

BY-LAWS OF
PEAK LOAD MANAGEMENT ALLIANCE, INC.
ARTICLE 1

Purposes

Peak Load Management Alliance, Inc. (PLMA) (the “Corporation”) is organized and shall be operated as an association of persons (including corporations and associations) having some common business interest, the purpose of which is to promote such common interest and not to engage in a regular business of a kind ordinarily carried on for profit. It shall be organized and operated as an organization of the same general class as a chamber of commerce or board of trade, and its activities shall be directed to the improvement of business conditions of one or more lines of business as distinguished from the performance of particular services for individual persons, and for any other purpose permitted by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (the “Code”), or the corresponding section of any future federal tax code.

The Corporation has the additional purposes of increasing consumer participation in electric load management for the purpose of achieving a strong competitive energy market, a more reliable electrical system, promoting and actively sharing information about the development, demonstration and evaluation of applicable technologies and products, educating consumers and suppliers about load management’s value as a response to market price signals and as a risk management technique.

With respect to all of the prior enumerated purposes, however, the Corporation is subject to the following limitations and restrictions:

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the prior enumerated purposes. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(6) of the Code, or the corresponding section of any future federal tax code.
- b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the 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. 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.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE 2

Powers

Except as provided otherwise by the Articles of Incorporation or by these By- Laws, the Corporation shall have all powers which a not for profit corporation may have if organized under the Florida Not For Profit Corporation Act, and shall have such additional powers as are permitted by any applicable law.

ARTICLE 3

Office and Agent

The Corporation shall have and continuously maintain in the State of Florida a registered agent. The Corporation shall have other offices within or without the State of Florida as the Board of Directors may from time-to-time determine.

ARTICLE 4

Members

Section 4.1. General Qualifications. Membership is limited to corporations, associations or organizations with an interest in the Corporation's purpose, and who qualify for membership as provided for herein.

Section 4.2. Class of Members. The Classes of members of the Corporation are set forth below. .
Classes of members include:

- a. Seated Members (Advisory and Sustaining): Each member organization in this class is entitled to appoint one representative to hold a seat on the Board of Directors Leadership Council. These shall be known as Seated Directors Leaders.
- b. At-large Members (Associate and Academic): Each member organization in this class is entitled to appoint one representative as a liaison to the Board of Directors Leadership Council who may attend board-council meetings but will not have voting rights. These appointees shall be known as Representatives-At-Large.
- c. Representatives-At-Large shall elect Board Leadership Council Members from among their class, to represent the class pursuant to the Membership Policy. These elected representatives shall be known as At-Large Directors Leaders.
 - i. The election of At-Large Leaders shall be conducted in accordance with the Leadership Election Policy. The number of At-Large Leaders shall be determined in accordance with Membership Policy.

e.d. All individuals holding seats must be affiliated with members in good standing. If an organization is not in good standing, any seat held by a representative of that member will be automatically vacated.

d.e. The Corporation's Membership Policy sets the categories and rules for membership. It may be revised from time-to-time by majority vote of the ~~Executive Committee~~ Board of Directors.

Section 4.3. Requirements for Membership. Prospective qualified organizations having an interest in the programs of the Corporation may apply for membership by completing a membership application and paying an annual membership fee according to the Membership Policy.

Section 4.4. Reserved.

Section 4.5. Termination of Membership. Any member's membership may be terminated with or without cause by a 2/3 vote of the members of the Board of Directors, present and voting, upon a ten (10) day notice to the member whose membership is subject to termination.

Section 4.6. Voting Rights. Member voting rights are reserved to the ~~Board of Directors~~ Leadership Council and are as follows.

- a. Seated ~~Directors~~ Leaders shall have one vote per seat.
- b. At-Large ~~Directors~~ Leaders shall have one vote per seat.
- c. The record date for voting ~~at an annual meeting~~ shall be 30 days prior to the date of the annual meeting ~~election~~. Only members of record on the "record date" may vote at an Annual Meeting.

