

ARTICLE I - NAME AND OFFICE

Section 1. Name

The name of the corporation shall be The Connecticut Grounds Keepers Association, Incorporated referred to as CGKA

Section 2.

Office The principal office of the corporation shall be c/o CGKA Treasurer, 50 Industry Drive, West Haven, CT 06516, County of New Haven, State of Connecticut. The CGKA may have other offices as may, from time to time, be designated by the Board of Directors. The mailing address for the CGKA is PO Box 803, Orange, CT 06477. The CGKA uses the website www.cgka.org and the email address info@cgka.org for communications.

ARTICLE II - PURPOSE AND POWERS

Section 1.

The purpose of the CGKA shall be:

- (a) To provide a medium for exchanging ideas of interest to CGKA members.
- (b) To advocate positions and viewpoints concerning the green industry and other environmental matters so as to permit individuals and the public to form independent opinions and conclusions based on pertinent facts.
- (c) To foster and promote practical, effective and efficient activities in the disciplines served by the CGKA.
- (d) To foster and promote uniform enforcement of laws, standards, regulations and procedures adopted by federal, state and local governments and their agencies affecting the activities of the members served by the CGKA.
- (e) To afford due consideration to, and the expression of, opinions upon issues affecting the interests of the green industry and the CGKA members.
- (f) To support educational programs directed towards the benefit of the CGKA members, the green industry and general public.
- (g) To develop a recommended Code of Conduct for members of the CGKA (h) To promote professionalism within the membership of the CGKA and the green industry.

Section 2. Powers

- (a) In furtherance of these purposes, but not in limitation thereof, the CGKA will use the full legal and technical resources available to it:
- (b) To provide interpretations of proposed and existing laws and regulations and monitor legislative and regulatory activities to insure that applicable laws and regulations are equitably applied.
- (c) To promote public awareness of, and action on, factors surrounding or affecting the green industry.
- (d) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the CGKA is organized, consistent with the provisions of Chapter 441, Connecticut General Statutes, and in

conjunction with the laws and regulations pertaining to organizing with tax-exempt status under Internal Revenue Code Section 501© (6). (e) To develop a recommended Code of Conduct for members that reflects the purposes of The Association.

ARTICLE III - MEMBERSHIP

Section 1. Membership Classification, Rights and Duties

(a) Firm membership

Qualifications:

1. A Firm member shall be an owner, president, partner, or franchisee of a full time business working in the green industry including but not limited to landscape company, lawn care company, tree company, retail nursery, gardener, or grounds maintenance company. No business entity shall have more than three (3) Firm members.

Rights:

1. Each Firm member shall be entitled to one vote on all matters submitted to the members for a vote.
2. A Firm member may hold office.
3. A Firm member is eligible to enjoy all benefits as may be provided by the CGKA.

Duties:

1. All Firm members shall act in an ethical and professional manner and shall abide by any Code of Conduct that is adopted by the CGKA.
2. It is agreed that all Firm Members shall use their best reasonable efforts to attend the regular meetings of the CGKA and to pay any dues and costs approved by The Board of Directors, hereinafter may be referred to as The Board.

(b) Allied Membership

Qualifications:

1. Allied Members shall be owners, representatives, employees and agents of a company that supplies products and/or services to the green industry.
2. An Allied Member's primary business must be wholesale in nature.

Rights:

1. Allied Members are entitled to vote and hold office in the CGKA.

Duties:

1. Allied Members are held to the same code of conduct as Firm Members.
2. It is agreed that all Allied Members shall use their best reasonable efforts to attend the regular meetings of the CGKA and to pay any dues and costs approved by the board.

(c) Supervisory Membership:

Qualifications:

1. Supervisory Members shall be those persons engaged in a supervisory capacity of landscape maintenance for municipalities, institutions, or commercial organizations engaged in green industry trade.

Rights:

1. Supervisory Members are entitled to vote and hold office in the CGKA.

Duties:

1. Supervisory Members are held to the same code of conduct as Firm Members.
2. It is agreed that all Supervisory Members shall use their best reasonable efforts to attend the regular meetings of the CGKA and to pay any reasonable dues and costs approved by The Board.

(d) Honorary Membership:

Qualifications:

1. Honorary Membership may be bestowed by the CGKA, upon recommendation of the Board of Directors, on individuals/ organizations who have supported The Association or the green industry and that the CGKA wishes to recognize for their contribution.

