



Adopted by AMFP National Board of Directors 05/19/2025

Adopted by AMFP Membership 07/09/2025

**Bylaws of the
ASSOCIATION OF MEDICAL FACILITY PROFESSIONALS, INC.,
A Florida Not For Profit Corporation**

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**Bylaws of the
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A Florida Not For Profit Corporation**

ARTICLE I—NAME

1.1. Name. The name of this not-for-profit organization is the ASSOCIATION OF MEDICAL FACILITY PROFESSIONALS, INC. It is hereinafter referred to in the Bylaws as the Association.

1.2. Principal Office. The principal office of the Association shall be at a location determined by the Board of Directors.

ARTICLE II—PURPOSE

2.1. Purpose. The purpose of the Association is to promote the professional and educational advancement of persons engaged in the healthcare built environment to bridge connections between the various practices, providing networking and educational opportunities at the local, regional, national, and international levels. Members are hospital administrators, facility managers, real estate directors, medical property owners, planners, designers, contractors, consultants, vendors, and academics who specialize in all types of healthcare environments.

2.2. Not-For-Profit Purpose. This Association is a not-for-profit corporation and is not organized for the private gain of any person. It is organized under the Florida Not For Profit Corporations Act and is organized for the purposes set forth in Internal Revenue Code (the “Code”) Section 501(c)(6) or the corresponding provision of any future United States internal revenue law.

ARTICLE III—MEMBERSHIP

3.1. Eligibility. Membership in the Association shall be available to all persons having an interest in the healthcare built environment, consistent with the Association’s purpose, and who recognize and comply with the Association’s Articles of Incorporation, Bylaws, and Standards and Code of Ethics.

3.2. Categories. The following are the membership categories. The Board of Directors may establish other criteria for each membership category unless prescribed in these Bylaws.

3.2.1. Healthcare Provider. Healthcare administration, clinicians, and professionals directly employed by healthcare delivery organizations and engaged in planning, developing, and managing healthcare operations, facilities, and patient care. This includes but not limited to individuals responsible for real estate, facilities, design, construction, project management, or

capital planning within healthcare systems, hospitals, medical office buildings (MOB), clinics, laboratories, and related healthcare assets. Eligible members under this category cannot be third-party service providers or consultants.

3.2.2. Strategic Partner. Professionals employed by organizations providing services, products, or expertise to healthcare facilities and their operators. This category includes but not limited to design and construction professionals (architects, contractors, developers, owner's representatives), real estate service providers (brokers, property managers, site selection consultants), technical service providers (energy management, sustainability consultants, technology specialists), capital market participants (investors, landlords, lenders), equipment and material suppliers, authorities having jurisdiction, etc. Members in this category must derive significant business activity from serving healthcare facility end users.

3.2.3. Academic Member. Faculty members at accredited colleges or universities actively engaged in teaching or research related to healthcare facilities management, healthcare real estate, or related fields. This includes professors, researchers, and instructors in programs such as healthcare administration, facility management, architecture, engineering, or real estate with a focus on healthcare environments.

3.2.4. Student Member. Available to students enrolled in degree- or certificate-granting programs at accredited colleges or universities whose studies relate to healthcare facilities management, including but not limited to healthcare administration, architecture, engineering, construction management, or real estate. Eligibility requires (1) current enrollment in a relevant degree program and (2) valid student identification showing current enrollment dates. Student membership terminates upon graduation or cessation of full-time enrollment.

3.2.5. Retired Member. Available to former members in good standing retired from full-time employment and maintained active membership in the Association for at least four (4) years. Members who continue part-time consulting or temporary work may still qualify if their primary employment status is retired. Retired members enjoy reduced annual dues as established by the Board of Directors.

3.2.6. Distinguished Life Member. A lifetime membership status automatically conferred upon all Past Presidents upon completion of their term of office. The Board of Directors may also award this status to individuals who have demonstrated extraordinary contributions to the Association through exceptional leadership in advancing the Association's mission, significant long-term service to the organization, and notable achievements in healthcare facility management. Distinguished Life members are exempt from membership dues and retain full member benefits.

3.3. Applications. Any individual desiring to become a member of the Association must apply on forms approved and supplied by the Association. Applications must be accompanied by dues determined by the Board of Directors. Applications for membership shall be approved or denied by the Executive Director designated by the Board of Directors.

3.4. Meetings. Meetings shall be held either in person or via virtual meeting platforms.

3.4.1. Annual Meeting. There shall be an annual meeting of the membership, to be held at a time and place to be determined by the Board of Directors, to hear reports concerning the conduct of the Association's activities and to conduct such other business as may properly come before the meeting.

