

Members please review the proposed bylaws prior to the Annual Meeting in San Antonio on August 14-18, 2010. Any questions call NAWSRC (800) 245-6292 ext 108.

PROPOSED AMENDMENTS TO THE BYLAWS OF THE NATIONAL ASSOCIATION OF WATERPROOFING AND STRUCTURAL REPAIR CONTRACTORS, INC.

Article I – Name

Current Language:

The name of the Corporation shall be the “National Association of Waterproofing and Structural Repair Contractors, Inc.” hereinafter referred to as “NAWSRC.” NAWSRC is an Ohio non-stock corporation. NAWSRC shall be non-profit, nonpartisan, nonsectarian, and there shall be no limitation in membership based on race, sex, religious creed or political affiliations. The national headquarters shall be at the office address of the then current Executive Director, or at the office of the then current President if the Executive Director’s position is unfilled.

Proposed Amendment:

Section 1- Name: The name of the Organization shall be the Basement Health Association, Inc., hereinafter referred to as “BHA.” BHA is a 501(c)(6) non-stock, nonprofit corporation organized and operating under the laws of the State of Ohio.

Section 2- Offices: The national headquarters of the BHA shall be at the office of the then current Executive Director or at the office of the then current BHA President if the position of Executive Director is unfilled.

Article II – Purposes

Current Language:

The purposes of the association shall be:

A. To uphold high standards of integrity and honor in the waterproofing, water diversion, structural repair industry;

B. To encourage and assist waterproofing, water diversion, and structural repair contractors in improving their competence so that they can better serve their customers and the public;

C. To aid in educating the public, with reference to waterproofing, water diversion, and structural repair.

D. To exert the Corporation’s influence in connection with issues involving the waterproofing, water diversion, and structural repair industries;

E. To exert the Corporation’s influence in connection with issues involving the professions of waterproofing, water diversion and structural repair and involving its administration and enforcement of its standards and regulations; and to encourage the Corporation’s members as individuals to take an active part in the resolution of public issues pertaining to those industries; and,

F. To cultivate a spirit of good fellowship among members of the industry.

Proposed Amendment:

The nonprofit purposes of the Organization shall include:

A. To uphold high standards of integrity and honor in the waterproofing, water diversion, structural repair and basement and building health industry;

B. To encourage and assist waterproofing, water diversion, structural repair and basement and building health contractors to improve their competence and better serve their customers and the public;

C. To aid in educating and informing the public with reference to waterproofing, water diversion, structural repair and the importance of healthy basements and buildings;

D. To exert the Organization’s influence in connection with issues that are of importance to the waterproofing, water diversion, structural repair and the basement and building health industries;

E. To exert the Organization’s influence in connection with

issues related to and affecting the waterproofing, water diversion, structural repair and basement and building health profession; and to encourage the Organization's membership to take an active part in the identification and resolution of issues of importance to and affecting the waterproofing, water diversion, structural repair and basement and building health industries;

F. To assist in cultivating and encouraging a spirit of good fellowship and professionalism among members of the waterproofing, water diversion, structural repair and basement and building health industries.

G. To carry on such other such other activities as shall be consistent with the Organization's 501(c)(6) nonprofit purposes and as conferred upon nonprofit corporations by the State of Ohio.

Article III – Membership

Section I: Identity of Members

Current Language:

Any corporation, partnership, sole proprietorship, as well as those entities that supply products or services related to our industry are qualified for membership. Any applicant qualified for membership in the Corporation shall become a member of this Corporation with the payment of the then current dues and initiation fee then applicable. Notice of the membership of each new member shall be published as soon as practical in the newsletter of the Corporation.

Proposed Amendment:

Section 1: Membership Classifications

Any individual, corporation, limited liability company, partnership, sole proprietorship or other business entity, as well as those entities that supply products or services related to the basement and building health industry are qualified for membership in the Organization. There shall be the following categories of membership in the Organization:

A. Member Contractors – Waterproofing, water diversion, structural repair and basement and building health contractors whose services promote a healthy basement and building.

B. Member Service and Supply Providers – Suppliers whose products and services aid in promoting healthy basements and buildings.

C. Associate Members – Individuals, business entities, and educational institutions with an active interest in learning more about building and basement health, the promotion of building and basement health, and educating the public on the importance of healthy basements and buildings.

