

BYLAWS OF THE SOUTHERN CONFERENCE OF NCARB
as of June 17, 2023

Index

ARTICLE I	NAME AND SEAL	3
	Section 1 Name	
	Section 2 Seal	
ARTICLE II	MISSION	3
ARTICLE III	DEFINITIONS.....	3
ARTICLE IV	MEMBERSHIP.....	3
	Section 1 Members	
	Section 2 Removal	
ARTICLE V	OFFICES AND REGISTERED AGENTS.....	4
	Section 1 Offices	
	Section 2 Agent	
	Section 3 Changes	
ARTICLE VI	MEETINGS	4
	Section 1 Meetings	
	Section 2 Notice of Meetings	
	Section 3 Quorum	
	Section 4 Parliamentary Rules	
	Section 5 Manner of Acting	
	Section 6 Meeting by Communications Device	
	Section 7 Action without Meeting	
	Section 8 Voting	
	Section 10 Delegates	
ARTICLE VII	THE CONFERENCE BOARD OF DIRECTORS	6
	Section 1 General Powers and Duties	
	Section 2 Duties of the Board of Directors	
	Section 3 Compensation, Election and Qualifications of the Board of Directors and MBE Representative	
	Section 4 Ex Officio Members	
	Section 5 Compensation	
	Section 6 Vacancies	
	Section 7 Resignation/Replacement	
	Section 8 Committees	

ARTICLE VIII OFFICERS AND REGIONAL DIRECTOR OF THE CONFERENCE..... 7

- Section 1 Officers
- Section 2 Election, Qualifications, and Terms of Officers
- Section 3 Replacement and Travel Restrictions
- Section 4 Qualifications and Election of Regional Director

ARTICLE IX CONTRACTS, FINANCES AND INVESTMENTS..... 9

- Section 1 Contracts
- Section 2 Loans
- Section 3 Checks and Drafts
- Section 4 Funds
- Section 5 Acceptance of Gifts
- Section 6 Audits
- Section 7 Bond/Insurance
- Section 8 Fees

ARTICLE X INDEMNIFICATION..... 10

- Section 1 Indemnification Provisions
- Section 2 Definitions
- Section 3 Approval of Indemnification Payments

ARTICLE XI PROHIBITION AGAINST SHARING IN CONFERENCE EARNINGS:
DISSOLUTION 11

- Section 1 Prohibition against Sharing in Conference Earnings: Dissolution
- Section 2 Dissolution

ARTICLE XII GENERAL PROVISIONS 12

- Section 1 Limit of Use of Property and Funds to Purposes of the Conference
- Section 2 Amendments
- Section 3 Fiscal Year
- Section 4 Definitions

BYLAWS OF THE SOUTHERN CONFERENCE OF NCARB

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ARTICLE I – NAME and SEAL

SECTION 1. Name. The name of the Corporation is SOUTHERN CONFERENCE of NCARB (“the Conference”).

SECTION 2. Seal. The seal of the Conference will be circular in form and shall bear the legend Corporate Seal of “SOUTHERN CONFERENCE OF NCARB” and words indicating that the Conference was incorporated in Alabama.

ARTICLE II - MISSION

The Conference is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes within the meaning of sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Laws (the Code). More specifically, the Conference is formed to work in coordination with the National Council of Architectural Registration Boards to: (1) Foster the enactment of uniform registration laws and rules; (2) Strive to equalize and improve qualifications for architectural registration; (3) Promote the exchange of ideas and reciprocal registration among architectural registration and licensing boards in the Southern Conference; (4) improve communication between architectural educators and regulators with the expressed purpose of benefiting architectural education for the protection of the public health, safety and welfare; and 5) foster engagement through leadership identification, mentoring and development.

ARTICLE III – DEFINITIONS

The following terms shall have the following meanings when used in these Bylaws:

“Conference” shall mean the Southern Conference of the National Council of Architectural Registration Boards.

“NCARB” shall mean the National Council of Architectural Registration Boards.

“Member Board” shall mean any political subdivision of the United States, including any State, Commonwealth, territory, dependency, and the District of Columbia, which has a law regulating the practice of architecture and which is authorized to certify that an applicant for registration as an architect is qualified.