Rights:

1. Honorary Membership bestows no rights whatsoever to the individual/organization so honored.

Duties:

1. Honorary Members are held to the same code of conduct as Firm Members.

(e) General Membership

Qualifications:

1. General Members may be any person interested in lawns, gardens, landscaping, or any activity involved in the Green Industry.
2. General Members may not be an owner, partner, employee, or agent of a company involved in green industry trade.
3. General Members may be any person who no longer qualifies for Firm or Supervisory membership and has been a member of the CGKA for ten (10) years or more and is still involved green industry trade.

Rights:

1. General Members are not entitled to vote or hold office in the CGKA.

Duties:

1. General Members are held to the same code of conduct as Firm Members.
2. It is agreed that all General Members shall use their best reasonable efforts to attend the regular meetings of the CGKA and to pay any dues and costs approved by the Board.

Section 2. Termination, Suspension or Expulsion from Membership

(a.) Termination

Membership in the CGKA may be terminated by voluntary withdrawal, or expulsion as provided in Section 2c of this article. Membership dues or other charges will not be prorated upon termination.

(b.) Suspension

1. Membership in the CGKA may be suspended by The Board of Directors for non-performance by the member of any obligation of membership, including activity inconsistent with the stated purpose of the CGKA, delinquency in any membership dues or other charges payable to the CGKA. During the period of such suspension the member will not be in good standing and shall not be entitled to vote or otherwise participate in the affairs or business of the CGKA.

(c.) Expulsion:

1. Any membership may be terminated for cause. Sufficient cause. for termination of membership shall be violation of the CGKA Bylaws, or activity inconsistent with the stated purposes of the CGKA. Expulsion shall be by two thirds vote of the Board of Directors, provided that a statement of the charges shall have been sent by return receipt requested certified mail to the last recorded address of the member at least fifteen (15) days before final action is taken here on. This statement shall be accompanied by a notice of the time and place of the meeting of The Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or be represented by counsel to present any defense to such charges before action is taken there on.
2. Any membership may be terminated by a quorum of the members of the CGKA by following the provisions of Article V, Section 3, a and b.

Section 3. Reinstatement

(a) Any person that has had their membership terminated may, within thirty (30) days, request reinstatement. Said request shall be made, in writing, to The Board of Directors. The Board of Directors shall vote on said reinstatement within ten (10) days of filing.

Section 4. Membership Liabilities

(a) No member of the CGKA shall be bound by the CGKA or its creditors with respect to such membership other than the obligation to pay in full any dues and assessments levied against him/her to which he/she has assented or imposed or levied against him/her under corporate law.

ARTICLE IV - DUES

Section 1. Dues

(a) Dues for each class of membership for the upcoming year shall be determined by The Board of Directors no later than it's October meeting and shall be adjusted accordingly each year.

Section 2. Payment of Dues

(a) Annual dues shall be paid in full by January first of each year.

Section 3. Fiscal Year

(a) The CGKA fiscal year shall run December first to November thirtieth.

ARTICLE V - MEETINGS

Section 1. General Meetings

(a) The CGKA shall hold General Meetings on a schedule established by The Board of Directors. The Board has the authority to schedule, postpone, or reschedule these meetings as may be necessary. Emergency cancellations may be made by the president. There shall be no General Meeting during the month of December.

Section 2. Annual Membership Meeting

(a) An Annual Meeting of the members of The Association shall be held during the first week of December each year or such other time as shall be set by The Board. The purpose of the meeting shall be the election of Directors and officers when appropriate and/or for the transaction of such other business as may come before the CGKA. The date and location of the Annual Meeting shall be fixed by The Board of Directors.

(b) Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the CGKA

(c) If the Annual Meeting is not held at the designated time, the President or The Board of Directors may call the Annual Meeting at a time fixed by them, not more than sixty (60) days after such designated time, by proper notice designating the meeting as the Annual Meeting. If the meeting is not held at the designated time or during the sixty (60) day period thereafter, the Annual Meeting may be called by members having one fifth of the votes entitled to be cast at the meeting. In such event, notice shall be given not more than fifteen (15) days after the expiration of such sixty (60) day period. Such notice shall fix the time of the meeting at the earliest date permissible under Section 3 (b) of this article.

