

# Boeing Leadership Association of Southern California



## BY-LAWS

National Management Association, Chapter 701



Revisions:

Revision Number	Date	Summary of changes
NC	October 8, 2014	(New, derived from Bylaws of BALC and BLBLA)
A	October 31, 2016	Change name of VP of Budgets and Procurement to VP of Budgets, added VP at Large Position.
B	November 17, 2017	Updating VP positions and other general information
C	November 16, 2018	Updating VP Positions

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## **ARTICLE I – ORGANIZATION AND PURPOSE**

### **Section A – Names**

1. The name of this corporation is Boeing Leadership Association of Southern California, Inc., herein referred to as BLASC, or the Chapter, or the Association.
2. The name of the sponsoring company is The Boeing Company, also referred to as Boeing.

### **Section B – Principal Office**

The principal office for the transaction of business of the Boeing Leadership Association of Southern California, Inc. shall be located in the County of Orange, State of California.

### **Section C – Affiliation**

The Chapter shall maintain an active membership in the National Management Association (NMA). The Chapter shall be nonpolitical, nonpartisan, nonsectarian, and nonprofit; and shall not engage in collective bargaining on behalf of its members or others.

### **Section D – Purpose**

The Association is established for the purpose of:

1. Providing education and training opportunities to enhance members' leadership and organizational development skills
2. Providing networking opportunities with company executives and other Association members to foster insight into future Boeing strategies and career development
3. Encourage the spirit of unity and cooperation among leaders at all levels
4. Providing opportunities for the membership to demonstrate leadership potential through participation as chapter officers and in planned chapter/company activities
5. Establishing a high level standard for performance through a continuous improvement culture
6. Serving as a demographic model of a diverse and involved team and encourage a community culture

7. Partnering with company organizations to provide an environment that promotes team spirit and provides a diverse base of volunteers for the company's efforts to improve the quality of life for its employees and the communities in which it does business
8. Supporting Boeing integrity/ethics initiatives and adhere to the rigor of the National Management Association Code of Ethics and Statement of Principles

## **ARTICLE II – CALENDAR YEAR**

The Association calendar year shall be from January 1 through December 31. This calendar year shall serve as both the administrative and fiscal years of the Chapter.

## **ARTICLE III - MEMBERSHIP**

### **Section A – Membership**

The membership will be comprised primarily of non-represented Boeing employees (exempt or nonexempt). Applications for membership for customers, current suppliers, credit union employees, represented Boeing employees, retirees and spouses require approval by the Board of Directors. Foster a culture in which all employees are seen, heard, valued and respected.

Prohibit discrimination based on race, color, religion, national origin, sex, sexual orientation, gender identity, age, physical or mental disability, and qualifying veteran status

### **Section B – Classes of Members**

There shall be two classes of members - Regular and Members-at-Large.

1. Regular Member Eligibility
  - a. Any employee of participating organizations of The Boeing Company when approved for membership by the Board of Directors.
  - b. Any customer, current supplier, or credit union (Financial Partners Credit Union, NuVision Federal Credit Union, and Kinecta Federal Credit Union) employee when approved for membership by the Board of Directors.
  - c. Any regular member may retain regular membership in the Association as long as he/she remains

employed in good standing as defined in sections a or b above, and Article IV, section B.

2. Member-at-Large Eligibility

- a. Spousal Member - To be eligible for this category, an individual shall be a spouse or domestic partner of a current BLASC member in good standing.
- b. Alumni Member - Any BLASC member in good standing who is a Boeing employee that has received a 60-day layoff notice shall be provided the option to remain a BLASC member. This option expires when the member's employment with Boeing officially ends.
- c. Retiree Member - Any BLASC member in good standing at the time of retirement shall be eligible for a retiree membership. Retiree membership eligibility includes:
  - Minimum of three (3) years membership in BLASC (or any other NMA chapter or as an individual NMA member) and
    - i. Regular Retiree – A dues paying member with all rights and privileges as regular members.
    - ii. Lifetime Members – Lifetime members do not have voting rights and are not eligible to be on the Board of Directors. They are eligible to attend General Membership Meetings (without being an invited guest of a regular member) at a fee established by the Board of Directors. Any Lifetime member who has been rehired by a participating organization as a fulltime employee will be eligible for reinstatement as a regular member and the initiation fee will be waived.

