

Bylaws of Alliance for Community Media

Article I - Name, Registered Office, and Non-profit Status

Section 1: Name – The name of the association shall be Alliance for Community Media (“ACM”), a non-stock, non-profit corporation, organized under the corporate law of the Commonwealth of Virginia.

Section 2: Registered Office – The registered office of ACM shall be at a location determined by the Board of Directors. ACM may have other offices as may from time to time be designated by the Board of Directors.

Section 3: Non-profit Status – ACM shall be a non-profit corporation and is not authorized to engage directly or indirectly in any activity, including distribution of its assets upon dissolution, that would invalidate its status as an organization exempt from federal income taxation under section 501(c) (6) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"). All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

Article II - Objectives

The principal goals of ACM are to preserve community media (including public, educational and governmental access cable channels) by educating, advocating and serving as a resource for community media centers; and in general, to work to improve access to, and the quality and availability of local media, civic engagement and the preservation of democratic ideals.

Article III - Membership

Section 1: Classes

Individual - Individual members are individuals employed in or supporting community media. Membership is held in an individual’s name. Individual members pay annual dues set by the board of directors from time-to-time.

Organizational – Organizational members are organizations (including non-profit, educational, governmental)). Membership is held in the name of the organization’s designee. Organizational members pay annual dues set by the board of directors from time-to-time.

Section 2: Other Member Classes – The Board of Directors may approve other classes of voting and non-voting membership (such as Honorary Life, Paid Life, International, Retired Professional, Alumni or other categories of membership) and establish voting rights for such memberships at its discretion.

Section 3: Voting - Individual and Organizational members shall be voting members. Each voting member shall have one (1) vote in all matters put before the membership of ACM for general vote. Without limiting the foregoing, all members must be in good standing 30 days prior to the annual ACM business meeting to be entitled to vote at the annual ACM business meeting.

Section 4: Notice – Each member shall be responsible for providing the ACM with a current mailing address, current email and other contact information.

Section 5: Duration of Membership and Resignation – Any member may terminate membership in ACM by voluntary withdrawal as provided pursuant to these bylaws. A member may resign from membership only by giving written notice to the ACM President or Management Firm as designated by the Board of Directors. All rights, privileges and interests of a member in ACM shall cease on the termination of membership. Resignation or withdrawal shall not result in the return of any membership dues previously paid unless otherwise approved by the Board of Directors.

Section 6: Suspension and Termination

- A. Grounds for Suspension or Termination – Any member may be terminated or suspended from membership in ACM by the Board of Directors for cause. Cause for such suspension or termination of membership shall include, but is not limited to, the non-payment of all dues or assessments assessed against such member; any violation of these bylaws or any lawful rule, policy or practice duly adopted by the Board of Directors; any expression of an opinion contrary to ACM's position while representing ACM; any improper use of the ACM name or logo or the member's status as member of ACM for any purpose; any disparagement of the reputation of ACM, the National Board of Directors or their designees; or any other conduct prejudicial to the interests of ACM.
- B. Procedure for Suspension or Termination – Except as otherwise stated herein, prior to any suspension or termination of a member's membership, the Chair of the Board of ACM shall send a statement of the charges to the last recorded address of the member by certified or registered mail at least twenty (20) days before the Board of Directors shall meet to take final action with respect to such suspension or termination. Such notice shall include the time and place of the meeting of the Board of Directors at which the charges shall be considered. The member shall have the opportunity to appear in person or by teleconference to present any defense to all charges before action is taken. Suspension or termination of any member requires a two-thirds (2/3) vote of a quorum of the Board of Directors.

Section 7: Inclusion, Equity and Engagement Caucus (IEE Caucus) – Interested members of the ACM shall meet by caucus annually, and at such other times as may set be by a Chair elected by the members of the IEE Caucus, to make recommendations to the Board of Directors on policies and practices to ensure that no individual is discriminated against with regard to membership services, access to information or any activities of the ACM, because of but not limited to race, ethnicity, sex, color, creed, national origin, sexual orientation, age, gender identity, religious belief, physical disabilities, development challenges, political belief or economic status. The IEE Caucus shall submit the names of one (1) or more persons to be appointed by the Board of Directors to fill appointed seats on the Board.