Section 2: Additional Classes of Membership

The Board of Directors may establish additional membership categories and designate the qualifications, rights and obligations of the members of each such category.

Section 2: Dues

Current Language:

The Board of Directors, by affirmative vote of not less than two-thirds (2/3rds) of those Board members present and entitled to vote at a duly convened meeting of the Board of Directors, shall establish the annual dues of members of the Corporation for the fiscal year, provided however, that until such action is taken, the existing dues structure shall continue.

Proposed Amendment:

Section 3: Dues

The Board of Directors, by affirmative vote of not less than two-thirds (2/3rds) of those Board members present and entitled to vote at a duly convened meeting of the Board of Directors, shall establish the annual dues of members of the Organization for the fiscal year, provided however, that until such action is taken by the Board, the existing dues structure shall remain in effect. In addition, the Board of Directors shall have the authority to determine whether to collect special assessments and to establish the amount of such assessments.

Section 4: Voting

Authorized and designated representatives of Member Contractors and Member Service and Supply Providers in good standing shall be entitled to exercise the full rights and privileges of the members they represent. At any meeting of the Organization, each Member Contractor and Member Service and Supply Provider shall be entitled to one (1) vote on any matter submitted to a membership vote by the Board of Directors, and as otherwise mandated by these bylaws or by law. Associate members shall not have the

authority to vote on Organization matters except through the single Associate member representative appointed to the Board.

Section 5: Obligations of Membership

Each member shall be required to abide by these Bylaws and such other rules and regulations as may be established from time to time by the Board of Directors and where applicable, to pay dues, assessments and other financial obligations.

Section 6: Resignation or Termination of Membership

a. Any member of the Organization may resign from membership at any time by providing written notice of such resignation to the Organization's Secretary and Executive Director. Resignation shall be effective only upon receipt of written notice of resignation by the Secretary and Executive Director. A member who resigns shall still be financially responsible for dues incurred prior to the date of resignation.

b. Any member whose dues are in arrears more than sixty (60) days shall be sent a written notice of delinquency by the Organization. A failure to pay the outstanding dues within thirty (30) days of the date of such written notice shall result in the immediate termination of the delinquent member's membership in the Organization.

c. A member whose membership has been terminated for non-payment of dues is eligible to re-apply for membership. Upon receipt of such application, the Membership Committee may determine the requirements for repayment of dues arrearages before acting upon the application.

Section 7: Probation, Suspension or Expulsion from Membership

a. Following the Organization's compliance with the disciplinary procedures set forth in Section 8 below, any member may be placed on probation, suspended or expelled from membership, or receive a public or private reprimand if it is determined by the Board that the member has failed to comply with or has acted in a manner inconsistent with the tax-exempt purposes of the Organization, or if the member has failed to comply with or has acted in a manner inconsistent with the Organization's Code of Ethics and/or Standards of Practice. Should a termination/expulsion from membership occur under such circumstances, the member's dues shall be returned on a pro-rated basis.

b. A member may be placed on probation, suspended or

expelled from membership in the Organization or receive a public or private reprimand only upon the vote of an affirmative majority of the entire Board of Directors at a regular meeting or a meeting convened to consider the membership matter. The requirements for a majority vote of the Board of Directors pursuant to this section shall be based upon the then entire membership of the Board. Although a quorum is required, the entire Board need not be present and voting at such a meeting.

Section 8: Member Disciplinary Proceedings

a. A member may be subject to discipline, including probation, suspension or expulsion from membership, or public or private written reprimand, upon the receipt by the Organization and/or the Executive Director, of 1) a written complaint received from another member or 2) after receipt of more than one (1) consumer complaint evidencing a pattern and practice of conduct on the part of the member alleged to be in violation of the stated corporate purposes of the Organization, the Code of Ethics, or Standards of Practice.

b. A disciplinary proceeding is initiated by a written complaint received by the Executive Director of the Organization setting forth the scope and nature of the alleged member misconduct and the essential and relevant facts and circumstances surrounding the allegations. Upon receipt of such written complaint, the Executive Director shall create and maintain a file on the same and timely forward a copy the complaint and any attachments received to each member of the Organization's Standards/Grievance Committee (hereinafter "Committee") as well as the member who is the subject of the complaint.

