

BY-LAW NO. 1

A By-Law relating generally to the constitution and to the transaction of the business affairs of

DURHAM REGION LAW ASSOCIATION

BE IT ENACTED as a By-Law of the Association as follows, and all previous By-Laws relating to the transaction of the affairs of the Association are hereby repealed and replaced with this By-Law:

INTERPRETATION

1. In this By-Law and all other By-Laws of the Association, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies; corporations, partnerships and any number or aggregate of persons; “Board” shall also mean the Board of Directors of the Association; “Letters Patent” shall include Supplementary Letters Patent; “The Corporation Act” shall mean the Corporations Act (Ontario) as amended from time to time or any Act that may hereafter be substituted therefore.
2. **Definitions** In this By-Law, the following terms have the following meanings:
 - (a) “**Act**” means the *Corporations Act (Ontario)* and where the context requires includes the regulations made under it, as from time to time amended;
 - (b) “**Association**” means the Durham Region Law Association incorporated as a corporation pursuant to Letters Patent and continued as same pursuant to Letters Patent of Continuation dated March 11, 1986, together with such further Supplementary Letters Patent.
 - (c) “**Board**” means the board of directors of the Association;
 - (d) “**By-Laws**” means this By-Law and all other By-Laws of the Association from time to time in force and effect;
 - (e) “**Chair**” means the chair of the Board which is the President or his or her delegate;
 - (f) “**Chief Executive Office**” means the individual elected as President of the Association;

- (g) **“Director”** means a person elected to the Board;
- (h) **“Ex-Officio”** means membership, election or appointment by virtue of the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided.;
- (i) **“Member”** means a member of the Association ; and
- (j) **“Officer”** is as defined below in this By-Law under the section entitled “Officers.”

HEAD OFFICE

- 3. The Head Office of the Association shall be in the Region of Durham, in the Province of Ontario, and at such place therein as the Directors of this Association from time to time determine.

SEAL

- 4. The seal, an impression whereof is impressed on the margin hereof, shall be the corporate seal of the association.

C/S

BOARD OF DIRECTORS

- 5. **Number** The affairs of the Association shall be managed by a Board of fifteen (15) Directors (plus the exiting President who shall be ex officio voting director pursuant to these bylaws), who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the By-Laws of the Association or by status expressly directed or required to be done by the Association at general meetings of the Members.
- 6. **Qualifications** Each Director, at the time of his or her election and throughout his or her term of office, shall be an Ordinary Member or New Lawyer Member of the Association.

7. **Term of Office and Filling of Vacancies**

(a) Directors that are elected to replace the position of a retiring director whose 3 year term has expired shall be elected for a term of three years. A person appointed to fill a vacancy on the Board (prior to the expiry of a director's 3 year term) shall hold office for the unexpired portion of the term of the Director who is ceasing to be a Director .

(b) The Board of Directors shall prior to the annual general meeting, appoint a nominating committee consisting of three Members of the Board, which committee shall receive nominations from Ordinary Members and New Lawyer Members for Directors to be elected at the next annual general meeting. All such nominations shall be received by the said committee by the 15th day of the month immediately preceding the annual general meeting.

(c) In order to ensure a composition of the Board of Directors corresponding to the geographic location of the practices of the Ordinary Members or New Lawyer Members, two out of each five Directors elected from time to time shall be Members whose offices are outside the geographic boundary of the City of Oshawa. Provided however, in the event that insufficient nominations of Members whose office are outside the geographical boundary of the City of Oshawa are received, or insufficient nominations are received from either category, then the positions on the Board shall be filled based on the nominations received from the Members at large regardless of geographical considerations.

(d) The President of the Association for the period expiring at the annual meeting of Members in each year shall (provided the departing President wishes to act as such) be an Ex Officio Member of the Board of Directors from the date of such meeting until the next ensuing annual meeting of Members (therefore, for a period of approximately 12 months) and, during his or her term of office, shall have the same powers, rights and duties of every other Director,.

