

PALMER WOODS ASSOCIATION

P.O. Box 21086, Detroit, Michigan 48221
www.palmerwoods.org

Palmer Woods Association By-laws

**Adopted on November 12, 1996
Amended April 2004; July 2012; October 2013;
December 2019; June 2022**

TABLE OF CONTENTS

ARTICLE 1: NAME AND BOUNDARIES	1
ARTICLE 2: PURPOSE OF BY-LAWS	1
ARTICLE 3: PURPOSES AND GOALS OF PALMER WOODS ASSOCIATION	1
ARTICLE 4: ASSOCIATION MEMBERS	3
Section 1 – Membership Requirements.....	3
Section 2 – Dues	4
ARTICLE 5: BOARD OF DIRECTORS	4
Section 1 – Description and Director Qualifications.....	4
Section 2 – Elections	4
Section 3 – Term	4
Section 4 – Director Responsibilities	4
Section 5 – Officers	6
Section 6 – Duties of Officers	6
Section 7 – Meetings and Quorum	10
Section 8 – Notices of Meetings	10
Section 9 – Absences.....	11
Section 10 – Resignations	11
Section 11 – Dismissals.....	11
Section 12 – Interim Director Vacancies.....	11
Section 13 – Interim Officer Vacancies.....	12
Section 14 – Directors Emeriti	12
ARTICLE 6: ASSOCIATION COMMITTEES.....	12
Section 1 – Committee Creation and Formation.....	12
Section 2 – Executive Committee	12
Section 3 – Nominating Committee	13
Section 4 – Other Standing Committees.....	14
ARTICLE 7: ASSOCIATION MEMBERSHIP MEETINGS.....	15
Section 1 – Scheduling of Membership Meetings.....	15
Section 2 – Notice of Membership Meetings	15
Section 3 – Order of Business at Membership Meetings.....	15
ARTICLE 8: CONTRACTS AND LEGAL REVIEW	15
ARTICLE 9: AMENDMENT OF BY-LAWS.....	16
ARTICLE 10: INDEMNIFICATION.....	16
ARTICLE 11: INSURANCE	17
ARTICLE 12: APPROVAL.....	17

ARTICLE 1: NAME AND BOUNDARIES

The name of this organization is the Palmer Woods Association (“PWA” or “Association”). Its boundaries are the same as the Palmer Woods subdivision - part of the Southwest one-quarter of Section 2 and part of the Southeast one-quarter of Section 3, T.1., S.R. 11.E., lying west of Woodward Avenue, Detroit, Wayne County, Michigan. The neighborhood consists of 311 lots or parcels.

ARTICLE 2: PURPOSE OF BY-LAWS

These By-laws serve to satisfy regulatory requirement and govern the activities, procedures and operations of the Board of Directors and its committees.

These By-laws shall incorporate by reference other Palmer Woods documents, including the Financial Policy, Code of Conduct, Volunteerism Policy, and Mission Statement, provided that none of these documents or their provisions may contradict or supersede the provisions of these By-laws. Collectively, these documents shall apply to the Board of Directors, its officers, members of its committees, volunteers, employees/contractors, and suppliers of goods and services to PWA, who will be expected to abide by their terms while acting within the scope of PWA representation.

ARTICLE 3: PURPOSES AND GOALS OF PALMER WOODS ASSOCIATION

The purposes and goals of PWA are as follows:

- 1
Maintaining and supporting the historic integrity of Palmer Woods
- 2
Promoting active partnership and membership within Palmer Woods
- 3
Coordinating cultural and family events for Palmer Woods
- 4
Encouraging compliance with ordinances related to the use of property and neighborhood common elements
- 5
Monitoring public improvement works within Palmer Woods

6

Facilitating regular communication between residents and municipal, state and other individuals and entities relating to topics and issues of mutual concern