Section 3. Special Meetings of the Membership

(a) Special Meetings of the membership may be called for any purpose or purposes by the President or The Board of Directors. A Special Meeting may also be called by the President upon the written request of twenty Members. Only items listed in the notice of a Special Meeting may be discussed at said meeting.

(b) Notification: Written notice – through the USPS or email, stating the place, day and hour of a meeting, and in the case of a Special Meeting , the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than twenty (20) days before the date of the meeting, either personally, by email or by mail, by or at the direction of the President or The Board of Directors (or persons calling the meeting), to each member entitled to vote at said meeting.

(c) If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon fully prepaid, addressed to the member at his/her most recent address as it appears on the records of the Corporation.

(d) If e-mailed, such notice shall be deemed to be delivered when sent by the CGKA administrator with the records of the Corporation.

Section 4. Quorum and Voting Rules for All Meetings of the Membership

(a) Quorum: Twenty five (25) Members present at any meeting of the full CGKA shall constitute a quorum, and, in case there is less than this, the presiding officer may adjourn the meeting from time to time until a quorum is present – a conference call can substitute for a live meeting.

(b) Majority: At all meetings of the membership, a majority shall be by simple majority of members present and voting. Exceptions to this will be situations where the bylaw dictates a specific majority.

(c) Voting method: Ayes and nays will be used to determine the outcome of a vote unless a motion for an alternative method is made and passed by those voting members in attendance. Exceptions to this will be situations where the bylaws dictate a specific method.

(d) Determination of voting results: The person chairing the meeting will determine the outcome of a vote. Any person wishing to challenge the validity of the decision shall voice his/her objection immediately.

Section 5. Rules of Order:

(a) The order of business as established by these bylaws may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules in "Robert's Rule of Order" shall govern all deliberations, when not in conflict with these Bylaws.

Section 6 Order of Business:

(a) All meetings of the CGKA shall follow an agenda prescribed by The Board of Directors.

ARTICLE VI - OFFICERS

Section 1. General

(a) The officers of the CGKA shall be a President, Vice President, Secretary and Treasurer, of whom shall be and remain members of The Board of Directors during their term of office.

Section 2. Nomination and Election

(a) In accordance with the procedure specified in Article X, Section 1, The Board of Directors shall prepare and submit to the members at the Annual Meeting a nomination for each of the four (4) elective offices. Of the Corporation and for members of the Board of Directors. There shall be no fewer than two (2) nor more than eight (8) nominees for the Board of Directors. Any person so nominates shall have given his/her prior written consent to the nomination. Nominations may be made from the floor for any office provided the nominee accepts in person or in writing.

(b) Officers shall be elected bi-annually by the membership at the Annual Meeting. A majority of the votes cast shall elect.

Section 3. Term of Office

(a) Each elective officer shall take office immediately upon election and shall serve for a term of two (2) years or until a successor is duly elected and qualified. No President shall be eligible to serve for more than two (2) consecutive terms.

Section 4. Vacancies

(a) A vacancy in any office because of death, resignation, removal, or, may be filled by a simple majority vote of The Board of Directors for the unexpired portion of the vacant term. The person shall serve the remaining term with the same powers as if he/she were elected.

Section 5. Removal

(a) The Board of Directors, whenever in their judgment the best interest of the CGKA shall be served thereby, may remove any officer from office for cause by a two-thirds vote of all Board members provided said officer receives notice of The Board's intention not less than ten (10) days prior to vote.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. President

(a) The President shall be the principal elective officer of the CGKA.

(b) The President shall communicate to the CGKA or to The Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the welfare and/or increase the usefulness of the CGKA

(c) The President shall preside at all meetings of the CGKA.

(d) The President shall acquire a working knowledge of parliamentary law and procedure and a thorough understanding of the constitution, bylaws and standing rules of the CGKA.

(e) The President shall be the official representative of the CGKA.

(f) The President shall provide signature when necessary.

(g) The President shall perform such other duties as are reasonably incident to the office of President or as may be prescribed by The Board of Directors.

Section 2. Vice President

(a) The Vice President may be delegated by The President to perform his/her duties, in the event of his/her temporary disability or absence from meetings, and shall have such other duties as The President or The Board may assign.

(b) The Vice President shall receive all membership application, verify information shown and present them to the Board of Directors for action

(c) The Vice President shall maintain all attendance records.

(e) The Vice president shall oversee the annual maintenance of the membership list.