“Board of Directors” shall mean the Conference Board of Directors.

“MBE” shall mean the duly elected Member Board Executive Director.

ARTICLE IV – MEMBERSHIP

SECTION 1. Members. The membership of the Conference shall be legally constituted Member Boards in good standing. Membership in the Conference shall be attained through acceptance by the Board of Directors. Every Member Board shall pay the annual membership dues. All Member Boards in good standing shall have equal rights.

SECTION 2. Removal. If, after written notification from the Board of Directors, a Member Board shall:

- 2.1 fail to pay its dues or other financial obligations to the Conference or NCARB, or
- 2.2 refuse registration or otherwise fail to register architects holding the NCARB Council Certificate for the reason that such architects are not the residents of the Member Board's jurisdiction, or
- 2.3 fail to administer the Architect Registration Examination prepared by NCARB to all its applicants (other than applicants of whom it does not require a written examination) for registration, then the Board of Directors may recommend to the Conference that such Member Board be removed from membership in the Conference. Following such recommendation, the Conference may determine by the affirmative vote of not less than two-thirds of all Member Boards to remove such Member Board or, with respect to non-payment of dues or other financial obligations, waive or modify the Member Board's obligation to pay such amounts due to the Conference. The Conference shall notify NCARB of the removal of any Member Board.

ARTICLE V – OFFICES AND REGISTERED AGENTS

SECTION 1. Offices. The Conference continuously shall maintain in Alabama a registered office at such place as may be designated by the Board of Directors. The principal office of the Conference and such other offices as it may establish shall be located at such place(s) either within or without Alabama, as may be designated by the Board of Directors.

SECTION 2. Agent. The Conference continuously shall maintain within Alabama a registered agent.

SECTION 3. Changes. Any change in the registered office or registered agent of the Conference shall be accomplished in compliance with the Non-Profit laws of Alabama.

ARTICLE VI- MEETINGS

SECTION 1. Meetings.

- 1.1 Regional Meetings: The Conference shall meet at such regular times and dates as designated by the Chair or a majority of the members of the Executive Committee, and the Conference shall meet at least once annually for the purpose of electing a Regional Director and Officers, and for the transaction of other business.
- 1.2 Executive Committee: The Executive Committee shall meet at such times and dates as designated by the Chair, either in person or as noted in Section 6. Notification of meetings of the Executive Committee shall be issued at least one (1) day in advance of the meeting.
- 1.3 Board of Directors: The Board of Directors shall meet at such times and dates as designated by the Chair, either in person or as noted in Section 6.
- 1.4 Special Meetings: Special meetings may be held as determined by the Chair, either in person or as noted in Section 6.

SECTION 2. Notice of Meetings. Written notification of meetings shall be issued electronically by the Chair or the Chair's designee, and shall include the date, time, and method or place of the meeting, and shall be issued at least ten (10) days in advance of the meeting unless otherwise indicated in Section 1.

SECTION 3. Quorum. Fifty percent (50%) of the Member Boards, Board of Directors or Executive Committee Members present, as indicated by the type of meeting, shall constitute a quorum. The quorum shall be determined at the beginning of the business meeting.

SECTION 4. Parliamentary Rules. All meetings shall be conducted in an open, orderly, and fair manner. *Robert's Rules of Order*, as revised, shall apply to all deliberations, except when not in conflict with the Bylaws of the Conference.

SECTION 5. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Conference or the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

SECTION 6. Meeting by Communications Device. Unless otherwise provided in the Articles of Incorporation, the Board may permit Executive Committee Meetings, Board of Directors Meetings, or Special Meetings by any means of communication by which all participants may simultaneously participate in the meeting. A participant in a meeting by this means is deemed to be present in person at the meeting.

SECTION 7. Action Without Meeting. Action required or permitted to be taken at a meeting of the Board of Directors or a Committee may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors or all the members of the committee, and all participants consent to such action in writing, setting forth the action taken. Such consent in writing shall be filed with the minutes of the proceedings of the Board of Directors or the Committee and have the same force and effect as a vote of the Board of Directors or of the Committee at a meeting, whether done before or after the action so taken.