3.4.2. Special Meetings. A special meeting of the membership may be called by a majority of the members of the Board of Directors or by written request of at least five (5) percent of the membership, with no more than fifty (50) members being from any one chapter. Meetings of members may be held at any place within or outside the State of Florida, and the call for the meeting shall state its purpose or purposes.

3.5. Notice. Written notice of the time and place of the Annual Meeting of members shall be communicated at least thirty (30) and not more than sixty (60) days in advance of the meeting, and of special meetings of members at least ten (10) days in advance (by mail or electronic mail), but not more than sixty (60) days after receipt of appropriate written request (unless a longer period of notice is required by applicable law). The notice of all special meetings of members shall state the general nature of the business to be transacted. Any written notice shall be delivered personally, by mail, electronic mail, or by publication in the Association's newsletter or other journal distributed to members generally or by electronic means.

3.6. Quorum. Five percent (5%) of the members entitled to vote who are present, in person or by written ballot, at any meeting of members shall constitute a quorum for the transaction of business at any meeting of members, unless a greater proportion is required by applicable law, by the Articles of Incorporation or by these Bylaws.

3.7. Membership List. The Association shall have available such records at the time and place of an annual or special meeting for the purpose of inspection by any member during the whole time of the meeting. Failure to comply with the requirements of this paragraph shall not affect the validity of any action taken at such meeting.

3.8. Voting.

3.8.1. Each Healthcare Provider, Strategic Partner, Academic, Retired, and Distinguished Life member shall have one vote in all matters to be voted on by the members. Student members shall have no voting rights.

3.8.2. Any member who has failed to pay the applicable dues at the time of any meeting of members or the date by which ballots are mailed from the Association shall not be entitled to vote. Unless applicable law requires otherwise, any action approved by the affirmative vote of a majority of the members entitled to vote at a meeting at which a quorum of 5% is present shall be the acts of the members. Proxy voting shall not be permitted.

3.8.3. All matters, other than the election of directors and officers, to be submitted to members for a vote at a meeting of members may be acted upon by written ballot sent by mail, electronic mail, in person at such meeting, or by written ballot sent by mail and in person, as determined by the Board of Directors.

3.9. Dues.

3.9.1. Each member shall be obligated to annually pay dues in an amount as determined by the Board of Directors from time to time. Any member who has failed to pay the applicable dues by the date the membership expires shall be suspended and may not vote. Any member who has failed to pay the applicable dues for a period of ninety (90) days after the date of expiration of their membership term shall be terminated from membership.

3.9.2. Distinguished Life members shall be exempt from annual membership dues.

3.9.3. Termination of Membership. Any member who fails to comply with the Association's Bylaws or with its Standards and Ethics, in effect at the time, may be removed from membership as provided in the Policies and Procedures adopted by the Board of Directors.

ARTICLE IV—BOARD OF DIRECTORS

4.1. Number, Eligibility.

4.1.1. The property, affairs, and business of the Association shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Association and/or the Executive Director such powers as are provided for in these Bylaws.

4.1.2. The Board of Directors (sometimes referred to as the “Board” and individual members thereof referred to as “director” or “directors”) shall consist of the individuals currently serving as the President, the President-Elect, the Vice President, the Secretary/Treasurer, the Immediate Past President, four Directors, and the Executive Director (ex-officio and non-voting).

4.1.2.1. Effective January 1, 2026, paragraph 4.1.2 shall be replaced with the following: The Board of Directors (sometimes referred to as the “Board” and individual members thereof referred to as “director” or “directors”) shall consist of the individuals currently serving as the President, the President-Elect, the Vice President, the Secretary/Treasurer, the Immediate Past President, two Directors, and the Executive Director (ex-officio and non-voting).

4.1.3. Up to five additional Director At-Large members can be added at the discretion of the Board of Directors. Each Director At-Large shall be appointed as a program lead for specific needs or initiatives identified by the Board of Directors. Each Director At-Large shall serve as voting members of the Board for the duration of the term of their assignment.

4.1.4. Board terms and titles in place effective January 1, 2025, will transition during the 2025 fiscal year. Effective January 1, 2026, this paragraph shall be deemed void and replaced with the structure outlined in paragraphs 4.1.2 and 4.1.3.

4.1.5. To be eligible for election as a director, an individual must be a Healthcare Provider, Strategic Partner, Academic, Retired, or Distinguished Life member. No individual may hold more than one Directorship at any time nor have served as Association President.

4.1.6. To be eligible for election as President-Elect, the individual shall not have previously served or be serving as President or President-Elect of the Association (except by interim appointment to fill a vacancy).

