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Short Form

Return of Organization Exempt From Income Tax

OMB No 1545-1150

2008

Open to Public Inspection

Form 990-EZ

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$1,000,000 and total assets less than \$2,500,000 at the end of the year may use this form.

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2008 calendar year, or tax year beginning SEP 1, 2008 and ending AUG 31, 2009

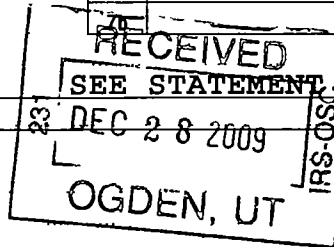
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific instructions.	C Name of organization NATIONAL ASSOCIATION OF TRIAL LAWYER EXECUTIVES		D Employer identification number 91-1248754
		Number and street (or P.O. box, if mail is not delivered to street address) 1400 VILLAGE SQUARE BLVD		E Telephone number 850-668-6905
		Room/suite 3-138		F Group Exemption Number ▶
		City or town, state or country, and ZIP + 4 TALLAHASSEE, FL 32312		

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting method: ☐ Cash ☒ Accrual
Other (specify) ▶I Website: ▶ **WWW.NATLE.ORG**J Organization type (check only one) — ☒ 501(c) (6) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527H Check ☒ if the organization is not required to attach Schedule B (Form 990 990-EZ or 990-PF)K Check ☐ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$1,000,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **244,466.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	13,698.
	2	Program service revenue including government fees and contracts	2	60,824.
	3	Membership dues and assessments	3	56,015.
	4	Investment income	4	
	5a	Gross amount from sale of assets other than inventory	5a	
	b	Less: cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) (attach schedule)	5c	
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a	Gross revenue (not including \$ of contributions reported on line 1)	6a	
	b	Less: direct expenses other than fundraising expenses	6b	
	c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	
	7a	Gross sales of inventory, less returns and allowances	7a	
	b	Less: cost of goods sold	7b	
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
	8	Other revenue (describe ▶)	8	113,929.
	9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	244,466.
	Expenses	10	Grants and similar amounts paid (attach schedule)	10
11		Benefits paid to or for members	11	
12		Salaries, other compensation, and employee benefits	12	120,087.
13		Professional fees and other payments to independent contractors	13	3,663.
14		Occupancy, rent, utilities, and maintenance	14	4,249.
15		Printing, publications, postage, and shipping	15	273.
16		Other expenses (describe ▶)	16	112,738.
17	Total expenses. Add lines 10 through 16	17	241,010.	
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	3,456.
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	330,650.
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	334,106.



SEE STATEMENT 5

SEE STATEMENT 1

Part II Balance Sheets. If Total assets on line 25, column (B) are \$2,500,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	351,735.	22 380,554.
23 Land and buildings	0.	23
24 Other assets (describe ▶) SEE STATEMENT 2	6,668.	24 7,550.
25 Total assets	358,403.	25 388,104.
26 Total liabilities (describe ▶) SEE STATEMENT 3	27,753.	26 53,998.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	330,650.	27 334,106.

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12-17-08

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Form 990-EZ (2008)

Part III. Statement of Program Service Accomplishments (See the instructions for Part III.)	
----------------------------------------------------------------------------------------------------	--

What is the organization's primary exempt purpose? **SEE STATEMENT 8**

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, or other relevant information for each program title.

Expenses
(Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; optional for others.)