SECTION 8. Voting. The affirmative vote of two-thirds of all Member Boards present is required to pass any amendment to these Bylaws, and there shall be no voting by proxy for an amendment to these bylaws. The affirmative vote of a majority of all Member Boards present is required to pass any other resolution or motion or to elect any officer.

- 8.1. Each Member Board has one (1) vote in Conference matters to be cast by their Director or Temporary Proxy; and
- 8.2. voting by absentee ballot is not allowed, but each Member Board may participate and vote by telephone or by use of a telecommunication software, such as Zoom or WebEx; and
- 8.3. in the event of tie votes on matters other than elections, after three consecutive tie votes, the Regional Director shall be required to cast a vote on the fourth ballot or vote, which shall be held in secret and separately and only counted in the case of a tie vote. The tie breaking ballot or vote shall be in addition to any other ballot which that person is otherwise authorized to cast; and
- 8.4. in the case of tie votes in an election, after three consecutive tie votes the nominee for that office shall then be selected by a coin toss. The Regional Director shall perform the coin toss. The winner of the toss shall be elected/nominated to the respective office; and
- 8.5. the Executive Committee or the Board of Directors, upon motion and second, may, by majority vote, require that only Member Board Members, Regional Director, Regional Officers, Member Board Staff and Staff of the Conference shall be present during a conference election process.

SECTION 9. Delegates. Each Member Board shall be entitled to be represented at meetings of the Conference by one or more official delegates who shall be members of that Member Board. A Member Board may be represented by as many delegates as attend, but only one vote may be cast for each Member Board by its official delegate, who shall be its Director or Temporary Proxy.

ARTICLE VII – THE CONFERENCE BOARD OF DIRECTORS

SECTION 1. General Powers and Duties. The property, business, and affairs of the Conference shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the Non-Profit laws of Alabama that are necessary or convenient to carry out the purposes of the Conference and which support and foster the purposes of the Conference as established in these Bylaws. Including, but not limited to the following:

SECTION 2. Duties of the Board of Directors:

- 2.1 Stay abreast of changes impacting the Member Boards and identify opportunities for new programs and services to support the mission of the Conference; and
- 2.2 may retain or seek legal counsel on all legal matters made by the Conference; and
- 2.3 solicit and suggest nominees from the membership for consideration for elected office to the Conference and NCARB; and
- 2.4 approve the annual budget; and
- 2.5 encourage members to participate on national committees and establish procedures to assure that those willing to serve are brought to the attention of the incoming President of NCARB; and
- 2.6 make decisions for hiring and compensating an Executive Director who shall serve at the pleasure of the Board of Directors, serve as a member of the Executive Committee and perform duties delegated by the Board of Directors in the Bylaws and Policy Manual.

SECTION 3. Composition, Election and Qualifications of the Board of Directors and MBE Representative.

The Conference Board of Directors shall be comprised of the Member Board Director designees, one Member Board Executive Director, and the Executive Director.

- 3.1. One Director selected from each Member Board who shall be:
 - a. a citizen of the United States; and
 - b. at the time of election or appointment by the Member Board, is serving as a member of a Member Board in good standing; and
 - c. the term of each shall be one year, or until replaced; and
 - d. terms begin at the close of the Annual Meeting; and
 - e. if a Director is unable to attend a meeting, the Member Board may appoint a Temporary Proxy meeting the requirements of this section, from their membership to represent them.
- 3.2. One Member Board Executive Director (MBE) who shall:
 - a. be a citizen of the United States; and
 - b. be an MBE or hold a comparable position as the primary administrator responsible for overseeing the activities of a Member Board at the time of election; and
 - c. at the time of election, be serving as an MBE of a Member Board in good standing*; and
 - d. serve a one-year term, or until replaced, the term shall begin at the close of the annual meeting; and

- e. be nominated by vote of a simple majority of the Conference MBEs present; and
- f. have written support from their Board members; and
- g. be elected at the Regional Meeting; and
- h. any vacancy in the position of MBE on the Southern Conference Board shall be filled by a vote of the majority of the members of the MBEs of the Southern Conference.

