

PROPOSED BYLAW REVISIONS

Formatted: Font: Bold

**BYLAWS
OF THE
NATIONAL ASSOCIATION OF STATE
DEPARTMENTS OF AGRICULTURE
(Revised and Adopted - ~~March 6, 2008~~)**

ARTICLE I

Title and Functions

Section 1. The name of this association shall be The National Association of State Departments of Agriculture (hereinafter "Association").

Section 2. The National Association of State Departments of Agriculture is formed for the purpose of bettering American agriculture through the development and promotion of sound public policy at the state, territorial and federal levels relating to food and agriculture, and agriculture related or associated businesses or programs, and communicating the vital importance of agriculture to the economy and general welfare of the people of the United States, by providing a voluntary, non-partisan organization of the several State Departments of Agriculture, or comparable agency of any state, territory or insular possession, to conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto, through which the following objectives may be sought and attained:

(A) to enhance the operations of state and territorial agricultural agencies in terms of advocacy, information and service;

(B) to develop, in a spirit of mutual teamwork, cooperation between federal, state and territorial agencies with respect to programs and activities relating to agriculture, and persons interested or engaged in agriculture;

(C) to promote unity and efficiency in the administration of state, territorial and federal statutes and regulations, and international agreements;

(D) to act as the collective representative for state-level and territorial-level agencies concerned with agriculture and as an advocate of those policies determined by the membership;

(E) to perform those services which complement the activities of state and territorial agricultural agencies;

(F) to survey periodically the agricultural resources of the nation, and to serve as a source of information to decision makers at all levels of government in those areas affecting agricultural programs;

(G) to conduct programs, including but not limited to, conventions and trade shows which showcase and promote American agricultural interests and products, and;

(H) to enter into agreements with state, territorial or federal agencies to undertake programs which promote agriculture and further the purposes of the Association.

Section 3. Notwithstanding the provisions of Section 2, the Association shall not engage in partisan political activities or campaign activities for any candidate for elective or appointive office. The Association may designate and support a member to represent the Association on an appointive board or commission as approved by the board of directors.

ARTICLE II

Principal Office and Registered Agent

Section 1. Principal Office. The principal office of the Association shall be located in the District of Columbia. The Association may have such other offices, either within or without the District of Columbia, as may be designated from time to time by the board of directors of the Association.

Section 2. Registered Office and Registered Agent. The Association shall have and continuously maintain in service a registered office in the District of Columbia and the board of directors of the Association shall appoint a registered agent in the District of Columbia. Said agent shall have a business office identical with the registered office, and shall be an individual resident of the District of Columbia or a corporation, whether for profit or not for profit, as required by the District of Columbia Nonprofit Corporation Act.

ARTICLE III

Membership

Section 1. Eligibility, Representation. The State Department of Agriculture or comparable agency of any State, territory, or insular possession, as determined by the Association, shall be eligible for membership in this Association. The person holding the office of head of a member State Department of Agriculture or comparable agency, or such person's designee, shall serve as the representative of such member in functions of the Association.

Section 2. Members. Full Members, (hereinafter referred to as "Full Member"), shall be any such agency which has paid the Association the Full Member organizational dues. A Full Member of the Association may be represented by the person holding the office of head of a Full Member State Department of Agriculture or comparable agency, or such person's designee, who shall serve as the representative of such Full Member in functions of the Association. The designated representative of each Full Member shall have the privileges of the floor at each Association meeting, shall be eligible to hold office, and shall be entitled to cast one (1) vote on behalf of the Full Member.

Section 3. Affiliate Organizations. Nonmember Affiliate Organizations, (hereinafter referred to as "Affiliate Organizations") shall be any other organization made up of officials of state, territorial or comparable agencies involved or interested in the regulation, promotion or development of agriculture. The board of directors shall set standards for admittance and expulsion, periodic fee assessments, and other rights of Affiliate Organizations. Representatives of Affiliate Organizations may attend meetings, ~~may~~ by policy of the ~~President, Executive Committee, or the Board of Directors and have privileges of the floor but may not be given the right to vote.~~ board of directors have privileges of the floor but may not be given the right to vote.

Section 4. New Representatives. Whenever a new administrative officer assumes office as head of a member agency, the President or his designee of the Association shall at the earliest opportunity acquaint the new administrative officer with the aims and objectives of the Association and extend to the new administrative officer an invitation to participate as the agency's representative.