28 SEE STATEMENT 7

(Grants \$) If this amount includes foreign grants, check here

28a

29

(Grants \$) If this amount includes foreign grants, check here

29a

30

(Grants \$) If this amount includes foreign grants, check here

30a

31 Other program services (attach schedule)

(Grants \$) If this amount includes foreign grants, check here

31a

32 **Total program service expenses** (add lines 28a through 31a)

32

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

[illegible]

Part V. Other Information (Note the statement requirements in the instructions for Part VI.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining your reason for not reporting the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or section 6033(e) notice, reporting, and proxy tax requirements?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
36 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," complete applicable parts of Sch. N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 0.		
b Did the organization file Form 1120-POL for this year?		X
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still unpaid at the start of the period covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved	N/A	
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9	N/A	
b Gross receipts, included on line 9, for public use of club facilities	N/A	
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under:		
section 4911 ▶ N/A ; section 4912 ▶ N/A ; section 4955 ▶ N/A		
b Section 501(c)(3) and (4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," complete Schedule L, Part I	N/A	
c Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
d Enter amount of tax on line 40c reimbursed by the organization ▶ 0.		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T		X
41 List the states with which a copy of this return is filed. ▶ NONE		
42a The books are in care of ▶ KATHY WILSON Telephone no. ▶ (850) 668-6905		
Located at ▶ 1400 VILLAGE SQUARE BLVD, TALLAHASSEE, FL ZIP + 4 ▶ 32312		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
If "Yes," enter the name of the foreign country: ▶		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?		X
If "Yes," enter the name of the foreign country: ▶		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here ▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 N/A		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Form 990-EZ (2008)

Part VI, Section 501(c)(3) organizations only. All section 501(c)(3) organizations must answer questions 46-49 and complete the tables for lines 50 and 51

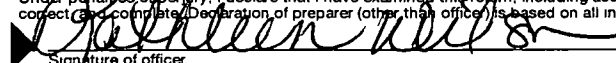
- | | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I | 46 | |
| 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II | 47 | |
| 48 Is the organization operating a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E | 48 | |
| 49a Did the organization make any transfers to an exempt non-charitable related organization? | 49a | |
| b If "Yes," was the related organization(s) a section 527 organization? | 49b | |
- 50 Complete this table for the five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000 N/A	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Total number of other employees paid over \$100,000				

- 51 Complete this table for the five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."
- N/A


(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
Total number of other independent contractors each receiving over \$100,000		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  Date 12/15/09

KATHLEEN WILSON, EXECUTIVE DIRECTOR
Type or print name and title

Paid Preparer's Use Only

Preparer's signature  Date 12/10/2009 Check if self-employed ☐

Firm's name (or yours if self-employed), address, and ZIP + 4 **CARR, RIGGS & INGRAM, LLC**
1713 MAHAN DRIVE
TALLAHASSEE, FL 32308

Preparer's Identifying Number (See instr.) EIN
Phone no. (850) 878-8777

May the IRS discuss this return with the preparer shown above? See instructions ☒ Yes ☐ No

Form 990-EZ (2008)

FORM 990-EZ	OTHER EXPENSES	STATEMENT	1
DESCRIPTION		AMOUNT	
LICENSES AND PERMITS		71.	
INSURANCE		10,418.	
CONTINUING EDUCATION		2,352.	
MISCELLANEOUS		465.	
DUES & SUBSCRIPTIONS		512.	
BANK FEES		1,976.	
ROYALTIES		10,541.	
TRAVEL		2,477.	
INTERNET		2,222.	
CONFERENCES, MEETINGS		60,531.	
POSTAGE		1,043.	
OFFICE EXPENSE		3,697.	
TELEPHONE, COMMUNICATIONS		3,652.	
CONTRIBUTIONS TO MEMBERS		8,125.	
AUDI/WEB EDUCATION PROMO		2,255.	
SCHOLARSHIPS		2,400.	
TOTAL TO FORM 990-EZ, LINE 16		112,738.	

FORM 990-EZ	OTHER ASSETS	STATEMENT	2
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
ACCOUNTS RECEIVABLE	920.	1,252.	
PREPAID EXPENSES	2,692.	2,354.	
OTHER DEPRECIABLE ASSETS	3,056.	3,944.	
TOTAL TO FORM 990-EZ, LINE 24	6,668.	7,550.	

FORM 990-EZ	OTHER LIABILITIES	STATEMENT	3
DESCRIPTION	BEG. OF YEAR	END OF YEAR	
DEFERRED REVENUE	7,398.	6,914.	
ACCOUNTS PAYABLE AND ACCRUED EXPENS	20,355.	45,608.	
4086 SEP CONTRIBUTION	0.	1,476.	
TOTAL TO FORM 990-EZ, LINE 26	27,753.	53,998.	

