``````````

# BYLAWS

## of the

# COUNCIL OF PRODUCERS & DISTRIBUTORS OF AGROTECHNOLOGY

**4201 Wilson Blvd. Ste 700 • Arlington, VA • 22203**

**As amended and restated effective April 28, 2024**

## ARTICLE I – NAME, MISSION AND STATUS OF THE CORPORATION

**Section 1.1** **Name**. The name of the corporation is Council of Producers & Distributors of Agrotechnology, referred to herein as the "Council." The Council was formerly known as Chemical Producers & Distributors Association.

**Section 1.2** **Mission Statements.** The mission of the Council is to enable the success of its member companies by effectively managing relevant legislative and regulatory issues. These issues may include Federal barriers to market access, unnecessarily burdensome and costly regulations and mitigation of risk. The Council champions public policy that utilizes the best available science while considering its impact on competitiveness in the U.S marketplace. The Council promotes its Member company interests before the U.S. Congress, the Environmental Protection Agency and other **Federal or State** regulatory bodies that govern and regulate the industry. The Council promotes the fact that its members produce high quality and environmentally sound products that provide economic benefit to the U.S. farmer and other consumers.

**Section 1.3** **Status.** The Council was originally organized as a nonprofit membership corporation under Chapter 4 of Title 29 of the Official Code of the District of Columbia (the "Act") , and is in the process of organizing in Virgina, and is exempt from income taxation as a trade association under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. These bylaws shall be interpreted and applied in a manner consistent with such status. **Once incorporated in VA the status of tax filing will be altered.*
``````````

ARTICLE II – PRINCIPAL OFFICE

Section 2.1 **Location.** The principal office of the Council may be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The Council currently maintains its principal office in Arlington, VA.

ARTICLE III – MEMBERS

Section 3.1 **Members.** Any business organization that (i) is a manufacturer, formulator, distributor or supplier of agrotechnology products, which includes but is not limited to tank mix adjuvants, inert ingredients, and post patent pesticide and biorational products used in agriculture, horticulture, viticulture and aquaculture, and (ii) engages in business in the United States or its possessions, is eligible for voting membership in the Council. Any reference in these bylaws to "Members" of the Council is a reference to such voting members.

Section 3.2 **Associate Members.** Any business organization that is not eligible for voting membership in the Council but which (i) supplies equipment for producing or applying agrotechnology products; supplies packaging material used to distribute agrotechnology products; or is engaged in research or provides services for the development, application, registration or use of those products, and (ii) engages in business in the United States or its possessions, is eligible for associate membership in the Council. Associate members may participate in the Council to the extent provided in or pursuant to these bylaws.

Section 3.3 **Affiliate Members**. Any business or other organization that is not eligible for full or associate membership but that shares the interests of the Council is eligible for affiliate membership in the Council. Affiliate members may participate in the Council to the extent provided in or pursuant to these bylaws.

Section 3.4 **Additional Classes of Membership.** The Board of Directors may define and establish additional classes of membership by resolution adopted by the affirmative vote of not less than two-thirds of the Directors.

Section 3.5 **Application.** Application for membership in the Council shall be made in writing, on such form(s) and in accordance with such procedures as shall have been approved from time to time by the Board of Directors. Applications for all classes of membership shall be subject to and may be approved in accordance with such procedures as shall have been approved by the Board agreement on membership qualification. Should an approved member's business functions change that may effect their member classification, they are obligated to inform the board for potential reclassification.

ARTICLE IV – VOTING RIGHTS OF MEMBERS

Section 4.1 **Voting Rights.** Each Member shall be entitled to one (1) vote on all matters submitted to a vote of the Members. Associate and Affiliate members shall not have any voting rights as members.

Section 4.2 **Primary Member Representatives.** Each Member shall designate by name and title one individual as the Primary Member Representative who shall be entitled to vote and otherwise act on behalf of the Member in all matters acted upon by the Members of the Council in accordance with these bylaws. The Primary Member Representative shall serve as the Member's primary contact person for matters relating to the Council.

Section 4.3 **Proxies.** A Member may vote by proxy on any matter subject to a vote of Members at a meeting, including but not limited to the election of Directors, subject to such proxy voting procedures as may be established by the Board of Directors, consistent with Section 29-405.22 of the Act.