Section 4.7. Term. Membership shall be for one year and may be renewed each year by paying the appropriate dues and continues to meet qualification requirements by member type, or until said member shall resign, or be removed.

Section 4.8. Reserved.

Section 4.9. Reserved.

Section 4.10. Transfer of Membership. Membership is not transferable or assignable.

Section 4.11. Notice of Meetings. Notice of any special meeting of the Members shall be given in accordance with these By-Laws at least five (5) days in advance thereof by Written Notice to each member using contact information for such member on the records of the Corporation. Notice of any special meeting of the members may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these By-Laws.

ARTICLE 5

Board of Directors

Section 5.1. General Powers. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The Board of Directors may delegate management duties and day-to-day operational responsibilities to the Executive Committee, Officers, or Executive Director. Such delegation does not relieve the Board of Directors of ultimate oversight authority and fiduciary responsibilities.

Section 5.2. Number and Qualifications. The number of directors may be increased to any number or decreased to not fewer than three (3) from time-to-time by the Board of Directors or by amendment of these By-Laws. Directors need not be residents of Florida. ~~Each qualified member based on Membership Policy shall have only one seat on the Board of Directors.~~ Each member can have no more than one seat on the Board of Directors.

~~e.a. Seated Directors are individuals appointed by their organization to serve on the board as determined by member class, who have been duly elected by the Leadership Council in accordance with the Leadership Election policy.~~

~~e. At-large Directors are elected from among At-Large Representatives. The election of At-Large Directors shall be conducted in accordance with the Leadership Election Policy. The number of At-Large Directors shall be determined in accordance with Membership Policy.~~

Section 5.3. Election and Tenure.

~~a. Directors serve a three (3) year term and are limited to two (2) consecutive terms. In the event that a Director has previously filled a "partial-term", a Director cannot run for re-election after serving for more than 6 consecutive years. Seated Directors serve at the will of their member organization and may be replaced at the member's discretion, and shall hold office until their successor has been assigned, or until their earlier resignation, removal from office, or death, so long as their member organization is a member in good standing¹.~~

~~a. At-large Directors are elected to serve a two-year term three (3) year term and are limited to two (2) consecutive terms, or until their earlier resignation, removal from office, or death, so long as their member organization is a member in good standing.~~

Section 5.4. Resignation. A ~~Seated Directors or At-Large Director~~ may resign at any time by Written Notice delivered to the Executive Director or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery.

Section 5.5. Removal of Directors.

a. Directors must be affiliated with current members in good standing. Lapse or termination of membership by the organization shall result in termination of the associated board seat without vote.

- b. One or more directors ~~of any class~~ may be removed, with or without cause by the 2/3 vote of the remaining directors from their class who are present and voting, ~~or by action of the member appointing such Director~~. A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed.
- c. No director shall be removed at a meeting of the Board of Directors unless Written Notice of such meeting conforming to the requirements of Section 5.9 is delivered to all directors entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

Section 5.6. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors ~~may be filled by the member whose appointed directorship has been vacated, or by the member whose membership has resulted in an increase in the Board of Directors~~ may be filled via a special election as outlined in the Leadership Election Policy.

Section 5.7. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at the member meeting in the spring and fall of each year a time and place determined by the Board. The Board of Directors may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5.8. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Director, Chair of the Board or by a majority of the directors, and such person or persons may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Board so called, or such meeting may be held by telephonic or electronic communication via any means in which participants can communicate with each other.

Section 5.9. Notice of Meetings. Notice of any special meeting of the Board of Directors shall be given in accordance with these By-Laws at least two (2) days in advance thereof by Written Notice to each director at the address shown for such director on the records of the Corporation in conformance with Article 16. Notice of any special meeting of the Board of Directors may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these By-Laws.

Section 5.10. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all directors or by all the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or

more written approvals, each of which sets forth the action taken and bears the signature of one or more directors or committee members. All of the approvals evidencing the consent shall be delivered to the Secretary to be filed in the records of the Corporation. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 5.11. Virtual Attendance by Telephone. Directors or non-director committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5.12. Quorum. ~~A majority One Third (1/3)~~ of the directors then in office shall constitute a quorum for the transaction of business at any meeting, whether in person, by phone or electronic means. Withdrawal of directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 5.13. Action at a Meeting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these By-Laws.