7

Carrying out its obligations regarding the Special Assessment District (“SAD”) wherein monies are collected from residents as part of a special levy (tax) on real property to pay for local services managed by PWA such as security, snow plowing and maintenance of neighborhood common areas

8

All persons who participate in the organization of activities, initiatives and projects of PWA serve as volunteers unless such activity is approved for compensation subject to the terms of the Volunteerism Policy

9

Other purposes considered by PWA to be for the general benefit of Palmer Woods’ residents

10

Any and all purposes of the Association shall at all times be consistent with one or more exempt purposes within the meaning of Section 501(c)(4) of the *Internal Revenue Code of 1986*, as amended, or the corresponding section of any successor legislative equivalent

The Association is restricted from engaging in the following activities:

1

Providing monetary or in-kind donations toward the support of political candidates

2

Intervening or participating in political campaigns, except that education on non-partisan issues, sharing information with residents from elected officials, advocating with local, state or federal government officials and agencies/departments in relation to issues and legislation that are beneficial to residents, or desirable from a need-to-know perspective, shall be permitted

3

Acting in the interest of any individual, firm, corporation, partnership or association seeking to derive profit or gain whether monetary or otherwise, except with an affirmative vote of the majority of the Board of Directors, the Association may promote certain offers or discounts offered for the benefit of Palmer Woods residents.

Special Note on SAD Requirements

1

PWA's participation as a Special Assessment District (SAD) was approved through majority (51%+) petition vote by Members and approval by City of Detroit officials.

2

SAD renewal may occur every seven years by majority vote of the Board and/or Members present at an Annual or Special Meeting.

3

A discontinuance of SAD designation must be enacted via petition with at least 51% of Members signatures which are to be submitted to the City Clerk by any Member or PWA.

4

The levy amount may be adjusted (increased or decreased) upon recommendation of the Board and by majority vote of Members present at an Annual or Special Meeting and with guidelines established by the City of Detroit for Special Assessment Districts.

5

The assessment can be increased from the original amount by up to 15% without requirement of notice or public hearing. If an increase by more than 15% is requested, a reassessment is required which includes notice, public hearing and confirmation of special assessment rolls. No petition is required for reassessment.

ARTICLE 4: ASSOCIATION MEMBERS

Section 1 – Membership Requirements

All owners of real property (homes or vacant parcels) in Palmer Woods are members of PWA, subject to there being 1 voting membership (“Member”) per property address, provided that no additional voting rights are permitted where the owner of a particular property owns multiple parcels of real property in Palmer Woods, or where at a particular address there may be more than 1 owner of real property, and regardless of the number of parcels of real property held by that Member or their household.

Members must hold an ownership interest in any real property parcel located in Palmer Woods. Individuals (persons and entities) who are registered owners of real property, or beneficial owners (e.g. through a trust or corporation) or property owners deriving their rights by way of statute, regulatory or judicial order are eligible to be Members, provided they meet the requirements of Membership outlined above.

Section 2 – Dues

Dues are collected from each household in PWA through a SAD assessment, provided that where an owner of real property owns more than one parcel of real property in Palmer Woods, they will be assessed on only one of said properties.

ARTICLE 5: BOARD OF DIRECTORS

Section 1 – Description and Director Qualifications

PWA maintains a Board of Directors (“Board of Directors”) consisting of 15 directors (“Directors”) elected by the Members. Only Members can be elected to the Board of Directors, provided they are (1) residents that have been domiciled in Palmer Woods for one year or more and (2) an individual as opposed to an entity.

Section 2 – Elections

Directors are elected/reelected at PWA’s annual Membership meeting (“Annual Meeting”) or special Membership meeting (“Special Meeting”) called for that purpose. Within 15 days of receiving a notice of annual meeting of Members being delivered or mailed, any Member who wishes to run for election as a Director must notify the Secretary in writing of their intent to do so and provide their resume and/or other documentation as required by the Nomination Committee See Article 6, Section 3, “Nominating Committee.” The Secretary shall then forward the names of such individuals to the Chair(s) of the Nominating Committee.