ARTICLE V – MEETINGS OF THE MEMBERS

Section 5.1 **Annual Meetings.** An Annual Meeting of the Members shall be held each year for the purpose of electing Directors, receiving annual reports, and transacting any other business that may properly be brought before the meeting. The Annual Meeting shall be held on such date and at such time and place as shall be determined by resolution of the Board of Directors.

Section 5.2 **Special Meetings.** Special meetings of the Members MAY be called by the President on behalf of the Board of Directors (approved at a meeting of the Board of Directors) or by the Executive Committee, and shall be called by the President upon receipt of a written request therefore, signed and dated by at least twenty-five percent (25%) of the Members of the Council, and stating the purpose for which the special meeting is to be convened. The date, time and place of any special meeting shall be determined by the Board, Executive Committee or President calling the meeting, provided that the date of the meeting shall be not more than 90 days after receipt of such request. A special meeting does not need to be held at a specific geographic location if the meeting is held by means of the internet or other electronic communications technology that permits the Members to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions and make comments.

Section 5.3 **Notice of Meetings.** Notice of the date, time and place of each Annual Meeting shall be given to all Members at least thirty (30) days but not more than ninety (90) days prior to the date of such meeting. Notice of the date, time, place and purpose of each special meeting shall be given to all Members at least thirty (30) days but not more than sixty (60) days prior to the date of such meeting, and no

business shall be transacted at such special meeting except that specified in the notice.

Section 5.4 **Organization.** The Chair of the Board of Directors shall preside at any meeting of the Members, provided that in the absence of the Chair the presiding officer shall be (in order of priority) the Vice Chair of the Board, the President of the Council, a Director designated by the Chair, Vice Chair or President, respectively, or a chair elected by Members at the meeting. Minutes of the meeting shall be kept by the Secretary or by a secretary chosen at the meeting.

Section 5.5 **Quorum.** The presence at any meeting of a majority of the Members shall constitute a quorum. If a quorum exists, except with respect to the election of Directors or as otherwise provided in the Act, the Articles of Incorporation or these bylaws, an action is approved if the number of Members voting in favor of the action exceeds the number of members voting against such action.

Section 5.6 **Action by Ballot.** Any action that may be taken at any meeting of Members may be taken without a meeting if the Council delivers a written ballot to each Member that sets forth and provides an opportunity to vote for or against each proposed action, and the action is approved in accordance with this section. To approve an action by ballot, the total number of votes cast must equal or exceed two-thirds of the Members, and the number of affirmative votes must equal or exceed a simple majority of the Members. The instructions accompanying the ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter; and specify the time by which a ballot must be received by the Council in order to be counted. The Secretary shall record the results of the vote in the minutes of the Council.

Section 5.7 **Consideration of Merger, Acquisition or Dissolution**. Any recommended plan of merger, acquisition or dissolution must be approved by an affirmative vote of two-thirds of all the Members. Vote may be taken at a special meeting or at the Annual Meeting or by ballot with at least thirty (30) days notice to the Members of the vote.

ARTICLE VI – BOARD OF DIRECTORS

Section 6.1 **Power and Duties of the Board of Directors.** The Board of Directors shall have full power and authority to manage the affairs of the Council, subject to the exercise by the Members of those powers reserved to the Members and any other limitations set forth in the Act, the Council's Articles of Incorporation and these bylaws.

Section 6.2 **Number of Directors.** The Board of Directors shall consist of a maximum of twenty-four (24) elected Directors plus two (2) who shall serve *ex officio,* as provided in these bylaws and the others elected in accordance with these bylaws.

The number of Directors may be increased or decreased from time to time by the Board of Directors by resolution. No decrease in the number of Directors shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three (3).

Section 6.3 **Qualifications.** To be eligible to serve as an elected member of the Board of Directors, an individual must be a Member representative who has sufficient fiscal authority to authorize financial commitment to Council administration on behalf of the Member. Directors need not be residents of the District of Columbia. **See 6.4a on the definition of qualified candidates.*

Section 6.4 **Nomination of Candidates.** Only one (1) representative of a Member shall serve as an elected member on the Board of Directors at any time. The nomination of candidates for election to the Board at the Annual Meeting of the Council shall be done in accordance with the following procedures:

(a) Not less than ninety (90) days prior to the Annual Meeting of the Council, the Secretary or President shall send to each Primary Member Representative a form seeking suggestions for nomination to the Board of Directors. The form shall contain the requirements of service as a Director, as determined by the Board of Directors, the number of Directors to be elected at such Annual Meeting and requests for the name and title of the candidate and assurance of the fiscal authority of the qualified candidate.