Section 5.14. Proxy Votes. No Director may act by proxy on any matter. A Director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless the Director objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting, or the Director votes against or abstains from the action taken.

Section 5.15. Compensation. Directors as such shall not receive any stated compensation for their services. Reimbursement of expenses for Directors to attend regular or special meetings shall not be considered compensation. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. Notwithstanding the above, the Board of Directors shall not approve such a resolution regarding compensation if such compensation jeopardizes the financial stability of the Corporation.

Section 5.16. Interested Directors and Conflict of Interest. Conflict of interest shall be governed by the "Conflict of Interest Policy" as approved and updated from time-to-time by the ~~Executive Committee~~Board of Directors.

ARTICLE 6

Executive Committee

Section 6.1. General Powers. The day to day operations of the Corporation shall be conducted by the Executive Committee, or if delegated to the Executive Director, operations shall be supervised by the Executive Committee which in either case shall establish such policies and procedures as are necessary to maintain transparency and accountability to the Board of Directors and membership.

Section 6.2. Number and Qualifications. The number of participants of the Executive Committee shall be a maximum of ~~twelve (12)~~ six (6) of which four (4) members shall serve by virtue of holding the office of Chair, Vice Chair, Secretary, Treasurer, and up to ~~eight-two (82)~~ (82) Non-Officer members shall be elected by the Board of Directors from among the members of the Board of Directors. The term of office for ~~the Non-Officer~~ Executive Committee members shall be ~~two-one (1)~~ (1) years. Executive Committee Members may be re-elected in accordance with the Leadership Election Policy.

Section 6.3. Resignation. An Executive Committee participant may resign at any time by resigning from his office and giving Written Notice delivered to the Executive Director or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery.

Section 6.4. Removal of Executive Committee Participants.

- a. Except for Executive Committee participants serving by virtue of their respective office, one or more Executive Committee participants may be removed, with or without cause by the 2/3 vote of the Board of Directors who are present and voting. A proposed removal of an Executive Committee participant at a meeting shall require a separate vote for each Executive Committee participant sought to be removed.
- b. No Executive Committee participant shall be removed at a meeting of the Board of Directors unless Written Notice of such meeting conforming to the requirements of Section 5.9 is delivered to all members of the Board of Directors entitled to vote on removal of Executive Committee participant. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Executive Committee participant named in the notice. Only the named participant or participants may be removed at such meeting.

Section 6.5. Regular Meetings. A regular meeting of the Executive Committee shall be held once a month unless otherwise agreed by the Executive Committee. The Executive Committee may provide by resolution the time and place, either within or without the State of Florida, for the holding of additional regular meetings of the Executive Committee without other notice than such resolution.

Section 6.6. Special Meetings. Special meetings of the Executive Committee may be called by or at the request of the Executive Director, Chair of the Board or by a majority of the Executive Committee, and such person or persons may fix any place, either within or without the State of Florida, as the place for holding any special meeting of the Executive Committee so called.

Section 6.7. Notice of Meetings. Notice of any special meeting of the Executive Committee shall be given in accordance with these By-Laws at least two (2) days in advance thereof by Written Notice to

each Executive Committee participant at the address shown for such participant on the records of the Corporation. Notice of any special meeting of the Executive Committee may be waived in a writing signed by the person or persons entitled to such notice either before or after the time of the meeting. Attendance of an Executive Committee participant at any meeting shall constitute a waiver of notice of such meeting except where a participant attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting, unless specifically required by law, the Articles of Incorporation or these By-Laws.