The Board of Directors may grant individual membership at its discretion with the approval of a majority vote of the Board of Directors.

**Section C – Voting Rights**

1. All dues paying members in good standing shall have the right to vote.

Lifetime members (non-dues paying members) shall have no voting rights. Section D – General Membership Meetings

The BLASC general membership will receive notice and meet on a schedule as determined by the Board of Directors on a date to be decided by the Vice Presidents of Programs and Operations for no fewer than eight ( 8) General Membership Meetings each year.

### **Section E – Application for Membership**

Anyone meeting the eligibility requirements may apply for membership in the Chapter.

1. Any Boeing employee that is eligible for regular membership in the Association shall notify the Vice President of Membership or his/her designee and obtain, complete, and submit an Application and Payroll Deduction Authorization for membership dues. Upon verification that the applicant meets the eligibility requirements, a membership package will be issued and the member's name added to the membership roster.
2. All others not on the Boeing payroll that are eligible for membership in the Association shall notify the Vice President of Membership or his/her designee and obtain, complete, submit an application for membership, and submit the appropriate dues payment. Upon verification that the applicant meets the eligibility requirements, a membership package will be issued and the member's name added to the membership roster.

### **Section F – Termination of Membership**

Dues paying membership shall conclude for any of the following reasons:

1. Resignation - A member of greater than 6 months may resign from membership by submitting a written notice to the Chapter Vice President of Membership.
2. Ineligibility - When a member no longer meets eligibility criteria as set forth in Article III, Section B.1 or B.2.
3. Termination of employment unless sustaining their membership as set forth in Article III, Section B.2.
4. When a customer, current supplier, or credit union member separates from their employer.
5. For cause upon determination by the Board of Directors.

### **Section G – Assignment of Member's Rights**

A membership or a member's rights and interest in and to the Chapter and its assets cannot be assigned or transferred. Upon termination of membership, the right and interest of such member in and to the Chapter



and its assets shall terminate and the former member, and his/her heirs or representatives shall not be entitled to compensation.

#### **ARTICLE IV – FEES, DUES AND ASSESSMENTS**

##### **Section A – Fees**

1. Registration Fee - Applicants for regular membership shall pay a one-time initiation or registration fee in such amount and in such manner as established by the Board of Directors. The Association may waive or reduce the initiation or registration fee for special membership drives or other occasions.
2. Dinner Fee - Lifetime members shall pay a dinner fee at the general membership meetings in an amount determined by the Board of Directors.

##### **Section B – Dues**

The annual dues of the members shall be determined and approved by the Board of Directors, but not more frequently than annually.

1. Regular Member
  - a. Regular members who are employees of participating organizations of The Boeing Company shall pay dues via payroll deduction (in equal amounts per pay period) in the amount set forth by the Board of Directors.
  - b. Regular members who are customer, current supplier, or credit union employees shall pay dues annually in the amount set forth by the Board of Directors. Payment is due 31 December for the following calendar year.
2. Members-at-large
  - a. With the exception of Lifetime members, members-at-large shall pay dues annually in the amount set forth by the Board of Directors. Payment is due 31 December for the following calendar year.
  - b. Failure to renew annual membership within 60 days of the fiscal year ending 31 December shall terminate such membership. Reinstatement as a regular member within the first year of termination shall require full dues payment for the current year. Reinstatement as a regular member after the

year of termination shall require prorated dues payment. The dues amount will be prorated on a full month basis effective the month of membership renewal.