8. **Vacation of Office**

The Office of a Director shall be vacated:

- (a) If a Director is found to be a mentally incompetent person or becomes of unsound mind;
- (b) If by notice in writing to the Association a Director resigns from office, provided that such resignation shall take effect at the time specified therein, or if no time be specified at the time of its receipt by the Association;

- (c) If a Director ceases to be a Member of the Law Society of Upper Canada or is suspended from the practice of law or otherwise no longer entitled to engage in the practice of law, or ceases to be an Ordinary Member of the Association.; and
- (d) If a Director is absent from three (3) consecutive meetings of the Board of Directors unless such absenteeism is waived by a resolution passed by the Board of Directors.

ELECTION

- 9. **Election and Removal** Election of Directors may be by ballot unless demanded. Otherwise. Those Directors whose terms shall expire at the annual meeting at which Directors are to be elected shall be eligible for re-election if otherwise qualified; provided always that the Members may, by resolution passed by at least two-thirds of the votes cast at the general meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office and may, by a majority of the votes cast at that meeting, elect any Ordinary Member in his her stead for the remainder of his or her term. A retiring Director shall retain office until the dissolution of adjournment of the meeting of Members at which his or her successor is elected.
- 10. **Vacancies** Vacancies in the Board may be filled for the remainder of its term of office from among the qualified Ordinary Members of the Association, or New Lawyer Member, either by the Members at a general meeting called for the purpose or, by the remaining Directors if constituting a quorum; otherwise such vacancies shall be filled at the next meeting of the Members at which Directors are elected. If the number of Directors is increased a vacancy or vacancies in the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

POWERS OF DIRECTORS

- 11. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association in its name, any kind of contract, which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and perform all such other acts and things as the Association is by its Letters Patent and otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association for such consideration and upon such terms and conditions as they may deem advisable.

RULES AND REGULATIONS

12. The Directors may from time to time make rules and regulations with respect to the carrying out of the provisions of this By-Law in respect of the management of the affairs of the Association and they may from time to time repeal or amend any such rules and regulations.

MEETINGS OF DIRECTORS

13. **Place of Meeting: Notice and Frequency** (a) Directors' meetings may be held either at the head office or elsewhere within Ontario as the Directors may from time to time determine. A meeting of Directors may be called by the President, the Vice-President or any two Directors. Notice of such meeting shall be delivered via email to the Director at the Director's last known email address provided to the Association for this purpose not less than seven (7) days before the meeting is to take place. Provided always that meetings of the Board of Directors may be held at any time without formal notice if a quorum of Directors is present and all the Directors have signified in writing their consent to the meeting being held without notice. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any Director at any time.

(b) The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

(c) After the election of Directors at a general meeting, for the first meeting of the Board of Directors to be held immediately following such meeting, or in the case of a Director elected to fill a vacancy on the Board, for the meeting at which the election is made, no notice of such meeting shall be necessary to the newly elected Director or Directors in order legally to constitute the meeting, provided that a quorum of Directors be present.

(d) There shall be a minimum of 10 meetings in the 12 months following each annual general meeting unless the Directors determine otherwise via resolution. No meetings shall be held in July or August.

14. **Quorum** Eight (8) of the Directors shall form a quorum for the transaction of business and the passing of resolutions.

15. **Voting, Board of Directors** Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of any equality of votes, the Chair of the board of directors, in addition to his or her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to the effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

16. **Errors in Notice, Board of Directors** No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

17. **Adjournments** Any meetings of the Members or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

18. **Remuneration of Directors** No remuneration shall be paid to the Directors for acting as such. No Director shall act as counsel or solicitor to the Association or otherwise serve it in a professional capacity.

PROTECTION OF DIRECTORS

19. Every Director or Officer of the Association and his or her heirs, executors and administrators, and his or her estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

(a) All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by his or her, in or about the execution of the duties of his or her office; and

(b) In all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect and default.

