

1 BYLAWS
2 OF THE
3 INTERNATIONAL LEADERSHIP ASSOCIATION, INC.
4

5 ARTICLE I
6 NAME AND PURPOSES
7

8 Section 1.01 Name: The name of the organization is the International Leadership Association
9 (hereinafter ILA or the Association).
10

11 Section 1.02 Purposes: The Association is organized for educational purposes to serve as a
12 global network for all those who practice, study, and teach leadership. The
13 Association's purpose is to promote a deeper understanding of leadership
14 knowledge and practices for the greater good of individuals and communities
15 worldwide. The ILA brings together public and private sector leaders,
16 scholars, leadership educators, organizational development professionals, and
17 students from around the world to share information, resources and methods,
18 while developing a deeper understanding of effective leadership.
19

20 The ILA mission is to: 1) Build bridges among leadership scholars, educators and
21 practitioners for the purposes of generating new ideas and practices in the field
22 of leadership; 2) Disseminate cutting-edge work in leadership theory and
23 practice; 3) Further legitimize the study of leadership.
24
25

26 ARTICLE II
27 MEMBERS
28

29 Section 2.01. Membership: Any individual or group who subscribes to the mission of the
30 Association shall be eligible to apply for membership. An applicant for
31 membership shall submit to the ILA a completed membership application and
32 payment of the appropriate dues, as established by the Board of Directors.
33

34 Section 2.02. Membership Benefits: Members in good standing are eligible to affiliate with
35 member communities set forth in Articles VI-IX; nominate candidates for Board
36 service; serve on the Board of Directors, ILA committees, and task forces; vote
37 in Member Interest Group elections; and receive additional benefits, which may
38 vary based on pricing levels, as determined by the Board of Directors.
39

40 Section 2.03. Membership Meetings: The Chair of the Board of Directors shall convene a
41 membership meeting during the annual global conference to provide a report of
42 the past year's activities and future goals. Notice of membership meetings and
43 the agenda will be provided to members by electronic mail at least 15 days prior
44 to the meetings.
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ARTICLE III
BOARD OF DIRECTORS

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4 Section 3.01 Authority of Directors: The Board of Directors (hereinafter the Board) is the
5 policy-making body of the Association and may exercise all the powers and
6 authority granted to the Association by law. The Board shall oversee the
7 Association's policies and procedures. Among its other powers, the Board of the
8 Association shall have and may not delegate the power to elect and remove
9 board members; approve the budget; hire and fire the President/Chief Executive
10 Officer; approve and amend the mission statement of the organization; amend
11 the Articles and Bylaws of the Association; elect and remove officers and
12 approve major corporate changes, such as dissolution, merger, or transfer of all
13 or substantially all of the Association's assets.

14
15 Section 3.02 Board Quorum: A quorum shall consist of a simple majority of the total number
16 of voting Board members then in office. Unless otherwise stated in these
17 Bylaws, all actions shall be by majority vote of those present at a meeting at
18 which a quorum is present.

19
20 Section 3.03 Number of Board Members: Unless otherwise stated in these bylaws, the Board
21 shall consist of a minimum of twelve (12) and up to eighteen (18) voting
22 members and one (1) statutory member who serves as a non-voting ex officio
23 member: the President/CEO.

24
25 Upon approval of the Board, the Chair and the President/CEO may jointly
26 appoint non-voting ex officio members of the Board to serve in important
27 organizational roles such as the Conference Chair.

28
29 Section 3.04 Election and Term of Board Members:

30
31 Election: The initial Board of Directors of the Association shall consist of those
32 individuals named in the Articles of Incorporation. Such persons shall hold
33 office until the first election of Directors. Thereafter, Directors shall normally be
34 elected at the Annual Meeting but the Board may elect Directors at regular or
35 special meetings to fill a vacancy as provided in 3.06.

36
37 Board members shall be elected by a two-thirds majority vote of the Board
38 members present at a meeting at which two-thirds of the members are present.
39 Members of the Board of Directors shall normally be elected at the Annual
40 Meeting but the Board may elect Board Members at regular or special meetings
41 to fill a vacancy.

42
43 Terms: Unless otherwise specified when elected (e.g. when filling a vacancy as
44 provided in Section 3.06), Directors shall be elected for a term of three (3) years,
45 starting on January 1 after their election and ending on December 31 after their
46 successor has been elected and qualified. Voting Members of the Board of
47 Directors may serve no more than two (2) three-year terms. For purposes of this

1 limit, a Director elected to fill a vacancy for a partial term will be considered to
2 have served a full term if they serve two (2) years or more.