3. Lifetime members pay no annual dues.
4. Withdrawal: Membership withdrawal requires a written request submitted to the Vice President of Membership.
  - a. Members paying dues via payroll deduction: Dues payments will cease when the withdrawing member submits his/her member termination form.
  - b. Annual dues paying members: A prorated dues amount will be refunded when the withdrawing member submits his/her member termination form. The refund amount will be prorated on a full month basis effective the month following withdrawal.
  - c. Dues paid for the time up to the date the member submits his/her termination form shall not be refunded.

#### **Section C – Special Assessments**

1. Special assessments may be imposed by the Board of Directors.
2. Only dues paying members are subject to special assessments.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section A – Function**

The Board shall constitute the governing body of the Association and can have no power other than that delegated to it by the membership or given it hereunder. The Board of Directors shall be directly responsible to the membership of the Association, and shall keep the Association informed of all activities of the Board of Directors. The administrative year of the Board of Directors shall commence January 1 of each year.

The Board of Directors shall:

1. Be the governing authority of the Association.
2. Manage the business and property of the Association.
3. Establish and maintain Bylaws, which shall contain all governing policies of the Association.
4. Authorize such committees and subcommittees as may be deemed necessary to promote and accomplish the purposes of the Association and grant the rights, powers and authority necessary to accomplish the purposes for which said committees/subcommittees are established.
5. Each Board member should recruit and utilize an executive advisor to counsel and mentor that Board member.

Powers of the Board of Directors:

1. The powers of the Association shall be exercised, its property controlled, and its affairs handled by the Board of Directors.
2. The powers of the Association shall be as follows:
  - a. To sue and be sued;
  - b. To make contracts;
  - c. To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise hold all property real or personal, including shares of stock, bonds, and securities of other corporations;

- d. To use diligence in acquainting the future Association officers with the status and procedures of the Association;
- e. To establish overall objectives for the Association and establish dues;
- f. And, in conformity with these Bylaws, to do all other acts necessary or expedient for the administration of the affairs and the attainment of the purposes of the Association.

**Section B – Members**

The Board of Directors shall be composed of elected members. The Director offices are designated below.

President and Chairman of the Board

Vice President Finance and Budgets

Vice President - Communications

Vice President - Membership and Special Events

Vice President - Programs

Vice President - Professional Development

Vice President - Community Services

Vice President - Operations

Past President

### **Section C – Eligibility**

1. Regular members of BLASC who have been NMA members in good standing from the beginning of the current calendar year shall be eligible for election to the Board of Directors.
2. Past Presidents are not eligible to run for any elective office without meeting at least one of the following criteria:
  - a. Be out of office for one (1) complete year.
  - b. Nomination by the President.
  - c. Majority vote of the Board of Directors.
3. When an officer is unable or unwilling to serve, the President of the Association shall appoint a regular member of the Association to serve on the Board of Directors and the majority of the Board of Directors must approve the appointment. The appointee shall have been a member in good standing for a minimum of one (1) year.

### **Section D – Conditions of Office**

1. A member of the Board of Directors will serve for two (2) calendar years or until a successor is installed.
2. The President shall serve two (2) years, the first year as the President of the Association and the second year as the Past President of the Association.
3. No Association Vice President may be elected to more than two (2) consecutive years on the Board of Directors. The President, however, can serve for only one year. The Board of Directors may waive these requirements if no other candidates are available.
4. Members of the Board shall serve without compensation.
5. A Board of Directors officer shall retain the office, provided eligibility for membership under the provisions stated in Article III, Section B.1 and B.2, is maintained.