SECTION 4. Ex Officio Members. The Board of Directors may designate *ex officio* voting representative(s) or their designees.

SECTION 5. Compensation. No compensation shall be allowed to members of the Board of Directors.

SECTION 6. Vacancies. Any vacancy occurring in the Board of Directors during the year (including a vacancy created by an increase in the number of Directors made by changes in member-States in the Southern Conference of NCARB) may be filled for the unexpired portion of the term by the Member Board for which they represent.

SECTION 7. Resignation/Replacement. A Director may resign or be replaced at any time by the Member Board for which they represent by giving notice thereof in writing to the Executive Director.

SECTION 8. Committees.

- 8.1. *Executive Committee.* The Executive Committee shall consist of the Chair, Vice- Chair, Secretary/Treasurer, Regional Director, Member Board Executive Director, and the Executive Director, who shall be an *ex-officio* non-voting member of the Executive Committee.

The duties of the Executive Committee are:

- a. to put into effect general policies, directions and instructions adopted by the Conference and the Board of Directors; and
 - b. act for the Conference on matters within the jurisdictions granted the Officers and the Executive Committee by these Bylaws and the membership of the Southern Conference in between Board of Directors meetings; and
 - c. to encourage members to participate on national committees and establish procedures to assure that those willing to serve are brought to the attention of the incoming President of NCARB; and
 - d. foster engagement through leadership identification, mentoring and development.
- 8.2. *Other Board Committees.* The Chair may establish any committees deemed necessary to carry out the work of the Conference.

ARTICLE VIII – OFFICERS AND REGIONAL DIRECTOR OF THE CONFERENCE

SECTION 1. Officers. The Officers of the Conference shall consist of a Chair, a Vice-Chair, and a Secretary/Treasurer*. Individuals to serve in these capacities shall be elected by the Conference and given powers and duties consistent with these Bylaws. During the first Regional Meeting of the calendar year, or at other such time as determined by the Chair, the Conference shall meet and from among individuals meeting the qualifications of Article VIII, Section 2, nominate and elect, by majority vote and closed ballot, if requested, officers for the Conference. When nominations for officers are closed, the meeting may recess to allow

member board members to caucus with their respective Directors. The Regional Meeting shall then reassemble and, with only Directors or Temporary Proxies voting, elect officers for the coming year. Officers are unpaid.

- 1.1 *Chair.* The Chair shall:
 - a. have and exercise general charge and supervision of the affairs of the Conference; and
 - b. preside at meetings of the Conference, Board of Directors and Executive Committee; and
 - c. appoint committee members; and
 - d. perform such other duties and have such other powers as the Board of Directors may assign.
- 1.2 *Vice Chair.* The Vice Chair shall:
 - a. in the absence of the Chair or the event of the Chair's death, inability or refusal to act, perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair; and
 - b. preside at meetings of the Conference, Board of Directors and Executive Committee when the Chair is absent; and
 - c. perform such other duties and have such other powers as the Board of Directors may assign.
- 1.3 *Secretary/Treasurer.* The Secretary/ Treasurer shall:
 - a. preside at meetings of the Conference, Board of Directors and Executive Committee when the Chair and Vice-Chair are absent; and
 - b. subject to the direction of the Board of Directors, and with the assistance of the Executive Director, maintain general charge of the financial affairs of the Conference; and
 - c. with the assistance of the Executive Director, render a statement of the accounts of the transactions, and an annual report of the financial condition of the Conference; and
 - d. with the assistance of the Executive Director, be responsible for keeping an accurate record of the proceedings and actions of the Conference and the Board, including minutes, which shall be open for inspection as prescribed by law; and
 - e. may delegate to the Executive Director the actual performance of any or all duties as Secretary/Treasurer; and
 - f. perform such other duties and have such other powers as the Board of Directors may assign.

SECTION 2. Election, Qualifications, and Terms of Officers.

