

**AMENDED AND RESTATED BYLAWS
OF THE
NATIONAL AUTO BODY COUNCIL, INC.**

ARTICLE I

Name and Purposes

Section 1. Name. The name of this corporation shall be the National Auto Body Council, Inc. (hereafter referred to as the “NABC”), a Massachusetts nonprofit corporation. NABC shall have such powers as are now or as may hereafter be granted by the Massachusetts General Law, Chapter 180, as may be amended from time to time, and other applicable Massachusetts law (the “Act”).

Section 2. Purposes. In addition to the purposes set forth in NABC’s Articles of Organization, NABC is committed to the goal of improving the image of all dedicated collision industry professionals, while ensuring the collision repair industry is recognized as essential in serving the community; and performing and doing any and all such other acts as are necessary, convenient and proper to the attainment of these objectives.

Section 3. Offices. NABC shall have and continuously maintain in the Commonwealth of Massachusetts a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without the Commonwealth of Massachusetts and such other registered agents as the Board of Directors may from time to time determine.

Section 4. Restrictions on Operations.

(a) **Asset Distribution.** No part of the net earnings of NABC shall inure to the benefit of, or be distributable to, its Directors, Officers, or any other member or individual, except that NABC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(b) **IRC Compliance.** Notwithstanding any other provision of these Bylaws, NABC shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (“IRC”) (or the corresponding provisions of any future United States Internal Revenue statute).

ARTICLE II

MEMBERSHIP

Section 1. Membership. Membership in NABC may be granted to any individual, corporation or other entity that: (i) meets the criteria set forth below for each category of membership in NABC; (ii) shares interest in and supports the purposes of NABC; (iii) abides by these Bylaws and such other rules and regulations as NABC may adopt; and (iv) meets such additional criteria for each category of membership in NABC as the Board of Directors may from time to time establish.

Section 2. Application. The Board of Directors, or its designee(s), shall adopt an application form and procedures to facilitate the consideration of applicants for membership in NABC. All applicants shall complete the application form and submit the application, along with the designated dues, if any, to the administrative office of NABC. The Board of Directors, or its designee(s), shall review all applications for membership and determine, based on the criteria set forth in Article II of these Bylaws and such other requirements and guidelines as the Board of Directors may prescribe, whether applicants meet the qualifications necessary for membership in NABC. All such qualified applicants shall become members upon notice from NABC and payment of dues.

Section 3. Membership Categories. The membership of NABC shall be composed of the following categories, and such additional categories as may be established by the Board of Directors from time to time:

(a) **Industry Partner Members.** Industry Partner membership in NABC may be granted to any (i) collision repair company; (ii) insurance carrier; (iii) rental car company; (iv) salvage company; (v) auction company; (vi) collision repair vendors and suppliers; or (vi) parts/equipment manufacturers, OEMs and distribution companies. There shall be two (2) types of Industry Partner members – Industry Partner, Level One (“Level One Members”) and Industry Partner, Level Two (“Level Two Members”) (each Level as further defined by the Board of Directors) (collectively, the “Industry Partner Members”).

(b) **MSO Multi-Shop Operator Members.** MSO Multi-Shop Operator membership in NABC may be granted to any multi-shop operator comprised of two or more locations.

(c) **Industry Association Members.** Industry Association membership may be granted to any not-for-profit organization that serves or has a connection to or interest in the collision repair industry.

(d) **Patron Membership.** Patron membership in NABC may be granted to any individual (i) who is a professional working in the collision repair industry or has an interest in supporting NABC’s mission and purposes; and (iii) does not otherwise qualify for membership in NABC and meets such other criteria as the Board of Directors may from time to time establish. Patron members may not serve as Member Representatives (as defined below).

(e) **Single Shop Operator Membership.** Single Shop Operator membership may be granted to any single location repair facility.

(f) **Technical School Membership.** Technical School membership may be granted to any secondary or post-secondary school that provides collision repair training programs or courses.