### **Section E – Vacancies**

1. PRESIDENT - In the event of a vacancy, Association officers shall elect a President.
2. VICE PRESIDENTS - Any vacancy in the offices of Vice President shall be filled for the remaining unexpired term by Presidential appointment with the approval of a majority vote of the Board of Directors.
  - a. The appointee shall have been a member in good standing for a minimum of one (1) year.
  - b. The appointee shall certify in writing the acceptance of the responsibilities of the office. In addition, the appointment shall be approved in writing by the immediate manager or equivalent as per the requirement of all candidates for office.
  - c. Any board member may be removed from office for reasonable cause, as determined by the Board of Directors and/or being absent from two consecutive meetings of the Board of Directors, or failing to attend a minimum of five meetings per year without being excused by the President. The President (or any BoD member) shall bring the matter forward as a motion that requires a second to a board meeting. A two-thirds vote of the Board of Directors is necessary to affect such removal. Upon said removal, the office shall be considered vacant.

### **Section F – Alternates**

An alternate is an officer appointee who is a member in good standing and is authorized to act in the capacity of the officer he/she represents. Each board member, except the Past President, shall have an Alternate who, in the absence or inability of the Board of Directors officer, will perform the duties or responsibilities of the Board of Directors officer. The Alternate shall have voting rights at Board of Directors meetings when acting in this capacity.

### **Section G – Quorum**

A majority of the officers of the Board of Directors shall constitute a quorum for the transaction of business. For purposes of establishing a quorum, the designated Vice President's Alternate shall be counted.

#### **Section H – Meetings**

1. The Board of Directors shall meet monthly per the schedule approved and published by the Board of Directors. Notice of the agenda of all meetings shall be made known to all Board officers by the President at least two (2) working days prior to the date set for such meetings.
2. Special meetings of Board members may be called by the President, Past President, or a majority of the Board of Directors, for the purpose of discussing a specific issue of interest to the membership. Written notice must be given specifying the date, time, place, and purpose of said meeting. No business other than that connected with the stated purpose shall be conducted at any such special meeting.
3. Any action by the Board of Directors may be taken with the President's prior approval without meeting, if a majority of the members of the Board consent in writing (electronic notice is acceptable) to the action. Such consent shall be filed with the minutes of the proceedings of the Board by the Vice President of Information and Records. Carrying out the duties of the Director's office within the allocated budget does not require consent.

#### **Section I – Indemnification**

1. Any person who is, or was a board member or authorized agent acting on behalf of a board member shall be indemnified to the extent and in the manner set forth in Sections 5328(a) through (j) of the California Nonprofit Corporation Law as such section may be amended from time to time. No provision made by the Association to indemnify its board members shall be valid unless consistent with said Sections 5328(a) through (j) of the California Nonprofit Corporation Law.
2. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was an Association board member or authorized agent.

## **ARTICLE VI – ASSOCIATION OFFICERS**

### **Section A – Title and Responsibility**

#### **1. President and Chairman of the Board**

The President and Chairman of the Board shall be responsible for:

- a. Presiding at all meetings of the association in accordance with Rules of Parliamentary Procedures as outlined in Robert’s Rules of Order
- b. Providing supervision over all matters pertaining to the Association
- c. Remove any appointed committee member(s) when necessary with the approval of the Board of Directors
- d. Reviewing and approving all written contracts, purchases, or other financial obligations of the Association along with the Vice President Finance
- e. Providing documented approval for all check requests exceeding \$150
- f. Planning and scheduling the Association activities on a regular basis as outlined under these Bylaws with the concurrence of the Board of Directors
- g. Be an ex officio member of all committees

#### **2. Vice President - Finance and Budgets**

The Vice President of Finance shall be responsible for:

- a. Administering, controlling, delegating, and approving all Association financial activity
- b. Ensuring all check requests over \$150 have documented approval from the President or his/her delegate, via email or other written form, prior to writing checks for BLASC payments
- c. Paying bills and making purchases only when approved by a BoD officer consistent with his/her responsibilities as defined in this article
- d. Keeping financial records such that they are available for inspection and in a condition to be interpreted readily by the Board of Directors at any time inspection is deemed necessary or desirable



