

representative shall serve until a successor is similarly designated. Optimally, the Regional Association representatives will be the respective Reserve Associations' Chief Executive and an additional representative appointed by the Regional Association. All members of the Governing Board are voting members. A member of the Governing Board may appoint an alternate to serve in his/her absence.

Section 2 - Powers and Duties. The Governing Board shall be responsible for the fiscal health, property, and management of the organization. The Governing Board shall be responsible for establishing policy positions of the organization through a simple majority present at a meeting. No action purporting to represent a policy position of the organization shall be taken by any agency or body other than the Governing Board, except as noted in ARTICLE IV, Section 6.

Section 3 - Meetings. A meeting of the Governing Board shall be held each year at the Annual NFRA Meeting at a time to be mutually agreed upon by the Governing Board.. If additional meetings are deemed necessary by vote of the Executive Committee (see below), the Chair shall arrange for such meetings and provide 15 days advance notice to the Governing Board. All meetings of the Board shall be open, public gatherings and will substantially follow the rules and procedures for meetings as set forth in the most current edition of Robert's Rules of Order. May want some provisions for confidential meetings.

Section 4 - Quorum. Representatives of a simple majority of the membership shall constitute a quorum of the Governing Board.

Section 5 - Ex-Officio Members. Ex-Officio Members may be appointed by the Governing Board as needed from time to time.

ARTICLE IV: EXECUTIVE COMMITTEE

Section 1 - Composition. The Executive Committee shall consist of a Chair, Vice-chair, Secretary, Treasurer, and the immediate past chair. It shall also include, as Ex-Officio, non-voting members, the Ocean.US Director. The Chair, with approval of the voting members of the Executive Committee, may appoint up to two "at large" non-voting, Ex-Officio members to serve one-year terms on the Executive Committee. These two members shall be from the Governing Board.

Section 2 - Election and Terms. In all odd numbered years, the Vice-chair, Secretary and Treasurer shall be elected by majority vote of a quorum of the Governing Board. A slate of candidates for these three positions shall be prepared and presented by a committee consisting of all active past chairs. In all odd-numbered years the incumbent Vice-chair shall ascend to the position of Chair. Terms of office for Chair, Vice-chair, and Secretary and Treasurer shall be two years. The Secretary and Treasurer may be re-elected to consecutive terms.

Section 3 - Removal. The Chair, Vice-chair, Secretary or Treasurer may be removed from office by a majority vote of the Board of Governors at any legal meeting of the corporation.

Section 4 - Vacancies. All vacancies on the Executives Committee shall be filled by a majority vote of the Executive Committee until elections can be held at the next official meeting of the Board of Governors.

Section 5 - Meetings. An Annual Meeting of the NFRA Executive Committee shall be held each year at a time arranged by the Chair. If additional meetings, including meetings by conference call, are deemed necessary by a majority of the voting Executive Committee members, the Chair or Executive Director shall arrange for such meeting(s) and shall provide sufficient notice to the Executive Committee.

Section 6 - Duties and Functions. The Executive Committee shall have authority to act for the Governing Board in the interim between meetings. The Executive Committee shall consult to the extent feasible with the Governing Board about any proposed action except routine matters. In cases where such action is taken, the Governing Board shall be fully informed by the Chair at the next regular meeting or sooner, if, in the judgment of the Chair, circumstances warrant.

Section 7 - Voting and Quorum. A simple majority of the voting members of the Executive Committee shall constitute a quorum of the body. In case of a tie vote on any matter the Chair shall poll members of the Governing Board to reach a consensus.

Section 8 - Officers and Employees. The Executive Committee, upon approval of the Governing Board, shall have the authority to employ an Executive Director of the NFRA, other appropriate officers and staff, or other employees of the Corporation, with or without compensation, all of whom shall serve at the pleasure of the Executive Committee. (The Ex Director should serve at the pleasure of the ExCom and that the ExCom should delegate staffing decisions to the Director. Otherwise, it sets up an uncomfortable and potentially unworkable situation that would undermine the Ex Director's ability to manage staff.)

ARTICLE V: ANNUAL REGIONAL ASSOCIATION CHARGES

Section 1 - Establishment. The Governing Board shall prepare a schedule of annual payments for membership in the organization. We will have to prepare some kind of dues structure for participation in the organization.

