

MDHA BYLAWS

ARTICLE I - NAME 01.01 This organization will be known as the Michigan Duck Hunters Association, hereinafter referred to as the MDHA.

ARTICLE II - PURPOSE 02.01 The MDHA will be a nonpartisan, nonprofit organization dedicated to the sport of waterfowling and the perpetuation of all waterfowl species in abundance.

ARTICLE III - OBJECTIVES 03.01 The objectives of the MDHA are:

03.01.01 To preserve and improve the sport of waterfowling, particularly in the State of Michigan.

03.01.02 To preserve, respect, and protect the natural environment conducive to the protection, feeding, and reproduction of all waterfowl species.

03.01.03 To conduct educational programs related to waterfowl, conservation, sportsmanship, and safe hunting.

03.01.04 To study, advise, recommend, and secure enactment of legislation in the interest of waterfowling perpetuation and waterfowling.

03.01.05 To cooperate, when appropriate, with the Michigan Department of Natural Resources, sportsmen, and any sportsmen's organizations to conserve and protect the natural environment and all wildlife.

ARTICLE IV - MEMBERSHIP 04.01 The MDHA will be composed of regular dues paying members interested in the purposes and objectives of this organization.

04.01.01 The MDHA, a Michigan nonprofit corporation, assumes all liability to any person other than the organization or its members for all acts or omissions of a volunteer director or volunteer non director.

04.02. An individual MDHA membership may be in one (1) of three (3) categories: General Chapter Affiliated Member, Lifetime Chapter Affiliated Member, or Senior Lifetime Chapter Affiliated Member.

04.02.01 A General Chapter Affiliated Member is any member that is a member of an organized chapter of MDHA.

04.02. A Lifetime Chapter Affiliated member is any member, in good standing, who has paid his lifetime dues in accordance with the fee established at the MDHA Annual State Convention for that given time period.

04.03 An Individual MDHA membership will include the member, his or her spouse, and all family members under the age of seventeen (17). The only exception to this will be the Lifetime Chapter Affiliated Membership and the Senior Lifetime Membership, both of which shall expire immediately upon the death of that member.

04.04 An MDHA corporate membership will be one (1) of three (3) categories based upon annual dues: 1. Conservation Donor Member; 2. Conservation Sponsor Member; 3. Conservation Partner Member.

04.05 A corporate membership will include the following:

04.05.01 A corporate member may not be affiliated with any chapter of MDHA.

04.05. The corporate membership will receive the "packet" based upon the annual dues paid in one (1) of three (3) categories: 1. Conservation Donor Member; 2. Conservation Sponsor Member; 3. Conservation Partner Member. The "packet" will be described in the Membership Application, and as established at the MDHA Annual State Convention for that given time period.

04.05.03 A corporate membership is a membership for a corporation or individual who wishes no chapter affiliation with MDHA only. Employees or Officers of the corporation are encouraged to join the MDHA as either a General Chapter Affiliated Member, Lifetime Chapter Affiliated Member, or Senior Lifetime Chapter Affiliated Member.

04.05.04 A corporate membership does not entail voting rights or privileges at either the Chapter or State levels.

04.06 All members are obligated to:

04.06.01 Support the purpose and objectives of the MDHA.

04.06.02 Respect and protect the environment.

04.06.03 Aid in the perpetuation of all waterfowl species.

04.06.04 Observe all laws related to waterfowl hunting.

04.06.05 Actively practice conservation of natural resources.

04.06.06 Practice good sportsmanship.

04.06.07 Practice and promote hunting safety.

04.06.08 Aid the MDHA in its efforts.

04.06.09 Defend the privilege of waterfowl hunting.

04.07 All General Chapter Affiliated Members, Lifetime Chapter Affiliated Members, and Senior Lifetime Chapter Affiliated Members are eligible to:

04.07.01 Participate in all MDHA and their own chapter's activities.

04.07.02 Vote on their own chapter's matters.

04.07.03 Display any MDHA or their own chapter's logoed material.

04.07.04 Hold an office if duly elected or appointed.

04.07.05 Be a member of any MDHA Chapter.

04.08 Any member may be suspended, temporarily or permanently, if convicted of any waterfowl hunting violation. Such suspension and its duration will be decided by a two-thirds (2/3) majority of the voting representatives of the MDHA Chapter Representative Board meeting in regular session.