20. (a) No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipts or act for conformity or for any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damages arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any monies, securities or effects of the Association shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own negligent willful act or default.

(b) The Directors shall from time to time obtain for the Association, its Officers and Directors, Director's and Officer's liability insurance at the Association's expense.

OFFICERS

21. The Association shall have as Officers, a President, at least one Vice- President, a Secretary and a Treasurer who shall be Directors of the Association and such other Officers as the Board of Directors may determine from time to time.

22. Officers of the Association shall be elected at the first meeting of the Board after each election of Directors. In default of such elections the then incumbents shall hold office until their respective successors are elected. A vacancy occurring from time to time in such offices may be filled by the Board. A resolution of the Board of Directors shall be necessary for the election or appointment of the said Officers. The Board may appoint and remove such other Officers and

agents and employees as it shall deem necessary, who shall have such authority and shall perform such functions or duties and receive such remuneration as from time to time shall be prescribed by the Board.

23. **Duties of Officers may be Delegated** In case of the absence of the President, Vice-President or any other Officer of the Association or for any other reason that the Board may deem sufficient, the Board may delegate the powers of such Officer by resolution to any other Officer or to any Director for the time being provided that the majority of the entire Board concurs therein.
24. **The President** The President shall be the Chief Executive Officer of the Association. He or she shall, if present, preside as Chair at all meetings of Members and Directors, he or she shall sign all instruments which require his or her signature and shall perform all duties incident to this office and shall have such other powers and duties as may from time to time be assigned to him or her by the Board.
25. **Vice – President** During the absence or inability of the President, his or her duties may be performed and his or her powers may be exercised by the Vice-President. If the Vice-President exercises any such duty of power, the absence or inability of the President shall be presumed with reference thereto. The Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him or her or the Board may prescribe. In the event there are two Vice-Presidents the President shall choose his or her or delegate during his or her absence or inability to act and in the event the President is not available to choose said delegate the Directors shall, by majority, select which vice-president shall assist the President with his or her duties and responsibilities during the period the President is absent or unable to perform his or her duties.
26. **The Secretary** The Secretary shall have the following duties:
- a) To give, or cause to be given all notices required to be given to Members, Directors, Auditors and Members of Committees;
 - b) To attend at all meetings of Directors and Members and to make and keep minutes of all such meetings;
 - c) To be the custodian of the corporate seal and general of all books, papers, records, or documents belonging to the Association;
 - d) To perform other such duties as may from time to time be prescribed by the Board.
27. **The Treasurer** The Treasurer shall have the following duties:

- e) To have the care and custody of all the funds and accounts and securities of the Association and to deposit same from time to time in such banks or institutions as the Board of Directors may direct;
- f) To sign or counter-sign such instruments as require his or her signature and shall perform all duties incident to his or her office or that are properly required of him or her by the Board;
- g) To prepare and submit to the Board of Directors financial statements of the state of the Association as required from time to time by the Board of Directors; and
- h) To perform other such duties as may from time to time be prescribed by the Board.

28. **Vacancies** If any office of the Association shall be or become vacant by reason of death, resignation, or disqualification or otherwise of the holder thereof, the Directors by resolution may elect or appoint an Officer to fill such vacancy.

COMMITTEES

29. **Advisory Committees** (a)The President may from time to time appoint such committees as he or she may deem desirable, but the functions of any such committees shall be advisory only.

Procedure (b)Unless otherwise ordered by the Board, each committee shall have power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

MEMBERSHIP

30. There shall be five classes of Members in the Association, namely: Honourary Members, Life Members, Ordinary Members, New Lawyer Members and Articling Student Members. All memberships of the Association shall run for a one year period from January 1 and terminating on December 31. Any person meeting the membership qualifications as set out herein may apply to the Board of Directors for membership in the Association. Upon receipt of the application for membership, the Board of Directors may approve the application for membership in the Association for the current year, subject to payment of the membership fee. The various Members are defined as follows:

a) **Honourary Members** The following persons shall be invited to become Honourary Members.