(b) The Secretary or President shall compile a list showing qualified candidates and submit such list to a Nomination Committee (made up of the current and past chairman, and a member company representative not currently on the board to be appointed by the chairman annually) not less than forty-five (45) days prior to the Annual Meeting.

(c) A form of proxy and ballot for the election of Directors shall be sent to each Primary Member Representative not less than thirty (30) days prior to the Annual Meeting that shall show (i) the total number of Directors to be elected at such meeting, (ii) the number of such Directors to be elected from representatives of Members, (iii) the names of all qualified candidates from Members who have been nominated in accordance with the foregoing, and (iv) information identifying for each candidate the Member with which such candidate is affiliated and the position held.

Section 6.5 **Election and Term of Directors.** The election of Directors shall be conducted at the Annual Meeting or at a scheduled meeting of the Board of Directors. At such meeting, each Member may vote in person or by proxy for up to the total number of candidates to be elected. Cumulative voting shall not be permitted and election shall be by plurality of votes received for candidates within each primary revenue stream. In the event of a tie, the tie shall be broken by the Executive Committee by majority vote. Directors shall be elected to serve for a term of up to three (3) years, with approximately one-third of the Directors to be elected at each Annual Meeting. Each Director shall hold office until the Annual Meeting when his/her term expires and until his/her successor has been elected and qualified. Directors may serve consecutive three (3) year terms.

New members may nominate a Primary Member Representative to serve on the Board. The Board of Directors shall approve the nominee for membership on the Board either by a proxy vote conducted prior to the next regularly scheduled board meeting with the majority voting in the affirmative or by a two-thirds vote of Directors at the next scheduled board meeting. The newly elected director would serve a three-year term.

Section 6.6 Ex Officio Members of the Board.

(a) Each retiring Chair of the Board of Directors shall become a member of the Board of Directors, *ex officio*, and shall serve until a succeeding Chair has retired and succeeds him/her as an *ex officio* member of the Board. A retiring Chair may decline to assume the *ex officio* directorship if he/she elects instead to serve the unexpired portion of the term in which he/she was elected to the Board of Directors. A retiring Chair may not serve as a voting member of the Board of Directors if another representative from the same Member is elected to the Board.

(b) The President shall serve as a member of the Board of Directors, *ex officio*.

Section 6.7 Vacancies. Whenever an opening occurs in the seat of an elected member of the Board of Directors, the Board of Directors may approve the appointment of an alternate representative of the Member for the unexpired term by a simple majority vote of the remaining Directors or the seat will remain vacant until the next Annual Meeting.

Section 6.8 Resignation. A Director may resign at any time by delivering a signed notice of resignation to the Chair of the Board of Directors or the Council President.

Section 6.9 Disqualification. A Director who ceases to be eligible to serve shall be disqualified. Thus, the termination of membership in the Council of the company the Director represents, the resignation of the Director from the company that he/she represents, or the termination by such company of his or her employment shall automatically terminate the membership of such Director on the Board of Directors.

Section 6.10 Removal of Directors. A Director may be removed by either of the following methods:

(a) By the affirmative vote of two-thirds of all of all of the members of the Board of Directors at any regularly scheduled or special meeting of the Board or any other method as identified by the Board that allows equal access for all Directors for purposes of voting, if that majority determines such removal is in the best interests of the Council. If a Director is also an Officer of the Council, then removal of the Director from the Board of Directors shall also serve as concurrent removal from the office.

(b) By the affirmative vote of two-thirds of all of the Members who do not have a Member representative on the Board at any regularly scheduled or special meeting of the Members, or through e-mail, fax, teleconference or any other

method as identified that allows equal access for all Members for purposes of voting, for cause. Cause for purposes of removal shall be documented failure of a Director to comply with the provisions of the Council's (i) Standards of Conduct for Directors or (ii) Conflicts of Interest Policy.