The Nominations Committee is charged with planning and implementation of the election process, with the oversight and approval of the Executive Committee. Elections shall be conducted by secret ballot. Where more candidates are running than the number of open positions, only the individuals receiving the most votes may be elected.

Section 3 – Term

Directors serve a three-year term or until a successor has been appointed. There shall be no limit to the number of three-year terms served by a Director other than as provided under these By-laws.

Section 4 – Director Responsibilities

Directors have the overall responsibility for conducting, managing and controlling the business, affairs, and property of PWA, including establishing and enforcing policy (such as the Financial Policy and Procedures and Code of Conduct), subject to any order of regulatory authorities, or in compliance with applicable law.

Directors are not paid any compensation for their normal duties. Under special circumstances, Directors may receive nominal and reasonable compensation for Board of Directors duties if the Board of Directors authorizes such compensation. Directors are also entitled to reimbursement of any actual and appropriate costs incurred, subject to PWA Financial Policies and Procedures.

Additional responsibilities include, but are not limited to, the following:

- 1
Reporting PWA information to Members at the Annual Meeting, any Special Meeting, or as reasonably requested by the Members of PWA
- 2
Serving on at least 1 PWA Committee or participating during a calendar year in a project approved by the Board of Directors
- 3
Ensuring compliance with the Code of Conduct, Financial Policy and Procedures and all other policies adopted by PWA
- 4
Periodically reviewing and confirming PWA's compliance with its SAD obligations
- 5
Reviewing as appropriate the special levy upon real property permitted under SAD and consulting with Members and the City of Detroit on its recommendations as to the appropriateness of the actual levy amount
- 6
Designating a financial institution(s) in which PWA funds are deposited and designating the manner in which such account(s) are managed
- 7
Engaging and enforcing contractual terms, and determining the compensation of all employees and contractors
- 8
Creating and delegating its activities and initiatives to a committee(s) constituted by the Board of Directors. The Board of Directors may in its discretion act on the recommendations of a committee
- 9
Approving an annual budget no later than December 31 (January being the first month of the fiscal year of PWA, with yearend being December 31) as presented by the Treasurer,

and reviewing and, if necessary, approving any changes to the budget throughout the fiscal year

10

Overseeing and approving all logotype for the Association

11

Performing any other duties as may be required by applicable law and regulation or as ordered by Members at a duly constituted meeting

Section 5 – Officers

PWA officers include the President, Vice President, Secretary, Treasurer, Compliance Officer and Financial Secretary. They are Directors elected by the Board of Directors to serve as officers at the first meeting of the Board of Directors following the Annual Meeting. Each holds office for one year or until their successor is elected by the Board of Directors. Officers may be elected for successive terms for the same office or another office.

Section 6 – Duties of Officers

The President is the Chief Executive Officer of PWA. The President is responsible for the following:

1

Presiding at all Membership meetings and of the Board of Directors and carrying out the duties normally associated with the title of Chief Executive Officer

2

Serving as Chair of the Executive Committee

3

Consulting with other Officers and committee chairs of PWA regarding their activities and fulfillment of their mandate, and serving as *ex-officio* member of all committees

4

Appointing any Director(s), Committee(s), or individual(s) to address a specific issue, concern or project

5

Appointing chair(s) of standing and ad hoc committee(s) as deemed necessary

6

Serving as an *ex-officio* member of all committees of the Board of Directors

7

Authorizing spending in accordance with the Financial Policies and Procedures as adopted by the Board of Directors

8

Performing any other duties as may be required by applicable law, these By-laws, or as directed by the Board of Directors.