- (i) All Justices of the Ontario Court of Justice and the Superior Court of Justice presiding ordinarily in Courts in the Regional Municipality of Durham;
- (ii) Members of the Association who are appointed Justices of the Supreme Court of Canada, the Federal Court of Canada, the Superior Court of Justice, and the Ontario Court of Justice;
- (iii) Members of the Association who are appointed Ministers of the Crown in the Governments of Canada or Ontario; or
- (iv) Such other persons as the Directors shall from time to time designate by resolution.

Honourary Memberships shall terminate when the person no longer holds one of the above offices or as determined by resolution by the Directors.

- b) **Life Members** The following persons may be granted a Life Membership in the Association:
 - (i) Honourary Members appointed under the provisions of subsections a)i and ii above, who retire from their judicial appointments; or
 - (ii) Life Members of the Law Society of Upper Canada and who reside in the Regional Municipality of Durham or who practiced or practice in the Regional Municipality of Durham.

- c) **Ordinary Members** Any lawyer Member of the Law Society of Upper Canada who:
 - (i) Practices law in the Regional Municipality of Durham;
 - (ii) Resides in the Regional Municipality of Durham, or
 - (iii) Practices and reside outside of the Regional Municipality of Durham and are accepted as Members based upon criteria approved from time to time by the Board of Directors.

- d) **New Lawyer Members** Any lawyer member of the Law Society of Upper Canada who has practised law less than five (5) years may apply as a New Lawyer Member.

- e) **Articling Students** Any person who is articling for a member of the Association may apply to be a student member and will pay the same fees as a New Lawyer Member. Articling students will not have voting rights.

FEES

31. Honourary and Life Members shall be exempt from the payment of annual membership fees. Ordinary Members shall pay such annual membership fees as may be determined by the Board of Directors. New Lawyer Members and Articling Student Members shall pay 50% of the Ordinary Member's annual membership fee. Fees will be prorated for applicants based on the calendar year.

TERMINATION OF MEMBERSHIP

32. (a) Membership shall terminate each year on December 31.
- (b) During the term of membership of any Member, the Board of Directors may suspend or terminate the membership of any Member for:
- (i) Failure to pay for membership fee;
 - (ii) Suspension or disbarment by the Law Society of Upper Canada;
 - (iii) Breach of infringement of the Letters Patent, By-Laws or resolutions of the Association; and
 - (iv) For any other reason as determined by the Board of Directors from time to time.

LIBRARY PRIVILEGES

33. The following persons shall have the privileges of the library at all times during regular hours:
- (a) All members in good standing in the Association;
 - (b) Lawyers who are members of the Law Society of Upper Canada practicing outside the Regional Municipality of Durham.;
 - (c) All Justices of the Ontario Court of Justice and Superior Court of Justice; and
 - (d) Articling Students.

Provided that the Board of Directors may revoke any privilege as granted above for cause.

MEMBERS' MEETINGS

34. **Annual Meeting** The annual meeting of the Members shall be held at the head office of the Association or elsewhere in the Judicial District of Durham as the Board of Directors may determine and on such day in each year as the Board of Directors may be resolution determine.
35. **Special Meetings** Other meetings of the Members whether special or general may be convened by order of the President, the Vice-President or the Board at any time and for any place within

the Judicial District of Durham and shall be convened from time to time by the President upon a written request therefore signed by twenty (20) Ordinary Members or New Members of the Association.

36. **Notice** Notice stating the day, hour and place of a meeting, and the general nature of the business to be transacted, shall be served via email to each person who is a Member in good standing of the Association at the Member's last known email address provided to the Association for this purpose at least 15 days (exclusive of the day of e-mailing, but inclusive of the day for which the notice is given) before the day of every meeting.