Section 5. Freedom of Action. Only the President and Executive Director ~~Vice President and Chief Executive Officer (hereinafter “Executive Vice President/CEO”)~~ or their designee on specific issues, may speak officially as a representative on behalf of the Association. The board of directors may designate, as may be required, a member to speak officially on behalf of the association on specific issues. Each member retains the right to speak independently and not on behalf of the Association.

ARTICLE IV

Meetings

Section 1. Annual Meeting. An annual meeting of the Association shall be held for the election of officers and for the transaction of such other business as may come before it, at such time and place as the Association may direct at the immediately preceding annual meeting, or in the absence of such direction, by the board of directors.

Section 2. Special Meetings. Special meetings of the Association may be called by the President, by the Secretary-Treasurer, by the board of directors, or upon the request of ten (10) ~~of the~~ Full Members ~~representatives~~. If ~~the representatives~~ Full Members wish to request a special meeting, they shall make their request in writing signed by all requesting ~~representatives~~ members, specifying the ~~time-meeting date~~ and general specific nature of the business ~~proposed~~ to be transacted, and send the request to the President or the Secretary-Treasurer ~~of the Association~~, who shall ensure that proper notice of a special meeting is given to ~~the entire~~ all membership.

Section 3. Notice of Meetings. A written notice of each annual or special meeting shall be delivered either personally, or by mail, overnight courier, telegram, facsimile machine, or by electronic mail not less than 10 or more than 50 days before the date of such meeting, to each representative. Each notice shall state the place, day, and hour of the meeting, and in the case of special meetings, the specific object or objects of the meeting. The notice shall be signed by the President, or by the Secretary-Treasurer when directed to do so by the President.

Section 4. Interim Action by Members. Any action required by law to be taken at a meeting of the Full Members, or any other action which may be taken at a meeting of the Full Members, may be taken without a meeting if a

consent in writing, setting forth the action so taken, shall be signed by a majority of the Full Members entitled to vote with respect to the subject matter and filed with the Secretary-Treasurer.

Section 5. Order of Business. The order of business of all annual meetings ~~of the Association shall be is~~ as follows:

- (1) Roll Call.
- (2) Reading of the minutes of the previous meeting.
- (3) Report of officers.
- (4) Committee reports.
- (4) Unfinished business.
- (5) New Business.

Section 6. Voting. At all meetings the designated representative of each Full Member shall be entitled to vote. Unless otherwise specified, the affirmative vote of a majority of the Full Members entitled to vote and present or represented by proxy, ~~at a meeting at which a quorum is present,~~ shall be necessary for the adoption of any matter voted upon by the Full Members. Election of officers shall be by secret ballot if so requested by anyone with voting privileges; otherwise, election shall be by motion and acclamation.

Section 7. Proxies. Voting by proxy is authorized at any Association meeting ~~or convention and at meetings of regularly appointed committees,~~ but a proxy may only be exercised by a member of the staff ~~of the representative~~ of the member agency conferring ~~such the~~ proxy. Each proxy shall be executed in writing by the Full Member or by the Full Member's authorized officer, director, employee, or agent. designated representative or such person's duly authorized attorney in fact. When a proxy is conferred, the person conferring ~~it representative~~ shall notify by letter the President ~~of the Association~~ or the chairman of the committee holding the meeting, ~~by letter,~~ of the identity of the person to whom ~~such the~~ proxy was conferred and send a copy of such notification to the Secretary-Treasurer ~~of the Association~~ for the Association's records ~~of the Association~~. No proxy ~~shall be is~~ valid after eleven (11) months from the date of its execution, ~~and no~~ proxies shall be are not permitted at any meeting of the board of directors.

Section 8. Non-Members. Representatives of Affiliate Organizations and ~~properly invited~~ guests present at an regular Association meeting ~~of the~~

~~Association~~ may be accorded the privilege of the floor at the invitation of the President, or by vote of Full Members, and may participate in the discussion of matters before the Association. Guests are persons invited to attend by the President, Executive Committee, or board of directors.

Section 9. Quorum. All representatives of Full Members of this Association who are present in person or by proxy at a properly scheduled session of any annual or special meeting shall be recognized in determining the quorum authorized to transact any business of this Association. A quorum shall consist of at least one more representative than half of the membership eligible to vote ~~and registered~~ for such meeting, provided that a quorum shall not be met without at least twenty-eight (28) Full Members present or represented by proxy.