The Vice President is responsible for the following:

1

Performing the duties of the President in their absence or incapacity. In the event the Vice President cannot perform any or all of these duties, the Board of Directors may appoint on a permanent or temporary basis any other officer to do so

2

Serving as a member of the Executive Committee

3

Serving as an *ex-officio* member of all committees of the Board of Directors

4

Performing any other duties as may be required by applicable law, these By-laws or as directed by the Board of Directors

The Secretary is responsible for the following:

1

Maintaining minutes of all meetings of Members, Board of Directors, and Executive Committee. If there are committee minutes, the Secretary shall keep such minutes with the records of PWA

2

Serving as a member of the Executive Committee

3

Issuing notice of meeting agenda for Members, Board of Directors, and Executive Committee to be attached to the notice calling the meeting. For regularly scheduled meetings of the Board of Directors draft minutes of the last meeting must be provided to Directors 5 days in advance of the meeting, maintaining confidentiality as appropriate

4

In conjunction with the Financial Secretary, maintaining a current list of all Members and their mailing addresses

5
Responsible for all correspondence related to meeting discussions and content of the Board of Directors

6
Assuring that motions and votes in meetings of Board of Directors and Executive Committee are accurately represented and recorded in the minutes

7
Maintaining a list of Directors, their terms of office, and reelection dates

8
Performing any other duties as may be required by these By-laws, applicable law, and the Board of Directors

The Treasurer is responsible for the following:

1
Maintaining a full and accurate record of all receipts and disbursements of PWA

2
Serving as a member of the Executive Committee

3
Creating and maintaining accounting systems to maintain financial controls and reporting mechanisms to support PWA's financial policy. Such controls and mechanisms are to be in accordance with generally accepted accounting principles as may be supplemented from time to time by regulatory authorities, the requirements of SAD, and the direction of the Board of Directors

4
Preparing an annual budget to be presented and voted upon by the Board of Directors at its December meeting, as well as providing the Board of Directors with periodic updates to the budget, in the form of a report on variances and updates to the budget as the fiscal year proceeds

5
Arranging for the deposit of all monies to the credit of PWA, with a financial institution(s) approved by the Board of Directors

6
Providing a financial report at the Annual Meeting of Members and such interim financial statements and reports as requested by the Board of Directors

7

Assuring the financial records of PWA are verified annually as part of annual tax preparation as well as periodic financial audits by an independent Certified Public Accountant to be appointed by the Board of Directors. The Board of Directors may order more frequent verifications if appropriate

8

Assuring that all money owed to PWA is duly collected and that all gifts of money or property to PWA are duly received

9

Performing any other duties as may be required by these By-laws, applicable law, and the Board of Directors

The Compliance Officer is responsible for the following:

1

Investigating and resolving all reported complaints and allegations concerning violations of these By-laws, applicable law, and policies and resolutions approved by the Members and/or Board of Directors

2

Reporting such violations or issues to the Executive Committee, who may call a special meeting of the Executive Committee if deemed appropriate for the purpose of discussing such issues

3

The Compliance Officer should be a licensed attorney, if possible, and if not possible, the Board of Directors shall seek appropriate legal representation as needed

4

Performing any other duties as may be required by these By-laws, applicable law and the Board of Directors

The Financial Secretary must be consulted and engaged at the Executive or Board of Directors level when fiscal matters require a decision or resolution.

The Financial Secretary shall assist the Treasurer in:

1

Maintaining and monitoring accounting systems related to financial controls and reporting mechanisms and to support PWA's financial policy. Such controls and mechanisms are to be in accordance with generally accepted accounting principles as may be supplemented from time to time by regulatory authorities, the requirements of SAD and the direction of the Board of Directors

2

Preparing an annual budget to be presented and approved by the Board of Directors at its December meeting, as well as providing the Board of Directors with periodic updates to the budget, in the form of a report on variances and updates to the budget as the fiscal year proceeds

3

Managing the collection, deposit and recording of revenues and expenses

4

In the absence of the Treasurer, executing payments and receiving monies, subject to the direction of the President

5

In conjunction with the Secretary, maintaining a current list of all Members and their mailing addresses

6

Performing any other duties as may be required by these By-laws, applicable law and the Board of Directors

Section 7 – Meetings and Quorum

Meetings of the Board of Directors shall be held monthly at a regular day and time to be determined by the Board of Directors. If the Board of Directors so elects, meetings of the Board of Directors may be suspended during certain months of the calendar year.