c. The member against whom the complaint has been filed shall have thirty (30) days to respond to the allegations in writing, including the submission of documents, data, and sworn statements in support of the member's position. Such response and supporting documents shall be sent to the Organization's Executive Director who shall timely forward the same to each member of the Committee. The member may request one (1) extension of time to respond not to exceed an additional ten (10) days. Such request shall be in writing to the Executive Director.

d. Upon receipt of the member's written response and supporting documentation, the Committee shall have sixty (60) days in which to conduct and complete its review of the underlying complaint and the member's response; conduct any additional investigation or inquiry it deems appropriate under the circumstances and necessary to ensure a reasoned finding; meet and/or confer by telephone (if necessary); and to issue a written finding(s) and recommendation(s) to the

Organization's Board of Directors. The Committee may request additional time to complete its review and investigation where facts and circumstances merit and where reasonably necessary to ensure a full and fair consideration of the complaint and defense, and upon the written consent of the Organization's Executive Committee. However, such additional time shall not exceed thirty (30) days from the date of the request. In addition to its written recommendation, the Committee, through the Executive Director, shall provide the Board of Directors with copies of the underlying complaint and the member's response and all submitted supporting documents.

e. In the event the Committee determines by majority vote that the complaint is without merit or is unsupported by the Committee's investigation and findings, the Committee is authorized to dismiss the complaint and notify the complaining party and the member against whom the complaint was filed of the dismissal. In such case, the Committee's findings need not be forwarded to the Board of Directors and the Executive Director shall maintain a file on each such dismissed complaint for a three (3) year period.

f. In the event the Committee finds by majority vote that the facts and documents support the allegations of the complaint and that the member charged violated one or more of the stated purposes of the Organization, provision(s) of the Code of Ethics, and/or Standards of Practice, the Committee, through the Executive Director, shall provide written notice to the complaining party and the member against whom the complaint was filed setting forth the Committee's findings, including the provisions determined to have been violated, and forward its findings and recommendation(s) to the Organization's Board of Directors for final action.

Within sixty (60) days of receipt of the Committee's findings and recommendation, the Board of Directors shall meet in person at a duly convened meeting to consider the matter and, where requested in writing not less than thirty (30) days prior to the scheduled meeting of the Board by the party charged, to receive oral testimony from the party or parties, and after considering oral and/or written testimony and documentation, to vote to accept or decline the Committee's finding(s) and recommendation(s). In the event the Board finds by majority vote of the then entire membership Board that a violation occurred, the Board shall consider and decide upon the nature and extent of the disciplinary action to be taken against the member, including public or private written reprimand, probation, suspension or expulsion from membership. At the meeting of the Board where testimony from the parties is to be heard, the parties shall not be entitled to be represented by legal counsel.

g. Within twenty (20) days of the conclusion of the Board meeting at which the Board considered the matter, the Board shall issue a written decision accepting or rejecting the Committee's recommendation and setting forth its findings, including the nature and extent of any sanctions, including, probation, suspension or expulsion from membership, or public or private written reprimand. Upon receipt of the Board's written findings, the Executive Director shall forward a copy of the same to the party against whom the complaint was filed and the complaining party. A copy of the Board's finding shall be placed in the file on the matter.

New Proposed Article IV – Meetings of Membership

Proposed Amendment:

Section 1 - Meetings

a. Annual Meeting: The Organization shall hold an annual meeting within the given fiscal year on a date and at a location fixed by the Board of Directors. The date of the annual meeting may be changed from time to time to accommodate the needs of the Organization and its members. At the annual meeting, the Organization shall elect officers; receive the annual report of the officers and Executive Director; and transact such other business as may properly come before said meeting.

b. Committees: The various committees of the Organization may schedule their meetings in conjunction with the annual meeting.

c. Special Meetings: A special meeting of the Organization may be called at any time by the Board of Directors or the President, or upon written petition by not less than one-third (1/3rd) of the active and voting members in good standing to consider a specific subject.

d. Notice: Written notice stating the time and place of any meeting of the Organization shall be given by mail, facsimile or electronic mail to all members of the Organization in good standing not less than ten (10) and not more than thirty (30) days prior to the date of the scheduled meeting.

e. Quorum: Except as otherwise provided by law, a simple majority of those voting members registered and attending, subject to not less than five percent (5%) of the active membership roll as of the established record date, shall constitute a quorum at any duly authorized meeting of the membership of the Organization. Each member, designated for a membership vote, shall be entitled to exercise one (1)

vote on any matter appropriately placed before membership for a vote.

f. Agendas: The agendas for all meetings of the Organization and its committees should be approved by BHA legal counsel prior to the meetings being convened.