Section 6.8. Action Without a Meeting. Any action required by law to be taken at a meeting of the Executive Committee, or any other action which may be taken at a meeting of the Executive Committee, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be signed by all Executive Committee participants entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Executive Committee participants. All of the approvals evidencing the consent shall be delivered to the Executive Director or Secretary to be filed in the records of the Corporation. The action taken shall be effective when all the Executive Committee participants have approved the consent unless the consent specifies a different effective date. Any such consent shall have the same force and effect as a unanimous vote.

Section 6.9. Attendance by Telephone or other Communications Equipment. Executive Committee participants may participate in and act at any meeting of the Executive Committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 6.10. Quorum. A majority of the Executive Committee then in office shall constitute a quorum for the transaction of business at any meeting, provided if less than a majority of the Executive Committee are present, a majority of the Executive Committee participants then present may adjourn the meeting to another time without further notice. Withdrawal of Executive Committee participants from any meeting shall not cause failure of a duly constituted quorum at that meeting.

Section 6.11. Action at a Meeting. The act of the majority of the Executive Committee participants present at a meeting at which a quorum is present shall be the act of the Executive Committee, unless the act of a greater number is required by law, by the Articles of Incorporation or by these By-Laws

Section 6.12. Proxy Prohibited, Presumption of Assent. No Executive Committee participant may act by proxy on any matter. An Executive Committee participant who is present at a meeting at which action on any corporate matter is taken by the Executive Committee, is conclusively presumed to have assented to the action taken unless the committee participant objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting, or the Executive Committee participant votes against or abstains from the action taken.

Section 6.13. Compensation. Executive Committee participants as such shall not receive any stated compensation for their services. Reimbursement of expenses for Executive Committee participants to attend regular or special meetings shall not be considered compensation. Nothing herein shall be construed to preclude any Executive Committee participant from serving the Corporation in any other capacity and receiving compensation therefore. Notwithstanding the above, the Executive Committee shall not approve such a resolution regarding compensation if such compensation jeopardizes the financial stability of the Corporation.

Section 6.14. Interested Executive Committee participants and Conflict of Interest.

Conflict of interest shall be governed by the "Conflict of Interest Policy" as approved and updated from time-to-time by the Executive Committee.

ARTICLE 7

Officers

Section 7.1. Enumeration. The Officers are individuals of qualified member companies of the Corporation who are members of the Board of Directors. There shall be a Chair, Vice-Chair, Secretary, and Treasurer and such other Officers or assistant Officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed from time-to-time by the Board of Directors. A director may be an officer.

Section 7.2. Election and Term of Office. The Officers of the Corporation shall be elected in compliance with the Leadership Election Policy by the Board of Directors at the annual meeting of the Board of Directors. The term of office shall be ~~two~~ one (1) years. Each officer shall hold office until a successor is elected and qualified or until such officer's earlier death, resignation or removal in the manner hereinafter provided. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors. Election or appointment of an officer shall not of itself create any contract rights.

Office shall terminate as defined in the Leadership Election Policy if the member organization associated with the Officer is no longer a member, or if the Officer is no longer associated with a member organization, or if the member organization reassigns the board seat held by the Officer.

Section 7.3. Resignation and Removal.

- a. Any officer may resign at any time by giving notice to the Executive Committee, the remaining Officers, or the Executive Director. A resignation is effective when the notice is delivered unless the notice specifies a date later than the date of delivery. The resignation of an officer need not be accepted in order to be effective.
- b. The Board of Directors may remove any officer, either with or without cause, by a 2/3 vote whenever in its judgment the best interests of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7.4. Reserved

Section 7.5. Compensation. Officers as such shall not receive any stated compensation for their services. Reimbursement of expenses for Officers to attend regular or special meetings shall not be considered compensation. Nothing herein shall be construed to preclude any Officer from serving the Corporation in any other capacity and receiving compensation therefore. Notwithstanding the above, the Board of Directors shall not approve such a resolution regarding compensation if such compensation jeopardizes the financial stability of the Corporation.

