

**AMENDED AND RESTATED BYLAWS OF
OREGON COUNSELING ASSOCIATION,
An Oregon Mutual Benefit Nonprofit Corporation**

Effective May 1, 2013

PREAMBLE

In March, 2013, a nine-member joint Task Force, comprised of board members from the Oregon Counseling Association (ORCA) and the Oregon Mental Health Counselors Association (OMHCA), proposed an integration of the two associations in order to strengthen the position of Professional Counselors in Oregon, politically and otherwise. As a result of the Task Force’s efforts, a new Oregon Counseling Association was born, unifying both associations under a 501(c)(6) IRS tax-exempt trade association. In addition to combining the associations’ members, the integration brought together strategic advantages of each organization: the long-established ORCA name, and the OMHCA 501(c)(6) tax status, which fortified the new association’s ability to engage in political advocacy on behalf of the profession. The structural and organizational changes that reflect this purpose are summarized in the table below.

BEFORE INTEGRATION	AFTER INTEGRATION
Oregon Counseling Association (ORCA) 501(c)(3)	➤ Renamed to “Oregon Counseling Foundation” 501(c)(3)
Oregon Mental Health Counselors Association (OMHCA) 501(c)(6)	➤ Renamed to “Oregon Counseling Association” (ORCA) 501(c)(6) ➤ (“Oregon Mental Health Counselors Association” ceases to exist)

**SECTION 1
NAME**

The name of the corporation is Oregon Counseling Association (the "Association"). The Association is organized as a nonprofit mutual benefit corporation under the Oregon Nonprofit Corporation Act (the “Act”) and is intended to be the Oregon Branch of the American Counseling Association (the “ACA”).

**SECTION 2
PURPOSE AND POWERS**

2.1 Purpose.

(a) General Purpose. The Association is organized and will be operated as a business league within the meaning of Internal Revenue Code section 501(c)(6), as amended.

(b) Specific Purposes. The specific purposes of the Association are to function as the Oregon Branch of the ACA and to promote the professional and business interests of professional counselors and therapists engaged in the practice of Professional Counseling, as that term is defined in ORS 675.705, including but not limited to political and professional advocacy for the profession of mental health counselors and therapists, promoting ethical practice of mental health counseling and therapy, promoting diversity and human rights, and advocacy for consumers of mental health counseling.

2.2 Powers. Subject to the foregoing purposes and the requirements of Internal Revenue Code section 501(c)(6), the Association has and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

2.3 Restrictions. Notwithstanding any other provision of these Bylaws, including the foregoing statement of purposes and powers, the Association may not engage in any activities or exercise any powers, whether express or implied, that would disqualify the Association as an exempt business league as described in Internal Revenue Code Section 501(c)(6) or as an exempt organization as described in ORS 317.080.

SECTION 3 MEMBERS

3.1 Eligibility.

(a) General. Oregon professionals involved in Professional Counseling as defined in ORS 675.705 that apply for membership in the Association, meet the eligibility requirements set forth below, and are approved by the Association's Board of Directors (the "Governing Board") will be the Members of the Association. Active members of the organizations known as Oregon Counseling Association and Oregon Mental Health Counselors Association prior to the integration of these organizations in this Association are automatically Members of the Association.

(b) Eligibility Requirements. Members must satisfy one or more of the following eligibility requirements:

- (1) The Member holds at least a Master's degree in a mental health discipline
- (2) The Member is actively employed in public or private counseling or mental health setting, or a closely related field;
- (3) The Member is eligible for a license by a state regulatory behavioral health board based on completion of academic studies;
- (4) The Member is a student enrolled in a graduate program under which, upon completion of the academic studies and internship, the Member will be eligible for a state issued license; or

(5) The Member is an allied professional or person interested in supporting the work of professional counselors and therapists.

3.2 Membership in National Associations. Members of Corporation are encouraged to become members of the American Counseling Association and the American Mental Health Counselors Association.

3.3 Classes of Members. The Classes of members of the Association are as follows:

(a) Professional Members. Professional Members are individuals who are licensed in the practice of Professional Counseling as described in ORS 675.705..