FORM 990-EZ	OTHER REVENUE	STATEMENT	4
DESCRIPTION	AMOUNT		
ROYALTIES	88,566.		
SPONSORSHIPS	12,600.		
DIRECTORY ADVERTISING	250.		
INTEREST INCOME	12,513.		
TOTAL TO FORM 990-EZ, LINE 8	113,929.		

FORM 990-EZ	OCCUPANCY, RENT, UTILITIES AND MAINTENANCE	STATEMENT	5
DESCRIPTION	AMOUNT		
DEPRECIATION	4,051.		
OTHER EXPENSES	198.		
TOTAL TO FORM 990-EZ, LINE 14	4,249.		

FORM 990-EZ

INFORMATION REGARDING TRANSFERS
ASSOCIATED WITH PERSONAL BENEFIT CONTRACTS

STATEMENT 6

- A) DID THE ORGANIZATION, DURING THE YEAR, RECEIVE ANY FUNDS,
DIRECTLY OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL
BENEFIT CONTRACT? [] YES [X] NO
- B) DID THE ORGANIZATION, DURING THE YEAR, PAY PREMIUMS,
DIRECTLY OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT? . . [] YES [X] NO

990-EZ PG 2

STATEMENT 7

PRESENTED EDUCATIONAL SEMINARS, CONFERENCES, AND SERVICES THROUGH THE WEBSITE TO PROVIDE THE LATEST AND BEST INFORMATION IN ALL AREAS RELEVANT TO THE MEMBERS OF THE TRIAL LAWYER ASSOCIATION.

990-EZ PG 2

STATEMENT 8

TO PROVIDE EDUCATION AND SERVICES FOR MEMBERS

**Articles of Association and By-laws of the
National Association of Trial Lawyer Executives**
With Amendments through July 28, 2009

Article I. Name

The name of this Association shall be the "National Association of Trial Lawyer Executives."

Article II. Purpose

This Association is formed and shall operate for the purpose of: (1) facilitating the growth and operation of trial lawyer associations throughout the United States, Canada and worldwide; (2) developing a cordial relationship, spirit of unity and common understanding among trial lawyer association executives; providing a forum for the mutual interchange of ideas which will facilitate the administration of trial lawyer association activities; providing information which will assist with office management and business administration of trial lawyer association offices; securing a closer coordination of the activities of trial lawyer associations; stimulating the work and activities of trial lawyer associations in general, and fostering cooperation with the staff and officers of the American Association for Justice.

Article III. Membership

Section 1. Election to Membership

A person who wants to become a member of the Association shall apply in writing to the Association and pay the appropriate dues, prorated semi-annually. The Executive Committee may waive payment of membership dues of any person who assumes the same position in a trial lawyer organization previously held by a member of this Association for whom current dues have been paid.

Section 2. Classes of Members

There shall be the following classes of members in the Association:

a) **Regular Member.** Any individual who holds the primary position of executive responsibility with a state, provincial, regional, local trial lawyer association or the trial lawyer associations for Australia and England. The NATLE Executive Committee shall have the power to review and approve or reject applications for membership. For its executive to qualify for regular membership, a regional or local association must have a full program of member services compatible with the mission statement of AAJ. Merely presenting educational and/or travel programs is insufficient for qualification.

b) **Associate Member.** Individuals who subscribe to the purpose of this Association who are not eligible to become Regular Members, but hold a position on the staff of a state, provincial, regional, local trial lawyer association or the trial lawyer associations for Australia and England, may apply for membership as an Associate Member. To be accepted as an Associate Member, the individual must be sponsored by and receive the approval of the chief staff executive or executive director of the applicant's trial lawyer association employer. Associate Members may not vote or hold office. Such Associate Members shall be entitled to all the rights and privileges of Regular Membership in this association unless, in the opinion of the Executive Committee, those rights and privileges should be restricted in order to fulfill the purpose of this association as stated in Article II. The annual membership dues for this class of member will be determined by the Executive Committee on an annual basis.