Section 7.6. Executive Director. The Executive Committee may delegate management responsibilities to the Executive Director. The Executive Director shall be responsible for the day-to-day management of the business affairs of the Corporation, including the operation and development of the programs of the Corporation. Subject to the directions of the Board of Directors or Executive Committee, the Executive Director shall in general supervise and control the business and affairs of the Corporation and shall perform all duties incident to the office of Executive Director and such other duties as may be assigned to ~~him or her~~ them from time-to-time by the Board of Directors or Executive Committee. The Executive Director may sign, alone, or with any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors or Executive Committee has authorized to be executed, except in cases in which the execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise executed. The Executive Director may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors. The Executive Director shall perform such other duties and have such other powers as the Board of Directors or Executive Committee may from time-to-time prescribe.

Section 7.7 Secretary. The Secretary shall record minutes of Board meetings, propose policies and practices, submit various reports to the Board, maintain membership records, fulfill any other requirements of a Director and Officer, and perform other duties as the need arises and/or as defined in the By-Laws.

Section 7.8. Treasurer. If required by the Executive Committee, the Treasurer shall give a bond (which shall be renewed regularly) in such sum and with such surety or sureties as the Board of Directors shall determine for the faithful discharge of his or her duties and for the restoration to the Corporation, in case of such Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in such Treasurer's possession or under such Treasurer's control belonging to the Corporation. The Treasurer shall (a) manage the Fiscal Policy of the Corporation according to the Fiscal Policy in Article 8 Contracts and Financial Transactions. (b) disburse the funds of the Corporation as ordered by the Board of Directors or as otherwise required in the conduct of the business of the Corporation and render to the Executive Director or the Board of Directors, upon request, an account of all his or her transactions as Treasurer and on the financial condition of the Corporation. The Treasurer shall 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 or her~~ them by the

Executive Director or by the Board of Directors. The Treasurer shall ensure that a Fiscal Committee composed of the Treasurer and at least two (2) PLMA members appointed by the Officers is established and shall provide committee oversight.

Section 7.9 Chair of the Board of Directors. The Chair of the Board shall, in general, have oversight over the work of the Board and its committees. Chair has general superintendence over or duty to ensure that Executive Committee and Executive Director perform their duties. The Chair shall preside over all Board meetings and Executive Committee meetings and shall perform other duties as from time-to-time may be assigned to ~~him or her~~them by the Board of Directors.

Section 7.10 Vice-Chair of the Board of Directors. **The Vice-Chair of the Board shall perform such duties as may be assigned to ~~him or her~~them from time-to-time by the Board of Directors.** In case of the absence or disability of the Chair of the Board, the duties of the office shall, if the Board of Directors has so authorized, be performed by the Vice-Chair.

Section 7.11 Presiding Officer. In the absence of both the Chair and Vice-Chair, the order of succession shall be Secretary, Treasurer, most senior Executive Committee member for the purpose of serving as a presiding Officers at a meeting.

ARTICLE 8

Contracts and Financial Transactions

Section 8.1. Contracts. The Board of Directors or Executive Committee may authorize any officer or Officers, the Executive Director, agents of the Corporation, to enter into contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances within the limits of the Corporation's Fiscal Policy.

Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors or by action of the Executive Committee. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Corporation to a director, officer or the Executive Director of the Corporation.

Section 8.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, may be authorized by such officer or Officers, agent or agents of the Corporation and in such manner as shall from time-to-time be determined by resolution of the Board of Directors or Executive Committee as described in the Corporation's Fiscal Policy. For exceptions outside of the Fiscal Policy, such instruments may be signed by the Treasurer and countersigned by one other Officer.

Section 8.4. Deposits. All funds of the Corporation shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors or Executive Committee may select and stated in the Corporation's Fiscal Policy.

Section 8.5. Gifts. The Board of Directors or Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 9

Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and Executive Committee, and shall keep at its registered office or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any director, Executive Committee Member or any director's agent or attorney, for any proper purpose at any reasonable time

ARTICLE 10

Fiscal Year

The fiscal year of the Corporation shall be a calendar year.