Section 6.11 Quorum of Directors and Action by the Board. Unless a greater proportion is required by law or these bylaws, a two-thirds majority of the Directors then in office shall constitute a quorum for the transaction of business. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or these bylaws, the act of a simple majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6.12 Meetings:

(a) Meetings of the Board of Directors, regular or special, may be held at any time and place upon call of the Chair of the Board of Directors or President, or shall be held upon the written request of three (3) or more Directors. Notice of special meetings, stating the time, place, and purpose thereof, shall be given to all Directors by mail, fax, e-mail or telephone not less than thirty (30) days prior to such meeting.

(b) A regular annual meeting of the Board of Directors shall be held immediately before, during, or immediately following the Annual Meeting of the Council. The Board of Directors may hold additional meetings each year as determined by the board. Such meetings may be in-person, hybrid or virtual.

(c) A Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 6.13 Voting. Each Director shall have one vote, and all voting at meetings shall be done personally.

Section 6.14 Compensation. Directors shall not receive any compensation from the Council for services rendered to the Council as members of the Board of Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Council, in reasonable amounts based on policies approved by the Board of Directors.

Section 6.15 Absence. Each Director is expected to communicate with the Chair and President in advance of all Board of Directors meetings, stating whether he/she is able to attend or participate via conference call if applicable. Any Director who is absent from two consecutive meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and his/her position shall be declared vacant unless the Board of Directors affirmatively votes to retain that Director as a member of the Board of Directors.

Section 6.16 **Conflict of Interest.** Each Director shall sign and submit to the Secretary or President a Conflict of Interest Policy document approved by the Board of Directors to confirm the Director's awareness of and proper resolution of conflicts of interest. Directors shall make all decisions based on the best interests of the Council only, including decisions that may involve a Director's consideration of his/her company membership and representation in any other association, council, or organization when the Council's interests may be perceived as different from the interests of these other entities. A Director shall abstain from voting on any such actual or potential conflict and shall hold all financial information of the Council in strict confidence. **Begin implementation.*

Section 6.17 **Indemnification and Insurance:** To the fullest extent permitted by law, any current or former director or officer of the Council, or other such persons so designated in the discretion of the Board of Directors, shall be indemnified (including advances against expenses) by the Council against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any actual and threatened action, suit, or proceeding to which any such person may be made a party by reason of his/her being or having been such a director or officer or other such designated person. The Council may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of related expenses, to any employee or agent of the Council to the extent permitted by law. No indemnification or advance against expenses shall be approved by the Board or paid by the Council until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

The Council shall purchase directors and officers liability insurance and such other insurance as the Board of Directors or President authorizes.

Section 6.18 **Confidentiality.** It shall be the responsibility of the Board of Directors, Executive Committee, or officers, to adhere to their legal duties, including duties of care and loyalty, including regarding maintaining the confidentiality of confidential information of the Council.

ARTICLE VII – COMMITTEES, WORKING GROUPS, AND TASK FORCES

Section 7.1 **Standing Committees of Directors**. The Board of Directors, by a resolution adopted by a simple majority vote, may designate and appoint one or more standing committees, each consisting of at least one (1) Director. These committees shall have the power and duties specified by the Board of Directors and exercise the authority of the Board of Directors in specified aspects of governance of the Council. They shall give advice and make non-binding recommendations to the Board. Unless provided otherwise in these bylaws, each committee Chair, or in his/her absence appropriate Council staff, shall report on

their respective committee activities either orally or in writing not less than annually to the Board of Directors.

Section 7.2 **Executive Committee**. Between meetings of the Board of Directors, on-going oversight of the affairs of the Council may be conducted by an Executive Committee. The Executive Committee shall be comprised of the retiring Chair of the Board of Directors and Officers of the Council plus any other Directors nominated by the current Chair for the term of the Chair and approved by the Board of Directors. All financial work of the Executive Committee shall be held in strict confidence by Committee members from the Council membership and from non-Council persons or entities, as allowed by law.

(a) The Executive Committee shall ensure the Council's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place.

(b) The Executive Committee shall advise the Board of Directors on administration of the Council's resources, including assessment of dues on the membership.