c) **Allied Member.** Individuals who subscribe to the purpose of this Association, but who are not eligible to become Regular Members or Associate Members, may apply for membership as Allied Members. Persons admitted as members in such capacity shall be designated Allied Members and may not vote or hold office. Allied Members shall include any individual who in his or her employment or business provides services to

Trial Lawyer Associations or their members, and who is not employed by a trial lawyer association as a full-time employee. To be accepted as an Allied member, the individual must be nominated by a Regular NATLE Member and receive approval from the NATLE Executive Committee. Such Allied Members shall be entitled to all the rights and privileges of Regular Membership in this association unless, in the opinion of the Executive Committee, those rights and privileges should be restricted in order to fulfill the purpose of this association as stated in Article II. The annual membership dues for this class of member will be determined by the Executive Committee on an annual basis.

d) **Public Advocacy Member.** Individuals who subscribe to the purpose of this Association, but who are not eligible to become Regular Members or Associate Members, may apply for membership as Public Advocacy Members. Persons admitted as members in such capacity shall be designated Public Advocacy Members and may not vote or hold office. Public Advocacy Members shall include any individual considered a full-time employee of a nonprofit organization whose primary objectives include advocating for the public interest or public safety in a manner that is in agreement with the purpose of this association as stated in Article II of these bylaws. To be accepted as a Public Advocacy member, the individual must be nominated by a Regular NATLE Member and receive approval from the NATLE Executive Committee. Such Public Advocacy Members shall be entitled to all the rights and privileges of Regular Membership in this association unless, in the opinion of the Executive Committee, those rights and privileges should be restricted in order to fulfill the purpose of this association as stated in Article II. The annual membership dues for this class of member will be determined by the Executive Committee on an annual basis.

Section 3. Dues

Annual membership dues are due and payable on the first day of September of each year. At the Annual Meeting of the Association, the Executive Committee shall recommend the dues schedule for the following year to the membership for its approval.

Section 4. Rights and Privileges of Members

All members of the Association have the right to attend all meetings of the Association; to engage in deliberations at such meetings; to petition the Executive Committee; and to participate in all programs and activities sponsored by the Association. Only Regular Members of the Association are entitled to vote and hold office.

Section 5. Termination of Membership

A member may be terminated by the Executive Committee for failure to pay dues or for cause. Members may be removed from membership by two-thirds vote of the Executive Committee. Removal will occur only after the member has been advised and given reasonable opportunity to pay dues or for defense. If removed for cause, the member may appeal the Executive Committee's decision to the membership at a regular or special meeting provided written notice of intent to appeal is received by the Secretary of the Association at least fourteen days prior to the meeting.

Article IV. Officers

Section 1 Elected and Appointed Officers

The officers of the Association are President, President-Elect, Vice President, Secretary, Treasurer and Parliamentarian. All officers shall be members of the Executive Committee.

Section 2. Terms of Office

The officers of the Association are elected by the membership at the Annual Meeting. Each officer serves for a term of one year, beginning at the close of the last business session of the Association's Annual Meeting, and continues in office until his or her successor is elected. No elected officer shall serve more than one consecutive term in office, except for the Treasurer who may serve two consecutive one-year terms.

Section 3. Vacancies

A vacancy in any office because of death, resignation, termination or other reason may be filled by the Executive Committee for the unexpired portion of the term.