Section 10. Voting by Mail or Telegram. At the direction of the board of directors, voting on any matter, including election of directors or officers, may be conducted by mail or by overnight courier, ~~telegram~~, facsimile machine, or by electronic mail in such manner as the board of directors shall determine.

ARTICLE V

Officers

Section 1. Officers. The ~~elected Association's~~ officers ~~of the Association shall be~~ are a President, a First Vice President ~~Eleet~~, a Second Vice President, and a Secretary-Treasurer, all elected ~~from the representatives of by~~ the Full Members ~~of the Association~~. The officers ~~of the Association~~ shall perform the duties usually performed by such officers, together with ~~such~~ the duties ~~as shall be~~ prescribed by these bylaws or by the board of directors. ~~When their terms end, All officers shall on expiration of their terms~~ surrender to their successors all property in their possession belonging to their respective offices ~~to their successor. In addition to the elected officers of the Association, the board of directors shall designate an Executive Vice President/CEO who shall implement the policies of the board and manage the daily operations of the Association.~~

Section 2. Term of Office. All officers of the Association shall be elected annually, at the annual meeting, and shall serve from the final adjournment of the annual meeting at which they have been elected until the final

adjournment of the next annual meeting, or until their successors have been duly chosen and qualified.

Section 3. Nominations. Nominations for each office in the Association shall be made by a nominating committee appointed by the President, but additional nominations may be made from the floor by a Full Member representative.

Section 4. President. The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business of the Association. The President shall preside at all meetings of the members and of the board of directors. In general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the board of directors from time to time. Subject to any restrictions imposed by these Bylaws, the President shall appoint members to the various committees and task forces which are suggested by the board of directors or required by these Bylaws.

Section 5. President-Elect. The ~~President-Elect First Vice President~~ shall assume the duties and powers of the President in the ~~President's~~ absence ~~of the President~~, and shall perform such other duties as the board of directors may direct. The ~~President-Elect First Vice President~~ shall automatically become President of the Association whenever a vacancy in that office occurs. Whenever the ~~President-Elect First Vice President~~ shall assume the ~~President's~~ duties ~~of President~~ due to a vacancy in that office, the ~~President-Elect First Vice President shall remain~~ eligible for election to the office of President for the subsequent year.

Section 6. Second Vice President. The Second Vice President shall assume the duties and powers of the ~~President-Elect First Vice President~~ in the ~~President-Elect's First Vice President's~~ absence or of the President, in the absence of both the ~~President-Elect First Vice President~~ and the President, and will perform such other duties as the board of directors may direct.

Section 7. Secretary-Treasurer. The Secretary-Treasurer, under the direction of the President, shall keep, or direct the ~~Executive Vice President/CEO Executive Director~~ to keep, the minutes of all Association meetings and meetings of the board of directors, and will submit the minutes for approval of the board. The Secretary-Treasurer shall review all books of

account of the Association and ensure that a record is kept of all written votes, and all written confirmations of votes cast by telephone in the case of any board of directors member so voting at a board of directors meeting. The Secretary-Treasurer shall make a verbal report to Association members at the annual meeting at the close of the Secretary-Treasurer's term.

Section 8. ~~Executive Vice President and Chief Executive Officer~~ Executive Director. The Association's administration and management ~~of the Association~~ shall be in the form of carried out by a salaried ~~Executive Vice President/CEO~~ Executive Director, employed by and directly responsible to the ~~B~~Dboard of ~~D~~directors. The ~~Executive Vice President/CEO~~ Executive Director shall, with the concurrence of the President ~~or and~~ Executive Committee, employ and may terminate the employment of staff members necessary to carry on the Association's work ~~of the Association~~. The ~~Executive Vice President/CEO~~ Executive Director shall manage and direct all the Association's functions and activities, ~~of the Association~~, serve ~~with as~~ a fiduciary ~~duty~~ to the Association, and perform such other duties as ~~may be specified by~~ the Executive Committee and board of directors may specify. The ~~Executive Vice President/CEO~~ Executive Director shall have ~~ex officio, non-voting status on the board of directors and~~ shall perform the duties necessary to ~~effect~~affect the Association's purpose and daily functions ~~of the Association~~. The ~~Executive Vice President/CEO~~ Director will report directly to the President. Subject to the provisions of Article VIII, Section 3 of these bylaws, the board of directors may authorize the ~~Executive Vice President/CEO~~ Executive Director to enter into any contract or execute and deliver any instrument on the Association's behalf ~~of the Association~~.