Section 4. Member Representative. Each member that is a corporation or other entity must designate a person to serve as its voting representative in the Association and only such representative shall be eligible to vote on its behalf and serve on NABC’s Board of Directors or as an Officer of NABC (the “Member Representative”). The Member Representative must be currently employed by the member on a full-time basis and may not be a Patron member.

Section 5. Rights and Duties.

(a) All members (and their employees) shall be entitled to attend the member events, meetings, conferences, networking and social functions of NABC.

(b) All members may vote, serve on the Board of Directors, hold an office in NABC, and serve on NABC's committees and task forces.

(c) The members' right to vote is specifically limited to the election of the NABC's Board of Directors, the amendment of these Bylaws and such other matters as the Board of Directors may present to the membership. Each member in good standing shall have one (1) vote in such matters. Notwithstanding anything set forth to the contrary herein, no member of NABC shall have the right to vote on the amendment of NABC's Articles of Organization or the merger or dissolution of NABC.

(d) Additional benefits associated with the various membership categories shall be determined by the Board of Directors from time to time.

Section 6. Resignation. Members may resign from NABC at any time by giving written notice to the Chairman or Executive Director. Such resignation shall in no way release the resigning member from any financial responsibility to NABC for any dues, assessments or other financial commitments accrued during the term of membership or notice period and due or owing to NABC. Withdrawing members shall not be entitled to the return of any dues, assessments or other fees paid to NABC prior to the effective date of such withdrawal.

Section 7. Ethics and Discipline.

(a) **Grounds for Discipline.** A member may be disciplined for any of the following reasons:

- i. failure to comply with these Bylaws, the principles of ethics of NABC, or any other written rules or regulations of NABC;
- ii. conviction of a felony or crime;
- iii. limitation, suspension, revocation, or forfeiture of any license or certification required to conduct business in the collision repair industry or to operate a business that performs such work by any licensing or certification body;
- iv. unauthorized use of NABC's name, logo, or other symbols on stationary, publications, symposia advertisements, printed material or in any other manner; and
- v. immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of NABC.

(b) **Procedures.** Discipline may include, but is not limited to, censure, suspension, probation or expulsion. Disciplinary action may be taken against a member by a majority vote of the Board of Directors, provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least thirty (30) days before

final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by NABC. Such disciplinary actions shall be conducted in accordance with procedures established by the Board of Directors.

(c) **Non-Payment of Dues.** The membership of any member who is in default of payment of dues or assessments for more than ninety (90) days, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or their designee(s) shall establish, unless such termination is delayed by the Board of Directors, or its designee(s).

Section 8. Reinstatement. Members who have resigned or been terminated for non-payment of dues or assessments may be reinstated upon (i) payment of dues or assessments; (ii) application to the Board of Directors; and (iii) meeting such additional terms and conditions as may be established by the Board of Directors.

ARTICLE III

Dues and Assessments

The initial dues, annual dues and any special assessments for all membership categories of NABC, and the time for paying such dues and other assessments, if any, shall be determined by the Board of Directors.

ARTICLE IV

Membership Meetings

Section 1. Annual Meeting. An annual business meeting of the members (“Annual Meeting”) shall be held during each fiscal year for receiving reports, conducting elections and for such other business as may properly come before the meeting, shall be held at such day, time and place as may be determined by the Board of Directors. All members and guests are invited to attend NABC’s Annual Meeting.

Section 2. Special Meeting. A special meeting of the members (“Special Meeting”) may be called (i) by resolution of the Board of Directors, (ii) by the Chair, or (ii) upon written petition to the Secretary stating the purposes of the proposed Special Meeting and signed by at least ten percent (10%) of the members entitled to participate at such meeting.

Section 3. Notice. Notice of Annual or Special Meetings of the members shall state the time, date, and place of the meeting and shall be delivered not less than twenty (20) nor more than sixty (60) days prior to the date of such meeting, unless otherwise required by applicable law. Notice of any Special Meeting also shall include the purpose or purposes for which the meeting is called.