04.09 The MDHA Executive Board and the MDHA Chapter Representative Board will together constitute a committee to actively promote the establishment of new chapters, and to provide all practicable assistance to existing chapters in maintaining their effectiveness.

04.09.01 MDHA will conduct an annual membership drive.

04.09.02 Each Chapter will establish and task a Chapter Membership Committee to work cooperatively with the MDHA Membership Committee, and also to meet the Chapter's unique requirements.

ARTICLE V - MEMBERSHIP DUES 05.01 All members of the MDHA must pay MDHA MEMBERSHIP DUES to remain in a member of good standing.

05.02 Individual MDHA Membership Dues shall be established on a yearly basis at the MDHA Annual State Convention. Any change in the annual dues will become effective with the next collection quarter.

05.02. MDHA Membership Dues for any General Chapter Affiliated Membership, Lifetime Chapter Affiliated Membership, and Senior Lifetime Chapter Affiliated Membership will be divided after covering the expenses of each membership "packet" as described in the Membership Application, and as established at the MDHA Annual Convention for that given time period. The remaining dues will then be divided

between the THE MICHIGAN WATERFOWLER, MDHA General Treasury, and each Members Chapter of the Affiliation.

05.03 Corporate Membership Dues shall be established on a yearly basis at the MDHA Annual Convention. Any change in the dues will be effective with the collection quarter beginning July 1.

05.03.01 Corporate Membership Dues for any Conservation Donor Membership, Conservation Sponsor Membership, and Conservation Partner Membership will be divided after covering the expenses of each membership "packet" as described in the Membership Application, and as established at the MDHA Annual State Convention for that time period. The remaining dues will then be divided between the MDHA General Treasury, MDHA Habitat Fund, and THE MICHIGAN WATERFOWLER.

05.03.02 Conservation Donor Membership, will be as described in the Membership Application, and as established at the MDHA Annual State Convention for that given time period.

05.03.03 Conservation Sponsor Membership, will be as described in the Membership Application, and as established at the MDHA Annual State Convention for that given time period.

05.03.04 Conservation Partner Membership, will be as described in the Membership Application, and as established at the MDHA Annual State Convention for that given time period.

05.04 Each Chapter of MDHA is entitled to the portion of the Individual MDHA Membership Dues for those members affiliated with their chapter, after covering the expenses of each membership "packet" as described in the Membership Application, and the deduction of the amount established at the MDHA Annual Convention for the expense of THE MICHIGAN WATERFOWLER, and the amount slated for the MDHA General Treasury for that given time period.

05.05, MDHA Membership Dues, whether for Individual MDHA Membership Dues or Corporate Membership Dues, are accepted and encouraged at any time, and must be collected for a one (1) year period, during the quarter in which the member first joined MDHA. Collection quarters shall begin April 1 and October 1.

05.06 Notification of MDHA membership renewal shall take place forty five (45) days prior to expiry date. The dues notice shall include:

05.06.01 Expiration date.

05.06.02 Amount owed for MDHA Membership Dues.

05.06.03 If applicable, amount owed for Chapter Membership Dues.

05.06.04 The amount of any assessment voted by the MDHA Chapter Representative Board met in annual convention.

05.06.05 Michigan United Conservation Club Affiliate dues for those selecting that option.

05.06.06 Any assessment for MDHA's Legislative and Legal Defense Fund be levied by the MDHA Chapter Representative Board.