Section 7.3 **Special Committees**, **Working Groups, and Task Forces.** The Chair of the Board of Directors may establish from time to time such special committees, working groups, and task forces as he/she deems necessary to achieve the mission of the Council. He/she may appoint as members of such committees, working groups and task forces any member representatives or any other person who can, in the Chair's opinion, contribute meaningfully to the work of these groups. Such committees, working groups and task forces shall have the duties specified by the Board of Directors and shall give advice and make non-binding recommendations to the Board.

Section 7.4 **Committee Appointments and Procedures.** The Chair of the Board of Directors shall appoint, to serve for a minimum term of one (1) year, the Chair and Vice Chair of all committees, consistent with other provisions of these bylaws. However, the Chair of the Board of Directors may delegate this authority to each committee, which then may identify a member representative to serve as Chair of the committee and may also identify a Vice Chair to serve an equivalent term upon approval by the Chair of the Board of Directors.

(a) Each committee, subject to the provisions of these bylaws and of any policies or procedures specified in a policy manual approved by the Board of Directors, shall prepare minutes of each meeting of the committee. The minutes shall be transmitted to the Secretary or President for review and incorporation into the records of the Council. The President shall transmit to the Chair of the Board of Directors any recommendations or proposals contained in such minutes. Copies of minutes of all committee meetings shall be sent to members of the Board of Directors upon request.

Section 7.5 **Advisory Bodies.** The Board of Directors or the President acting on behalf of the Board of Directors, may from time to time appoint persons to act singly or as a committee or committees to provide expert advice to the Council or to assist it in

other ways. Groups of advisors may include an Honorary Board, an Advisory Board, a Friends Committee, and/or other advisory groups. Each such advisor shall serve at the pleasure of the Board of Directors for a period designated by the Board of Directors, and shall have only such authority or obligations as it may from time to time determine. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board of Directors, unless such compensation is authorized by a simple majority of the current Directors.

Section 7.6 **Rules**. Each committee and task force may adopt rules for its meetings not inconsistent with these bylaws, applicable law, or with any rules adopted by the Board of Directors.

ARTICLE VIII – OFFICERS, AGENTS AND EMPLOYEES

Section 8.1 **Officers.** The Officers of the Council shall be a Chair, a Vice Chair, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors as provided in these bylaws. Any two offices may be held by the same person, except that the Chair of the Board of Directors shall not hold another office. The Board of Directors may by resolution at any time create additional offices and define the eligibility for and duties of such offices, or abolish any such additional offices that it may have created previously, and may elect individuals to such offices and/or authorize the Chair or President to appoint individuals thereto.

Section 8.2 **Election and Term of Office of Chair, Vice Chair, Secretary and Treasurer.** At the annual meeting of the Board of Directors held immediately before, during or immediately following the Annual Meeting of the Council, the Director then serving as Vice Chair shall, if continuing as a Director, shall automatically succeed to the office of Chair without any further action of the Board, and the Board shall elect from its membership a Vice Chair, Secretary and Treasurer. If there was a vacancy in the office of Vice Chair or for any reason the individual who had been serving as Vice Chair is not eligible to be or declines to serve as a Director or as Chair, the Board shall at such meeting also elect a Chair from among its members. The Chair, Vice Chair, Secretary and Treasurer shall each serve for a term of one (1) year, to commence at such annual meeting of the Board and to continue until their successors are elected and qualified.

Section 8.3 **Resignation from Office**. Officers may resign at any time by providing written notice to the Chair of the Board of Directors.

Section 8.4 **Powers and Duties.** The powers and duties of the Officers of the Council shall be as follows:

(a) Chair of the Board of Directors: The Chair shall preside at the meetings of the Board of Directors. In the absence of paid staff, the Chair shall ensure the supervision and administration of the business and affairs of the Council. The Chair shall play a major role in resource development and in representing the

Council within and outside the industry. The Chair shall communicate to other Officers or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the Council and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

(b) Vice Chair: The Vice Chair is the designated next Chair and in the absence of the Chair, or of his/her inability from any cause to act, the Vice Chair shall perform the duties of that office. Like the Chair, the Vice Chair shall play a major role in resource development and in representing the Council within and outside the industry.

(c) Secretary: The Secretary shall be responsible for keeping an accurate record of all meetings of the Members and Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair of the Board of Directors or by the Board of Directors.