(b) Pre-Licensed Members. Pre-Licensed Members are Members who are Registered Interns with the Oregon Board of Licensed Professional Counselors and Therapists.

(c) Student Members. A Student Member is a student at the graduate level in counseling or a closely related field. The Governing Board may require verification of a Student Member's academic status.

(d) Retired Members. Retired Members are Members who are professionally inactive. Retired Members will maintain all the privileges of Professional Membership.

(e) Lifetime Members. Lifetime Members are (i) Past Presidents of the Association who have successfully fulfilled all duties of that position, (ii) Leona Tyler Award recipients, and (iii) other Members designated as Lifetime Members by the Governing Board.

(f) Associate Members. Associate Members are individuals whose interests and activities are consistent with the Association but are not otherwise qualified for professional membership. Associate Members will not have voting privileges.

3.4 Membership Dues.

(a) Dues for Membership in the Association. The Governing Board will establish dues for Membership in the Association, which may vary by class of Membership.

(b) Dues for Divisions. Each Division of the Association may determine the dues for participation in such Division, subject to the approval of the Governing Board.

3.5 Revocation of Membership.

(a) Revocation by the Governing Board. The Governing Board may revoke the Membership of any Member for:

- (i) Nonpayment of Membership dues; or
- (ii) Conduct, as determined by the Governing Board, that (1) tends to injure the Association or affect adversely the reputation of the Association, (2) that is contrary to or destructive of the objectives and/or purposes of the Association, or (3) violates the Bylaws or the Code of Ethics of the ACA or the Oregon Board of Licensed Professional Counselors and Therapists.

(b) Determination of Grounds for Revocation of Membership. Any Member charged with engaging in any conduct for which the Governing Board could revoke his or her Membership will be given notice of the precise nature of the charge and be given the opportunity to present evidence (through witnesses or otherwise) and the opportunity to confront witnesses, and will have the right to a hearing before the Governing Board.

(c) Disciplinary Power of the Governing Board. The Governing Board will consider any charges made against a Member and may (i) dismiss the charges, (ii) reprimand the Member, (iii) place the Member on probation, (iv) suspend the Member's Membership for a period determined by the Governing Board, (v) revoke the Member's Membership, or take such other action as the Governing Board deems to be appropriate.

3.6 Member Meetings.

(a) Annual Meeting. The Association will promote and sponsor at least one membership meeting each year for its Members, the time and place to be designated by the Governing Board.

(b) Other Meetings. The Governing Board may call a special meeting of the Members at any time it deems appropriate.

(c) Election of Officers. Election of Officers by vote of the Members will be conducted by ballots as described in Section 5.3 and need not be held in connection with the annual Members' meeting.

SECTION 4 ORGANIZATIONAL STRUCTURE OF THE ASSOCIATION

4.1 The Governing Board

(a) General. The Governing Board of the Association will manage the business and affairs of the Association and exercise or direct the exercise of all corporate powers. The Governing Board is the board of directors of the Association for purposes of the Act and will have all the powers and authority of the board of directors of a nonprofit corporation under the Act.

(b) Composition. The Governing Board will be composed of the following voting (except as noted) members (who may be referred to as the Directors of the Association):

- (1) The President, President-Elect, Past President, Secretary and Treasurer;
- (2) The President of each State Division; and
- (3) The Chairperson of the Public Policy and Advocacy Committee and the Chairpersons of other standing Committees designated by the Governing Board and confirmed by the Executive Council.

(c) Powers and Functions of the Governing Board. The Governing Board is responsible for the following:

- (1) To establish policies to govern the affairs of the Association;
- (2) To formulate operational policies appropriate for action by the President;
- (3) To grant, deny, or revoke the charters of State Divisions;
- (4) To be responsible for identifying issues and establishing priorities for professional emphasis pertinent to the Association;
- (5) To develop and maintain a communications network with Members, other comparable organizations and the public;
- (6) To formulate and adopt a budget for the Association's fiscal year; and
- (7) To exercise such other powers and functions as may be necessary or desirable in the best interest of the Association

(d) Meetings of the Governing Board.