- e. Submitting the annual income tax report for the Association and submitting biannual refiling Statement of Information through the Secretary of State
- f. Safe-keeping of all financial records of the Association, and for the safe deposit of all monies in a depository previously approved by the Board of Directors
- g. Sharing with the President all responsibilities of approval of all written or oral contracts involving financial obligations of the Association. The Board of Directors shall determine requirements for bonding of any person herein who handles money
- h. Developing and monitoring annual budgets by account numbers in conjunction with the various Vice Presidents and providing monthly budget status to the Board of Directors

### 3. Vice President - Communications

The Vice President of Communications shall be responsible for:

- a. Recording the minutes of all meetings of the Board of Directors including date, place, hour and type of meetings, as well as a list of names of persons attending
- b. Communications to the general membership
- c. Submitting a monthly NMA Chapter Achievement Roadmap (R-1) to NMA national headquarters
- d. Publishing the periodic Association publication
- e. Implementation and maintenance of Association website, or supervising an appointed webmaster for that purpose
- f. Developing flyers and programs for the Association dinner meetings
- g. Entering the NMA Publications contest

### ~~5.4.~~ Vice President – Membership and Special Events Member Services

The Vice President of Member Services shall be responsible for:

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- a. Administering, controlling, delegating, and approving action for the membership booster organization, annual membership drives, verification of active membership, and processing of member applications and resignations
- b. Ensuring maintenance of a current and complete membership and booster list
- c. Submitting an accurate monthly NMA Payroll Chapter Dues Worksheet (M-1 Report) to NMA national headquarters

a. Planning and implementing Association membership drives

~~a. Administering, controlling, and approving actions for activities associated with other alumni and retiree members~~

~~iii. Maintaining contact information (email addresses and/or street addresses) of all alumni/retirees~~

~~iv-d. Distributing publicity notices and other information to all alumni/retirees~~

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#### 5. Vice President – Retiree/Alumni Member Services

a. Administering, controlling, and approving actions for activities associated with other alumni and retiree members

i. Maintaining contact information (email addresses and/or street addresses) of all alumni/retirees

Distributing publicity notices and other information to all alumni/retirees

#### 6. Vice President – Special Events

~~a.~~ Managing and marketing all Association fundraising events

e. b. Planning and promoting special events programs for the general membership

#### 6-7. Vice President - Programs

The Vice President of Programs shall be responsible for:

- a. Administering, controlling, and approving actions essential to the procurement, performance, and discharge of the program for each general membership meeting such as contracts/agreements with speakers
- b. Obtain President's approval for speaker fees in excess of the established budget prior to committing funds

#### **7-8. Vice President - Professional Development**

The Vice President of Professional Development shall be responsible for:

- a. Administering, controlling, delegating, and approving actions for effective leadership training in all Association-sponsored training and development programs
- b. Fostering and promoting professional development
- c. Serving as the Chairman of the Professional Development Committee
- d. Appointing a Certified Manager chairman
- e. Ensuring an article about the Certified Manager (CM) program appears in at least one publication of the Association per year

#### **8-9. Vice President - Community Services**

The Vice President of Community Services shall be responsible for:

- a. Administering, controlling, delegating, and approving actions for educational events, civic affairs, and community outreach programs
- b. Overseeing the Association's speech contest
- c. Overseeing the Association's scholarship competitions
- d. Overseeing the Association's involvement in all science and engineering programs
- e. Publicizing and assisting in the recruitment of volunteers for Boeing volunteer programs
- f. Tracking the numbers of Association members who participate in volunteer efforts

#### 9-10. **Vice President - Operations**

The Vice President of Operations shall be responsible for:

- a. Overseeing all arrangements for the monthly general membership meetings, including reception committee
- b. Negotiating hotel contracts for each event
- c. Overseeing all arrangements for the annual Holiday Party
- d. Serving as Chairman of the Operations Committee
- e. Obtain President's prior approval for GMM fees in excess of the established budget prior to committing funds

#### 10-11. **Past President**

The Past President shall be responsible for:

- a. Performing any assignments given by the President
- b. Acting in the President's stead in the temporary absence of the President and his/her alternate
- c. Acting as the interface between this Association and other Boeing associations and serve on any necessary committee(s) to coordinate inter-Association activities
- d. Serving as the Association Parliamentarian
- e. Chairing the Association Nominating Committee
- f. Managing and maintaining records of all regular and special Board meetings
- g. Filing / preserving all written records of the Association, except financial
- h. Maintaining a storeroom on Boeing property for historical records and other property of the Association
- i. Maintaining an accurate roster of the Board of Directors, which shall include names, addresses, telephone numbers, and any other information of concern to the Association
- j. Preparing revisions to Bylaws and advising the cognizant Federal and State governmental agencies, if required, when changes are adopted by the Board of Directors

~~Administering, controlling, and approving actions for activities associated with other alumni and retiree members~~

~~Maintaining contact information (email addresses and/or street addresses) of all alumni/retirees~~

~~j. Distributing publicity notices and other information to all alumni/retirees~~

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## ARTICLE VII – NOMINATION AND ELECTION OF ASSOCIATION OFFICERS

### Section A – Nominating Committee

1. The Past President shall appoint no more than four (4) members to the Nominating Committee. These individuals shall be voting members in good standing and may be Association officers who do not intend to seek an office for the coming term.
2. It shall be the goal of the Nominating Committee to obtain a minimum of two (2) qualified candidates for each open office.
3. It shall be the duty of the Nomination Committee to supervise the election, count the ballots and report the names of the winning candidates to the Association President within three (3) days after the deadline date noted on the official ballot.

### Section B – Nominations

1. Each nominated candidate shall certify in writing to the Nominating Committee the acceptance of the nomination and willingness to hold office if elected. Written approval by the candidate's immediate manager or equivalent shall be required as a condition of nomination.
- ~~2.~~ Further nominations of qualified candidates shall be requested "from the floor" at this general membership meeting. Such nominations shall be acknowledged and accepted, pending evidence of the qualification of nominee.

~~3.2.~~

**Section C – Balloting (if required)**

1. An official ballot will be prepared by direction of the President and will list all certified nominees for elective offices.
2. The official ballot or electronic link to the ballot shall be mailed to the company address (electronic mail is acceptable) of all voting members of the Association no later than December 1. For Retiree, Alumni, Credit Union, Spouse, or Supplier members, their email or street address shall be used.
3. No ballot shall be accepted after the deadline return noted on the official ballot.
4. Only those votes cast on the official ballot shall be valid.
5. No member shall submit any ballot other than his or her own.

**Section D – Votes Necessary to Elect (if required)**

The candidates receiving the most votes shall be declared elected. In the event of a tie, the Association members present at the first regular general membership meeting after the election date shall vote again by secret ballot for the tied candidates, with the candidate receiving a majority of the votes cast being declared elected. If this still results in a tie, the board of directors shall determine the outcome.

**Section E – Announcement of the Elected Officers**

The elected officers shall be announced prior to the close of the first regular general membership meeting after the election date.

**Section F – Officer Assignments**

The incoming Board shall jointly determine specific officer assignments. The newly elected Board shall select the incoming President.

**Section G – Installation of Officers**

The new Association officers shall be installed at the first Board of Directors meeting of the year or at the Association's first general membership meeting. If an officer is unable to be present at the installation, that officer shall be installed at the next board meeting which they attend.

**ARTICLE VIII – Amendments**

The Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Directors, subject to approval by a three-fourths (3/4) vote of the Board of Directors. Amendments must be proposed in writing. A proposed change in the Bylaws, which receives the required vote, shall be effective immediately.

**ARTICLE IX – Dissolution**

In case of dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the Board of Directors or persons in charge of the liquidation shall grant and convey any remaining assets to the NMA, any chapter thereof, or any charitable organization, and not to the benefit of any private person.