The decisions concerning meeting location(s) and the manner of the meeting (in person or virtual) are to be made by the President, with input from the Secretary.

A quorum consists of a majority of Directors in office.

Section 8 – Notices of Meetings

Where an in-person meeting is proposed, the Secretary shall circulate a notice 5 days prior to the meeting, indicating the business to be conducted and the place and time of the meeting. No such notice is required where the meeting is a regularly scheduled meeting. Notice of a meeting may be waived by a majority of Directors attending the meeting.

No advance notice is required where a meeting takes place virtually or where a unanimous resolution is circulated for approval. In such instances a reasonable date must be provided by which each Director is required to reply.

Notices of Directors meetings or other matters may be given by hard copy or electronically. Notices may also be given during the course of a telephone conversation provided the Secretary records the substance of the notice and inserts same in the meeting records of the Board of Directors.

Section 9 – Absences

Barring extenuating circumstances, Directors shall not be absent for more than three Board of Directors meetings in a calendar year. More than three unexcused absences of a Director from the Board of Directors meetings in a term year may in the discretion of the President constitute grounds for that Director's dismissal, taking into consideration the circumstances and contributions of that Director.

Notice of an intended absence should be submitted to the President and Secretary in writing (email or text) no less than 24 hours in advance of the next meeting. Failure to do so may constitute an unexcused absence. Where an absent Director is responsible for a particular agenda item, that Director shall consult with the President and Secretary accordingly to arrange for the agenda item to be covered by another Director and/or provide a written summary to the Board of Directors in advance of the next meeting.

Section 10 – Resignations

A Director may resign at any time by giving written notice to the Secretary or the President of PWA. Such resignation shall promptly be made known to the Chair(s) of the Nominating Committee. See Article 6, Section 3, "Nominating Committee." Directors shall be notified of the resignation prior to the next meeting of the Board of Directors, but not later than 30 days from the date of the resignation.

Section 11 – Dismissals

The Board of Directors may dismiss a Director whenever, in its judgment, the best interests of PWA are served, or the Director is incapacitated (or otherwise prevented from acting) and cannot for whatever reason carry out their duties in a timely and efficient manner as determined by the Board of Directors. The dismissal requires an affirmative vote of 66 and 2/3 percent of Directors who are present at a duly constituted meeting.

Section 12 – Interim Director Vacancies

Interim vacancies of the Board of Directors are filled by a majority vote of the remaining Directors, following consideration of a report from the Nominating Committee. See Article 6, Section 3, "Nominating Committee." A person elected to fill a Director vacancy serves the remainder of the term of the vacating Director.

Section 13 – Interim Officer Vacancies

If an Officer position becomes vacant, it may be filled by another Director by the affirmative vote of a majority of the remaining Directors. The newly elected officer serves the unexpired portion of the term of the officer who has vacated or until their successor is elected.

Section 14 – Directors Emeriti

The Board of Directors may at any time appoint a retiring or former Director with the status of “Director Emeritus” or “Director Emerita.” Such Directors are charged with continued leadership or participation in one or more active PWA Committees. Directors Emeriti shall not have voting status and shall serve until their resignation or removal by the Board of Directors pursuant to these By-laws.

ARTICLE 6: ASSOCIATION COMMITTEES

Section 1 – Committee Creation and Formation

The President may, in consultation with the Board of Directors, create committees that in its judgment are required to efficiently carry on the business of PWA.

Committees shall consist of Directors and/or residents of PWA. Standing committees should be chaired by a Director(s) as appointed by the President, who will be responsible for reporting to the Board of Directors on committee activities. All ad hoc committees must have at least one Director acting as chair or co-chair. The President shall call upon such individual(s) to provide a report as appropriate.