Section 9. Assistant Secretary-Treasurer. The ~~B~~Dboard of ~~D~~directors shall create the position of Assistant Secretary-Treasurer. The Assistant Secretary-Treasurer shall be appointed by the President to serve at the pleasure of the President. The Assistant Secretary-Treasurer ~~may is not otherwise be~~ an officer of the Association. The function of the Assistant Secretary-Treasurer shall be to sign documentation when it is determined, in the sole discretion of the President ~~or other elected officer~~, that obtaining the signatures of elected officer(s) of the Association would be unnecessarily time-consuming and could not be accomplished on an expedient basis.

ARTICLE VI

Board of Directors

Section 1. Members of the Board. There shall be a board of directors, which shall manage the affairs of the Association. The board shall consist of the President (who shall serve as Chair of the board of directors); ~~the President-Elect~~ First Vice President; the Second Vice President; ~~the Executive Vice President/CEO who shall serve without power of vote~~; the Secretary-Treasurer; the two most immediate past Presidents who are still active as representatives of a Full Member ~~agency~~, unless two past Presidents are not available, in which case the board of directors may choose board members at large from the Full Members; and according to the provisions of Section 6 of this Article, one director from each of the following regional associations:

Northeastern Association of State Departments of Agriculture: Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont (10)

Southern Association of State Departments of Agriculture: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, Virginia, West Virginia, Virgin Islands (17)

Midwestern Association of State Departments of Agriculture: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin (12)

Western Association of State Departments of Agriculture: Alaska, Arizona, California, Colorado, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Samoa, Utah, Washington, Wyoming (15)

Section 2. Duties. The board of directors shall act for and on behalf of the Association in the interim of annual or special meetings, and shall carry out such other duties as are herein prescribed, or as may be authorized at any Association meeting. No officer shall be compensated, but officers may be reimbursed from funds of the Association for expenses incurred in accordance with the Association's policies as adopted by the board of directors.

Section 3. Indemnification. The Association shall indemnify all directors, officers, committee members, employees and agents of the

Association, and their heirs and assigns, to the full extent permitted by the District of Columbia Nonprofit Corporation Act. The board of directors shall endeavor to purchase liability insurance for such indemnification.

Section 4. Meetings. The board of directors shall meet at the call of the President or by a majority of the members of the board of directors. A written or verbal notice of each board of directors meeting shall be delivered either personally, by telephone, by mail, overnight courier, ~~telegram~~, facsimile machine, or by electronic mail, to each board member. Meetings shall be called on not less than forty-eight (48) hours' notice, except that the board of directors shall meet immediately after each annual Association meeting. At least one more than one-half of the number of directors shall constitute a quorum for the transaction of business at any board meeting. Any or all directors may participate in a meeting of the board of directors by means of conference telephone; for purposes of all business transacted, including voting, such participation shall constitute presence in person at the meeting.

Section 5. Voting. If any or all members of the board of directors choose to vote via telephone, each board member so voting shall send written confirmation of such vote to the Secretary-Treasurer within seven (7) days of casting such vote. Upon ~~proper notice~~ seven (7) days written notice, to all its representatives, the board of directors may also act by written vote of a majority of its representatives, without meeting in person or by telephone, said votes to be filed with the Secretary-Treasurer. ~~No proxies shall be permitted at any meeting of the board of directors.~~

Section 6. Regional Directors. The director representing each of the regional associations shall be selected at a meeting of the enumerated regional association of State Departments of Agriculture. Each Regional Director may be the President of that regional association or another representative may be so selected. A Regional Director shall serve on the board of directors for a term of one year from the final adjournment of the annual meeting until the final adjournment of the next annual meeting, or until a successor is duly selected. Any vacancy occurring in the office of any Regional Director, shall be filled by the same regional association by whose authority the newly vacated position was previously filled, at a meeting called expressly for that purpose.

Section 7. Removal. Any officer-director or past President serving as board member may be removed by the Full Member representatives, whenever in their ~~judgement~~judgment the Association's best interest ~~of the Association~~ will be served ~~thereby~~, but such removal shall be without prejudice to the contract rights, if any, of the person ~~so~~ removed. The affirmative vote of two-thirds of the members entitled to vote and present or represented by proxy, ~~at a meeting at which a quorum is present~~, shall be necessary ~~for the to~~ removal of any officer-director ~~by the members~~.