3
4 The Board of Directors shall be divided into three roughly equal cohorts.
5 Members of each cohort shall begin and end their terms the same year, with the
6 terms of one cohort expiring each year to create staggered board terms over
7 three years.

8
9 Emeritus Members: The Board may elect non-voting emeritus members with
10 lifetime terms in recognition of individual service.

11
12 Section 3.05 Resignation and Removal: Resignations are effective upon receipt by the Chair of
13 a written notification. The Board of Directors, at its discretion, may remove any
14 Director by a two-thirds vote of the entire Board. Removal shall occur only after
15 the Director complained against has been given notice and a reasonable
16 opportunity to respond to the Board.

17
18 Section 3.06 Vacancies: Any vacancy on the Board, from whatever cause arising, shall be
19 filled by the procedures set forth in these Bylaws. Vacancies need not be filled
20 immediately. If the number of Board Members remaining in office falls below
21 eight (8), the Board may fill the vacancy by the affirmative vote of the majority of
22 the Board Members remaining in office.

23
24 Section 3.07 Meetings: The Board shall hold at least four (4) regular meetings annually, one
25 of which shall be designated as the Annual Meeting. The Board may hold
26 meetings at such times and places as the Board shall determine. Any or all
27 members of the Board may participate in a meeting by conference telephone or
28 similar communications equipment, so long as members participating in such
29 meeting can hear one another, and such participation shall constitute presence in
30 person at the meeting.

31
32 Special Meetings: Special meetings of the Board shall be called upon the request
33 of the Chair or one-third of the Board. The Secretary shall send out email notices
34 of special meetings to each Board member at least two (2) weeks in advance.

35
36 Meeting Attendance: Each Board Member must attend a minimum of two (2)
37 Board meetings per year. If a Board Member fails to meet this minimum, the
38 Board may by two-thirds vote declare the position vacant.

39
40 Section 3.08 Action by Electronic Mail: Any action that may be taken in writing pursuant to
41 these Bylaws may be taken through electronic mail so long as the mail is sent in a
42 format that can be stored or printed by the Association in accordance with
43 District of Columbia Code. Notwithstanding the foregoing, meetings of the
44 Board may not be conducted by electronic mail.

45
46 Section 3.09 Action Without a Meeting: Any action required or permitted to be taken at a
47 meeting of the Board (including amendment of these Bylaws or the Articles of

1 Incorporation) or of any committee may be taken without a meeting if all of the
2 members of the Board or committee consent in writing (including
3 communications transmitted or received by electronic means) to taking the
4 action without a meeting and to approving the specific action and the written
5 consents are included in the minutes or filed with the corporate records
6 reflecting the actions taken. Action taken under this section is effective when the
7 last Director signs (including by electronic means) the consent, unless the
8 consent specifies an earlier or later effective date. A consent signed under this
9 section has the effect of a meeting vote and may be described as such in any
10 document.

11
12 Section 3.10 Inspection: Every Board Member shall have the right for any proper corporate
13 purpose at any reasonable time to inspect all books, records, and documents, and
14 to visit the office.

15
16 Section 3.11 Compensation of Board Members: Board Members shall not be compensated for
17 serving on the Board; however, a Board member who also serves as an employee
18 of the Association may be compensated for their service as employee.

19
20 Section 3.12 General Standards for Board Members: Each Board Member shall discharge the
21 duties of a Board Member, including committee duties, in good faith with the
22 care that an ordinarily prudent person in a like position would exercise under
23 similar circumstances, and in a manner the Board Member reasonably believes to
24 be in the best interests of the Association.

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27 ARTICLE IV
28 OFFICERS
29

30 Section 4.01 Officers: The elected Officers of the Association shall be the Chair, Vice Chair,
31 Secretary, and Treasurer. The President shall serve as an appointed Officer. Two
32 (2) or more offices may be held by the same person, except the offices of
33 Secretary and Chair.

34
35 The elected officers, who shall be a current or prior Board members, shall be
36 elected by the Board to serve up to two three-year terms. The Board
37 Development Committee shall coordinate the process of electing the Chair, Vice
38 Chair, Secretary, and Treasurer. They shall normally be elected at the Annual
39 Meeting; however, the Board may hold elections at a regular or special meetings
40 to fill a vacancy.