05.07 Responsibility for notification and collection of MDHA Membership Dues or Corporate Membership Dues belongs to the MDHA Membership Secretary. All receipts coming into the officer's possession must be forwarded to the MDHA Treasurer within fifteen (15) days.

05.07.01 Upon the collection and renewal of Individual MDHA Membership Dues it shall be the responsibility of the MDHA Membership Secretary, to notify each respective Chapters Secretary of their Chapter Affiliated Members within thirty (30) days. It will be the responsibility of the MDHA Treasurer to forward that share of the Chapter Affiliated Membership Dues as established at the MDHA Annual State Convention for that time period, to each respective Chapters Treasurer within forty five (45) days.

05.08 MDHA Members shall be allowed a thirty (30) day grace period to pay all moneys owed without loss of standing. After thirty (30) days the delinquent member shall be dropped from MDHA and Chapter rolls.

05.09 All moneys due to MDHA (including dues, assessments, and donations) shall be forwarded to the MDHA Membership Secretary within thirty (30) days of the end of the collection quarter.

05.10 All changes in a Chapter's Membership Roster must be reported to the MDHA Membership Secretary by the Chapter Secretary on a quarterly basis. The MDHA Membership Secretary will update the MDHA Roster and return a revised copy of the roster to the Chapter Secretary for comparison. Inaccurate rosters cause unnecessary expenses with mailing of MDHA publications.

05.11 Michigan United Conservation Club affiliate memberships are available to all General Chapter Affiliated Members, Lifetime Chapter Affiliated Members, and Senior Lifetime Chapter Affiliated Members. The MUCC membership fee will be collected on an annual basis integral with MDHA's collection process, and is not included as any "packet". The MUCC membership fee will be as established at the MDHA Annual State Convention for that given time period.

05.12 The MDHA Membership Secretary will maintain MUCC affiliations for all Individual MDHA Members.

ARTICLE VI - CHAPTERS

06.01 MDHA Chapters shall consist of ten (10) or more members.

06.02 Chapter officers shall minimally consist of (1.) President, (2.) Vice President, (3.) Secretary, and (4.) Treasurer. The offices of Secretary and Treasurer may be held by the same person.

06.03 Chapters shall be entitled to elect representatives to the MDHA Chapter representative Board. The number of representatives to which a Chapter is entitled is shown on the following table:

CHARTER SIZE NUMBER of REPRESENTATIVES

10 - 25 1

26 - 50 2

51 - 100 3

101 - 150 4

151 - 200 5

Each increment of fifty (50) members over two hundred (200) qualifies a chapter for one (1) additional representative.

06.03.01 Such representatives shall be designated MDHA Chapter Board

Representatives and shall be eligible to hold any MDHA office, if duly elected.

06.03.02 The MDHA Membership Secretary will notify all chapters by July 1 each year of the number of representatives to which they are entitled for the following year. This

shall be the number of votes to which each chapter is entitled for one year commencing September 1.

06.03.03 The term of office for MDHA Chapter Board Representative will be two (2) years. Terms of office will begin September 1 of the year in which they are elected. If a chapter loses members, and a decrease in representation becomes necessary it shall be governed by the following rule: the last elected representative shall become the first alternate representative.

06.03.04 MDHA Chapter Representative Board Members shall serve their Chapters by attending all meetings of the MDHA Chapter Representative Boards. If circumstances prevent attendance, it is each Representative's responsibility to arrange for an alternate bearing a written proxy signed by the representative. The proxy is to be presented to any MDHA officer prior to the convening of the meeting.

06.03.05 Chapters having multiple representatives shall elect or appoint one to act as Chairperson of the delegation.

06.04 Chapter elections shall be held annually.

06.04.01 The Chapter President shall be held responsible for conducting the election.

06.04.02 The Chapter President shall appoint the Nominating Committee. Nominations may also be made from the floor at anytime prior to the vote.