ARTICLE VI: SUBSCRIBERS/AFFILIATES

Section 1 - Eligibility. Any person or organization may support the purposes of NFRA as a subscriber or affiliate. The subscriber or affiliate shall have no voting privileges or right to representation on the Governing Board but may fully participate in all meetings and activities.

Section 2 – Subscriber/Affiliate Fees. Annual fees for subscribers and/or affiliates shall be set each year by resolution of the Governing Board.

ARTICLE VII: COMMITTEES

Section 1 - Establishment. The Governing Board shall have the authority to establish standing or ad-hoc committees to carry out the objectives of the Corporation. Committee members may be from the Governing Board or others as appointed by the Governing Board.

ARTICLE VIII: INDEMNIFICATION AND INSURANCE

Section 1 - Indemnification. No officer, delegate, representative, or employee of the corporation shall be personally liable for any obligations of the corporation or for any duties or obligations arising out of any acts or conduct of said officer, delegate, employee, or representative performed for or on behalf of the corporation. The corporation shall and does hereby indemnify and hold harmless each person and his or her heirs and personal representatives who shall serve at any time hereafter as a delegate, employee, representative, or officer of the corporation from and against any and all claims, judgments, and liabilities to which such persons shall become subject by reason of either heretofore or hereafter serving as a delegate, representative, employee or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such delegate, representative, employee or officer and shall reimburse each such delegate, representative, employee or officer for all legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Not-for-Profit Corporation Law or the applicable corporation laws of any state in which the corporation transacts business; provided, however, that no such person shall be indemnified against, or

be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The corporation, its representatives, officers, employees, delegates, and agents shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members, or disinterested directors, or other wise, both as to action in an official capacity and as to action in any other capacity while holding such office, and shall continue as to such person who has ceased to be a delegate, officer, representative, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

Section 2 - Insurance. The corporation may purchase and maintain insurance on behalf of any person who is, or was, a delegate, representative, officer, or employee of the corporation, or is or was serving at the request of the corporation as a delegate, representative, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify him against liability under the provisions of this section or of the Not-for-Profit Corporation Law.

ARTICLE IX: EXPENSES, FINANCES COMPENSATION, AND RECORDS

Section 1 - Expenses. A budget shall be prepared annually by the Executive Director who will submit it through the Executive Committee for recommendation to the Governing Board for approval. The NFRA shall have the authority to receive funds or advocate funding for other organizations to achieve the purposes of NRAA as set forth in ARTICLE I.

Section 2 - Finances. All checks, drafts, and other payment of funds to or by NERRA shall be signed by the Treasurer of the corporation or an officer or member of the Executive Committee so authorized by the Board.

Section 3 - Records. The corporation will keep correct and complete books and records of all income and expenditures in accordance with normal accounting procedures and prepare an annual report identifying the financial activity of the past year. Such financial records shall be kept on file with the current Treasurer. The corporation will also keep minutes of official meetings. These records will be kept on file with the corporation's current Secretary and will be open for inspection at the request of any member of the Governing Board upon request. Within 30 days after the close of the Annual Meeting of the Board of Governors, the Secretary shall provide to all Board Members a list of the NFRA Executive Committee members and all Standing and Ad-hoc Committee chairs and members for the upcoming year.

Section 4 - Fiscal Year. The fiscal year of the corporation shall be October 1 through September 30.

Section 5 - Compensation. No compensation shall be paid to any member of the Governing Board for services as a member of the Board. By decision of the Executive Committee, reasonable expenses may be allowed for attendance or travel at regular and/or special meetings of the Governing Board or Executive Committee or other activities which may be authorized by the Executive Committee and undertaken by Board members or employees of the corporation.

ARTICLE X: DISSOLUTION

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-

profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XI: COMPLIANCE

The Articles of Incorporation and these bylaws for the National Federation of Regional Associations Inc., shall in all respects be in compliance with the provisions of the Not-for-Profit Corporation Law in the state where registered.

ARTICLE XIII: AMENDMENTS

The Governing Board may amend these bylaws during any legal meeting. Any number of amendments or an entire revision may be submitted and voted upon at a single meeting of the Board and will be adopted upon receiving a majority vote of the members of the Governing Board.

These bylaws adopted by the Governing Board of the National Federation of Regional Associations this ____ day of _____, 20___. Upon this date the original Organizing Committee of the corporation established and identified in the Certificate of Incorporation shall be relieved of their official position and replaced by the members of the now established Governing Board.