Current Article IV to become Article V – Board of Directors

Current Section 1: Members

a. There shall be a Board of Directors (hereinafter called the Board) consisting of up to seventeen (17) elected directors who shall be members of the corporation and hold certification status, up to six (6) of whom shall be elected each year to hold office for three (3) years as provided in Article V. From the seventeen, there shall be a President, Vice President and Secretary/Treasurer.

Proposed Amendment to Section 1: Directors

a. There shall be a Board of Directors consisting of not more than thirteen (13) elected directors who shall all be members of the Organization in good standing and each of whom shall hold a certification issued by the Organization or a Board approved certification from an affiliated or associated industry. Up to four (4) of the directors shall be elected each year to serve terms of three (3) years as provided in Article V. From the membership of the Board there shall be elected a President, Vice President and Secretary/Treasurer. Each member of the Board shall have a single vote on all matters properly before the Board for a vote.

b. The President shall fill any vacancy on the Board for the unexpired term with the approval of a majority vote of the Board.

c. No two members from the same company or associated with the same franchise or dealer shall serve on the Board at the same time.

Current Section 2: Powers and Duties

A. Subject to the provisions of these Bylaws, the Board shall determine the policies of the Organization and manage its affairs.

B. All appropriations of funds of the Organization shall be

made by the Board, but the Board may delegate this authority to the Executive Director to carry out the duties as set forth in Article V.

C. From time to time, the Board shall cause to be examined the accounts of the Organization and shall report thereon to the membership at least once each year.

Proposed Amendment to Section 2: Powers and Duties

a. General Powers: The business and affairs of the Organization shall be managed by and under the direction of the Board of Directors.

b. All appropriations of funds of the Organization shall be made by the Board, but the Board may delegate this authority to the Executive Director to carry out the duties as set forth in Article VI.

c. From time to time the Board shall cause the accounts of the Organization to be reviewed and examined by a qualified accounting professional and the Board shall report to membership on the Organization's accounts not less than once each year.

Current Section 3: Meetings

a. The Board shall meet four (4) times per year.

b. The President may call special meetings of the Board when desirable in his/her judgment, and he/she shall call such meetings when requested in writing by five (5) members of the Board or by twenty (20) voting members of the Organization.

c. Notice of each meeting shall be given to each member of the Board by mail, telephone, fax or e-mail.

d. One-half of the then entire number of members of the Board of Directors shall constitute a quorum provided that at least two officers are present.

e. If a Board member is absent from one-half (1/2) or more of the meetings scheduled in any one year period, such member shall be removed at the discretion of the Board. This policy shall not apply to meetings for which reasonable notice was not given.

Proposed Amendment to Section 3: Meetings

a. The Board shall hold not fewer than three (3) regular meetings during each fiscal year of the Organization.

Regular meetings shall be held at the time and place as shall be determined by the Board of Directors.

b. The President may call special meetings of the Board when desirable or necessary in his or her judgment. The President shall also call meetings when requested in writing by five (5) members of the Board or by twenty (20) voting members of the Organization.

c. Notice of each meeting, setting forth the time and location, shall be provided to each member of the Board by mail, telephone, facsimile or e-mail.

d. One-half of the then entire number of members of the Board of Directors shall constitute a quorum, provided that at least two (2) officers are present. A majority vote of those present and voting shall be necessary for any official action.

e. Any director may be removed from the Board for cause, including the absence of the Director from three (3) consecutive regular meetings of the Board, by the Board of Directors.

f. Any Director may attend a meeting via conference telephone or by other electronic means as allowed by law where the Director can hear and be heard by those participating.

g. Any action required, or permitted to be taken, at any meeting of the Board of Directors may be taken without a meeting if written consent thereto is signed by all members of the Board, and such written consent is filed with the minutes of proceedings of the Board.