Section 4. Duties of Officers

Duties of the officers are as follows:

- a) The President presides at all meetings of the members, appoints committees and exercises generally the powers of the office of the President.
- b) The President-Elect exercises the powers and performs the duties of President whenever the latter is unable to act. The President-Elect shall serve as the Representative to the Executive Committee of the American Association for Justice.
- c) The Vice President is responsible for such duties as are individually assigned to him by the President.
- d) The Secretary keeps records of all meetings of the membership and the Executive Committee, mails all formal notices, as required by these By-Laws, and performs such other duties as from time to time the Executive Committee shall prescribe. The Secretary maintains a roster of current members of the Association.
- e) The Treasurer will oversee: collection of all dues and contributions; the establishment of proper accounting procedures for the handling of the Association's funds; the performance of an audit by a certified public accountant at such time as the board directs; and, further, shall report on the financial affairs of the Association at all meetings of the Board of Directors or as directed by the President. The Treasurer shall give bond at the request of the Executive Committee, such bond shall be paid for from the funds of the Association.
- f) The Parliamentarian advises the presiding officer on questions of parliamentary procedure in accordance with Robert's Rules of Order. The Parliamentarian performs such other duties as directed by the President and advises the President, the Executive Committee and the Association on questions pertaining to the Association's Articles and By-Laws.

Article V. Meetings of Members

Section 1. Annual Meetings

The Association shall hold its Annual Meeting at a place and date fixed by the Executive Committee.

Section 2. Regular Meetings

Regular Membership Meetings may be held from time to time as the Executive Committee determines.

Section 3. Special Meetings

Special Meetings may be held on dates and places determined by the Executive Committee. No business shall be transacted at a Special Meeting other than that specified in the notice thereof. These meetings may also take place by conference call.

Section 4. Quorum

At meetings of the Association, the presence of fifteen members eligible to vote constitutes a quorum for the transaction of business.

Section 5. Notice of Meetings

Notice to all persons entitled to vote of the time and place of any meeting shall be given not less than ten nor more than thirty days prior to such meeting and the purposes of such meetings shall be stated in the notice. The Secretary or his or her delegate will send out notice of all meetings. Notice of meetings may be made by mail, fax or e-mail.

Articles of Association and By-laws continued

Section 6 Waiver of Notice

Notice of any meeting may be waived in writing before or after the meeting, or by an appearance there without objection by mail fax or e-mail.

Section 7 Action by the Membership

Actions at any meeting of the members or Executive Committee shall be taken on the basis of a majority of those present and voting, unless otherwise specifically set forth herein.

Article VI. Committees

The Executive Committee may establish and appoint such standing and special committees as it shall determine to be appropriate, except for the Nominating Committee which shall be appointed by the President.

Article VII. Executive Committee

Section 1. Composition and Term of Office

The Executive Committee shall have eleven members. The persons holding the following positions serve as members of the Executive Committee: President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past President, and Parliamentarian. Four members of the Association elected by the membership, as prescribed in Article VIII below, shall serve as at-large Executive Committee members. The members of the Executive Committee shall serve one-year terms.

Section 2. Powers and Duties

Between meetings of the membership, the Executive Committee shall be empowered to do all acts and perform all functions which the membership may itself perform when such acts or functions are necessary for the operation and management of the Association. The Executive Committee may not contravene any stated policy of the membership.

Section 3. Meetings

As soon as practicable after the Annual Meeting each year, the Executive Committee shall hold an organizational meeting. Regular Meetings of the Executive Committee may be held at such time and places as may be determined by the President. Special Meetings of the Executive Committee may be called by the President or upon the written request of three members of the Executive Committee. The Executive Committee may conduct its meetings by telephone.

Section 4. Action by the Executive Committee

Except as otherwise provided by these By-Laws, the vote of a majority of the Executive Committee present at the time of the vote shall be the act of the Executive Committee. Each member of the Executive Committee shall have one vote, except as heretofore provided.

Section 5. Quorum

Six members of the Executive Committee constitute a quorum for the conduct of business at the Organizational and all Regular and Special Meetings. In the event a meeting is called for the purpose of filling vacancies, and the existence of such vacancies makes it impossible to procure a quorum, a majority of the Executive Committee then in office shall constitute a quorum for the purpose of filling such vacancies.

Section 6 Vacancies

Vacancies existing on the Executive Committee for any reason shall be filled by a vote of the majority of the Executive Committee then in office.