Section 8: Regions – For purposes of these Bylaws, Regions shall be defined as specific geographical territories in North America as may be approved and changed by the Board of Directors from time to time. It being understood that there shall be a minimum of three (3) Regions but no more than eight (8) Regions at any one (1) time, the only exception being that the Board of Directors may recognize fewer than three (3) Regions if and only if fewer than three (3) Regions meet and maintain the minimum requirements of affiliation..

Section 9: Action on Behalf of ACM – Only representatives authorized by the Board of Directors may take positions or express opinions on behalf of ACM and such positions or opinions shall be consistent with those approved by the Board.

Article IV - Dues and Assessments

Section 1: Dues – The Board of Directors shall determine annual dues for each member class of ACM. Full payment of a new member’s dues is payable with such member’s application for membership. Full payment of a renewing member's annual dues must be paid by the member’s anniversary date to remain in good standing. If annual dues are not paid within 60 days of the members’ anniversary date, the member's membership in ACM will be terminated without notice. Terminated Members may be reinstated only upon full-payment of all outstanding dues and other unpaid assessments. No dues will be refunded to any member under any circumstances unless otherwise determined by the Board of Directors.

Section 2: Assessments – The Board of Directors may seek membership approval to assess additional fees in proportion to the current dues structure, where the financial condition or special projects of ACM are deemed by the Board to require such action. Assessments proposed by the Board must be approved by a majority of the members who vote on any such assessment.

Article V - Meetings

Section 1: Annual Meetings – An annual business meeting of ACM shall be held during each fiscal year at a time and place designated by the Board of Directors for nomination of members of the Board of

Directors, for providing an annual report to the membership and for the transaction of other business. Notice of such meeting, signed by the Chair or their designated representative, shall be sent in accordance with Article XVII to each member at least thirty (30) days before the time appointed for the meeting. All notices shall state the date, time and place of the meeting.

Section 2: Special Meetings– Special meetings of the members of ACM may be called by any elected Officer of ACM or by the Chair of the Board at the written request of a majority of the members eligible to vote. Notice of any special meeting shall be sent in accordance with Article XVII to each voting member at least fifteen (15) days in advance, with a statement of the date, time and place of the meeting and information of the subject or subjects to be considered.

Section 3: Quorum – Five percent (5%) of the total voting membership or 100 people, whichever is less, is required to constitute a quorum for all membership meetings of ACM. If fewer than this number is present the presiding Officer may adjourn the meeting or may permit non-binding discussion to continue until a quorum is present. When a quorum is present, an affirmative vote of a majority of voting member attendees shall be necessary to decide any matter, except where some other number is required by law or by these bylaws. In the case of an absentee member wishing to be counted as part of the quorum, participation by proxy will be permitted only if that proxy is assigned in writing and signed by the voting member wishing to grant the proxy to another voting member, and said proxy is validated by the Chair of the Board of Directors. No proxy will be valid after thirty (30) days from its date.

Section 4: Process – The order of business at meetings shall be as set forth in an agenda prepared by the Chair; provided, however, that the order of business may be altered or suspended by a majority vote of the voting members present. The usual parliamentary rules as laid down in the most recent edition of Robert's Rules of Order shall govern all deliberations when not otherwise in conflict with these bylaws.

Section 5: Manner of Meetings – Meetings of the ACM membership shall be at such times and places as the Board of Directors, as applicable, shall designate. Such meetings may meet in person, by teleconference or by means of any other communications equipment by which all people participating in the meeting can contemporaneously communicate with each other.