Section 4. Quorum. The presence in person of not less than ten percent (10%) of the members shall constitute a quorum at any meeting of the members, provided that if less than a quorum is present, a majority of the members present may adjourn the meeting to another time without further notice.

Section 5. Manner of Acting. The act of a majority of the members present at a duly called meeting of the members at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, NABC's Articles of Organization, or these Bylaws.

Section 6. Electronic Voting / Action Without a Meeting.

(a) Voting by electronic means shall be permitted for any item of business before the members to the full extent permitted by the Act as well as for any item of business put before the full membership by the Board of Directors. A electronic vote of the members may be called by the Board of Directors.

(b) At least ten percent (10%) of the members shall constitute a quorum for a valid electronic vote. A simple majority of votes cast by the members voting shall be necessary and sufficient for the adoption of any matter voted upon by the members electronically.

(c) Votes received after the deadline established by the Board of Directors will not be counted. In the event a quorum is not achieved or there is a tie vote, the deadline for voting may be extended by the Board of Directors upon notice to the members for additional 15-day periods.

ARTICLE V

Board of Directors

Section 1. Authority and Responsibility. The affairs of NABC shall be managed by the Board of Directors (also referred to herein as the "Board"), which shall have supervision, control and direction of the affairs of NABC, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes and have discretion in the disbursement of funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition. The Board of Directors shall be composed of a range of between twenty-two (22) to twenty eight (28) members including the following: (i) twenty-one (21) elected at-large directors (collectively, "At-Large Directors"); (ii) from one (1) to six (6) eligible past chairs (collectively, "Past Chair Directors"); and the (iii) the immediate Past Chair (the "Immediate Past Chair"). At-Large Directors and Past Chair Directors are herein collectively referred to as the "Directors" and each individually as a "Director".

Section 3. Invited Guests.

(a) All members shall be invited to attend, without vote, all regular meetings of the Board of Directors, except those held in executive session.

(b) The Executive Director shall be invited to attend and participate, without vote, in all regular and special meetings of the Board of Directors, except those held in executive session.

(c) At the discretion of the Board of Directors, other individuals may be invited to attend and participate in the meetings of the Board but shall not be entitled to vote.

Section 4. Qualifications & Eligibility. Only individual members in good standing and Member Representatives of corporate members in good standing may serve on the Board of Directors. Only individuals that have held the office of Chair and attended a minimum of 50% of the open meetings of the Board of Directors held during the prior year shall be “eligible” to serve on the Board of Directors as a Past Chair Director.

Section 5. Term. At-Large Directors shall serve a three (3) year term in office, or until such time as their successors are duly elected, qualified, and take office. Past Chair Directors shall serve a one (1) year term in office. At-Large Directors may not serve more than three (3) consecutive terms in office. In order to provide for a staggered term, at least seven (7) Directors shall be elected each year. Directors shall take office immediately upon conclusion of the Annual Meeting following their election. At-Large Directors completing three (3) consecutive terms in office shall not be eligible for re-election to the Board until at least one (1) year shall have elapsed.

Section 6. Election.

(a) At-Large Directors. At least sixty (60) days prior to the Annual Meeting of the Members each year, the Nominating Committee will announce to the Members that nominations are being accepted for seats as At-Large Directors on the Board of Directors that are vacant or set to expire. At least forty-five (45) days prior to the Annual Meeting of the Members each year, the Nominating Committee shall recommend a slate of qualified candidates to the Board of Directors to fill each At-Large Director seat on the Board of Directors that is either vacant or set to expire. The slate shall be subject to the Board’s review and approval. The Board of Directors annually shall submit the approved slate of At-Large Director candidates to the members for voting no less than thirty (30) days prior to the Annual Meeting and shall announce the results of such election at the Annual Meeting immediately following elections.