Section 7 Indemnification

To the full extent authorized by law, the Association may indemnify any person made or threatened to be made a party in any civil action or proceeding by reason of the fact that such person, his or her testator or intestate, is or was a member of the Executive Committee or officer of the Association or any subsidiary thereof or is or was serving at the request of the Association as a member of the Executive Committee, director or officer of another corporation, partnership, joint venture, trust or other entity. The Association may, in the discretion of the Executive Committee, indemnify members and Association employees to the full extent authorized by law.

Article VIII. Nomination and Election of Officers and Executive Committee

Section 1. Nominations

The President shall appoint the Chairman and members of the Nominating Committee. The Nominating Committee shall prepare and submit to the Regular Membership, not less than thirty days prior to the date of the Annual Meeting, nominations for the officers and four at-large members of the Executive Committee of the Association. Nominations may also be made from the floor at the Annual Meeting. Any person so nominated shall have given his or her prior consent to nomination and election as an officer or Executive Committee member.

Section 2. Ballots and Voting

Voting for officers and at-large Executive Committee members shall be by those members present and eligible to vote. Upon motion duly seconded and approved, voting may be by paper ballot. The President may appoint an election committee of three persons to conduct the elections. The Election Committee shall promulgate fair rules of conducting the elections.

Section 3 Election by Acclamation

Where only one nomination for an office occurs, election may be by acclamation.

Article IX. Finances

Section 1 Fiscal Year

The Fiscal Year of the Association shall commence on September 1st of each year and shall end on August 31st of the following year unless otherwise authorized by the Executive Committee.

Section 2. Funds and Property

- a) All funds and property received by the Association through dues, fees, gifts, bequests or otherwise shall be utilized only to further the purposes of the Association.
- b) All checks, drafts and other orders for the payment of money out of the funds of the Association and all notes or other evidences of indebtedness of the Association shall be signed on behalf of the Association in such manner as shall from time to time be determined by the Executive Committee.

Section 3. Treasurer's Annual Report

The Treasurer's Annual Report shall contain at least the following information (with any additional information deemed pertinent):

- a) The assets and liabilities, including the trust funds, of the Association as of the end of the most recent twelve-month fiscal period;
- b) The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
- c) The revenue or receipts of the Association for the year immediately preceding the date of the report;

d) The number of members of the Association as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report.

The Annual Report shall be filed with the records of the Association, and either a copy or an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

Article X. Offices and Books

Section 1. Office

The office of the Association shall be located where the Executive Committee may from time to time determine.

Section 2. Books and Records

The following books and records shall be kept at a place designated by the Executive Committee: correct and complete books and records of account; minutes of the proceedings of the members and the Executive Committee; a current list of the Executive Committee and Officers of the Association and their office addresses; a current list of the names and addresses of all members; and a copy of these By-Laws.

Article XI. Staff

The board shall employ a salaried chief executive who shall have the title of Executive Director and whose term and conditions of initial employment shall be specified by the Executive Committee. The Executive Committee will determine compensation and other financial arrangements of the Executive Director.

Article XII. Amendments

Section 1. Proposals to Amend

These By-Laws may be amended by filing with the Secretary a written proposal signed by one or more Regular Members setting forth the proposed amendment or amendments, which proposal shall also contain a request that the amendments be submitted to the members for their consideration at the next Regular Meeting of members or at a Special Meeting of members to be called for such purpose.

A proposal that these By-Laws be amended may also be made by resolution of the Executive Committee, and in such event the Executive Committee shall direct that the proposal be submitted to the next Regular Meeting of members or at a Special Meeting of members called by the Executive Committee to consider such proposal.

Section 2. Notice

When a proposal has been made, as provided in Section 1 of this Article, a copy of the proposed amendment or amendments shall be attached to the notice of the meeting at which the amendment(s) will be considered.

Section 3. Vote

These By-Laws shall be amended by two-thirds of the Regular Members present and voting at any Regular or Special Meeting.

Amended: July 28, 2009