Article VI - Board of Directors

Section 1: Scope – The Board of Directors shall supervise, control and direct ACM's affairs; shall determine the policies and practices of ACM and/ or changes to policies and practices of ACM within the limits of these bylaws; shall actively execute ACM purposes; and shall have the discretion to disburse ACM funds. The Board of Directors may adopt appropriate rules and regulations for the conduct of its business and may appoint such agents as are necessary to implement the actions of the Board. The Board of Directors shall have the flexibility to design and implement an organizational structure for ACM in support of ACM's mission and growth.

Section 2: Composition – The Board of Directors shall consist of an odd number of Directors numbering between eleven (11) and nineteen (19). Directors shall be recruited for what they bring to the organization in terms of professional skills, diversity, relationships with affiliated and allied entities, historical perspective, forward vision, and ability to bring significant resources into the organization.

The Board of Directors shall be composed as follows:

- A. Regional Representatives: Each region shall be entitled to appoint one (1) representative to the Board of Directors for a maximum of eight (8) Region representatives.
- B. At-Large Board Seats: No less than a simple majority of the board shall be regional representatives and representatives elected by the voting members of the association in accordance with Article VI, Section 4 (Election of Directors).
- C. Appointed Seats: The Board of Directors shall appoint members to assure the Board's ability to carry out its responsibilities, as long as the appointed seats would not cause the Board to exceed a total of nineteen (19) Board members. One (1) of the appointed seats shall be filled by the recommendation of and subject to the approval of the IEE Caucus.

All Officers and Directors must be either Individual members or Organizational members, in good standing, and elected in accordance with Article VI, Section 4 (Election of Directors) or appointed in accordance with Article VI, Section 2A or 2C.

Section 3: Term – Each Director subject to election will serve for a term of two (2) years and will hold office until a successor is installed (or until that Director's earlier death, resignation, or removal). Any Director, unless removed or deceased, shall be eligible for re-election for up to two (2) additional two-year terms. No Director shall serve more than six (6) consecutive years. A Director who has served six (6) consecutive years may not seek reappointment or election to the Board until at least one (1) year has passed. A Director appointed to a seat because of legal professional skills shall serve at the pleasure of the Board of Directors and for the duration selected by the Board of Directors and shall not be subject to election or term limits.

Section 4: Election of Directors - Directors subject to election shall be elected to office by a vote of the ACM membership entitled to vote.

Section 5: Nominations Committee - The Board of Directors shall appoint a Nominations Committee consisting of seven (7) members, five (5) of which who are not on the Board of Directors. No member of the Nominations Committee may be a candidate for a Director seat for the time in which the Nominations Committee is impaneled.

- A. At least 60 days preceding each Annual Meeting, the Nominations Committee shall prepare and publish a profile of the Board's needs, inviting both solicited and unsolicited applications up to a specified deadline using a common Application for inclusion on the election ballot.
- B. The Nominations Committee shall prepare an election ballot to be sent to all voting members of the Association indicating the preferred slate of candidates no later than thirty (30) days after the close of nominations. The ballot shall also include write-in slots for as many Board seats as are up for election and distribute all candidate applications received during the process. All applications received before the deadline for applications must be made available to Voting Members during election balloting.
- C. A Voting Member may vote for the slate of candidates which shall be counted as one (1) vote per candidate listed on the slate or pool their votes for one (1) or more write-in candidates, so long as the total number of votes cast on the ballot does not exceed the number of Board seats up for election.
- D. The candidates receiving the most votes shall fill the open elected seats on the Board of Directors.

Section 6: Meetings

- A. Manner of Meetings – The Board of Directors shall meet at least quarterly at such times and places as the Chair shall designate or at such other times as requested by a majority of the Directors. The Board may meet in person, by teleconference or by means of any other communications equipment by which all people participating in the meeting can contemporaneously communicate with each other.
- B. Notice – Notice of all meetings of the Board of Directors shall be sent in accordance with Article XVII to each member of the Board to the address or electronic address designated by such Board member at least ten (10) days in advance of such meetings.
- C. Approval of Board Actions – Any member of the Board of Directors present at a meeting, whether in person, telephonically or otherwise, shall be conclusively presumed to have assented to any action taken unless their dissent shall be entered into the minutes of the meeting or unless otherwise required by law.
- D. Minutes - The Secretary or their designee shall take accurate minutes of all meetings and draft minutes shall be circulated promptly to the Board for its review. The final minutes of any board meeting shall be ratified at the next successive full meeting of the Board of Directors.