- (1) Regular Meetings. The Governing Board will establish quarterly or other regular meetings of the Governing Board, the specific date, time, and place of which will be determined by the President.
- (2) Special Meetings. Special meetings of the Governing Board may be called by the President or any three Directors then in office.
- (3) Meetings Open to Members. All meetings of the Governing Board will be open to all Members. Any Director or Member of the Association may present a business item for consideration at any meeting of the Governing Board.
- (4) Notice of Meetings. Notice of meetings of the Governing Board must be given to all Directors and to all Members of the Association.

Written or electronic mail notice of the all regular meetings of the Governing Board must be given at least 30 days before the meeting, and written, electronic mail, or oral notice of a special meeting must be given at least 48 hours before the meeting. The notice must in each case specify the date, time, and place of the meeting, and notice will be sufficient if actually received at the required time or if mailed not less than five days before the required time. Notices will be directed to the postal or electronic mail address shown on the Association's records or to the actual address ascertained by the person giving notice. Oral notice may be delivered in person or by telephone. Except as otherwise required by law, the Association's articles of incorporation, or these Bylaws, neither the business to be transacted at nor the purpose of any meeting of the Governing Board need be specified in the notice.

(5) Waiver of Notice. Whenever any notice is required to be given to any Director, a waiver of such notice in writing, signed by the Director entitled to such notice, whether before or after the event specified in the waiver, will be deemed equivalent to the giving of such notice. Furthermore, the attendance of a Director at a meeting will 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 or convened.

(6) Action without a Meeting. Any action that is required or permitted to be taken by the Governing Board at a meeting may be taken without a meeting if a consent in writing (including a communication transmitted electronically) setting forth the action is signed (physically or electronically) by all of the Directors entitled to vote on the matter. The action will be effective on the date when the last signature is placed on the consent.

(7) Meeting by Electronic Communication. The Governing Board may hold a meeting by conference telephone or other electronic equipment by means of which (i) all Directors participating in the meeting can simultaneously hear or read each other's communications during the meeting, or (ii) all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. Participation in any such meeting will constitute presence in person at the meeting

(8) Quorum; Majority Vote. A majority of the number of Directors in office at the time of a meeting of the Governing Board will constitute a quorum for the transaction of business at any meeting of the Governing Board. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Governing Board, unless a different number is required by law, the Association's articles of incorporation, or these Bylaws. A minority of the Directors, in the absence of a quorum, may adjourn and reconvene from time to time but may not transact any business.

4.2 The Executive Council.

(a) General. The Executive Council of the Association will carry out the management of the Association under the supervision and direction of the Governing Board.

(b) Composition. The Executive Council will be composed of the following voting (except as noted) members:

(1) The President, President-Elect, Past President, Secretary and Treasurer; and

(2) The Public Policy & Advocacy Chairperson and any other Members appointed by the President and confirmed by the Executive Council to serve in a non-voting, advisory position to aid the Executive Council in its operations.

(c) Powers and Functions of the Executive Council. The Executive Council is responsible for the following:

(1) To implement the policies of the Association as determined by the Governing Board;

(2) To make management decisions and put them into effect;
and

(3) To recommend policy decisions and actions and to provide current information for the consideration of the Governing Board.

(d) Meetings of the Executive Council. Meetings of the Executive Council will be called by the President as needed.

SECTION 5 OFFICERS OF THE ASSOCIATION

5.1 Designation. The officers of the Association are a President, a President-Elect, a past-President, a Secretary, and a Treasurer. The Governing Board may also designate such other officers and assistant officers as it deems appropriate, who will have such powers and duties as may be prescribed by the Governing Board.

5.2 Qualification. All officers must be Members of the Association and members of the ACA.

5.3 Election of Officers and Terms of Office.

(a) General. The term of office for each Officer will begin on July 1.

(b) President, President-Elect, and Past President. The office of President is for a one-year term. The President-Elect will be elected from the membership at-large and will automatically become President of one year after the commencement of the term of office as President-Elect or upon the death or resignation of the President. The Past President will serve for one year following his or her term as President. The President-Elect succeeding to the office of President by reason of the death or resignation of the President will serve a full one-year term as President in addition to serving the unexpired term of the resigned or deceased President.