Section 2 – Executive Committee

Standing members of the Executive Committee consist of the President, Vice President, Secretary, and Treasurer. The President may invite the Financial Secretary, Compliance Officer, or any another other Director or other person as needed based on subject matter to Executive Committee Meetings. Each standing member of the Executive Committee has 1 vote. A quorum consists of a majority of the standing members of the Executive Committee. In the event of a tie vote, the matter shall be referred to the Board of Directors.

1

The Executive Committee meets as needed at times and places it determines. If the meeting is to be in-person, Executive Committee members are notified of meetings by the Secretary. The notice is delivered to each Committee member at least 5 days prior to the meeting, unless a special meeting is required under urgent circumstances.

No notice is required where the meeting is called electronically, or a resolution is circulated for approval. In such circumstances, if approval is required for an issue by the Executive Committee, reasonable notice must be provided for a response.

2

The President or the Vice President may call a special meeting, without the requirement of a 5-day notice.

3

The Executive Committee has the authority to approve spending in accordance with the Financial Policies and Procedures as adopted by the Board of Directors.

4

The Executive Committee is empowered to take action without full Board of Director approval in urgent or confidential matters or situations, or in limited circumstances when full Board approval is not practicable. The Executive Committee must keep full and accurate records and accounts of its proceedings and transactions. Any actions taken by the Executive Committee must be reported to the Board of Directors, for final approval when necessary, within 30 days or as soon as practicable. No reporting to the full Board is required where the matter being considered is confidential or may result in harm to an individual Member, a Director, or the PWA.

Section 3 – Nominating Committee

The Nominating Committee nominates directors and is charged with the planning and implementation of the election process, with the oversight and approval of the Executive Committee. The Nominating Committee is responsible for identifying individuals whose qualifications and experience would enhance the Board of Directors' pool of talent. The Committee works in tandem with the Board of Directors in identifying skill sets on the Board of Directors which may be deficient or desirable.

The Nominating Committee consists of up to 5 Directors appointed by the President following the election of Officers or anytime thereafter, if there is a vacancy. Members of the Nominating Committee serve a one-year term and may be reappointed.

In the event of a contested election for the Board of Directors, the Nominating Committee shall meet within 30 days of the Annual Meeting for the purpose of confirming eligibility requirements for individuals who have notified the Secretary of their intent to run for election as a Director. See Article 5, Section 1, "Description and Director Qualifications" and Section 2, "Elections." The Nominating Committee shall report to the Board of Directors on its findings in a timely fashion in order for there to be sufficient time to print ballots as well as to make all necessary arrangements for a vote.

In the event of an interim Director vacancy, the President may request recommendations from the Nominating Committee with respect to a vacant Director position. Following an

interim vacancy, the Nominating Committee shall notify the Membership of the vacancy in hard copy and/or electronically within 30 days of the next meeting of the Board of Directors and shall provide opportunity for interested Members to submit their names and qualifications for consideration. The Nominating Committee shall then meet as necessary for the purpose of making recommendations and confirming the eligibility of any potential Directors.

Section 4 – Other Standing Committees

Children and Families Committee

Oversees internal neighborhood events and initiatives for PW residents only, including family and children’s events and gatherings.

Communications Committee

Manages internal and external communications across all Palmer Woods platforms, including the PW Post, eNews, website, branding, block captains, new neighbor welcoming, and social media.

Events Committee

Coordinates all external/public facing activities and neighborhood events for fundraising and promotion, including concert events, home/garden tours, and holiday events.

General Services Committee

Manages general aesthetic and functional matters, including city services, lighting, internet, traffic and signage, snow removal and other general projects throughout the neighborhood.

Landscape Committee

Oversees all aspects of landscaping and maintenance of the publicly-owned islands and neighborhood markers, including mosquito abatement initiatives.