Section 7: Quorum – A majority of the Board shall constitute a quorum at any meeting of the Board. Any lesser number necessitates adjournment, provided non-binding discussion may continue until a quorum is present.

Section 8: Voting – Unless otherwise mandated by these bylaws, all Board decisions will be reached by majority vote if a quorum is present. Directors' voting rights may not be exercised by proxy.

Section 9: Absence – Any member of the Board of Directors unable to attend a meeting must provide written notice in advance of the meeting to the Chair of ACM Board of Directors stating the reason for the absence. The Chair may request immediate resignation of any member of the Board of Directors who misses more than two (2) consecutive board meetings.

Section 10: Compensation – Directors shall not receive any compensation for their services as Directors; provided, however, upon approval of a majority of the Board of Directors, any Director may seek reimbursement of expenses incurred in the performance of their duties as a member of the Board; provided, further that the Board of Directors may adopt a written policy for reimbursement of Directors' expenses for attending a quarterly meeting of the Board of Directors.

Section 11: Resignation or Removal

- A. Resignation – Any Director may resign at any time by giving written notice to the Chair, the Secretary or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance by the Chair, Secretary or the Board of Directors.
- B. Removal – Any Director may be removed for cause, which shall include, but is not limited to, failure to attend at least three (3) Board meetings per year; failure to sign and follow the ACM Conflict of Interest Policy and other such policies; a violation of these bylaws or any policies established by ACM; the dissemination of any information deemed confidential by any Officer or the Board of Directors; any improper use of such Director's position as a Director of ACM or improper use of the resources of ACM for personal gain; any failure to remain in good standing in the membership of ACM; or any action that hurts the reputation of ACM, its Board and their designees. A Director may be removed at a regular or special meeting of the Board of Directors called pursuant to Article VI, Section 6 of these bylaws, at which a quorum of the Board of Directors is present, by a two-thirds (2/3) vote of the Directors present.

Section 12: Vacancies – Any vacancy that may occur on the Board of Directors of an elected seat or a Board appointed seat may be filled by majority vote of the remaining members of the Board at any regular or special meeting of the Board. The Nominations Committee shall recommend prospective replacement candidates for the Board to consider. Directors elected by the Board of Directors to fill an

unexpired term shall serve the remainder of the unexpired term and are eligible for reelection by the ACM members for two consecutive two-year terms.

Article VII - Officers

Section 1: Officers – The Officers of ACM shall be a Chair, Chair-Elect, Treasurer, Treasurer-Elect, Secretary, IEE Representative and Region Representative. These Officers shall be members of the Board of Directors.

Section 2: Term – Each Officer shall take office at the meeting of their appointment, and shall serve for a term of one (1) year or until their successor is duly qualified, appointed, and installed. In no event shall the Chair, Chair-Elect, Secretary, Treasurer or Treasurer-elect serve for more than two (2) consecutive one-year terms.

Section 3: Vacancies – Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting of the Board.

Section 4: Appointment of Officers - The Officers of the ACM, with exception of the Region Representative, shall be chosen by the Board of Directors, by a simple majority vote, from among its members at its first “in person” Board meeting following the Annual Meeting or by December of said year, whichever occurs first. The Region Representative shall be chosen by a process mutually agreed upon by all seated Region Representatives.