(b) Past Chair Directors. The newly elected Board of Directors annually shall appoint all qualified, eligible and interested past chairs to the Board of Directors to serve as Past Chair Directors and such appointment shall take place prior to the election of Officers. Notwithstanding the foregoing, there may not be more than six (6) Past Chair Directors. Accordingly, if more than six (6) past chairs are interested, eligible and qualified to serve as Past Chair Directors, the Board shall determine who shall serve as the Past Chair Directors.

Section 7. Regular Meetings. The Board of Directors may provide by resolution the time, date and place for the holding of a regular annual meeting and additional regular meetings of the Board of Directors without other notice than such resolution. Changing the schedule of regular meetings require Board approval and proper notice of no less that 21 days.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any five (5) Directors. Notice of any special meeting of the Board shall state the time, date and place of the meeting and shall be delivered to the Directors and members at least twenty one (21) days prior to the date of such meeting, provided that notice of any special meeting held by telephone conference call, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time may be delivered no less than seventy two (72) hours prior to the call. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 9. Quorum. A majority of the At-Large Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that, if less than a majority of the At-Large Directors are present, a majority of the At-Large Directors present may adjourn the meeting to another time without further notice.

Section 10. Manner of Acting. The act of a majority of those voting at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

Section 11. Resignation and Removal. Any Director may resign at any time by giving written notice to either the Chair or the Executive Director. In addition, any member of the Board of Directors may be removed by a majority vote of the entire Board of Directors then in office, whenever, in its judgment, the best interests of NABC would be served by such removal. No Director shall be removed unless written notice of a meeting to remove the Director is delivered to all Directors who are entitled to vote. Such notice must state that the purpose of the meeting is to vote upon the removal and/or replacement of one or more Directors named in the notice, and only the named Director(s) may be removed at such meeting. Directors ceasing to be qualified automatically shall be removed from office and such vacancy/vacancies shall be filled in accordance with these Bylaws.

Section 12. Vacancies. In the event of the death, resignation, removal, or incapacity of a Director, the Chair shall appoint an individual to fill the remainder of such person's unexpired term in office, subject to the approval of the Board. Any person filling the remainder of a three-year term shall be eligible to serve three (3) additional consecutive full terms in such office.

Section 13. Meeting by Conference Call or Other Electronic Means. Any action to be taken at a meeting of the Board of Directors may be taken using a telephone conference line or other similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

Section 14. Action Outside a Meeting. Any action requiring a vote of the Board of Directors may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 15. Compensation. Directors shall not receive any remuneration for their services or expenses as Director for attendance at each regular or special meeting of the Board of Directors. Nothing contained herein shall be construed to preclude any Director from serving NABC in any other capacity and receiving reasonable compensation therefor. Notwithstanding the foregoing, no NABC employee may serve on the Board of Directors.

ARTICLE VI

Officers

Section 1. Officers. The officers of NABC shall be a Chair, Vice Chair of Industry Involvement, Vice Chair of Community Involvement, Secretary, and Treasurer (collectively, the "Officers"). The Board of Directors may elect such other officers from amongst the At-Large Directors as it shall deem necessary, who shall have the authority to perform such duties as may be prescribed from time to time by the Board of Directors. Such Officers shall have the authority to

perform the duties set forth below and as prescribed by the Board of Directors. No two (2) offices may be held simultaneously by the same person.

Section 2. Election. The Board of Directors annually shall elect the Officers of NABC from amongst the At-Large Directors and shall promptly announce the results of such election.

Section 3. Term. The Officers shall serve a one (1) year term in office and may not serve more than three (3) consecutive terms in any office. Officers shall take office at the adjournment of the Annual Meeting of the year in which they are elected. The Officers terms shall conclude at such time as successors are duly elected, qualified, and assume their position.

Section 4. Chair. The Chair shall be the principal elected officer of NABC and shall, in general, supervise all of the business affairs of NABC, subject to the direction and control of the Board of Directors, by communicating with the Executive Director as necessary regarding the business of NABC. The Chair shall be a member, without vote, of all committees, except as otherwise provided by these Bylaws. The Chair shall, in general, perform all duties customarily incident to the office of Chair and such other duties as may be prescribed by the Board of Directors.