- 2.1 To be eligible for elective office as Chair, Vice Chair or Secretary/Treasurer in the Conference, a person shall be:
 - a. a citizen of the United States; and
 - b. at the time of election, serving as a member of a Member Board in good standing.Notwithstanding the above qualifications and limitations, a person who is a standing officer of the Conference at the time of election may seek the office Chair or Vice Chair in the case where the standing officer is no longer serving as a member of his or her Member Board.
- 2.2 The term of each officer shall be one year, or until re-elected or replaced. Officers shall be elected annually at a Regional Meeting, and terms shall begin at the close of the NCARB Annual Meeting.
- 2.3 Any vacancy in the office of the Chair shall be filled by the Vice-Chair assuming the office. Any vacancy in the office of Vice-Chair shall be filled by the Secretary/Treasurer assuming the

office. Any vacancy in the office of Secretary/Treasurer shall be filled by an appointee designated by the Board of Directors to hold office for the balance of the unexpired term.

SECTION 3. Replacement and Travel Restrictions.

Any officer of the Conference no longer serving as a member of a Member Board, and any officer who has been restricted from traveling to any meeting of the Conference by their respective jurisdiction and provides proof in writing of such restriction, is entitled to:

- 3.1. complete that term of office, and
- 3.2. be reimbursed by the Conference pursuant to the Conference reimbursement policy for attending meetings of the Conference.

SECTION 4. Qualifications and Election of Regional Director.

Each year the Chair, or the Chair's Designee, shall seek interest from qualified candidates for nomination as Regional Director.

- 4.1. The nominee(s) for Regional Director shall be presented to the membership at the Regional Meeting.
- 4.2. A candidate for election as Regional Director shall meet the qualifications as expressed in the NCARB Bylaws.
- 4.3. When nominations for Regional Director are closed, the meeting shall recess to allow Member Board Members to caucus with their respective Director.
- 4.4. The Regional Meeting shall then reassemble and, with only Directors or Temporary Proxies voting, nominate to NCARB a Regional Director by a majority vote and closed ballot if required.
- 4.5. The term for Regional Director shall be one year and shall begin upon adjournment of the NCARB Annual Meeting and Conference. No person shall serve more than three consecutive one-year terms in succession as a Director.
- 4.6. The Regional Director shall:
 - a. represent the Southern Conference on the National Council Board and provide liaison between Southern Conference Member Boards and NCARB.
 - b. meet the fiduciary duties of prudent judgment, adherence to organizational purposes and by-laws, and avoidance of conflicts of interest.
 - c. report on all NCARB Board of Directors meetings to the membership within thirty days following any such meeting. Said report shall include any matters decided or voted upon by the NCARB Board of Directors.
 - d. coordinate with the Regional Chair and Regional Executive Director regarding any reports submitted to NCARB or to the Conference. Copies of any reports filed or received by NCARB shall be forwarded to the Conference Office for the records.
 - e. perform such other duties as may be designated by the Board of Directors.

ARTICLE IX – CONTRACTS, FINANCES AND INVESTMENTS

SECTION 1. Contracts. Consistent with the annual budget as approved by the Board of Directors, the Executive Committee may authorize the Chair, Secretary/Treasurer, or Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Conference, and such

authority may be general or confined to specific instances. For any expenses not outlined in the annual budget, the Board of Directors may authorize the Chair, Secretary/Treasurer, or Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Conference, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Conference and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors.

SECTION 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Conference, shall be approved by the Chair or the Secretary/Treasurer and in such manner as shall from time to time be determined by the Board of Directors.

- 3.1. No expenditure on any line item in excess of the budgeted amount shall be incurred or paid without the consent of a majority of the Board of Directors, provided the Executive Committee may authorize unanticipated expenditures in excess of a budget line so long as funds are available and the overall expenditures are within the budget.
- 3.2. All checks or electronic funds transfers over \$4,000.00 requires approval from two of the following:
 - a. Treasurer
 - b. Chair
 - c. Executive Director
- 3.3. All accounts are to be located in financial institutions approved by the Executive Committee.
- 3.4. A long-term reserve shall be maintained by the Conference amounting to no less than six (6) months operating expenses.

SECTION 4. Funds. All funds of the Conference not otherwise employed shall be deposited from time to time to the credit of the Conference in such depositories as may be selected by the Executive Committee.

SECTION 5. Acceptance of Gifts. The Board of Directors, or any Officer or Officers or agent or agents of the Conference to whom such authority may be delegated by the Board, may accept on behalf of the Conference any contribution, gift, bequest, or devise for the purposes of the Conference.