41
42 The President shall be the Chief Executive Officer (CEO) employed by the
43 Association.

44
45 Section 4.02 Duties: Subject to the control of the Board of Directors, all Officers shall have
46 such authority and shall perform such duties as may be provided in these Bylaws
47 or by resolution of the Board. An Officer shall discharge their duties in good

1 faith with the care that an ordinarily prudent person in a like position would
2 exercise under similar circumstances, and in a manner the Officer reasonably
3 believes to be in the best interests of the Association.
4

5 Duties of the Chair: The Chair shall serve as the presiding officer at meetings of
6 the members, the Board, and the Executive Committee. The Chair shall perform
7 all other duties customary to that office and have such other authority and
8 powers as the Board of Directors may from time to time prescribe.
9 In consultation with the board, the Chair shall prepare an annual review of the
10 President/CEO and recommend salary for consideration by the appropriate
11 committee. The Chair shall work with the President/CEO to optimize the
12 relationship between the Board and management of the Association.
13

14 Duties of the Vice Chair: In the absence of the Chair, the Vice Chair shall
15 perform the duties of the Chair and shall have all of the powers of and be subject
16 to all restrictions upon the Chair. The Vice Chair shall perform such other duties
17 and have such other powers as the Board of Directors may from time to time
18 prescribe by resolution or as the Chair may from time to time provide, subject to
19 the powers and supervision of the Board of Directors. The vice-chair shall chair
20 committees on special subjects as designated by the board.
21

22 Duties of the Secretary: The Secretary shall be responsible for the keeping of an
23 accurate record of the proceedings of all meetings of the Board of Directors and
24 other business meetings of the Association, shall give or cause to be given all
25 notices in accordance with these Bylaws or as required by law, shall maintain the
26 permanent records of the Association, and in general shall perform all duties
27 customary to the office of Secretary.
28

29 Duties of the Treasurer: The Treasurer shall be responsible for all funds and
30 securities of the Association. He or she shall keep or cause to be kept complete
31 and accurate accounts of deposits, receipts, and disbursements of the
32 Association. He or she shall at all reasonable times exhibit the books and
33 accounts to any officer or Director of the Association and shall perform or
34 delegate and supervise the performance of all other duties incident to the office
35 of Treasurer, subject to the supervision of the Board. The Treasurer shall, if
36 required by the Board of Directors, give such bond or security for the faithful
37 performance of their duties as the Board may require, for which the Treasurer
38 shall be reimbursed. The Treasurer shall serve as the Chair of the Finance
39 Committee, and shall assist in the preparation of the budget, help develop
40 fundraising plans, and make financial information available to board members
41 and the public.
42

43 Section 4.03 Resignation and Removal: Resignations are effective upon receipt by the Chair or
44 Secretary of a written notification. The Board of Directors, at its discretion, may
45 remove any Officer by a two-thirds vote of the entire Board. Removal shall
46 occur only after the Officer complained against has been given notice and a
47 reasonable opportunity to respond to the Board.
48

1 Section 4.04 Vacancies: Vacancies existing by reason of resignation, death, incapacity, or
2 removal before the expiration of a term shall be filled by the Board. The term of
3 an officer filling a vacancy shall begin immediately and shall end as originally
4 scheduled.

5
6 Section 4.05 Duties of the President: The Board of Directors shall hire the President who
7 shall serve as a non-voting ex officio member of the Board of Directors. The
8 President will serve as the Chief Executive Officer of the Association and shall
9 have general and active management of the programs, affairs, and employees of
10 the Association and shall see that all orders and resolutions of the Board are
11 carried into effect. The President/CEO shall perform other duties and have such
12 other authority and powers as the Board of Directors may from time to time
13 prescribe.
14

15
16 ARTICLE V
17 COMMITTEES
18

19 Section 5.01 Executive Committee: The Association shall have an Executive Committee,
20 comprised of the Officers of the Board, the President/CEO and the Chief
21 Operating Officer. The Executive Committee shall implement and enforce the
22 policies and decisions of the Board of Directors, and assist the President/CEO
23 in managing the affairs of the Association. All actions taken by the Executive
24 Committee shall be reported regularly to the Board of Directors.
25

26 Section 5.02 Standing Committees: In addition to the Executive Committee, there shall be
27 three Standing Committees of the Board: the Board Development Committee,
28 the Finance Committee, and the Fundraising Committee.
29