(c) Interim President. In the event there is no candidate for President, creating a vacancy in the position, the Governing Board will appoint a Past President to serve as “Interim President” until such time as a candidate is elected to serve as President.

(d) Re-Election as President. A Past-President may run for the office of President-Elect again, but no sooner than one year after he or she has served as Past-President.

(e) Secretary and Treasurer. The Secretary and Treasurer will be elected from the membership at-large and will serve for two-year terms. Incumbents in these positions can serve consecutive terms.

5.4 Nomination and Election of Officers.

(a) Nomination Committee. The President will appoint, with the approval of the Governing Board, a Nomination and Elections Committee chaired by the Past President. The Nominations and Elections Committee will nominate candidates for officer positions and conduct the election of officers by ballot provided to voting Members of the Association via mail, the Internet, or the most efficient method for the greatest return.

(b) Election of Officers. The candidate for an office receiving the greatest number of votes will be declared elected to that office and will be announced publicly.

5.5 Duties of Officers.

(a) President. The President is the chief elected Officer of the Association, will preside at all statewide meetings of the Association, and will be the chair of and preside at meetings of the Governing Board. The President, subject to approval by the Executive Council, will appoint all committees. The President will perform the duties customary to the office and such additional duties as directed by the Governing Board. The President has primary responsibility to uphold the rules and regulations of the administration of the Association and to promote a program of activities for the Association

(b) President-Elect. The President-Elect will perform the duties of the President in the absence or incapacity of the President and will perform other duties as assigned by the President. The President-Elect will assume the Presidency of the Association upon the death or resignation of the President.

(c) Past-President. The Past-President will chair the Nominations and Elections Committee and will be the liaison between the Association and the ACA. The Past-President will perform the duties of the President in the absence or incapacity of the President and the President-Elect.

(d) Secretary. The Secretary will record all the proceedings of the meetings of the Members and of the Governing Board. The Secretary will perform such duties as are customary to the office, or as delegated by the Governing Board or the President.

(e) Treasurer. The Treasurer will represent the Association in assuring the receipts and expenditures of funds in accordance with the directives established by the Governing Board, and will report the condition of the treasury at Governing Board and Member meetings. If the Governing Board designates a finance committee consisting of members of the Executive Council for purposes of reviewing the preparation of the Annual Budget, the Treasurer will preside over meetings of such finance committee.

5.6 Recall of Officers. The Members, with the approval of a two-thirds vote of the Governing Board, may recall an Officer who fails to maintain the requirements of office, the policies of the Association, or the policies established by the Code of Ethics. A petition for recall must contain signatures of 20 Members in good standing, must contain the reasons for the recall, and must be filed with the Governing Board. A two-thirds vote of the Governing Board is necessary to submit the recall to the vote of the Members. A petition for recall will be approved if it obtains the vote of two-thirds of the ballots returned by the Members. A vacancy created by recall will be filled according to Section 5.7 of these Bylaws.

5.7 Resignation. An Officer may resign at any time by delivering written notice of resignation to the President or Secretary. Such resignation will be effective upon receipt unless it is specified in the notice to be effective at a later time. The Governing Board may reject any postdated resignation by notice in writing to the resigning Officer.

5.8 Vacancies. The President, subject to approval by the Governing Board, may appoint a replacement with respect to a vacancy that occurs in the office of Secretary or Treasurer. Such appointment will terminate when the office is filled at the next election of Officers. The President-Elect will fill a vacancy in the office of President. Vacancy in the office of President-Elect will be filled by a special election, subject to approval by the Governing Board.

5.9 Compensation. Officers will serve without compensation for their services. An Officer may receive reimbursement for actual and reasonable expenses incurred in performing his or her duties upon the approval of the Governing Board.

SECTION 6 COMMITTEES

6.1 Committees. The President, subject to confirmation by the Executive Council, may designate such Committees as they deem appropriate, and may terminate Committees.