06.04.03 Elections may be conducted at regularly scheduled meetings or by mail.

06.04.04 The President shall announce the results of the election.

06.05 Chapters may create additional offices to fulfill their objectives or unique needs (example: a Board of Trustees).

06.06 The Chapter Secretary shall submit an accurate list of all elected officers to the MDHA Recording Secretary. The list shall include addresses, telephone numbers, and other information permitting the use of alternative means of communications such as fax and e-mail.

06.07 Each Chapter must maintain its own Membership Roster. The Chapter Secretary and the MDHA Membership Secretary shall coordinate as necessary to insure that the Chapter Membership Roster is identical with the MDHA Roster. Both rosters will show each members name, address, telephone number, membership date, and any other information deemed necessary by either of the responsible officers.

06.08 Chapters are obligated to:

06.08.01 Assist the MDHA in pursuits of statewide consequence.

06.08.02 Support the goals, objectives, and the Bylaws of the MDHA.

06.09 Chapter may:

06.09.01 Establish and pursue their own guidelines and activities while assuring that these do not conflict with those of MDHA.

06.09.02 Set the number of meetings per year, location, dates, and times.

06.09.03 Establish quorums, rules of conduct, and rules of order.

06.09.04 Determine its own name, followed by the words ".....of MDHA".

06.10 The Chapter President shall call and preside over all Chapter Executive Board and Membership meetings, appoint committee chairpersons, and generally supervise and direct the chapter.

06.11 The Chapter Vice President will perform the duties of the President when the officer is unable to perform them. Otherwise, the Vice President will have such other duties as established by the Chapter's Bylaws or assigned by the President.

06.12 The Chapter Secretary shall keep records of the Chapter, publish all meeting notices, carry on correspondence, maintain current membership roster, keep meeting minutes, and generally perform the usual duties of the office. He/she will also maintain liaison with the MDHA to effect necessary business.

06.13 The Chapter Treasurer will receive and disburse the moneys of the Chapter. He/she shall promptly deposit all receipts of the Chapter in proper bank accounts. He/she will maintain accurate records of all financial transactions of the Chapter. All MDHA Membership Dues, assessments, donations, etc. received by the Treasurer shall be forwarded to the MDHA Membership Secretary on a quarterly basis.

06.14 Any vacancy in the ranks of Chapter officers, including MDHA Chapter Representatives, will be filled by appointment. Appointments to be made by remaining offices and/or any Board authorized to do so by Chapters Bylaws.

06.15 All Chapter stationery must bear the Chapter's name in the letterhead.

06.16 Upon dissolution of any MDHA Chapter, after the payment or settlement of all outstanding debts and obligations, the total remaining assets of the Chapter will revert to the MDHA Habitat Fund, said fund being dedicated to wetlands and waterfowl conservation projects.

ARTICLE VII - MDHA BOARD OF REPRESENTATIVES

07.01 The MDHA Board of Representatives will be composed of: (1.) representatives elected from each MDHA Chapter, (2.) the MDHA Executive Board, and (3.) the MDHA Trustee.

07.01.01 The immediate Past President shall fill the position, it will be filled by nomination and election from among the ranks of experienced and active MDHA members.

07.01.01.01 Qualifications for the Position of Trustee:

07.01.01.01.01 A recent Past Officer of MDHA, or appointed member of the MDHA Executive Board.

07.01.02 Responsibilities of the MDHA Trustee:

07.01.02.01 To share his/her experience with the MDHA Executive Board by providing oversight and guidance of its operations. The continuity and historical perspective offered by this individual being valued additions to the deliberations of the Board.

07.02 The make up of MDHA Executive Board will be: (1.) President, (2.) Vice President, (3.) Recording Secretary, (4.) Membership Secretary, (5.) Treasurer, (6.) MDHA Trustee, and (7.) Public Relations Coordinator. Each member shall have equal vote.