Section 3

Secretary

- (a) The Secretary shall keep minutes of all meetings of the CGKA.
- (b) The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required by law.
- (c) The Secretary shall perform all duties incident to the office of Secretary and such duties as from time to time may be assigned to him/her by The President or The Board of Directors.
- (d) The Secretary shall maintain a membership list with the Executive Director.
- (e) The Secretary shall fill in for The President and Vice President when absent.

Section 4. Treasurer

- (a) The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the CGKA
- (b) The Treasurer shall ensure the collection of all member dues and/or assessments and distribute membership cards.
- (c) The Treasurer shall receive and give receipts for other moneys due and payable to the CGKA from any source whatsoever.
- (d) The Treasurer shall keep an account of all moneys received and expended for the use of the CGKA.
- (e) The Treasurer shall deposit all moneys in the name of the CGKA in such banks, trust companies or other depositories as shall be selected by The Board of Directors.
- (f) The Treasurer shall see that all taxes, excises, duties and license fees are paid when due.
- (g) The Treasurer shall report on the financial condition of the CGKA at all meetings of the Board of Directors and at other times when called upon by The President.
- (h) The Treasurer shall perform all duties incident to the office of Treasurer and such duties as from time to time may be assigned to him/her by The President or The Board of Directors.
- (i) The Treasurer shall, at the end of each fiscal year, prepare an annual report which shall reflect a review by a certified public accountant. At the expiration of his/her term of office, he/she shall deliver to his/her successor all books, money, and other property in his/her charge, or in the absence of a successor, he/she shall deliver such properties to The President.
- (j) The funds, books, vouchers, account balances, ledgers, financial statements, and sundries shall, at all times, be subject to verification and inspection by the Board of Directors and upon request by any firm member.
- (k) The Treasurer shall provide by mail, to every member, in January complete financial report for the previous year.

Section 5. Bonding

- (a) The Treasurer, or any other person entrusted with the handling of funds property of the CGKA shall, at the discretion of The Board of Directors, furnish, at the expense of the CGKA, a fidelity bond approved by The Board, in such sum as The Board shall prescribe.

Section 6. Delegation

(a) Such duties of the Treasurer, as may be specified by The Board of Directors may be delegated to the Executive Director or a designated member of his/her staff.

ARTICLE VIII – STAFF

Section 1 Executive Director

(a) The administration and day to day management of the CGKA shall be in an Executive Director whose terms and condition of employment shall be specified by The Board of Directors. In the absence of an Executive Director The President shall preside on all business matters herein provided.

(b) Subject to The President and The Board of Directors, the Executive Director shall be responsible for the management and direction of operations, programs, activities, and the day-to-day affairs of the CGKA. He/she shall have such other duties as may be prescribed by The Board of Directors.

(c) The Executive Director shall retain of the Corporate records and of the Seal of Corporation.

(d) The Executive Director may be removed by a majority vote of The Board of Directors at any regular or Special Meeting of The Board at which a quorum is present. The Executive Director may also be removed by a simple majority of the members present at any Annual or Special Meeting of the CGKA. At the time of separation The Board of Directors shall determine any compensation due. Said decision shall be final and binding.

(e) Executive Director shall maintain a complete membership list.

Section 2. Executive Secretary

(a) An Executive Secretary may be hired by the Board of Directors

(b) Compensation for this position will be determined by The Board of Directors at the time of hiring and reviewed from time to time.

(c) The Executive Secretary will handle all correspondence at the direction of the officers of the CGKA, The Executive Director, The Chairman of The Board of Directors, and The Conference Co-Chairmen. This person will also assist and be present at The Conference. These duties may be modified from time to time by The Board of Directors.

(d) The Executive Secretary may be removed by a majority vote of The Board of Directors at any regular or Special Meeting of The Board at which a quorum is present. At the time of separation The Board of Directors has the right to determine any compensation due. Said decision to be final and binding.

ARTICLE IX - BOARD OF DIRECTORS

Section 1. Composition

(a) The Board of Directors shall consist of not less than seven (7) nor more than thirteen (13) members.

(b) The President, Vice President, Secretary, Treasurer, and Immediate Past President, shall be on The Board.

(c) The remaining numbers will be filled the CGKA members as directed by Article IX, Sections 2, 3 and 4 of these bylaws.

Section 2. Qualification

(a) All members of The Board shall be a Firm, Allied or Supervisor member and be in good standing. The Board make up will include no less than 75% Firm members.