Non-officer directors may be removed by the affirmative vote of two-thirds of the body by whose authority they were selected to serve as members of the board of directors, at a meeting called expressly for that purpose.

Section 8. Vacancies. Should a position on the Association's board of directors become vacant by reason of a director's death or resignation, by a director's removal as representative of a Full Member, or pursuant to Section 7 of this Article, the board of directors shall select, as soon as possible by an affirmative vote of the remaining members of the board, a representative from the Full Members of the Association, to serve on the board until the next annual meeting of the Association. The foregoing provision notwithstanding, this section shall not apply to the office of President, for which special provision is made in these bylaws under Article V, Section 5; nor shall it apply to Regional Directors, for whom successors shall be selected pursuant to Section 6 of this Article.

ARTICLE VII

Committees

A. Committees of the Board

Section 1. Executive Committee. There shall be an Executive Committee of the board of directors composed of the President, the ~~President-Elect~~First Vice, the Second Vice President, the Secretary-Treasurer, and the next most recent past President (or at-large designee). The President shall ~~serve as~~ chair ~~of~~ the Executive Committee. This committee shall carry out such duties and activities as may be prescribed by the board and the bylaws of the association.

Section 2. Personnel Committee. There shall be a Personnel Committee of the board of directors composed of the President, ~~President-Elect~~First

Vice President, and Past President. The President shall ~~serve as chair of~~ the Personnel Committee. ~~This committee~~It shall meet at least once each year. ~~This committee and~~ shall carry out such duties ~~and activities as may be~~ prescribed by the board including: (a) reviewing the Executive Director's performance ~~of the Executive Vice President/CEO~~; (b) reviewing the employee compensation ~~of all employees~~; (c) providing the Executive Director with feedback on the employee performance ~~of all employees to the Executive Vice President/CEO~~; and (d) reviewing all complaints filed ~~pursuant to~~under Article XIV of these Bylaws.

B. Other Committees Appointed by the President

Section 1. Audit and Finance Committee. The Secretary-Treasurer shall serve as Chair of the Audit and Finance Committee, which shall have four additional members, appointed by the President representing each of the regional associations specified in Article VI, Section 1. The Audit and Finance Committee shall be responsible for oversight of the financial structure of the Association and shall make financial policy recommendations to the board and its's Executive Committee. Committee activities shall include review of financial management policies, budget, audit, and investment policy. The Audit and Finance Committee shall be responsible for the proper audit of the Association's accounts, and shall report to Association members at the annual meeting.

Section 2. Nominating Committee. The President shall appoint a Nominating Committee comprised of one Association member from each of the regional associations specified in Article VI, Section 1. This committee shall report its recommendations to the Association members at the annual meeting.

Section 3. Other Committees. The President shall appoint, prior to the annual meeting, members to the various committees, which are suggested by the board of directors. Such other committees and task forces may be designated and appointed by a resolution, adopted by a majority of the directors present at a board of directors meeting ~~at which a quorum is present~~.

ARTICLE VIII
Fiscal Affairs

Section 1. Fiscal Year. The fiscal year of the Association shall begin July 1 of each year and terminate twelve months ~~therefrom~~ thereafter. The adoption of a budget by the board of directors shall correspond to the fiscal year thus determined.

Section 2. Dues. The amount of dues shall be fixed by formula by the Association at an annual meeting. Dues ~~shall must~~ be ~~payable before the next annual meeting~~ paid by January 15th., ~~and n~~ Nonpayment of ~~such~~ dues ~~by, or on behalf of, any member shall~~ suspend ~~such the~~ member from all rights and privileges of membership in the Association.

Section 3. Contracts. Subject to the limitations of this Section as described below, the board of directors may authorize any officer or agent of the Association, or the ~~Executive Vice President/CEO~~ Executive Director, to enter into any contract or execute and deliver any instrument on behalf of the Association, and such authority may be general or confined to specific instances.

The ~~Executive Vice President/CEO~~ Executive Director shall obtain Executive Committee authorization by resolution before entering into any real estate lease, sublease, purchase or sale, and shall confer with the President and obtain review by the Association's legal counsel before signing all single or multi-year proposed contracts in excess of Ten Thousand Dollars (\$10,000). In addition, the ~~Executive Vice President/CEO~~ Executive Director shall confer with the President prior to any proposed staff termination or any significant change in Association operations.