07.03 Executive Board Officers and their Duties:

07.03.01 The President:

07.03.01.01 The President will be the spokesperson for MDHA.

07.03.01.02 The President shall preside at all meetings of the MDHA Chapter Representative Board and the MDHA Executive Board.

07.03.01.03 The President shall be the ex officio Chair of all MDHA Committees.

07.03.01.04 The President will appoint a Property Chairman.

07.03.01.04.01 The Property Chairman shall be a member of the MDHA Executive Board without vote. He/she will be the custodian of all MDHA property, equipment, merchandise, insignia with responsibility for the care, acquisition, and disbursement of the same. No profits shall a Property Chairman. Chapters may mark up the prices of

items to assure funds for projects in keeping with purposes and goals stated in their bylaws.

07.03.01.05 The President shall appoint a Treasurer's Audit Committee consisting of three (3) MDHA Chapter Board Representatives and two (2) MDHA Executive Board Members.

07.03.01.06 The President shall appoint a Parliamentarian for all meetings of the MDHA Chapter Representative Board and MDHA Annual Convention.

07.03.01.07 The President shall appoint a Sergeant-at-Arms for all meetings of the MDHA Chapter Representative Board and MDHA Annual Convention.

07.03.02 The Vice President:

07.03.02.01 In the absence of the President, the Vice President shall perform those duties.

07.03.02.02 The Vice President is responsible for all membership matters including the start-up of new chapters.

07.03.02.03 The Vice President shall compose and maintain the Chapter Start-Up and Maintenance Manual.

07.03.02.04 The Vice President shall oversee the functioning of the MDHA Membership Secretary.

07.03.03 The Recording Secretary:

07.03.03.01 The Recording Secretary will record all proceedings of the MDHA Executive Board and the MDHA Chapter Representative Board and be responsible for maintaining an accurate record of same.

07.03.03.02 The Recording Secretary shall maintain a file of the MDHA Executive Board and the MDHA Chapter Representative Board minutes and correspondence. Copies of official correspondence and all minutes shall be distributed to all chapter presidents, secretaries, MDHA board representatives, and all MDHA officers.

07.03.03.03 The Recording Secretary shall maintain a current roster of MDHA Chapter Officers, MDHA Chapter Representative Board Members, MDHA Executive Board Members, and other key MDHA officials. The roster shall include current addresses, telephone numbers, and fax numbers, etc.

07.03.04 The Treasurer:

07.03.04.01 The Treasurer shall collect all moneys due to the MDHA, pay all legitimate MDHA obligations, maintain an accurate record of these financial transactions, and be the custodian of all MDHA financial records.

07.03.04.02 The Treasurer shall prepare a bimonthly report of the financial condition of the MDHA in sufficient copies for all members of the Executive and the Chapter Representative Boards.

07.03.04.03 The Treasurer shall make all books and records available for examination by the Treasurer's audit committee on an annual basis, or at anytime required by the MDHA Chapter Representative Board.

07.03.04.04 The Treasurer shall provide accounting standards for all Chapter Treasurers.

07.03.05 The Membership Secretary:

07.03.05.01 The Membership Secretary will maintain an accurate and current membership mailing list, make mass mailings to the membership as directed Officers

of the MDHA Executive Board, collect MDHA Membership Dues, and forward all moneys received to the MDHA Treasurer.

07.03.06 The Public Relations Coordinator:

07.03.06.01 The Public Relations Coordinator will be responsible for MDHA news releases, public works, soliciting contributions, working cooperation with the editor of the Michigan Waterfowler.

07.03.06.02 The Public Relations Coordinator shall work in cooperation with, and at the direction of, the MDHA Executive Board.

07.03.07 To the extent permitted by law, a volunteer director shall not be personally responsible to the corporation or its members for monetary damages for breach of the director's fiduciary duty.

07.04 Officers of the MDHA shall be elected from the members of the MDHA Chapter Representative Board, MDHA Executive Board, or from among those currently or formerly holding elected Chapter office.