Section 3. Election to The Board of Directors

(a) Members shall be elected to The Board of Directors at the Annual by a simple majority vote of the membership following nomination by the Board of Directors or nominated from the floor at the time of the meeting. Each Director shall take office immediately upon election.

Section 4. Term of Office

(a) The term of office shall be two (2) years.

Section 5. Duties and Powers

(a) The Board of Directors shall have the supervision, control and direction of the affairs of the CGKA, shall determine its policies or changes therein, shall actively prosecute its purposes, and shall have control of the funds of the CGKA. It may approve the CGKA budget and the institution of new programs and projects. It may adopt such rules for the conduct of its business and that of the CGKA and it may appoint such agents as it may consider necessary. No Director, officer or member, or any agent of any such person, shall authorize or allow any the CGKA funds to be expended for any purpose other than as set forth in the Articles of Incorporation and no funds shall be expended for the support or opposition of any candidate for public office or to support or oppose any political party organization.

(b) The Board of Directors shall set the dues, assessments, and other charges for all categories of membership and review same from time to time.

(c) The Board of Directors shall create any committees that are necessary for the efficient running of the CGKA. These committees include but are not limited to those listed in this subsection of the by-laws of the CGKA. All such committees shall report to The Board as necessary or required to by The Board

(1) Nominating Committee: The Board of Directors shall appoint three (3) members in good standing to the nominating committee. These members shall assist the Immediate Past President in the nominations for the CGKA officers and Board of Directors. One (1) of these shall be on The Board of Directors and two (2) of these shall be from the Membership of the CGKA. The nominations shall be presented to The Board of Directors at the October meeting and then to the membership of the CGKA by the Board of Directors at the Annual Meeting.

(2) Conference Committee: The Board of Directors shall appoint a General Chairman and a Program Chairman at the first Board meeting that falls no later than sixty (60) days after the previous Conference. Both of these appointees must be a Firm Member or staff. Duties of this committee and its members shall be outlined in Article X Section 2. Both of these positions are open to any current firm, allied or supervisory member for consideration who makes his/her desire known to the Board of Directors.

(d) At the first Board meeting following the election of officers, The Board of Directors shall elect a member of The Board to serve as its chairman.

(e) The Board of Directors, whenever in their judgment the best interests of the CGKA shall be served thereby, may remove any officer, director, or staff from their position for cause by a two-thirds vote of all Board members provided said individual receives notice of the Board's intention not less than ten (10) days prior to vote.

Section 6. Meetings

(a) Regular meetings of The Board of Directors shall be held monthly with notice of such time and place as designated by resolution of The Board of Directors.

(b) Special Meetings of The Board of Directors may be called by The President or Chairman on seven (7) days notice to each Director. Special Meetings must be called by The President or Chairman on like notice, at the request of five (5) Directors.

(c) The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of The Board of Directors. If reasonably necessary, Emergency Meetings may be held by conference call or other acceptable electronic device.

Section 7. Quorum

(a) A majority of the whole Board shall constitute a quorum to transact business of The Association at any meeting of The Board of Directors. Any less may adjourn from time to time until a quorum is present.

Section 8. Voting

(a) The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of The Board of Directors. Emergency Meeting votes may be held by conference call or other acceptable electronic device.

Section 9. Absences

(a) If a Director is absent from three consecutive meetings or six meetings of The Board of Directors in a period of one calendar year, this shall be considered sufficient ground for removal from The Board.

Section 10. Compensation

(a) Directors shall not receive any compensation for their services as Directors. The Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude a Director from serving the CGKA in any other capacity and receiving compensation for any other such services.

Section 11. Vacancies

(a) Any vacancy occurring in The Board of Directors may be filled by any Firm, Allied or Supervisory Member upon affirmative vote of a majority of the remaining members of The Board for the unexpired term of his/her predecessor in office at any meeting.

(b) If The Board of Directors ceases to exist and there are no members having the right to vote for election of officers, members without such vote shall thereupon be entitled to elect a new Board of Directors.

Section 12. Increase

(a) Any Director position to be filled by reason of an increase in the total number of Directors may be filled by an affirmative vote of the then Directors at any meeting.

Section 13. Resignation or Removal

(a) Any Director may resign at any time by giving written notice to The President, the Secretary or to 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 thereof by The President or The Board of Directors.