6.2 Appointment of Committee Members. The President, subject to confirmation by the Executive Council, will appoint the Chairperson of each Committee (except where these Bylaws direct otherwise). The Chairperson of each Committee will appoint members to the Committee and may at any time fill vacancies in and/or change the size or membership of the Committee.

6.3 Authority. Each Committee designated by the President will have and may exercise such powers and authority as may be conferred by the Governing Board, but no Committee will in any event have the power or authority to (a) amend, alter, or repeal these bylaws or the articles of incorporation, (b) elect, appoint, or remove any Officer, (c) approve dissolution or merger or any sale, pledge, or transfer of all or substantially all of the Association's assets, or (d) authorize any distribution of the assets of the Association. The designation and appointment of any Committees and the delegation to any Committees of authority will not operate to relieve the Governing Board or any individual Director of any responsibility imposed by law.

6.4 Reports. Each Committee must submit (a) a written report of its activities and status to the Governing Board prior to each meeting of the Governing Board, and (b) a written annual summary to the President at least 30 days before the end of each fiscal year. The President will report salient developments to the Members.

6.5 Meetings. Members of Committees will meet at the call of the President, or by the Chairperson of the Committee, at such place as the President or Chairperson designates after reasonable notice has been given to each Committee member. Each Committee will keep minutes of its proceedings and within a reasonable time after each meeting make a written report to the Governing Board of its actions. Any action that may be taken by a Committee at a meeting may be taken without a meeting if a consent or memorandum of action in writing setting forth the action taken and signed by all members of the Committee entitled to vote on the matter. The action will be effective on the date when the last signature is placed on the consent.

6.6 Quorum. A majority of the members of a Committee will constitute a quorum for the transaction of business at any Committee meeting, and any transaction of a Committee will require a majority vote of the quorum present at the meeting.

SECTION 7 RULES OF ORDER

Robert's Rules of Order, Revised (by Henry Martin Robert) will govern the proceedings of all bodies of the Association except where otherwise specified in these Bylaws.

SECTION 8 ASSOCIATION BUSINESS AND FISCAL AFFAIRS

8.1 Restrictions. As set forth in the Association's Amended and Restated Articles of Incorporation, the assets of the Association are irrevocably dedicated to the purposes described in the Articles of Incorporation and these Bylaws, and no part of the net earnings or assets of the Association will inure to the benefit of or be distributed to its Members, Directors, Officers, or other private persons, except that the Association will be authorized and empowered

to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

8.2 Property Subject to Limitations. The Association may accept property, subject to special limitations or directions as to the application of such property, provided that such special limitations or directions are not inconsistent with the purposes and limitations of the Association and are for the purpose of carrying out its purposes and objectives.

8.3 Disposal of Assets Upon Dissolution. In the event the Association ceases to do business and is dissolved, all property and funds remaining after the payment of or provision for the debts of the Association will be distributed by direction of the Governing Board to a corporation, trust, or organization of similar character as defined in Section 501(c) (3) or 501(c)(6) of the Internal Revenue Code and the corresponding provisions of the revenue laws of the State of Oregon as they now exist or as they may subsequently be amended.

8.4 Appropriation of Association Funds.

(a) Annual Budget. The Governing Board will adopt an annual budget for all revenues and expenditures of the Association.

(b) Authority of Governing Board. No appropriations of Association funds shall be made except pursuant to the direction of the Governing Board.

(c) Misappropriation. Any Director who knowingly participates in misappropriation of Association funds will be subject to removal from office and dismissal as a Member.

8.5 Fiscal Year. The fiscal year and the governance year of the Association is July 1 to June 30

SECTION 9 NONDISCRIMINATION

It is the express policy of the Association that discrimination against any individual on the basis of ethnic group, color, creed, sex, sexual orientation, age, or disabling condition is prohibited.

SECTION 10 BYLAWS

10.1 Amendment of Bylaws. These Amended and Restated bylaws may be further amended and/or restated upon approval by the Governing Board and the Members as provided in this Section.

10.2 Procedure for Amendment. Any proposed amendment approved by a majority of the Governing Board must be submitted by a ballot approved by the Governing Board to the Members with the proposed amendment and a full and complete summary of the

Governing Board's deliberations. Such ballot will be required to be returned within 30 days. If a majority of the Members returning ballots favor the proposed amendment, it will be adopted.