SECTION 6. Audits Annually, or on request of a majority of the Board, the accounts of the Conference shall be audited in accordance with Section 1.06(8) of the Conference Policy Manual, whose report shall be submitted to each member of the Board.

SECTION 7. Bond/Insurance. At the direction of the Board, the Secretary/Treasurer and the Executive Director of the Conference shall be bonded or insured against theft or loss. The Conference shall pay the expense of procuring any such bond.

SECTION 8. Fees. The Membership Dues charged by the Conference shall be set by the Board of Directors.

ARTICLE X - INDEMNIFICATION

SECTION 1. Indemnification Provisions. Any person who at any time serves or has served as a Director or Officer of the Conference or who, while serving as a Director or Officer of the Conference, serves or has served, at the request of the Conference, as a Director, Officer, partner, trustee, employee, or agent of another

Conference, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Conference to the fullest extent permitted by law against all liabilities (as hereinafter defined) and litigation expenses (as hereinafter defined) in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitrative action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the Conference, seeking to hold him liable by reason of the fact that he is or was acting in such capacity; provided, that such indemnification shall not be effective with respect to (a) that portion of any liabilities or litigation expenses with respect to which the Claimant is entitled to receive payment under any insurance policy or (b) any liabilities or litigation expenses incurred on account of any of the Claimant's activities which were at the time taken known or believed by the Claimant to be clearly in conflict with the best interests of the Conference.

SECTION 2. Definitions. As used in this Article, (a) liabilities shall include, without limitation, payments made in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which the Claimant may have become liable in any such action, suit or proceeding; (b) litigation expenses shall include, without limitation, (1) reasonable expenses, including attorneys' fees, incurred by the Claimant in connection with any proceeding, and (2) reasonable costs and expenses and attorneys' fees and expenses in connection with the enforcement of rights to the indemnification granted hereby or by applicable law, if such enforcement is successful in whole or in part.

SECTION 3. Approval of Indemnification Payments. The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Conference to pay the indemnification required by Section 1 of this Article X, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board of Directors shall give notice to, and obtain approval by, the Member Boards for any decision to indemnify.

ARTICLE XI – PROHIBITION AGAINST SHARING IN CONFERENCE EARNINGS: DISSOLUTION

SECTION 1. Prohibition Against Sharing in Conference Earnings. No part of the net earnings of the Conference shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Conference shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the Conference shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Conference shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Conference shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SECTION 2. Dissolution. Upon the dissolution of the Conference, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. More specifically, any remaining monies will be distributed pro rata to the

Member state agencies, and any tangible assets offered to the Members. Any remaining tangible assets will be sold, and the proceeds evenly distributed to the Member state agencies. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Conference is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII – GENERAL PROVISIONS

SECTION 1. Limit of Use of Property and Funds to Purposes of the Conference. No funds or property of the Conference shall be devoted to or expended for any purpose or objective not stated in the Conference’s Articles of Incorporation, but all the Conference’s funds and properties shall at all times be used exclusively for said conference purposes. In no event shall any of the funds or property of the Conference be used for personal benefit, by way of compensation, directly or indirectly, of these Officers or Directors. This Conference shall not have any title to or interest in any property of the NCARB nor be liable for any debt or pecuniary obligations of NCARB. The NCARB shall not have any title to or interest in the property of this Conference, and the NCARB shall not be liable for any debt or other obligations of this Conference.

SECTION 2. Amendments. Except as otherwise provided in the Articles of Incorporation or by law, these Bylaws may be altered, amended or repealed, or new Bylaws may be adopted at any meeting of the Conference of Member Boards if at least thirty (30) days written notice is given of the intention to take such action at such meeting.

SECTION 3. Fiscal Year. Except as altered by a resolution of the Board of Directors, the fiscal year of the Corporation shall begin on the first day of each July and end on the last day of June next ensuing.

SECTION 4. Definitions. Unless the context otherwise requires, terms used in these Bylaws shall have the meanings assigned to them in the Alabama Nonprofit Corporation Act to the extent defined therein.