

business and affairs of the corporation. He or she shall, when present, and in the absence of a share of the Board, preside at all meetings of the members and of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4: VICE-PRESIDENT. The Vice-President shall, in the absence of the President or in the event of his/her death, inability or refusal to act, perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 5: SECRETARY. The Secretary shall: (a) keep the minutes of the proceedings of the members and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6: TREASURER. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7: VACANCIES - HOW FILLED. All vacancies in any office shall be filled by the Board of Directors without undue delay, either at its regular meeting or at a meeting specially called for that purpose.

Section 8: REMOVAL OF OFFICERS. By majority vote, the Board of Directors may remove any officer at any time, with cause.

Section 9: SALARY. No officer of the Association shall receive a salary for his services rendered as such; provided, however, officers may be reimbursed for actual expenses and may be compensated for other services rendered to the Association.

Section 10: CONTRACTS. No contract or other transaction between the Association and any other entity shall be impaired, affected or invalidated nor shall any director or officer be liable in any way by reason of the fact that any one or more of the Directors or officers of this Association is or are interested in, or are Directors or officers of such other entity, provided that such facts are disclosed or made known to the Board of Directors.