10.3 Proposed Amendment. Any proposed amendment submitted at a meeting of the Governing Board, along with the signatures of 50 Members in good standing, must be submitted with the recommendations of the Governing Board to the Members as provided in Section 10.2.

10.4 The Governing Board may, without Member approval, adopt an amendment to these Bylaws that has as its sole purpose conforming to a change in the ACA bylaw, provided that the Governing Board expressly concludes that such amendment is conforming only. The President will report the adoption of such a conforming amendment to the Members within 30 days following approval by the Governing Board.

SECTION 11 INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1 Generally. The Association will to the fullest extent permitted by law indemnify any person who is or was a Director or Officer of the Association against any and all liability incurred by such person in connection with any claim, action, suit, or proceeding or any threatened claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was a Director or Officer of the Association, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal proceeding such person had no reasonable cause to believe the conduct was unlawful. Liability and expenses include reasonable attorneys' fees, judgments, fines, costs, and amounts actually paid in settlement. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not of itself create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal proceeding, had reasonable cause to believe that such conduct was unlawful. The foregoing right of indemnification is in addition to and not exclusive of any and all other rights to which any such director or officer may be entitled under any statute, bylaw, agreement, or otherwise.

11.2 Actions by or in the Right of the Association. In connection with any proceeding brought by or in the right of the Association, the Association may not indemnify any person who is or was a Director or Officer of the Association if such person has been adjudged by a court of law to be liable to the Association, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of liability, in view of all of the circumstances of the case such person is fairly and reasonably entitled to indemnity.

11.3 Self-Interested Transactions. The Association may not indemnify any person who is or was a Director or Officer of the Association in connection with any proceeding charging improper personal benefit to such person in which such person has been adjudged liable on the basis that personal benefit was improperly received by such person, unless the court in which the action or suit was brought determines upon application that, despite the adjudication of

liability, in view of all circumstances of the case such person is fairly and reasonably entitled to indemnity.

11.4 Determination of the Propriety of Indemnification. The determination that indemnification is proper must be made by the majority vote of a quorum of the Governing Board consisting of the Directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Governing Board, consisting of at least two Directors who were not parties to the proceeding. If there are not two Directors who were not parties to the proceeding, the full Governing Board must select special legal counsel to determine whether indemnification is proper.

11.5 Evaluation of Expenses. An evaluation as to the reasonableness of expenses must be made by the majority vote of a quorum of the Governing Board consisting of Directors who were not parties to the proceeding or, if such a quorum cannot be obtained, by the majority vote of a committee, duly designated by the Governing Board, consisting of at least two Directors who were not parties to the proceeding. If there are not two Directors who were not parties to the proceeding, the full Governing Board, including Directors who were parties to the proceeding, will evaluate the reasonableness of expenses.

11.6 Notice to the Attorney General. A Director or Officer may not be indemnified by the Association until 20 days after the effective date of written notice to the Oregon Attorney General of the proposed indemnification.

11.7 Advance of Expenses. Expenses incurred with respect to any claim, action, suit, or other proceeding of the character described in this article may be advanced by the Association prior to the final disposition of such proceeding if (a) the Director or Officer provides written affirmation to the Association of such person's good faith belief that such person satisfies the criteria for indemnification, and (b) the Director or Officer gives the Association a written undertaking to repay the advanced amount if it is ultimately determined that the director or officer is not entitled to indemnification under this article. The undertaking will be a general obligation of the Director or Officer, but need not be secured and may be accepted by the Governing Board without reference to the Director's or Officer's financial ability to make repayment.

11.8 Insurance. The Governing Board has the power to purchase insurance on behalf of any individual who is or was an officer or director of the Association against liability asserted against or incurred by such individual arising out of such individual's status as a director or officer of the Association, whether or not the Association would have the power to indemnify such individual against liability under the provisions of this article.

SECTION 12 AMENDMENT

The foregoing restated bylaws were duly adopted by the Governing Board and the Members on _____, 2013.

Secretary