30 The Chair and President/CEO shall jointly nominate for board approval the
31 chairs of the standing committees, who shall be current members of the Board
32 and shall serve one-year renewable terms. The Standing Committee chairs shall
33 normally be elected at the Annual Meeting. However, the Board may fill
34 vacancies at any regular or special meetings of the Board.
35

36 The Chair and President/CEO shall, in consultation with the chairs of the
37 Standing Committees, jointly appoint the members of committees, all of whom
38 shall be ILA members, and a majority of whom shall be members of the Board.
39

40 Section 5.03 Other Committees: The Chair and President/CEO shall jointly establish, with
41 the advice and approval of the Board, such other committees, networks, task
42 forces, and commissions as are determined to be necessary to serve the goals of
43 the Association and its members. All such bodies shall be evaluated regularly and
44 may be retained, revised, or eliminated by action of the Board.
45

46 Section 5.04 Committee Records: Descriptions of the functions and duties of all committees,
47 networks, task forces, and commissions shall be submitted to and maintained by
48 the Secretary and shall be made available to members upon request.

1
2 Section 5.05 All members of Committees must be ILA members in good standing.
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5 ARTICLE VI
6 MEMBER INTEREST GROUPS
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8 Section 6.01 The ILA shall have the following Member Interest Groups:
9 Member Interest Group for Leadership Scholarship
10 Member Interest Group for Public Leadership
11 Member Interest Group for Leadership Education
12 Member Interest Group for Business Leadership
13 Member Interest Group for Leadership Development
14

15 Section 6.02 Formation: The Board has the authority to form and dissolve additional
16 Member Interest Groups. A group of seventy five (75) or more Members of the
17 ILA may petition the Board to establish a new Member Interest Group. In
18 addition to the signatures of 75 or more ILA members, each petition to establish
19 a Member Interest Group must contain a title for the group and be accompanied
20 by a description of the unique constituency of the group, in contrast to existing
21 Member Interest Groups.
22

23 Section 6.03 Purposes and Responsibilities: The Member Interest Groups promote the
24 common interest of Association members in specified areas of the leadership
25 field; increase communication and interaction among persons of similar interests
26 within the framework of the larger Association; advise the ILA Board of
27 Directors and staff concerning the MIG's particular interests, member needs, and
28 specialties; provide peer review of conference or other proposals; and organize
29 conference programs and other Association events to provide added value to the
30 members. Member Interest Groups facilitate relationships between and learning
31 among persons with common interests; and they provide an opportunity for
32 individuals to participate actively in their Association.
33

34 Section 6.04 Organization: Each Member Interest Group shall have a Chair, Chair-Elect, and
35 Immediate Past Chair, who will serve one (1) year terms, with specific duties as
36 outlined in the ILA Roles and Responsibilities document. The Chairs may create
37 additional roles, committees, or teams to further the work of the community.
38 After one year in the position, the Chair-Elect succeeds the Chair, and the Chair
39 becomes the Immediate Past Chair. If a MIG leader cannot complete their term,
40 the ILA President/CEO, in consultation with the MIG's leadership, will make a
41 special appointment to finish the term.
42

43 Section 6.05 Member Interest Group Nomination and Election Process:
44 (a.) ILA members may nominate themselves or others to run for the position of
45 Chair-Elect by submitting a nomination to the ILA central office.
46 (b.) Each nominee is responsible for submitting to the ILA office a written
47 statement outlining their interest in the Chair-elect position and detailing their
48 qualifications, ideas, and experience. This statement should include what they will

1 do as Chair/Chair-elect and how it fits the ILA’s mission and goals. Nomination
2 statements and, if submitted, a photo, will be posted to the Web site.

3 (c.) The annual ILA conference should be used to explain the criteria for the
4 position and the election process, solicit interest in the position, and make
5 nominations.

6 (d.) Online voting will take place annually for a period of at least 10 days. Only
7 current ILA members affiliated with the particular Member Interest Group may
8 vote.

9 (e.) The candidate who wins a simple majority of votes shall be named Chair-
10 elect.

11 (f.) Chair-elects will serve one year in that position and the next year as Chair.

12 (g.) Chairs will serve one year in that position and the next year as Immediate
13 Past Chair.

14
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16 **ARTICLE VII**
17 **AFFINITY GROUPS**

18
19 Section 7.01 **Purpose:** An affinity group is intended to help members find others with mutual
20 interests for peer support and networking. A group of thirty (30) or more
21 Members of the ILA may petition the President/CEO to establish an Affinity
22 Group. Petitions shall be routinely processed unless special circumstances
23 warrant a review by the Board of Directors. Each petition to establish an
24 Affinity Group must contain a title for the group and be accompanied by a
25 description of the unique purpose of the group, in contrast to existing Member
26 Interest Groups and Affinity Groups.