07.04.01 Election of officers shall take place at the September meeting of the MDHA Executive Board/Chapter Representative Board. After convening the meeting, the MDHA President shall oversee the election of a Chairman pro tempore to conduct the nomination and election of candidates for vacant offices. Nominations will be made from the floor. At the close of the nominations, elections will be held with each MDHA Executive Board member and each MDHA Chapter Representative Board member having an equal vote. Proxies, accompanied by an Alternate Representative, will be allowed.

07.04.02 MDHA Officers may serve only two terms consecutively in an office. The Base Year for the offices of President, Recording Secretary, and Membership Secretary was 1993. For the offices of Vice President and Treasurer, the Base Year was 1994.

07.04.03 MDHA Executive Board Officers may concurrently serve as Chapter Officers.

07.04.04 Any MDHA Chapter Representative Board member elected to the MDHA Executive Board will be replaced by their Chapter at the earliest opportunity.

07.05 Any vacancy on the MDHA Executive Board will be filled by a majority vote of the MDHA Chapter Representative Board.

07.06 The MDHA Chapter Representative Board shall determine the number, date, time, and location of the meetings. It shall also determine its own quorum, rules of conduct, and rules of order.

07.07 The MDHA Chapter Representative Board will determine policy and statewide goals.

07.08 All Communications from the MDHA, published on stationary bearing the MDHA logo, relating to matters of policy, procedure, position, requesting or offering assistance must be approved by the President prior to release.

07.09 MDHA Chapter Representative Board member responsibilities:

07.09.01 An MDHA Chapter Representative is a voting representative of his/her chapter at all regular and special MDHA Chapter Representative Board meetings.

07.09.02 An MDHA Chapter Representative shall attend all regular or special meetings of the MDHA Chapter Representative Board, or provide a written proxy to an Alternative Representative.

07.09.03 All MDHA Chapter Representatives are subject to mandatory committee assignments by the MDHA President. Examples of such assignments: impeachment committees, audit committees, etc.

07.10 MDHA Annual State Convention:

07.10.01 Shall be held on a Saturday in the month of May each year at 9:00am. The President shall preside over the Convention. Notices, arrangements, and agendas are the responsibility of the MDHA Executive Board. The purpose of the Convention is to effect changes in the MDHA Bylaws and to transact MDHA business.

07.10.02 Delegates to the Convention shall consist of the President, Vice President, Secretary, and Treasurer of each Chapter; all members of the MDHA Executive Board. Each delegate shall have but one vote. Written proxies are valid only when carried by an Alternative Delegate.

07.11 Upon the dissolution of the MDHA, after all outstanding debts are paid, all remaining moneys and property shall be donated to the Michigan Wildlife Habitat Foundation to be used for wetlands and waterfowl projects.

ARTICLE VIII - IMPEACHMENT

08.01 Any officer of the MDHA may be removed for cause at any MDHA Representative Board meeting by a two-thirds (2/3) majority of the Representatives present.

ARTICLE IX - LEGISLATIVE AND LEGAL DEFENSE FUND

09.01 In accordance with ARTICLE III - OBJECTIVES, the MDHA shall create a Legislative and Legal Defense Fund, hereinafter referred as the LLDF.

09.02 The purpose of the LLDF shall be:

09.02.01 To make funds available to study, advise, recommend, and secure legislation in the interests of waterfowl perpetuation and waterfowl hunting.

09.02.02 To make funds available to offset the cost of legal proceedings on local, state, and national levels having impact on waterfowl perpetuation, wet lands conservation, and other interests of waterfowlers.

09.03 Fundraising for the LLDF may include individual or chapter donations, and assessments levied by the MDHA Chapter Representative Board with a three-fourths (3/4) vote at the Annual Convention. An assessment will be for a single year and renewal will require a three-fourths (3/4) vote at the next Annual Convention. Assessments may be continued, increased, or decreased to meet current requirements. Assessments will begin or cease with the collection quarter immediately following the Annual Convention.