4.2. Election and Term. All directors shall commence their terms of office on January 1 of each year. Election of directors shall be conducted as outlined in Section 4.3. Nominations.

4.2.1. The President, President-Elect, Vice President, Secretary/Treasurer, and Immediate Past President shall serve as directors by virtue of the office they hold. These directors shall serve until they no longer hold their respective offices.

4.2.2. The President-Elect shall be elected each year and serve in that office for one year and shall automatically assume the office of President in the subsequent year. At the end of their one-year term, each President shall automatically remain on the Board of Directors for a one-year term as Immediate Past President.

4.2.3. The Vice President shall be elected in even-numbered years for one two-year term. The term limit shall be two consecutive two-year terms.

4.2.4. The Secretary/Treasurer shall be elected for a two-year term in odd-numbered years. Term limit shall be two consecutive two-year terms.

4.2.5. One Director shall be elected in odd-numbered years for one two-year term. One Director shall be elected in each even-numbered year for one two-year term. The term limit shall be two consecutive two-year terms.

4.2.6. Up to five (5) Director At-Large positions may be seated as determined by the Board of Directors annually. The term limit for each Director At-Large position shall be one two-year term, then assessed, renewed, or sunsetted as required.

4.3. Nominations. No later than August 1 of each year, the Nominations and Elections Committee, as described in Section 6.3., shall issue a call for nominations for candidates for available positions on the Board. Nominations may be made by individuals (self-nominations are allowed) and must be received by the committee at the Association office by September 15. All nominations must include the nominee's personal data, experience as identified for the role, and a statement outlining the candidate's views on current Association issues and special areas of interest.

4.3.1. Individual nominations shall be screened and evaluated by the Nominations and Elections Committee according to parameters and procedures established by the Board, and a slate of candidates selected that the committee believes represents the best individual and geographic balance for the Board.

4.3.2. The committee shall present the slate of officers and directors to the Board, and the Secretary/Treasurer shall declare the slate elected.

4.4. Vacancies. Subject to the qualifications in 4.1, all vacancies on the Board of Directors shall be filled by appointment by the President subject to approval by the Board of Directors.

4.5. Removal. A director may be removed by the majority of directors currently in office with or without cause shown or who fails to attend three Board meetings in a row without an excused absence from the sitting President.

4.6. Ineligibility. A director who is no longer a member in good standing shall be deemed to have resigned from the Board, effective upon the termination or expiration of the membership.

4.7. Resignation. A director may resign from the Board of Directors by written notice to the Board. Unless another time is specified in the notice, a director's resignation shall be effective upon receipt by the Board.

4.8. Meetings. The President shall set the time and place of the regular meetings of the Board, which shall occur at least quarterly. Special meetings of the Board of Directors may be called by either the President or upon the written request of one-half of the members of the Board of Directors. The President, or directors who call the meeting, shall fix the time and place of any special meeting. Meetings of the Board of Directors may be held at any location within or outside the State of Florida. Any director may participate in any meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

4.9. Notice. Notice of time and place of each meeting of the Board of Directors shall be given at least fourteen (14) days prior to the date of a regular meeting and at least seven (7) days prior to the date of a special meeting. Notice shall be in writing by mail, telephone, or transmitted by electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the designated director at such director's most recent address as shown on the records of the Association. If notice is given by telephone, it shall be deemed delivered when the director who is contacted has been spoken with directly. If notice is given by electronic means, it shall be deemed delivered when the message exits the sender's device and the message is not returned as "undeliverable." The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.

4.10. Quorum. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, unless a greater proportion is required by applicable law or by these Bylaws.

4.11. Voting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent or consents to such action shall be signed by all the directors then in office and filed with the Secretary/Treasurer of the Association.

4.12. Conflict of Interest. Any possible conflict of interest on the part of a director shall be disclosed to the Board of Directors and made a matter of record. Any director having any possible conflict of interest on a matter shall recuse themselves and not vote on such matter. Such director may, however, be counted in determining a quorum for the meeting at which the

matter is voted upon and may state a position on such matter and provide information that may be of value to the Board in its deliberations.

4.13. Limitation of Liability. A director of the Association shall not be personally liable, as such, for monetary damages (including, without limitation, any judgment, amount paid in settlement, penalty, punitive damages or expense of any nature including, without limitation, attorney's fees and disbursements) for any action taken, or any failure to take any action, unless:

4.13.1 the director has breached or failed to perform the duties of his or her office under the Articles of Incorporation; or Bylaws of this Association or under relevant Florida statutes; and

4.13.2 the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

4.13.3 These provisions shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state, or federal law.

ARTICLE V—OFFICERS

5.1. Officers: Election. The officers of the Association shall be a President, a President-Elect, a Vice President, a Secretary/Treasurer, and an Immediate Past President. Only Healthcare Provider, Strategic Partner, Academic, Retired, or Distinguished Life members may serve as elected officers of the Association.