(d) Treasurer: The Treasurer shall oversee all moneys and securities belonging to the Council and shall oversee the deposition of the same in the name of the Council in such depositories as the Board of Directors shall designate. All disbursements of the funds of the Council shall be under the general supervision of the Treasurer, subject to the direction and orders of the Board of Directors and of the President. All checks drawn against the funds of the Council shall be signed by the Treasurer and/or the President or by such other person or persons as the Board of Directors shall from time to time designate by resolution. The Board of Directors may require the Treasurer and any other person authorized to sign checks to give satisfactory surety bond for the faithful performance of his duties. The Treasurer shall make an annual report to the members and such other reports as the President or the Board of Directors may from time to time require.

Section 8.5 **Agents and Employees.** The Board of Directors shall appoint the President, who shall serve at the pleasure of the Board and as an Officer of the Board.

(a) The President shall be the chief executive officer of the Council. He/she shall have general and active management of the business of the Council and shall see that all orders and resolutions of the Board of Directors are carried into effect. Between meetings of the Board of Directors he/she shall make such decisions as are necessary to carry into effect policies previously adopted by the Board of Directors, the Executive Committee, or to carry on normal activities of the Council.

(b) The President shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Council.

(c) The President shall serve on the Executive Committee but shall not have voting rights.

Section 8.6 **Other Officers.** The other Officers (if any) of the Council shall have such powers and perform such duties as may be delegated to them by the Board of Directors.

ARTICLE IX – ASSESSMENT OF MEMBERSHIP DUES

Section 9.1 **Members.** The Board of Directors shall establish dues for the Members by approval of the recommendations of the Executive Committee for a rate or rates of assessment. The affirmative vote of the majority of all members of the Board of Directors may, as needed, approve additional assessments for each Member.

Section 9.2 **Associate Members.** The dues of the Associate members shall be determined by a majority vote of all members of the Board of Directors.

Section 9.3 **Affiliate Members.** The dues (if any) of the Affiliate members shall be determined by a majority vote of all members of the Board of Directors.

ARTICLE X – MISCELLANEOUS

Section 10.1 **Fiscal Year.** The Fiscal Year of this Council shall begin on September 1st and end upon the following August 31st.

Section 10.2 **Contracts and Other Documents**. The Board of Directors may authorize the Chair, the President, or the Secretary in the absence of a President, to enter into contracts or to execute and deliver other documents and instruments on the Council's behalf. Such authority may be vested in other Officers or agents of the Council from time to time for specific purposes.

Section 10.3 **Deposits**. All funds of the Council shall be deposited to the credit of the Council in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

Section 10.4 **Corporate Records**. The Council may keep any records the Board of Directors or the President determines are appropriate for efficient operation of the Council. The Council shall also keep records required by the Act. Members shall have the right to review records, except those containing confidential, Member financial, or other sensitive information.

Section 10.5 **Amendment of Articles of Incorporation.** All proposed amendments to the Articles of Incorporation shall be adopted by the Board of Directors upon the affirmative vote of two-thirds of all of the members of the Board of Directors. All adopted proposed amendments shall be submitted to the Members for their approval by at least a two-thirds majority vote.

Section 10.6 Amendment of Bylaws: These bylaws may be amended in accordance with any one of the following procedures:

(a) By the Board of Directors: To the extent permitted by law, the bylaws, with the exception of section 5.7, may be amended at any time by a vote of two-thirds majority of the Directors if at least thirty (30) days written or electronic notice is given to the Council Members of the intention to amend the bylaws.

(b) By the Members:

(i) At a Member Meeting: To the extent permitted by law, the bylaws may be amended at any regular or special meeting of the members of the Council by a vote of a simple majority of the Members present or represented by proxy, provided that the notice of the meeting contains a notice of the intention to amend the bylaws.

(ii) By Ballot: Any amendment to the bylaws may be sent to the Members for approval by ballot in accordance with procedures outlined in Section 5.6. If the valid ballots or votes received in favor of the amendments represent either two-thirds of the Members voting, or a simple majority of all of the voting Members of the Council, the amendments shall be adopted.

[Bylaws approved by the CPDA Board of Directors on August 19, 2019.]