37. **Error or Omission in Notice** No Error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting to make void any proceedings taken thereat and any Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director, or Officer, for any meeting or otherwise, the e-mail address of any Member, Director of Office shall be his or her last e-mail address recorded on the books of the Association.

38. **Persons Entitled to be Present** The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat and others who although not entitled to vote are entitled or required under any provisions of the Corporations Act or the By-Laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

39. **Right to Vote** At each meeting of Members, all Members referred to in section 30 above, except Honourary members, whom are in good standing of the Association shall be entitled to vote.

40. **Show of Hands** At all meetings of Members every question shall be decided by a show of hands unless a poll thereon be required by the Chair or be demanded. Any business arising shall be determined by a majority of votes. Upon a show of hands every person present who it entitled to vote thereat shall have one vote. After a show of hands has been taken upon any question the Chair may require or any Member present entitled to vote may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Association in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

41. **Polls** If a poll is required by the Chair of the meeting or is duly demanded by any Member and the demand is not withdrawn, a poll upon the question shall be taken in such manner as the Chair of the meeting shall direct.

42. **Votes on Polls** Upon a poll each Member shall be entitled to one vote and the result of the poll shall be the decision of the Association in annual or general meeting, as the case may be, upon the question.

43. **Adjournment** The Chair may with the consent of any meeting adjourn same from time to time, and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

44. **Quorum** Two ordinary Members present in person and each entitled to vote thereat shall be a quorum of any meeting of Members for the choice of a Chair and the adjournment of the meeting; for all other purposes a quorum for any meeting (unless a greater number of Members is required by The Corporations Act, or by any Supplementary Letters Patent of the Association) shall be ordinary Members personally present not being less than ten in number. No business shall be transacted at any meeting unless the quorum requisite is present at the commencement of the business.

NOTICES

45. **Method of Giving** Any notice, communication or other document to be given by the Association to a Member, Director, Officer, or Auditor of the Association under any provisions of the Letters Patent or By-Laws shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last e-mail address or mailing address as recorded in the books of the Association. The Secretary may change the address on the books of the Association of any Member in accordance with any information believed by him or her to be reliable.

46. **Signature of Notice** The signature to any notice to be given by the Association may be written, stamped, typewritten, or printed or partly written, stamped, typewritten or printed.

47. **Computation of Time** Where a given number of days' notice or notice extending over any period is required to be given the day of service or posting of the notice shall, unless it is otherwise provided, be not counted in such number of days or other period.

48. **Proof of Service** A certificate of the Secretary or other duly authorized Officer or their delegate, of the Association in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Officer, or Auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or Auditor of the Association as the case may be.

49. **Banking** The banking business of the Association or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution. All such banking business, or any

part thereof, shall be transacted on the Association's behalf by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Association's accounts, the making signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of the Association, the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto.

EXECUTION OF DOCUMENTS

50. Contracts, documents or any other instruments in writing requiring the signature of the Association may be signed by any two (2) of the President, Vice-President, Secretary and Treasurer or by any one (1) of the foregoing and a Director, (unless the board specifies otherwise by resolution) and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any Officer or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

No person shall be so authorized to execute any document on behalf of the Association unless that person has been on the Board of Directors for at least one year and duly authorized by the Board to do so.

The seal of the Association may, when required be affixed to contracts, documents and instruments in writing signed as aforesaid.

The term "contracts, documents or instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts, and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing the President, Vice-president, Secretary and Treasurer or any one (1) of the foregoing and a Director shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and to sign and execute under corporate seal of the Association or otherwise all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities .

FISCAL YEAR

51. The Directors may from time to time fix the fiscal year of the Association or may change it.

REPEAL OF PRIOR BY-LAWS OR RULES

52. All prior By-Laws or rules of the Association are hereby repealed, provided that such repeal shall not affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such By-Law or rule by which the affairs of the Association have heretofore been conducted prior to its repeal.

Passed by the Members and sealed with the corporate seal this _____ day of May, 2014.

President

_____ c/s
Secretary