Section 5. Vice Chair of Industry Involvement. The Vice Chair of Industry Involvement shall be responsible for overseeing, leading and keeping the Board and Executive Committee informed with respect to NABC's awards program, trade shows and conventions, membership, fund-raising, and such other committees or programs as may be directed by the Chair with approval of the Board. The Vice Chair of Industry Involvement shall be an ex officio member of all committees focused on industry involvement and shall perform such other duties as may be assigned from time to time by the Board of Directors. In the absence of the Chair, or in the event of the inability or refusal of the Chair to act, the Vice Chair of Industry Involvement shall perform the duties of the Chair.

Section 6. Vice Chair of Community Involvement. The Vice Chair of Community Involvement shall be responsible for keeping the Board and Executive Committee informed with respect to NABC's community involvement programs and such additional programs and committees as may be directed by the Chair with the approval of the Board. The Vice Chair of Community Involvement shall be an ex officio member of all committees focused on community involvement and shall perform such other duties as may be assigned from time to time by the Board of Directors.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of NABC's records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The ministerial duties of the Secretary may be assigned by the Board of Directors, in whole or in part, to the Executive Director, or his or her designee(s).

Section 8. Treasurer. The Treasurer shall be the principal accounting and financial officer of NABC and shall have charge of and be responsible for the maintenance of adequate books of account for NABC; shall have charge and custody of all funds and securities of NABC, and be responsible therefore, and for the receipt and disbursement thereof; shall deposit all funds and securities of NABC in such banks, trust companies or other depositories as shall be selected in

accordance with the provisions of these Bylaws. The ministerial duties of the Treasurer may be assigned by the Board of Directors in whole or in part to the Executive Director, or his or her designee(s).

Section 9. Resignation and Removal of Officers. Any Officer may resign at any time by giving written notice to the Chair. In addition, any Officer may be removed by the Board of Directors, whenever, in its judgment, the best interests of NABC would be served by such removal. Notwithstanding the foregoing, no Officer shall be removed unless written notice of a meeting to remove the Officer is delivered to all Directors who are entitled to vote. Such notice must state that a purpose of the meeting is to vote upon the removal of one or more Officers named in the notice, and only the named Officers may be removed at such meeting. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an Officer or agent shall not of itself create any contract rights. Officers ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

Section 10. Officer Vacancies. In the event of the death, resignation, removal, or incapacity of an Officer, the Board of Directors shall appoint an individual to fill the remainder of such person's unexpired term in office. Vacancies in any office shall be filled by the Board of Directors at its next scheduled meeting, or at a special meeting called for that purpose.

ARTICLE VII

Executive Director

The administrative and day-to-day operation of NABC shall be the responsibility of a salaried Executive Director or organization appointed by and responsible to the Board of Directors and shall report to the Chair. The salaried Executive Director or, in the case of a firm, the Chief Staff Officer retained by the firm, shall have the title of "Executive Director" (referred to herein as the "Executive Director"). The Executive Director shall have the authority to execute contracts on behalf of NABC as approved by the Board of Directors, may carry out the duties of the Secretary and Treasurer of NABC if so delegated by the Board of Directors, shall employ and may terminate the employment of personnel, consultants, contactors and vendors as necessary to carry out the work of NABC, and shall perform such other duties as may be specified by the Board of Directors. The Executive Director shall be invited to attend and participate in all meetings of (i) the Board of Directors and Executive Committee, except those held in executive session; and (ii) NABC's committees.

ARTICLE VIII

Committees and Task Forces

Section 1. Standing Committees of the Board of Directors.