Current Article V to become Article VI – Officers and Directors

Current: Section 1: Positions

a. The elected officers of the Corporation shall be the President, a Vice-President, and a Secretary/Treasurer. The Board shall appoint an Executive Director. The President, the Vice-President and the Secretary/Treasurer shall be members of the Corporation. The Executive Director need not be a member.

b. The President shall serve for one (1) year, but no more than two (2) years consecutively.

c. The Vice-President and Secretary/Treasurer shall be

elected for one-year terms and may succeed themselves without limit.

d. Directors shall serve a three year term as outlined in Article IV.

e. Officers and Directors may be removed from the Board for good cause shown by an affirmative vote of two-thirds (2/3rd) of the then entire Board.

f. Officers and Directors shall assume their duties at the meeting following their election, and shall serve their term of office until duly elected successors' terms begin

Proposed Amendment to Section 1: Positions

a. The elected officers of the Organization shall be a President, Vice-President, and Secretary/Treasurer. All officers shall be members of the current Board of Directors and members of the Organization. If the term of office of one of the Organization's officers extends beyond the expiration of the term for which he or she was elected as a Director, his or her term as Director shall be extended automatically to expire concurrently with the expiration of his or her term as officer.

b. The Board shall appoint an Executive Director who need not be a member.

c. All officers shall be elected at the meeting of the Board of Directors following the Annual Meeting of the members, for one (1) year terms. The President shall serve for one (1) year, but in no case more than two (2) years consecutively. The Vice-President and Secretary/Treasurer shall be elected for one (1) year terms and may succeed themselves without limit.

d. Directors shall serve a three (3) year term as outlined in Article V.

e. Officers and Directors may be removed from office by the Board of Directors for cause, or whenever, in its best judgment, the best interests of the Organization can be served thereby. Removal shall be by an affirmative vote of two-thirds (2/3rds) of the then entire Board.

f. Officers and Directors shall assume their duties at the meeting following their election, and shall serve their term of office until their duly elected successors' terms begin.

Current: Section 2 – Powers and Duties of the President

The President shall be Chief Executive Officer of the Corporation. The President shall preside at all meetings and shall have powers and duties as are set forth in these Bylaws and as the Board from time to time may assign. The President may appoint, with the consent of the Board, members to Sections and Committees of the Organization.

Proposed Amendment to Section 2 - Section 2 remains unchanged except for the deletion of the words "...with the consent of the Board..."

Current: Section 3 – Powers and Duties of the Vice-President

In the absence or disability of the President, the Vice-President shall have the powers and duties as the Board from time to time assigns. The Vice-President shall perform such other duties as the President from time to time assigns.

Section 3 remains unchanged.

Current: Section 4 – Powers and Duties of the Secretary/Treasurer

The Secretary/Treasurer shall keep a record of the proceedings of the Corporation and of the Board; attend to all correspondence and notify all officers, directors and members of their appointments to committees; keep a roll of the members; issue notices of all meetings of the Corporation, of the Board and of committees; perform such other duties as are assigned to the Secretary/Treasurer by the Board.

The Secretary/Treasurer shall report annually, and more often if required by the Board, the amount of funds received and disbursed by the Corporation. The Secretary/Treasurer shall keep regular accounts which at all times shall be open to inspection of the President or the Board and shall perform such other duties of the office as may be required by the Board.

Proposed Amendment to Section 4: Paragraph 1 of Section 4 remains unchanged except replacing "Corporation" with "Organization." The word "roll" is inserted in place of "poll."

Current: Section 5 – Powers and Duties of the Executive Director

The Executive Director shall manage the day-to-day affairs of the Corporation as the Chief Operating Office, including, but not limited to, collecting dues and other revenue and

paying expenses of the Corporation, under the policies determined by the Board and under the general supervision of the Board and the President. The Executive Director shall make suggestions and plans for long-range improvement in the effectiveness of the Corporation, and shall assist the President and Vice-President in connection with the appointment of committees.

Proposed Amendment to Section 5: Section 5 will remain unchanged except for the substitution of "Organization" for "Corporation."

Current: Section 6 – Directors

The Board shall define the duties of any directors appointed by it and may add to the duties of any officer of the Corporation.

Proposed Amendment to Section 6: Section 6 will remain unchanged except for the substitution of "Organization" for "Corporation."

Current: Section 7 – Term

Each officer provided for herein shall hold office until his or her successor has been duly elected or appointed, except that the Executive Director shall hold office at the pleasure of the Board.

Section 7 remains unchanged.