Preservation Committee

Manages neighborhood standards and vacant properties monitoring, working with Palmer Woods residents to maintain a safe, healthy, and aesthetically pleasing environment.

Security Committee

Coordinates with Palmer Woods residents, private security detail, and/or local law enforcement to maintain the safety and security of the neighborhood.

ARTICLE 7: ASSOCIATION MEMBERSHIP MEETINGS

Section 1 – Scheduling of Membership Meetings

A meeting of the Members of PWA is held annually on or before May 15 on a day and time decided by the Board of Directors. The meeting is held in Detroit, Michigan, at a venue decided by the Board of Directors.

A meeting of Members may conduct business provided any resolutions or motions must be approved by a majority of Members present, unless otherwise stipulated in these By-laws.

Special Meetings of Members may be called at any time by the President, by resolution of the Board of Directors or upon petition signed by not less than 33 and 1/3 percent of Members. The petition must be filed with the Secretary.

If the Annual Meeting is not held as described above, a Special Meeting may be called.

Section 2 – Notice of Membership Meetings

Members must be notified of the Annual Meeting in writing by the Secretary. The notice must be delivered to each Member in hard copy or electronically at least 45 days prior to the meeting. Notice may be satisfied if placed in publications of general circulation for Palmer Woods, such as by the eNews or the Palmer Woods Post.

The written notice of the Annual Meeting must state the substance of the proposed business to be transacted at the meeting. No other business will be transacted at the meeting other than that stated in the notice, except where the nature of the item was not reasonably foreseeable at the time the notice of meeting was prepared.

Section 3 – Order of Business at Membership Meetings

The order of business at meetings of Members shall be determined by the Board of Directors. For Annual Meetings, the agenda must include a review by the President, election of Directors, Treasurer's financial report, and Committee reports.

The Compliance Officer shall be responsible for tabulation and recording of all votes by Members and the Secretary shall report on the voting results and record in the minutes the results.

ARTICLE 8: CONTRACTS AND LEGAL REVIEW

The Board of Directors approves all deeds, leases, or other contracts by a majority vote. Additionally, the President or the Executive Committee may, where permitted by these

Bylaws and the Financial Policies and Procedures, approve such deeds, leases, or other contracts. All contracts, payments, and other actions shall undergo legal and financial review as appropriate prior to approval by the Board of Directors, the President, or the Executive Committee.

All contracts must be executed on behalf of PWA by the President or Vice President, which will subsequently be presented to the Treasurer and Financial Secretary for recording and implementation.

ARTICLE 9: AMENDMENT OF BY-LAWS

These By-laws may be amended by Members or the Board of Directors.

Members may amend these By-laws by a vote at an Annual Meeting or Special Meeting. Sixty percent of Members in attendance must approve the amendment(s). Members must be notified of the vote on the proposed amendments to be included at least 45 days prior to the meeting and be provided with sufficient information in the notice of meeting concerning the business to be transacted.

The Board of Directors may amend these By-laws by a vote in favor cast by 60 percent of Directors in attendance, where a quorum is present. The Board of Directors may not amend these By-laws where doing so would present a conflict of interest. The Board of Directors may not amend these By-laws to change the powers, qualifications, classifications, or terms of office for Directors without the consent of the Membership as described above.

ARTICLE 10: INDEMNIFICATION

PWA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, volunteer or employee of PWA against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of PWA; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification. The right of indemnification under

this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between PWA and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 11: INSURANCE

PWA shall purchase and maintain insurance, at its expense, to protect itself, its property and any person who is or was a Director, Officer, employee, non-Director volunteer or agent of PWA against any liability asserted against such persons or incurred by such persons acting in their PWA capacity, whether or not PWA would have the power to indemnify such person against such expense, liability or loss under applicable law.

ARTICLE 12: APPROVAL

APPROVED by the Board of Directors on June 14, 2022

Per _____
President

Per _____
Secretary