(a) **Executive Committee.** The members of the Executive Committee of NABC shall consist of the Officers, the Immediate Past Chair and one additional At-Large member of the Board of Directors elected by the Board. In addition, the Executive Director shall be invited to attend and participate (without vote) in all meetings of the Executive Committee, except those held in executive session. The Chair shall serve as the chair of the Executive Committee.

(i) **Authority.** The Executive Committee shall have the authority to perform the business and functions of NABC between meetings of the Board of Directors, except as otherwise set forth in these Bylaws or the Act, and shall promptly report to the Board of Directors any action taken. The minutes of each meeting of the Executive Committee shall be furnished to the entire Board of Directors at its next regularly scheduled meeting. The delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual officer or member of the Board of Directors of any responsibility imposed by law.

(ii) **Meetings and Voting.** The Executive Committee shall meet in person or by conference call upon the request of the Chair or two (2) members of the Executive Committee. Each member shall have one (1) vote. A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

(iii) **Action by Written Consent.** Any action requiring a vote of the Executive Committee may be taken without a meeting if a consent, setting forth the action taken, is approved by all the members of the Executive Committee entitled to vote with respect to the subject matter thereof.

(b) **Nominating Committee.**

(i) **Composition.** The Nominating Committee shall consist of the Chair, the immediate-past Chair, the Executive Director, the members of the Board of Directors who are serving in the third year of their term as a Director and one additional member (who shall not be a member of the Board or past Chair) to be appointed by the Chair of the Board of Directors. The Chair shall serve as the chair of the Nominating Committee. Notwithstanding the foregoing, no Director running for election may serve on the Nominating Committee.

(ii) **Duties.** The Nominating Committee shall solicit the members of NABC for nominations for those directorships that are vacant or about to expire. The Nominating Committee shall use its best efforts to put forward a contested slate each year. The solicitation of nominations shall be announced to the members not less than ninety (90) days prior to the Annual Meeting each year. At least forty-five (45) days prior to the Annual Meeting, the Nominating Committee shall submit to the Board of Directors a slate of qualified candidates to succeed those Directors whose terms are set to expire (“Board Slate”). The Board Slates shall be subject to the Board’s review and approval. Upon approval by the Board, the Board Slate shall be submitted to the members for election to the Board.

(c) **Other Committees of the Board.** Other committees of the Board of Directors may be established by the Board to support the purposes of NABC. The action establishing a committee shall set forth the purpose and composition of the committee, and any required qualifications for membership on the committee. A majority of the members of any committee having the authority of the Board of Directors must be members of the Board of Directors.

(i) **Appointments.** The resolution or charter establishing a committee will govern appointments; provided, however, if appointments are not addressed in the charter the

Chair shall appoint the committee chairs and members (except where otherwise provided in these Bylaws).

(ii) **Term.** Each member of a standing committee shall serve from the time of his or her appointment until the adjournment of the next Annual Meeting, or until his or her death, resignation or removal, or until the standing committee is terminated.

(iii) **Quorum and Manner of Acting.** At all meetings of committees, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action.

(iv) **Committee Vacancies.** The resolution or charter establishing the committee will govern the filling of vacancies; provided, however, if the filling of vacancies is not addressed in the charter, vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that committee.

(v) **Policies and Procedures.** The Board of Directors shall develop and approve policies and procedures for the operation of all committees of the Board. All committees shall report to the Board of Directors and are subject to the ultimate authority of the Board.

Section 2. Advisory/Ad Hoc Committees and Task Forces. The Board of Directors may appoint such advisory or ad hoc committees and task forces as are necessary and appropriate to support the purposes of NABC. All such committees and task forces and their memberships shall terminate as of the adjournment of the next Annual Meeting of, unless renewed by the Board of Directors. The action establishing such a committee or task force shall set forth the purpose and composition of the committee or task force, and any required qualifications for membership on the committee or task force.