Section 5: Chair – The Chair shall be the principal elected Officer of the organization; shall preside at meetings of the ACM membership, the Board of Directors and the Executive Committee; and shall be an ex officio member of all other committees. Subject to approval of the Board of Directors, the Chair shall have authority to execute major contracts. The Chair shall communicate to the membership of ACM and/or the Board of Directors such matters, and make such suggestions, as may, in the Chair’s opinion, tend to promote the welfare and increase the usefulness of ACM's purpose, and shall perform such other duties as are necessarily incident to the office of Chair or as may be prescribed by the Board of Directors.

Section 6: Chair-Elect – The Chair-Elect shall perform all duties of the Chair in the absence of the Chair and perform such other duties as may be assigned by the Chair or Board of Directors.

Section 7: Treasurer – The Treasurer shall oversee the account of all monies received and expended for the use of ACM; shall work with the headquarters staff to oversee disbursements authorized by the Board; shall ensure the establishment and/or continuation of proper accounting procedures; shall oversee the annual audit of ACM’s financial statements; and shall report on the financial condition of the organization to the membership at the annual meeting. All sums received shall be deposited in a

bank or banks, or other investment vehicle, subject to approval by the Board of Directors. The funds, books and vouchers in the Treasurer's hands shall at all times be subject to verification and inspection by the Board of Directors.

Section 8: Treasurer-Elect – The Treasurer-Elect shall perform such duties as the Treasurer may delegate to them and shall attend such seminars and workshops as the Board of Directors may deem necessary in order to prepare for the assumption of the duties of Treasurer of ACM.

Section 9. Secretary –The Secretary shall give notice of board meetings, take meeting minutes and perform other appropriate duties as may be assigned by the Board of Directors or Executive Committee.

Section 10: IEE Representative – The IEE Representative shall advise the Executive Committee and the Board of Directors on matters that may impact diversity and inclusion and shall perform such other duties as may be assigned at the discretion of the Chair. If at any such time the IEE Caucus does not elect a candidate, or the position is vacant, the ACM Board of Directors shall appoint a voting member to serve in such position until the Caucus elects a replacement.

Section 11: Region Representative – The Region Chair shall advise the Executive Committee and the Board of Directors on matters that may impact Regions and shall perform such other duties as may be assigned at the discretion of the Chair. If at any such time the region representatives do not elect a candidate, or the position is vacant, the ACM Board of Directors shall appoint a voting member to serve in such position until the region representatives elect a replacement.

Article VIII - Management, Budgets, Auditing and Legal Services

Section 1: Management Firm or Staff - Responsibility for the administration and day-to-day management of the ACM may be vested in a management firm and/or in a President hired by the Board of Directors. The responsibilities of the management firm and/or President shall be outlined in a contractual agreement approved by the Board of Directors. The Executive Committee shall have the responsibility of evaluating the President and/or Management Firm.

Section 2: Budgets – In the fourth quarter of each fiscal year, the Chief staff shall prepare an annual operating budget for the activities of ACM in the next fiscal year. This budget shall be presented to the Board of Directors for approval prior to the beginning of the fiscal year.

Section 3: Audit – There shall be an annual audit of the finances of ACM. The Chief Staff shall select the auditors subject to approval by the Board of Directors. The auditors shall prepare a written report for the Board of Directors under the direction and supervision of the Treasurer.

Section 4: Outside Counsel – Legal counsel may be retained by ACM at the discretion of the Board of Directors. Counsel may attend any Board of Directors meetings and/or ACM meetings and advise ACM on legal matters affecting its policies and operations.

Article IX - Committees

Section 1: Establishment – The Chair shall annually appoint such standing or special committees or subcommittees as may be required by the bylaws or as they may find necessary or useful. Committees may be established for membership activities, advocacy and governance activities, publicity and publication activities or any such purpose as the Chair shall determine is in the best interests of ACM.