(b) Any Director may be removed by a majority vote of the other Directors at any regular or Special Meeting of The Board at which a quorum is present. Any Director may also be removed by a majority vote of the Firm Members present at any Annual or Special Meeting of The Association provided said director receives notice of boards intention not less than ten (10) days prior to vote.

(c) A Firm Member may initiate removal proceedings of any director or officer by providing written notice to said director ten (10) days prior to the meeting at which he/she will move to remove said director or officer. Removal proceedings may take place at any General, Annual or Special Meeting at which a quorum is present. Removal will require a 2/3 majority vote of firm members present and voting.

ARTICLE X - COMMITTEES

Section 1. Nominating Committee

(a) The Nominating Committee shall be headed by members in good standing assisted by three (3) Association members named by The Board of Directors. The committee shall include one (1) member of The Board of Directors and two (2) from the Firm Membership of The Association and the Immediate Past President.

(b) The duty of The Nominating Committee shall be to present a slate of officers and proposed Board of Directors to The Board of Directors at the October meeting of The Board.

Section 2. Conference Committee

(a) The Conference Committee shall be responsible for setting up and running a conference in a format that is approved by the Board of Directors.

(b) The General Chairman of the Conference Committee shall oversee all aspects of the conference with emphasis on the trade show, site and hotel arrangements. He/she shall be responsible for submission and adherence to a budget. Budget requests should be made no later than 60 days after appointment. He/she may receive compensation, approved by The Board and be part of the budget presented or as staff assignment. He/she shall appoint an assistant, subject to approval by The Board, who may also receive compensation subject to the budget. The General Chairman shall present a final report, including financials, to The Board no later than 60 days after the conference. The General Chairman and his assistant are expected to be available for Board meetings.

(c) The Program Chairman will have the responsibility for setting up any educational/speaker presentations at the conference with the approval of the General Chairman. In addition he/she will be in charge of a speaker program for General Meetings of the CGKA. He/she may receive compensation for activities related to the conference, subject to the budget. The Program Chairman is expected to be available for Board meetings.

(d) Compensation may be available for those members working on the conference, subject to the budget.

(e) Any of the above positions are subject to removal by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present. They may also be removed by a majority vote of members present at any General or Special Meeting of the CGKA. A 10 day written notice must be provided to the person

in question prior to said meeting. At time of removal The Board of Directors shall determine any compensation due. Said decision shall be final and binding.

ARTICLE XI - ASSOCIATION ADMINISTRATION

Section 1. Bylaws

(a) The Bylaws may be altered, amended or repealed, in whole or in part, and new Bylaws may be adopted by a two thirds (2/3) majority vote of all Firm Members present and voting at any General, Annual or Special Meeting where a quorum is present; provided that all proposed changes are submitted in writing to each Firm Member by the Secretary at least ten (10) days prior to that meeting.

(b) The format for the written notice shall include a copy of the existing by-law, a reason for the proposed change, and the proposed change.

(c) Any Firm, Allied or Supervisory member may initiate a change by providing the change in the afore mentioned format to the Executive Secretary or the Executive Director not less than twenty (20) days prior to the meeting that they be voted on. Said recipient shall provide notice to membership in accordance with Article XI, Section 1.

Section 2. Waivers of Notice

(a) Any party wishing to contest the sufficiency of notice provided shall do so prior to or at the commencement of the meeting. Any person that attends a meeting and does not object shall be prohibited from objecting at a later date.

Section 3. Elections

(a) The secretary shall mail the names of nominees to the membership not less than seven (7) nor more than twenty (20) days prior to the meeting at which elections will be held.

(b) Nominations may be made from the floor provided the nominee's permission has been obtained in writing. In this case election shall be made by written ballot. If there are no nominations from the floor, the names selected by The Board of Directors shall be accepted by unanimous ballot.

Section 4. Expenditures

(a) No expenditure other than day to day operation costs or purchases by previously approved committee budgets shall be made without the prior written approval by The Board of Directors.

Section 5. Dissolution

(a) Voluntary dissolution shall be by 2/3 majority of [voting] Firm Members present and voting at a meeting called for this purpose, with written notice as provided for in Article V, Section 3b.

(b) The CGKA shall use its assets only to accomplish the objectives and purposes specified in these Bylaws, and no part of said assets shall inure, or be distributed, to the members of the CGKA. On dissolution of The CGKA, any assets remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by The Board of Directors.