5.2. President. The President shall be the principal officer of the Association and shall, consistent with policies established by the Board of Directors, exercise general oversight of its affairs and officers. The President shall preside at all meetings of the members of the Association, at all meetings of the Board of Directors, and at all meetings of the Executive Committee; shall be the principal spokesperson for the Association; shall appoint (with the approval of the Board of Directors) the chairs of all Association-committees (except the Finance and Nominations and Elections Committees); and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may sign, with the Secretary/Treasurer or any other officer of the Association authorized by the Board of Directors, any deed, mortgage, bond, contract, or other instrument that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to another.

5.3. President-Elect. In the absence of the President, the President-Elect shall preside at meetings of the Association, the Board of Directors, or the Executive Committee. When acting as President, the President-Elect shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall serve as parliamentarian for the Board of Directors. The President-Elect shall perform such other duties as may be assigned by the President or Board of Directors. The President-Elect shall chair the Nominations and

Elections Committee. If the President is unable to complete their term, the President-Elect shall fill the remainder of that term.

5.4. Vice President. The Vice President shall assist the President and President-Elect and shall perform such other duties as the Board of Directors may direct. If the President-Elect is unable to complete their term, the Vice President shall fill the remainder of that term.

5.5. Secretary/Treasurer. The Secretary/Treasurer shall ensure that the minutes of meetings of the membership, the Board, and Executive Committee are recorded and maintained in the permanent record of the Association. The Secretary/Treasurer shall lead in the development of the annual budget, oversee the financial integrity of the Association, assure the production of financial reports, serve as chair of the Finance Committee, and in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

5.6. Immediate Past President. The Immediate Past President shall preside at meetings of the members and Board of Directors in the event neither the President nor President-Elect are present and shall perform those duties assigned by the President or Board of Directors.

ARTICLE VI—COMMITTEES

6.1. Committees in General.

6.1.1. Standing Committees. The Board may, by resolution, establish such standing committees as the Board deems necessary or desirable (“standing committees”), including, without limitation, the Nominations and Elections Committee and the Finance Committee, each as described below. All standing committees shall include at least one director. The Board may delegate such authority to a standing committee as it deems appropriate and is not prohibited by applicable law.

6.1.2. Special Committees. The Board may, by resolution, establish one or more special committees (“special committees”) to advise the Board or the President in the performance of their duties. No special committee may have or exercise any authority of the Board to manage the business and affairs of the Association. The chair and members of a special committee shall be appointed by the President subject to Board approval. All special committees and their members shall serve at the discretion of the Board. All special committees shall include at least one director as liaison to the Board of Directors.

6.1.3. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Meetings of any committee may be called by the chair or by any three members. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

6.1.4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.2. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice President, Secretary/Treasurer, and Immediate Past President, with the President serving as chair of the Executive Committee. The Executive Committee may, subject to the provisions of Section 6.2.1, exercise the powers of the Board of Directors when the Board is not in session, reporting any action taken to the Board at the Board's succeeding meeting.

6.2.1. The Executive Committee shall not have the authority of the Board of Directors with respect to the following matters:

6.2.1.1. amending, altering or repealing these Bylaws;

6.2.1.2. electing, appointing, or removing any member of the Executive Committee or any director or officer of the Association;

6.2.1.3. amending the Articles of Incorporation of the Association;

6.2.1.4. adopting a plan of conversion, division or merger or adopting a plan of consolidation with another corporation;

6.2.1.5. authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association;

6.2.1.6. authorizing the voluntary dissolution of the Association or revoking proceedings therefore;

6.2.1.7. adopting a plan for the distribution of the assets of the Association; and

6.2.1.8. authorizing expenditures above amounts outlined in the annual budget of the Association as approved by the Board of Directors.

6.2.2. Meetings of the Executive Committee may be called at any time by the chair of the committee or by any two members of the committee. Written notice of meetings of the Executive Committee shall be given at least seven (7) days before such meeting. Minutes of all Executive Committee meetings shall be prepared and presented to the Board of Directors within one (1) month of the meeting and reported at the next meeting of the Board.