Section 2: Executive Committee – The Executive Committee of ACM shall be composed of the Officers of the Board of Directors. Unless otherwise prohibited by these bylaws, the Executive Committee may exercise the powers of the Board of Directors when the Board is not in session. All decisions or actions of the Executive Committee will be reported to the full Board at its next meeting. A minimum of two-thirds (2/3) of the Executive Committee shall constitute a quorum for the transaction of business. Meetings (whether in person, by teleconference or by any other means of communication) may be called by the Chair or by a majority of the Executive Committee; and a majority vote of those in attendance, where a quorum is present, is necessary to take action.

Section 3: Nominations Committee –The Nominations Committee shall be chaired by a Director appointed by the Chair of the Board. The Chair of the Board of Directors shall appoint members to the Nominations Committee, subject to the following: (i) The Nominations Committee shall be geographically balanced and shall be composed of two (2) Directors and five (5) non-Directors who are voting members of ACM; (ii) The sitting Chair and the President will be ex-officio non-voting members of the Nominations Committee; and (iii) No Nominations Committee member may be a candidate for any Director seat for the time in which the Nominations Committee is impaneled. The Nominations Committee shall (i) define the criteria for election of Directors, with a strong preference towards ensuring diversity and geographic balance; (ii) determine the number of Director seats available to be filled; (iii) solicit and review nominees for open Director seats; and (iv) recommend (when a seat is vacant) candidates to fill all open seats for the remainder of the term. These activities must be undertaken in accordance with these Bylaws.

Section 4: Finance Committee - The Treasurer is Chair of the Finance Committee, which will include three (3) additional Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with the Chief staff and the Board of Directors. The Board of Directors must approve the annual budget, and any major change in the budget must be approved by the Board.

Section 5: Audit Committee – The Audit Committee shall assist the Board of Directors in its oversight and monitoring of ACM's systems of internal controls and risk mitigation, in ensuring compliance with legal and ethical standards and in selecting and hiring of the auditors and completion of the annual Audit. The Chair of the Board of Directors shall appoint members to the Audit Committee, which shall consist of three (3) members, none of whom shall simultaneously serve on the Finance Committee. Notwithstanding, the ACM's Treasurer shall serve as an ex officio member of the Audit Committee.

Section 6: Committee Meetings – Committees or subcommittees shall meet at such times and places as requested by the Chair or Committee chair to discuss matters related to the work of the Committee. The Committee chair shall govern all such meetings. Meetings may be held in person, by teleconference or by means of other communications equipment by which all people participating in the meeting can contemporaneously communicate with each other.

Section 7. Compensation – Committee members shall not receive any compensation for their services as such but the Board of Directors may authorize payment by the ACM of the expenses of such persons for services rendered in such capacity.

Article X – Antitrust Compliance

Section 1. Policy – It is the undeviating policy of ACM to comply with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of ACM or its staff, Officers, Directors or members which violate these regulations and laws are detrimental to the interests of ACM and are unequivocally contrary to ACM policy.

Section 2. Implementation – Implementation of the antitrust compliance policy of ACM shall include, but shall not be limited to, the following:

- A. All ACM activities or discussions shall be avoided which might be construed as tending to: (1) raise, lower, or stabilize prices; (2) regulate production; (3) allocate markets; (4) encourage boycotts; (5) foster unfair trade practices; (6) assist in monopolization; or in any way violate federal, state or applicable international trade regulations and antitrust laws.
- B. All annual membership meetings may be attended by legal counsel advising the ACM, who shall be identified at the start of each meeting. Attendance of counsel at other meetings may be required by any Officer or Director.
- C. Members, Officers, Directors or employees of ACM who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to ACM's antitrust compliance policy, shall be subject to disciplinary measures up to, and including, termination.

Article XI – Membership Resolution of Matters Outside of Meetings

Unless otherwise required by these bylaws, when the Board of Directors believes a question should be put to a vote of the ACM members, the Directors may submit such a question to the members in writing in accordance with Article XVI for vote and decision. Any questions to be resolved by the ACM members shall be resolved by a majority of the votes received within twenty-one (21) days after submission to the members. This vote shall be binding upon ACM in the same manner as action taken at a duly called meeting. Voting on any matter, including the election of Directors may be conducted by mail, facsimile or electronic transmission.