27
28 Section 7.02 **Formation:** The Board has the authority to form and dissolve Affinity Groups.
29 An Affinity Group enrolling seventy-five (75) or more members for a period of
30 two consecutive calendar years may petition the Board of Directors to become a
31 Member Interest Group. An Affinity Group shall become a Member Interest
32 Group, subject to the Bylaws of the ILA, upon the approval of its petition by a
33 vote of two-thirds of the ILA Board of Directors present at a Regular or Special
34 meeting.

35
36
37 **ARTICLE VIII**
38 **LEARNING COMMUNITIES**

39
40 Section 8.01 **Purpose:** Learning Communities provide an opportunity for ILA members to
41 self-organize around topics of shared interests. Each learning community will
42 have a unique focus, based around specific questions, that allows members to
43 participate in, contribute to, and benefit from knowledge generated by collective
44 learning that is not accessible through individual reflection alone.

45
46 Section 8.02 **Formation:** The Executive Committee of the ILA shall have the authority to
47 create the process for application and approval of new Learning Communities.

1 Any member of the ILA may initiate a Learning Community by submitting a
2 proposal to the Executive Committee for approval.

3
4
5 ARTICLE IX
6 CHAPTERS
7

8 Section 9.01 Purpose: Regional Chapters provide an opportunity for ILA members sharing a
9 common geographic location to gather together for activities that further the
10 mission of the Association. A Regional Chapter will be comprised of a group of
11 fifty (50) or more ILA members in a geographically defined region.

12
13 Section 9.02 Formation: The Board has the authority to form and dissolve Regional Chapters.
14 A regional Chapter of the ILA may be created upon the approval of the Board of
15 Directors, upon the petition of a minimum of fifty (50) members. The Board of
16 Directors shall approve the geographical boundaries of each region. All Regional
17 Chapters shall be evaluated regularly and may be retained, revised, or eliminated
18 by actions of the Board of Directors.

19
20 Section 9.03 Regional Representative: The President/CEO shall appoint, with the advice and
21 approval of the Board of Directors, a Regional Representative from each region.
22 The Regional Representative shall be responsible for organizing and coordinating
23 regionally based programs, assisting the Officers and the Board of Directors in
24 the development of the ILA, and advising on matters of policy.

25
26 Section 9.04 Administration: A Regional Chapter of ILA shall be entitled to cooperation from
27 the ILA administrative office in matters of mailings to its members, and from the
28 Conference Committee in matters related to the Annual Meeting and from the
29 ILA in such other ways as the Board of Directors may decide.

30
31
32 ARTICLE X
33 FINANCIAL ADMINISTRATION
34

35 Section 10.01 Fiscal Year: The fiscal year of the Association shall be July 1 to June 30 but may
36 be changed by resolution of the Board of Directors.

37
38 All revenue derived from dues, assessments, sale of publications, grants or any
39 other source shall be used entirely for the work of the Association. Such funds
40 shall be expended in accordance with Association purposes consistent with its
41 budget, or with the special terms of a grant or bequest consistent with
42 Association purposes. No part of the incomes of the Association shall be paid to
43 any member as a share or dividend, but Officers, committee members, and
44 employees may be reimbursed for necessary pre-approved expenses related to
45 their duties, and employees may be paid wages and salaries consistent with the
46 board approved budget. No loan shall be made or contracted on behalf of the
47 Association, and no evidence of indebtedness shall be issued in its name.
48

1 Section 10.02 Checks, Drafts, and Contracts: All contracts, check, drafts, or other orders for
2 payment of money by the Association shall be signed by the Treasurer,
3 President/CEO, or designee of the ILA as authorized by the ILA Board of
4 Directors.