ARTICLE 11

Vacancies in Elected Positions

Vacancies for Officers, At-Large Directors, and Executive Committee shall be filled in accordance with the Leadership Election Policy as may be approved and updated from time-to-time by the Executive Committee.

ARTICLE 12

Notices

Section 12.1. Manner of Notice. Whenever under the provisions of law, the Articles of Incorporation or these By-Laws, Written Notice is required to be given to any Member by the Board of Directors, Executive Committee or the Executive Director, such notice may include delivery by, but is not limited to, any one of the following: email, facsimile, publication on the member website, or first class U.S. Postal Service delivery and shall apply to all types of written notice throughout this document.

Section 12.2. Waiver of Notice. Whenever any notice is required to be given by law, by the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 12.3. Manner of Voting. Any vote required by these By-Laws may be conducted via electronic means using electronic mail or other electronic means by the Corporation or any provider authorized by the Corporation.

ARTICLE 13

Reserved.

ARTICLE 14

Indemnification and Insurance

The Corporation may indemnify to the fullest extent now or hereafter permitted by law each director or officer of the Corporation, and each such director or officer shall be entitled without further act on his or her part to indemnity from the Corporation for all expenses (including reasonable attorneys' fees, the amount of judgments, and the amount of reasonable settlements made with a view to the curtailment of costs of litigation, other than amounts paid to the Corporation itself) reasonably incurred by ~~him or her~~ them in connection with or arising out of any action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been a director or officer of the Corporation. The aforesaid indemnity shall apply whether or not said director or officer continues to be such director or officer at the time of incurring such expenses. However, such indemnity shall not include any expenses incurred by any such director or officer (a) in respect of matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been negligent in the performance of his or her duty as such director or officer, or (b) in respect of any matter in which any settlement is effected, in an amount in excess of the amount of expenses which might reasonably have been incurred by such director or officer in conducting such litigation to a final conclusion. In no event shall anything herein contained be so construed as to protect, or to authorize the Corporation to indemnify, such director or officer against any liability to the Corporation to which he or she would otherwise be subject by reason of his or her willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her Office as such director or officer. The foregoing right of indemnification shall inure to the benefit of the heirs, executors or administrators of each such director or officer and shall be in addition to all other rights to which such director or officer may be entitled as a matter of law. The Corporation may purchase and maintain insurance on behalf of any and all of its directors and Officers or former directors and Officers against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been a director or officer of the Corporation whether or not the Corporation would have the power to indemnify them against such liability or settlement under provisions of the Florida Not for Profit Corporation Act from time-to-time.

ARTICLE 15

Amendments

These By-Laws may be amended by a majority vote of the Board of Directors of the Corporation.

By-Law Modifications

Date	Version	Person	Change/Modification
29 April 2009			Added the position of Secretary to the Officers. Passed by unanimous vote of the Board of Directors on April 29, 2008 at a meeting in Baltimore, MD.
1 October 2015			Adjusted the By-Laws to conform to the membership policy adopted by the Board of Directors on 3 November 2014 by the Board of Directors. Updated language to reflect best practices of non-profit organizations, changes in law, and policies adopted by the board of directors.
2 November 2015			Approved by Board of Directors at Fall Meeting.
6 May 2019	2.1	PLMA Secretary	Remove Vacancy language in Section 5.6(b), 6.2, and 7.4; add Section 11 Vacancies removing vacancy procedures to the Leadership Election Process as approved by Executive Committee 11 Dec 19; update modification tracking for consistency with other policies
1 August 2019	2.2	PLMA Secretary	4.1 General Qualifications. Updated
13 Sept 2019	2.3	PLMA Secretary	Document version made ready for Executive Committee Review
15 Oct 2019	2.3	PLMA Executive Committee	Approve document to be submitted to board for approval
4 Nov 2019	2.3	PLMA Board	Approve
<u>1 July 2024</u>	<u>3.0</u>	<u>PLMA Secretary</u>	<u>Updated Articles 4, 5, 6 and 7 due to Governance Restructuring Project. Draft reviewed with Attorney on 7-1-2024.</u>