Current: Section 8 - Vacancies

The vacancy in any office shall be filled for the unexpired term by appointment by the Board, except that if the office of the President becomes vacant, the Vice-President shall fill such office and if the office of Vice-President becomes vacant, it shall be filled only by election by the membership of the Corporation, either at the next regular election or by a special election to be held in such manner as the Board determines.

Proposed Amendment to Section 8: Section 8 remains unchanged except for the substitution of "Organization" for "Corporation".

Proposed New Section 9 – Bond

Any officer or agent of the Organization shall, if required by the Board of Directors, give the Organization such security for the faithful discharge of his or her duties as the Board may direct.

Previous Article VI to become Article VII – Nominations and Elections

There are no proposed changes as this seems to be working and the Board is comfortable with the process.

Previous Article VII to become Article VIII– Committees

Current: Section 1- Executive Committee remains unchanged.

Current: Section 2 – Standing Committees

There shall be the following standing committees: Budget, Membership, Nominating, Standards/Grievance, Education/Program, Conventions/Meetings:

It was proposed that we eliminate Conventions/Meetings entirely and that a new Committee entitled Certification/Education be created. That said, the following is proposed:

Certification/Education – To establish and oversee the Organization’s certification program and continuing professional education program for the benefit of members and the general public.

Current: Section 3 – Special Committees

The President may appoint additional special committees of the Corporation to perform such duties as are set forth in the directive creating such committees.

Proposed Section 3 – Other Committees

The Board of Directors shall determine what standing and special committees may be necessary and beneficial to the Organization. The President shall appoint the chairmen and members of the various committees.

Current: Section 4 – Removal and Vacancies

Section 4 remains unchanged.

Current: Section 5 – Committee Votes

Section 5 remains unchanged.

Current Article VIII to become Article IX – Indemnification

To the fullest extent permitted by law, the association shall indemnify each person (and his or her heirs, executors, administrators, and other legal representatives) who is or shall have been a Director or Officer of the Association against all liabilities and expenses (including the judgments, fines, penalties, and attorneys’ fees and all amounts paid in compromise or supplement) reasonably incurred by any such Director or Officer arising out of any action, suit, or proceeding as a result of any action taken by them or by their failure to take such action into capacity as Directors or Officers of the Association.

Proposed Amendment to Article IX: Indemnification

Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter “Proceeding”), by reason of the fact that he or she is or was a director or officer of the Organization, shall be indemnified and held harmless by the Organization to the fullest extent permitted by the laws of the State of Ohio, though not in excess of the actual amount of the Organization’s available insurance coverage for such action, suit or proceeding, against all costs, charges, expenses, liabilities and losses (including reasonable attorney’s fees, judgments, fines, taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in the event of willful misconduct or a knowing violation of criminal law, and such indemnification shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of his or her heirs, executors, and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Organization.

Current Article IX to become Article X – Fiscal Year

Article X shall remain unchanged.

Current Article X to become Article XI - Amendments

The Board of Directors shall have the power and authority to recommend to the Membership amendments, alterations, or repeal of those bylaws or any provision thereof, and may from time to time recommend additional bylaws. Those members in attendance at the Annual Meeting shall have

a vote on these changes. A two-thirds (2/3rds) majority is required to finalize the presented recommendations. The recommended bylaw changes will be published in the association newsletter 60 days prior to the scheduled meeting.

Proposed Amendment to Article XI – Amendments to Bylaws

Except as otherwise provided in applicable statutes, these Bylaws of the Organization, including this Article XI, may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors.

Proposed New Article XII – Association Assets

Section 1- Membership in the Organization is a privilege and not a property right. No member shall have any ownership or property right in the funds, property, or other assets of the Organization.

Section 2 – In the event of dissolution of the corporation, the Board of Directors shall authorize the payment of all

indebtedness of the corporation and arrange for the transfer of the remaining net assets of the corporation to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code, as amended, or the corresponding sections of any future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose; provided however that in no way shall such distribution inure to the benefit of any elected officer, director, official or contributor.

Proposed New Article XIII – Electronic Transmissions and Transactions

Any communication from the Organization to the members or from members to the Organization, including meeting notices, proxies and ballots, may be made using electronic means if permitted by the Board of Directors and if allowed by law. In addition, any meeting may be conducted electronically, in whole or in part, if so directed by the Board of Directors and if allowed by law.

Our new potential logo



Our new potential website



Our association's potential future.

VOTE
Annual Convention
August 14-18, 2010
San Antonio, Texas