Section 4. Checks, Drafts, Etc. Except as otherwise provided by these bylaws, all checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by the ~~Executive Vice President/CEO~~ Executive Director of the Association, and/or by such other person designated by the board of directors. Such instruments in the amount of Five Thousand Dollars (\$5,000) or less shall be signed by the ~~Executive Vice President/CEO~~ Executive Director of the Association or other individual designated by the board of directors; instruments in an amount over Five Thousand Dollars (\$5,000) shall be signed by the ~~Executive Vice President/CEO~~ Executive Director of the Association, or his designee upon the approval of the ~~Executive Vice President/CEO~~ Executive Director, and countersigned by a

salaried senior staff or such other individual, as may be designated by the board.

Section 5. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, other depositories or investment companies as the board of directors may select.

Section 6. Gifts. The board of directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association.

ARTICLE IX

Books and Records

Section 1. Accounts and Minutes. The Association shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its members and board of directors, and shall keep at the registered office a record giving the names and addresses of members entitled to vote. All books and records of the Association may be inspected by any ~~member~~,member or by a member's agent or attorney for any proper purpose at any reasonable time.

Section 2. Annual Report. The ~~Executive Vice President/CEO~~ Executive Director shall prepare annual special reports concerning the affairs of the Association to be disseminated to the membership. In addition, the ~~Executive Vice President/CEO~~ Executive Director shall prepare and file all such reports ~~as may~~ as may be required by federal or state governmental agencies ~~duly authorized to require the filing of such reports~~.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the District of Columbia Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Association, 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 deemed equivalent to the giving of such notice.

ARTICLE XI
Procedure

~~The proceedings and deliberations of the Association, including meetings of its board of directors, shall be governed by the Rules of Parliamentary Practices established by Roberts' Rules of Order, revised. The tenth edition of *Robert's Rules of Order Newly Revised* govern the Association in all instances to which it applies and where it is not inconsistent with these bylaws and any special rules the Association adopts.~~

Formatted: Font: Italic

ARTICLE XII
Amendments

The bylaws may be amended at any ~~regular annual~~ or special meeting ~~of the members of the Association~~ by a two-thirds vote ~~of the representatives of~~ the Full Members present or voting by proxy, provided however, that the ~~notice of the meeting~~ notice must ~~shall~~ contain a statement of the intention to amend, ~~or repeal, existing bylaws,~~ or adopt new bylaws, together with a copy of the proposed amendment or ~~the proposed~~ new bylaws. Proposals to amend the bylaws will be placed on a meeting agenda if a timely written request is made by the board of directors or by at least three (3) Full Members within thirty (30) days of the meeting. ~~The board of directors may submit its recommendations on any such proposed amendments, but such action is not required.~~

ARTICLE XIII
Dissolution

Dissolution, voluntary or involuntary, shall be governed by the District of Columbia Nonprofit Corporation Act. After satisfying all liabilities and obligations of the Association, all funds and property not subject to limitations imposed by law or contract shall be distributed to organizations chosen by the board of directors which are of a nature similar to this one and which are exempt from taxation under section 501 of the Internal Revenue Code of 1954 and succeeding acts.

ARTICLE XIV
Nondiscrimination and Fair Employment Opportunity Policy

The Association will not discriminate in any of its activities on the basis of any legally protected classification.

~~NASDA-The Association~~ has a policy of fair employment opportunity for all qualified employees and applicants for employment. ~~NASDA The Association~~ does not discriminate on the basis of race, color, religion, sex, sexual orientation, age, national origin, marital status, handicap or any other basis protected by law. ~~NASDA-The Association~~ does not discriminate against persons with disabilities as defined in the Americans With Disabilities Act and any comparable state or local law. It is ~~NASDA's-the Association's~~ policy to keep the workplace free of discrimination, including sexual or racial harassment, and open to qualified persons with disabilities. Employees who believe that they have been subjected to any unlawful discrimination are directed to report their concerns to their supervisor. If the supervisor is the problem or cannot solve the problem, employees are directed to report their concerns in writing to ~~NASDA's the Association Executive Vice President and Chief Executive Officer~~ Executive Director or the Personnel Committee.