09.04 Distribution of LLDF moneys may be authorized only by two-thirds (2/3) vote of the MDHA Chapter Representative Board in response to a written request submitted by any chapter.

ARTICLE X - HABITAT FUND

10.01 In accordance with ARTICLE III - OBJECTIVES, the MDHA shall create a Habitat Fund.

10.02 The purpose of the Habitat Fund is to make additional moneys available to the Chapters to assist them in completing projects that create or improve habitat thus furthering the perpetuation of waterfowl.

10.03 Fundraising for the Habitat may include individual or chapter donations, or any other practicable means.

10.04 Regular authorization for expenditure of Habitat Fund moneys may be made only by the MDHA Chapter Representative at a board meeting for discussion with final approval at following MDHA Chapter Representative meeting with a two-thirds (2/3) majority vote.

10.04.01 The chapter requesting money from the habitat fund must provide at least ten (10) percent of the project cost. Project proposals will be submitted in twenty-five (25) typewritten copies to the MDHA Chapter Representative Board Meeting.

ARTICLE XI –

LIABILITY of MDHA OFFICERS and CHAPTER REPRESENTATIVE & BOARD MEMBERS

11.01 To the extent permitted by law, a volunteer MDHA Officer or MDHA Chapter Representative Board Member shall not be personally liable to MDHA or its members for monetary damages for breach of the MDHA Officer's or MDHA Chapter Representative Board Member's fiduciary duties.

11.02 MDHA assumes all liability to any person other than MDHA or its members for all acts of omissions of a volunteer MDHA Officer or MDHA volunteer Chapter Representative Board Member for any act occurring after June 1, 1996.

ARTICLE XII - INDEMNIFICATION of MDHA OFFICERS and MDHA CHAPTER REPRESENTATIVE BOARD MEMBERS

12.01 Every MDHA Officer and MDHA Chapter Representative Board Member shall be indemnified by MDHA to the extent permitted by law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may become involved, by reason of his or her being or having been an MDHA Officer or MDHA Chapter Representative Board Member, whether or not he or she is serving in such capacity at the time such expenses are incurred, except where prohibited by law. Provided that in any claim for reimbursement or indemnification hereunder based upon a settlement by the MDHA Officer or MDHA Representative Chapter Board Member seeking such reimbursement or indemnification, the indemnification herein shall apply only if the MDHA Chapter Representative Board (with the affected officer or member abstaining from the vote) approves such settlement and reimbursement as being in the best interest of MDHA. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such MDHA Officer or MDHA Representative Board Member may be entitled.

ARTICLE XIII - MDHA FUNDRAISING

13.01 The MDHA Executive Board and the MDHA Chapter Representative Board shall be responsible for the purchase and distribution of all logo-bearing merchandise and artwork (including the setting of prices at a level which assures income to the MDHA for pursuit of its purposes and goals).

13.01.01 Chapters must obtain approval from the MDHA Executive Board and the MDHA Chapter Representative Board for independent purchase of any logo bearing merchandise which departs from traditional forms and practices.

ARTICLE XIV - BYLAWS AMENDMENT

14.01 The procedure for additions, deletions, modifications, or amendments to the MDHA Bylaws shall be as follows:

14.01.01 Proposed changes shall be presented to the Rules Committee (MDHA Executive Board and MDHA Chapter Representative Board). The Rules Committee shall assure that the proposed changes are legal and are well written, i.e., consistent with MDHA Bylaws. Proposed changes shall be submitted at any MDHA Chapter Representative Board meeting, and after being deemed valid shall be voted on at the MDHA Annual Convention.

14.01.02 Proposals shall be discussed and voted upon at the MDHA Annual Convention.

14.01.03 Proposals receiving a two-thirds (2/3) majority vote of the delegates present at the MDHA Annual Convention shall be immediately included in the MDHA Bylaws.