Annual Meeting shall be held at such time and place as the Board of Directors may determine.
3. Special meetings of the Board of Directors or the members of the Association, other than the Annual Meeting may be called by the Chairman on five (5) days notice. The notice of any special meeting shall state its purpose, time and place.
4. At all regular or special meetings of the members of the Association, twenty-five (25) members of the Association shall constitute a quorum. At all regular or special meetings of the Board of Directors, ~~eight (8)~~ nine (9) members shall constitute a quorum. Proxy voting at Association meetings shall not be permitted.
5. Each regular member of the Association shall be entitled to one vote at membership meetings. All questions with respect to the authority of any person or persons present at any meeting to vote and to take part in such meeting or meetings, shall be determined by the President Chairman or other officer presiding at such meeting or meetings, and such decision shall be binding upon all members of the Association. Proxy voting at membership meetings shall not be permitted.
6. Any notice required to be given under these Bylaws, the Articles of Incorporation, or applicable law may be provided by electronic transmission, including but not limited to electronic mail or other generally accepted forms of electronic communication, to the email address or contact information on record with the Association. Notice by electronic means shall be deemed effective when sent, unless otherwise provided by law. It is the responsibility of each member to ensure that the email address on file with the Association for such member is accurate and up to date.
7. In the discretion of the Chairman, President or other presiding officer, any meeting of the Board of Directors, committees, or the Association's membership may be conducted, in whole or in part, by means of conference call, video conference, or other electronic

communications technology that permits all participants to hear and be heard simultaneously. Real-time participation by such means shall constitute presence in person at the meeting for all purposes, including the presence of a quorum and voting.

8. Any action required or permitted to be taken pursuant to authorization voted at any meeting of the Board of Directors or committee thereof, may be taken without a meeting if, before or after the action, a majority of the members of the Board or the committee consent thereto in writing. The written consent shall be filed with the minutes of the proceedings of the Board or committee. The consent has the same effect for all purposes as a vote of the Board or committee taken in person and upon due notice.

ARTICLE ~~IX~~ X

Order of Business

The order of business at all meetings of the Board of Directors shall be ~~as follows:~~ determined by rules adopted by the Board of Directors.

- ~~1. Call to Order and Roll Call.~~
- ~~2. Actions upon Minutes of Previous Meeting.~~
- ~~3. Reports of Officers and Committees.~~
- ~~4. Other Reports.~~
- ~~5. Unfinished Business.~~
- ~~6. New Business.~~
- ~~7. Adjourn.~~

~~Unless Except as otherwise provided,~~ may be determined in the discretion of the Chairman, President or other presiding officer, and to the extent not inconsistent with such rules or these Bylaws, the most recent edition of Robert's Rules of Order shall generally govern all meetings of the Board of Directors and committees of the Association.

ARTICLE ~~X~~ XI

Dues

The annual dues amounts for all membership classifications in the Association shall from time to time be established by the Board of Directors.

ARTICLE ~~XI~~ XII

Indemnity Indemnification

Any ~~officer or director~~ current or former officer, or director or any person who may have served at the request , trustee, or employee of the Association ~~as an officer or director,~~

whether ~~for profit~~ or not ~~shall serving or having served in such capacity for compensation,~~ shall be ~~fully~~ indemnified by the Association against ~~any and all claims, demands, judgments, settlements approved by the Association,~~ expenses actually and necessarily incurred by such person or persons in connection with the defense of any ~~claim, demand,~~ action, suit or proceeding in which such person or persons is ~~or are~~ made a party ~~or parties,~~ by reason of being or having ~~been such~~ served as an officer, director, trustee, or officer, ~~except in relation to matters as to which employee of the Association; provided however, that such person shall be adjudged in~~ indemnification by the Association shall not be permitted or be applicable to any award of punitive, exemplary, or treble damages, or if it is admitted or if it has been determined that such action, suit or proceeding to have individual acted ~~intentionally, recklessly,~~ in bad faith or ~~have been liable or guilty by reason of with~~ willful ~~misconduct misfeasance or malfeasance~~ in the performance of duty, ~~but with the exception of such statutory limitations, the Association does hereby indemnify any such person for any expense incurred in the defense of any action, suit or proceeding with regard to negligence or breach of duty or any other matter arising out of the performance of their duty in his or her duties for or on~~ behalf of the Association. ~~The Association, at the direction of the Executive Committee, may secure and pay for insurance coverage to cover all or a portion of the indemnification provided for in this Article.~~

ARTICLE ~~XII~~ XIII

NADA Directorship

The dealer elected to serve on the Board of Directors of the National Automobile Dealers Association is elected for a three-year term. It shall be the ~~general policy~~ of this Association to limit the NADA director from North Carolina to two ~~(2)~~ consecutive ~~three-year~~ terms ~~of three (3) years~~, unless the Director can demonstrate that he~~/~~ or she is in line to serve as a national officer. In this event, this rule can be suspended by a majority vote of the Board of Directors of ~~this the~~ Association.

ARTICLE ~~XIII~~

~~Antitrust Policy~~

~~The Association is organized to promote, develop and maintain the advancement of the automotive industry and is not intended to, and may not, play any role in the competitive decisions of its members or their employees, or in any way restrict the competition in any aspect of the automotive industry.~~

~~The Board of Directors through this statement of policy makes clear its unequivocal support for the policy of competition served by the antitrust laws and its uncompromising intent to comply strictly in all respects to those laws. It is the individual responsibility of every member of the Association to be guided by the antitrust laws. It shall be the special~~

~~responsibility of any committee chairman and association officers to assure that this policy is known and adhered to in the course of activities pursued under their leadership.~~

~~It is not the Association's role to act as an arbiter or judge of competitive conduct of industry members. As such, this statement of antitrust policy is not a mechanism through which members should charge another member with alleged illegal action.~~

ARTICLE XIV

Ratification of Prior Acts

By virtue of the adoption of these amended Bylaws, the Board of Directors hereby ratifies all past actions and decisions of the Board. Subsequent to the adoption of these amended Bylaws, the Board may, by appropriate vote or by consent, ratify past actions of the Board or membership.

ARTICLE ~~XIV~~ XV

Amendments

~~The~~ At any regular or special meeting of the Board of Directors, the Board of Directors shall, by majority vote, have the ~~power~~ authority to add to, amend, change, alter or repeal, in whole or in part, any of these Bylaws, and adopt new Bylaws in lieu of all or any part thereof, from time to time as ~~they~~ the Board, in its discretion, may deem proper or as necessity may dictate, ~~at any regular or special meeting of the Board of Directors,~~; provided, however, that the substance of ~~the~~ any such proposed amendment, change, alteration, repeal or new ~~Bylaws~~ bylaws be incorporated in the ~~call~~ notice for the regular or special meeting.