5
6 Section 10.03 Annual Financial Statements: Complete financial statements shall be presented
7 to and reviewed by the Board of Directors after the close of each fiscal year.
8
9

10 ARTICLE XI
11 RECORDS

12
13 Section 11.01 Books and Records: The Association shall keep correct and complete books and
14 records of accounts, and minutes of the proceedings of its Board of Directors
15 and committees having any of the authority of the Board of Directors.
16

17 Section 11.02 Public Disclosure: After receiving IRS recognition of its federal tax-exemption,
18 the Association shall keep available for public inspection at its principal place of
19 business copies of the exemption application as filed (including all
20 correspondence with the IRS) and any Form 990 filed within the past three years.
21 As required by the tax code and regulations, the Association shall either (i.) make
22 such materials widely available to the public, such as by posting on the Internet,
23 or (ii.) provide copies of the materials to any member of the public making a
24 request in person during normal business hours or in writing.
25
26

27 ARTICLE XII
28 BYLAW AMENDMENTS

29
30 Section 12.01 Amendments: The power to make, alter, amend, or repeal these Bylaws is vested
31 in the Board of Directors. Any such action shall be upon approval of a two-
32 thirds majority vote at a meeting at which two-thirds of the voting members are
33 present.
34
35

36 ARTICLE XIII
37 CONFLICT OF INTEREST POLICY

38
39 Section 13.01 Conflict of Interest Policy: The Board shall by resolution adopt a conflict of
40 interest policy applicable to officers, Directors, members of committees of the
41 Board, and employees that shall (i.) define conflicts of interest (including
42 competing financial interests or fiduciary duties); (ii.) require that conflicts be
43 disclosed; and (iii.) require that the conflicted person be recused from any
44 decision-making with regard to the matter. This policy shall be attached as an
45 exhibit to these Bylaws and shall be annually distributed to all officers, Directors,
46 and members of committees of the Board.
47

1 Section 13.02 Annual Statements: Each Director, officer, and member of a committee with
2 Board delegated powers shall annually sign a statement which affirms that such
3 person: (i.) has received a copy of the conflict of interest policy; (ii.) has read and
4 understands the policy; (iii.) has agreed to comply with the policy; and (iii.)
5 understands that the Association is charitable and that in order to maintain its
6 federal tax exemption it must engage primarily in activities which accomplish one
7 or more of its tax-exempt purposes.
8
9

10 ARTICLE XIV
11 INDEMNIFICATION
12

13 Section 14.01 Definitions: “Matter” shall mean any actual or threatened civil, criminal, or
14 administrative action, arbitration proceeding, claim, suit, proceeding, or appeals
15 therefrom, or any criminal, administrative, or congressional (or other body’s)
16 investigation, hearing, or other proceeding. “Eligible Person” shall mean any
17 person who at any time was or is a Director, a member of any committee or
18 subcommittee, an officer, an agent, an employee, or a volunteer of the
19 Association.
20

21 Section 14.02 Right to Indemnification: Any Eligible Person made a party to or respondent in
22 a Matter by reason of their position with or service to the Association shall to
23 the fullest extent permitted by law, be indemnified by the Association against all
24 liabilities and all expenses reasonably incurred by him or her arising out of or in
25 connection with such Matter, except in relation to Matters as to which .i) the
26 Eligible Person failed to act in good faith and for a purpose which he or she
27 reasonably believed to be in the best interests of the Association, (ii.) in the case
28 of a criminal Matter, the person had reasonable cause to believe that their
29 conduct was unlawful, or (iii.) the person shall be adjudged to be liable for
30 misconduct or negligence in the performance of a duty.
31

32 Section 14.03 Limitation on Right of Indemnification: Except where an Eligible Person has
33 been successful on the merits with respect to such Matter, any indemnification
34 hereunder shall be made only after (i.) the Board (acting by a quorum consisting
35 of Directors who were not involved in such Matter) determines that the Eligible
36 Person met the applicable indemnification standard set forth in Section 14.02
37 above; or (ii.) in the absence of a quorum, a finding is rendered in a written
38 opinion by independent legal counsel that the person or persons met the
39 applicable indemnification standard set forth in Section 14.02 above.
40

41 Section 14.04 Other Rights: The right of indemnification provided hereunder shall not be
42 deemed exclusive of any other right to which any person may be entitled in
43 addition to the indemnification provided hereunder. This indemnification shall
44 in the case of the death of the person entitled to indemnification inure to the
45 benefit of their heirs, executors, or other lawful representative.
46

1 Section 14.05 Insurance: The Board may authorize the purchase of and maintain insurance on
2 behalf of any Eligible Person against any liability asserted against or incurred by
3 him or her which arises out of such person's status in such capacity or out of acts
4 taken in such capacity, whether or not the Association would have the power to
5 indemnify the person against that liability under law.

Passed April 1, 2011
Amended September 8, 2011
Amended December 7, 2011