6.3. Nominations and Elections Committee. The Nominations and Elections Committee shall consist of at least five and no more than seven individuals. A minimum of three National Board members shall serve, with the balance comprised of Association members in good standing who represent the diverse membership of the Association. The chair of the committee shall be the President-Elect of the Association. The chair of the committee shall appoint the other members, subject to the approval of the Board of Directors.

6.3.1 The committee shall actively seek nominees and candidates for the Board of Directors, evaluate the eligibility of any nominee or candidate, and conduct all elections for office according to procedures established by the Board of Directors. The Nominations and Elections Committee shall conduct their responsibilities in accordance with Section 4.3.

6.4. Finance Committee. The Finance Committee shall consist of the Secretary/Treasurer, President, and one additional member of the Board, with up to two designated administration

representatives as non-voting members. The chair of the committee will be the Secretary/Treasurer. The Finance Committee shall be responsible for the general supervision of the Association's finances. It shall prepare and recommend the annual budget, provide regular financial reports, review and recommend investments, and alert the Board to financial ramifications of the Board's decisions.

ARTICLE VII—STAFF

7.1. Executive Director. The Board of Directors may employ an individual to serve as the Executive Director ("Executive") of the Association and shall fix the terms and conditions of the Executive's employment. The Executive shall have full authority for the management of the Association's affairs subject only to the duties specified by the Bylaws or other governing documents or to the direction of the Board or the President. The Executive shall plan, organize, direct, and coordinate the programs and activities of the Association and have sole and exclusive authority for the engagement and discharge of all other employees of the Association.

ARTICLE VIII—CHAPTERS

8.1. Establishment. The Association shall have chapters, which may be designated by city, state, or region. Chapters shall be required to adopt and maintain Bylaws that are consistent with these Bylaws and are approved by the Board of Directors of the Association and/or their designee. All chapters shall follow the affiliation agreement and procedures adopted by the Board of Directors.

8.2. Governance. The members of each chapter shall elect the governing Board and officers of such chapter. Each chapter may conduct its affairs in such manner as it sees fit subject to the authority of these Bylaws, the Association's Standards and Ethics, and the authority of the Association's Board of Directors.

8.3. Membership and Finances. Every chapter member must be a member in good standing of the Association. Chapters shall be financed in part by rebates from Association dues, the amount of which shall be determined by the Association's Board of Directors, and by local program fees and contributions.

ARTICLE IX—DELEGATION OF AUTHORITY

9.1. Delegation of Authority. The Board of Directors may authorize any officer or agent of the Association, 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 the Association, and such authority may be general or confined to specific instances. No member or chapter may obligate the Association or act as its agent in any matter, and the Association is not responsible for any obligations incurred by any member or chapter, except as and to the extent so authorized.

ARTICLE X—INDEMNIFICATION

10.1. Indemnification. The Association shall indemnify any person, and may purchase insurance, for any purpose and to the greatest extent authorized by Title XXXVI, Chapter 617.0831 of the Florida Not For Profit Corporations Act, as amended from time to time. However, no indemnification shall be paid except after consultation with legal counsel to assure that the applicable statutory requirements have been satisfied.

ARTICLE XI—MISCELLANEOUS

11.1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

11.2. Waiver of Notice. Whenever any notice is required to be given to any member or director under the provisions of these Bylaws, the Articles of Incorporation, or the Florida Not For Profit Corporations Act, a waiver thereof, whether given before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a member or director at a meeting also constitutes waiver of notice.

11.3. Use of Assets. The Association's funds and other assets shall be used only to accomplish its purposes, and no part of those funds or assets shall inure to the benefit of, or be distributed to, any members or employees of the Association, or any other person having a personal or private interest in its activities.

11.4. Dissolution. Upon dissolution of the Association, any funds or other assets remaining after payment of all obligations of the Association shall be distributed to accomplish its purposes; to any other allied trade or professional association or association that is exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code; or for charitable purposes or to any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

11.5. Robert's Rules of Order. The rules contained in the most recent edition of *Robert's Rules of Order* shall provide the rules of procedure for the Association where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

11.6. Use of Branding Materials. Use of the Association's branding materials, including logo, is authorized only by those members and employees of the Association or a chapter conducting official business of the Association or the chapter and must conform to appropriate use of branding materials as outlined in the Association's policies and procedures.

ARTICLE XII—AMENDMENTS

12.1. Amendments. Upon the recommendation of a majority vote of the entire Board of Directors currently in office, a majority of the members of the Association present and entitled to vote at any meeting of members may amend, alter, repeal, or adopt new Bylaws, provided that notice of any proposed amendment or a summary thereof shall have been given to each

director or member not less than thirty (30) days prior to the date of the meeting. Amendments may be adopted by written ballot as permitted by Section 3.8.3.