Article XII - Fiscal Year

The fiscal year of ACM shall be fixed by resolution of the Board of Directors.

Article XIII - Books and Records

Section 1: Maintenance of Books and Records -ACM shall keep adequate and correct books and records of account, minutes of the proceedings of the voting members and of the Board of Directors, and a record of the members which includes the members' names and addresses and the class of membership held.

Section 2: Minutes - Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form, and shall be, at ACM's expense, made available in written form for inspection by any Active member upon written request.

Section 2: Annual Report - The Board of Directors shall issue an annual report to all ACM members that summarizes the audited financial statements of the most recently completed fiscal year and other such information as designated by the Board of Directors.

Article XIV - Indemnification

Section 1: Scope – To the fullest extent permitted by law, ACM may indemnify any person (or the estate of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, by reason of the fact that such person is or was a Director, Officer, committee member, employee or agent of ACM, or is or was serving at the request of ACM as a Director, Officer, committee member, employee or agent of another corporation, partnership, joint venture, or other enterprise provided that the act or omission to be indemnified is not the result of any

gross negligence or willful misconduct by the party seeking indemnification. The rights specified in this Section shall apply whether or not such persons continue to act in such capacity at the time the loss, cost or expense is incurred and shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement. Any such expenses may be paid by ACM in advance of the final disposition of such action, suit or proceeding, but only to the extent permitted by law.

Section 2: Director and Officer Insurance – ACM may purchase and maintain insurance on its own behalf and on the behalf of any person who is or was a Director or Officer of ACM against any liability, expense or loss asserted against a Director or Officer or incurred by a Director or Officer in any such capacity, whether or not ACM would have the power to indemnify such person against such expenses, liability or loss.

Section 3: Limitations – The indemnification provided herein shall not be deemed to limit the right of ACM, through action of its Board of Directors, to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from ACM may be entitled under any agreement, vote of members or Directors or otherwise, whether as to action in their official capacity or as to action in another capacity while holding such office.

Article XV- Dissolution

ACM shall use its funds only to accomplish the objectives and purposes specified in these bylaws and the Articles of Incorporation, and no part of said funds shall inure or be distributed to any member of ACM. Upon dissolution of ACM any funds remaining shall be distributed to one (1) or more regularly organized and qualified charitable, educational, scientific, philanthropic, or other non-profit organization to be selected by the Board of Directors.

Article XVI - Amendments

Upon proposal by the Board of Directors, these bylaws may be amended, repealed or altered, in whole or in part. Article I - Section 1 (Name) and Article I - Section 3 (Non-profit Status), Article II (Purpose), Article V (Board of Directors), Article VI (Board of Directors) and Article XVI (Amendments) may be amended, repealed or altered only by approval of the voting members through vote in accordance with the provisions of Article XI. All other Amendments to these bylaws may be made by the Board of Directors provided that at least sixty (60) days' notice of such amendment is included in a publication of ACM, including, but not limited to, any electronic communications or magazine publication.

Article XVII - Notices

All required notices sent pursuant to these bylaws shall be deemed given: (a) five (5) days after deposit with the U.S. Postal Service or other applicable postal service, if delivered first class mail, postage prepaid; (b) upon delivery, if delivered by hand; (c) one (1) business day after deposit with Federal Express or similar overnight courier, freight prepaid; (d) one (1) business day after the date of facsimile transmission; or (e) one (1) business day after the date of electronic transmission. All required notices and ballots will be sent to the last recorded address, electronic or otherwise, received for a member by the ACM.

ARTICLE XVIII – Miscellaneous

Section 1: Headings – Section headings in these bylaws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 2: Inconsistent Provisions – In the event that any provision of these bylaws is or becomes inconsistent with any provision of the Articles of Incorporation or any applicable law, such provision of these bylaws shall not be given any effect to the extent of such inconsistency, but shall otherwise be given full force and effect.

Revised 06/15