(i) **Appointments.** The Chair shall appoint the chair and members of advisory or ad hoc committees and task forces, except where otherwise stipulated in these Bylaws. Any member or Member Representative of NABC, including Officers and Members of the Board of Directors, may be appointed to an advisory or ad hoc committee or task force. The members of advisory or ad hoc committees and task force members are strongly encouraged to be Individual Members of NABC, although that is not a requirement for appointment.

(ii) **Term.** Each member of an advisory or ad hoc committee or task force shall serve from the time of his or her appointment until the adjournment of the next Annual Meeting of the Members, or until his or her death, resignation or removal, or until the committee or task force is terminated. Members of an advisory or ad hoc committee or task force may succeed themselves.

(iii) **Quorum and Manner of Acting.** At all meetings of any advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action

(iv) **Committee/Task Force Vacancies.** The resolution or charter establishing the committee will govern the filling of vacancies; provided, however, if the filling of vacancies is not addressed in the charter vacancies in the membership of an advisory or ad hoc

committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee or task force.

(v) **Policies and Procedures.** The Board of Directors shall develop and approve general policies and procedures for the operating of all advisory or ad hoc committees and task forces. All advisory or ad hoc committees and task forces shall report to the Board of Directors and are subject to the ultimate authority of the Board.

ARTICLE IX

Finance

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of NABC, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NABC, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of NABC shall be signed by such Officer or Officers, agent or agents of NABC and in such manner as shall be determined by action of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Executive Director.

Section 3. Deposits. All funds of NABC shall be deposited to the credit of NABC in such banks, trust companies, or other depositories as the Board of Directors may approve.

Section 4. Bonding. The Board of Directors may provide for the bonding of such officers and employees of NABC as it may determine is necessary and/or appropriate.

Section 5. Gifts. The Board of Directors may accept or reject on behalf of NABC any contribution, gift, bequest, or devise for the general purposes or for any special purpose of NABC.

Section 6. Books and Records. NABC shall keep books and records of account and shall also keep minutes of the proceedings of its Annual Meeting and any Special Meeting of the members, the Board of Directors, the Executive Committee, and any committees having the authority of the Board of Directors.

Section 7. Annual Audit/Outside Review. The Board of Directors shall provide for an annual outside review or audit of the financial records of NABC by a certified public accountant. A report of the financial condition of NABC shall be made to the membership of NABC annually. The certified public accountant will conduct an audit at least every five (5) years or as requested by the Board of Directors.

Section 8. Fiscal Year. The fiscal year of NABC shall be determined by the Board of Directors.

ARTICLE X

Electronic Meetings & Communication

Section 1. Electronic Meetings. Any action to be taken at a meeting of the members, Board of Directors, Executive Committee, or other committees or task force may be taken through the use of a conference telephone, video conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting must be delivered at least seventy-two (72) hours prior to the meeting.

Section 2. Electronic Communication. Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means. Should electronic communication fail, other means of communication will be utilized.

ARTICLE XI

Waiver of Notice

Whenever notice is required to be given under applicable law, the Articles of Organization or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members casting ballots, provided that such alteration, amendment or repeal has been (i) submitted in writing to the membership not more than sixty (60) and not less than ten (10) days prior to the date by which the same is to be considered; and (ii) previously approved by the Board of Directors.

ARTICLE XIII

Dissolution

In the event of the dissolution of NABC, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of NABC, dispose of all of the assets of NABC (except any assets held by NABC upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of NABC in such manner, or to such organization or organizations which are then qualified as exempt within the meaning of Section 501(c)(6) or 501(c)(3) (but only if the purposes and objectives of such organization(s) are similar to the purposes and objectives of NABC) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of NABC is then located, to be used in such manner as in the judgment of such court will best accomplish the general purposes for which NABC was organized.

ARTICLE XIV

Indemnification

NABC shall, to the extent legally permissible under the laws of the Commonwealth of Massachusetts, indemnify any person serving or who has served as a Director, Officer, employee or other agent of the Corporation, or at its request as a Director, Officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgment's in compromise or as fines and penalties, and legal counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a Director or Officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of NABC (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved.