

**BY-LAWS**  
**OF THE**  
**EASTERN PENNSYLVANIA REGION, NATIONAL SKI PATROL**  
**AS AMENDED NOVEMBER 11, 2012**

**ARTICLE 1**

**ORGANIZATION, MEMBERS AND PURPOSES**

**1.1 Name.** The name of the organization shall be

***EASTERN PENNSYLVANIA REGION of the NATIONAL SKI PATROL***

**1.2 Members.** The members of the Eastern Pennsylvania Region shall be all Active, Inactive, and Alumni patrollers currently registered with the National Ski Patrol, Inc. (NSP), with primary registration on a patrol within the boundaries of the Eastern Pennsylvania Region. "Members" shall not include patrollers who are registered exclusively in the Professional Division.

**1.3 General Purposes.** The Region shall serve its members and the public as the representative of NSP in its geographical area and shall operate pursuant to and in accordance with the provisions of the NSP Congressional Charter and the NSP Certificate of Incorporation and By-laws, the Eastern Division By-laws, and such other resolutions as shall, from time to time, be adopted by the Eastern Division Board of Directors.

**1.4 By-laws.** The purpose of these By-laws is to establish the procedures for the governance and operation of the Eastern Pennsylvania Region. Nothing, herein, shall be inconsistent with the NSP governing documents set forth in Paragraph 1.3 except as authorized by NSP. No By-law adopted by Patrols or other

subdivisions of the Eastern Pennsylvania Region shall be inconsistent with these By-laws and, in case of such inconsistencies, these By-laws shall control.

**1.5 Officers, Staff Members, and Advisors.** Only active patroller members shall serve as elective officers of the Eastern Pennsylvania Region and no officer shall hold more than one elective position within the region. Any member may be appointed to an advisory or other staff position within the region.

## **ARTICLE 2**

### **SECTIONS AND PATROLS**

#### **2.1 Boundaries and Number of Sections.**

- A. There shall be 4 Sections in the Eastern Pennsylvania Region or such number as determined by the Region Officers in accordance with this Article.
- B. The geographic boundaries shall remain as they existed on November 1, 2004 except as modified in accordance with this Article.

**2.2 Change in Section Boundaries or Number.** The Region Officers may approve a change to the boundaries of a Section or the number of Sections by a two-thirds collective vote of the whole number of Region Officers. This action may be originated only upon the petition of all the Section Officers affected by such change, adopted by a two-thirds vote of the Section Chiefs and NSP Patrol Representatives within each affected Section.

**2.3 Transfer of a Patrol from Section to Section.** The Region Officers may move one or more Patrols from Section to Section by a two-thirds vote of the whole number of Region Officers upon the petition of each such Patrol as adopted by two-thirds of the voting members of the affected Patrol(s).

### **ARTICLE 3**

#### **REGION OFFICERS**

**3.1 Titles and Positions of Officers.** The voting officers of the Eastern Pennsylvania Region shall consist of the duly elected Region Director, Region Delegate At Large and Section Chiefs/Region Delegates, and the NSP Patrol Representatives of the actively registered patrols.

**3.2 Eligibility.** Only active members shall serve as elective or appointive officers of the Region and no officer shall hold more than one Region elective position. Region Director candidates must meet the eligibility requirements contained in the Division By-laws in effect at the time of selection. The Alternate Region Director, Region Delegate At Large, and Section Chiefs/Region Delegates must also meet the Region Director qualifications contained in the Division By-laws. The Section Chief/Region Delegate must be a registered NSP member in the Section. The NSP Patrol Representative must have been registered as an NSP member for at least two years and must be currently registered with the local NSP patrol.

**3.3 Region Director.** As specified in the Division By-laws, the Region Director shall be elected by the active members, shall serve for a term of two years, and may be elected to a maximum of three consecutive full terms. The Region Director shall supervise the affairs of the Region, make staff, advisory, and committee appointments, shall preside at all annual and special meetings, and shall perform such other duties as may be given him/her at any annual or special meeting by a majority vote of the officers present. In addition, the Region Director shall have responsibilities as outlined in Section 6.4.1C of the NSP Policies and Procedures. The Region Director shall hold no other elective office in NSP. The Region Director shall serve as a member of the Eastern Division Board of Directors as provided in the Eastern Division By-laws.

In administering the Region, the Region Director may authorize the purchase of materials and/or equipment from Region funds up to a two thousand dollar (\$2,000) limit, provided that said expenditure is within the limits of the current Region budget and does not violate established policies and procedures. Expenditures for purchase of materials and equipment costing over two thousand dollars (\$2,000) and up to five thousand dollars (\$5,000), and/or exceeding current budgetary limits, shall require the pre-concurrence of a majority of the voting Senior Staff Officers (Section Chiefs/Region Delegates, and Region Delegate At Large). Purchases beyond five thousand dollars (\$5,000) shall require the pre-concurrence of a majority of all eligible voting officers, including the NSP Patrol Representatives as well as the Senior Staff Officers. Pre-concurrences shall be obtained at either of the semi-annual meetings, or at a

special meeting, or via email communication, or through a telephone conference call.

**3.4 Alternate Region Director.** The Alternate Regional Director shall be appointed by the Region Director and shall serve at the pleasure of the Region Director for an unspecified term of office. In appointing the Alternate Region Director, the Region Director may select from among the Section Chiefs, or Region Delegate At Large, or may appoint some other qualified member from within the Region. The Alternate Region Director shall function as the chief of staff to the Region Director and shall perform such duties and responsibilities as may be assigned throughout the entire Region. The Alternate Region Director may concurrently hold another elected or appointed Officer or Advisor position. The Alternate Regional Director shall be entitled to vote on Region business matters when serving in the absence or unavailability of the Region Director at Region business meetings. The Alternate Region Director shall serve on the Division Board of Directors, in the absence or unavailability of the Region Director, as specified in the Division By-laws.

**3.5 Region Delegate At Large.** The Region Delegate At Large shall function as a region-wide assistant to the Region Director and shall report directly to the Region Director. Responsibilities shall be those assigned by the Region Director, and may involve administrative and/or program functions. The Region Delegate At Large shall serve for an elected term of two years, and may be elected to a maximum of three consecutive full terms. The Region Delegate At Large shall

serve as a Region Officer and shall be entitled to vote on matters coming before such officers at the annual and special meetings of the Region. The Region Delegate At Large shall also serve as a Region Delegate to the Eastern Division, and may attend Division meetings and vote on certain issues as provided in the Eastern Division By-Laws.

**3.6 Section Chief(s)/Region Delegate(s).** The Section Chief/Region Delegate shall supervise the affairs of the geographic Section, shall serve for an elected term of two years, and may be elected to a maximum of three consecutive full terms.. The Section Chief(s)/Region Delegate(s) shall serve as a Region Officer and shall be entitled to vote on matters coming before such officers at the annual and special meetings of the Region. The Section Chief/Region Delegate shall also serve as a Regional Delegate to the Eastern Division, and may attend Division meetings and vote on certain issues as provided in the Eastern Division By-laws. In addition the Section Chief/Region Delegate shall have responsibilities as outlined in Section 6.4.2 of the NSP Policies and Procedures.

**3.7 NSP Patrol Representative.** The NSP Patrol Representative shall manage and supervise the affairs of the ski patrol he/she represents and shall conduct all NSP registrations, refreshers, training, awards, and other business necessary to maintain the patrol and its members in a state of qualification and readiness to perform their function under the applicable by-laws, policies and procedures. In addition the NSP Patrol Representative shall have responsibilities as outlined in Section 6.4.3C of the NSP Policies and Procedures. The NSP Patrol

Representative may be elected or appointed, as provided in the NSP Policies and Procedures. The NSP Patrol Representatives of the actively registered NSP Patrols shall be Region Officers, and shall be entitled to vote on matters coming before the Region Officers at annual and special meetings. NSP Patrol Representatives shall also be entitled to vote in the election of the Section Chief/Region Delegate within their geographic Section and in the election of the Region Delegate At Large.

**3.8 Other Region Officers, Coordinators, and Advisors.** The Region Director shall appoint a Treasurer, a Secretary, and such other Regional staff, program liaisons, advisors, and committees as are necessary for the proper function of the Region. All such appointees shall serve at the pleasure of the Region director for an unspecified term of office.

**3.9 Secretary.** The Secretary shall issue or cause to be issued all notices of all meetings of members or officers and shall keep or cause to be kept all minutes of the Officers meetings. The Secretary shall sign such instruments as required and shall perform such other duties as usually pertain to the office or as may be appropriately assigned by the Region Director. The Secretary shall have no voting rights at officer meetings.

**3.10 Treasurer.** The Treasurer shall be the Chief Financial Officer of the Region, and shall have general responsibility for the care and custody of all money, securities, and other financial assets of the Region. The Treasurer shall have no voting rights at officers meetings. The Treasurer shall prepare Semi-

annual Financial Reports on the status of Region assets that shall be presented for acceptance by the Region's voting Officers at the spring and fall meetings. The Treasurer shall collect financial information from the NSP Patrol Representative of each active patrol and shall provide financial input for the Region into the Division's annual report for Internal Revenue Service purposes. The Treasurer shall prepare a detailed Region budget for the ensuing year that includes detailed estimates of projected income and program and administrative outlays. The proposed budget shall be distributed, or otherwise made available for review by Region Officers, ten (10) days prior to the spring meeting, for consideration and approval by the Region's voting Officers at said meeting.

The Treasurer may issue checks on the Region bank account for program expenses and reimbursements of staff expenses that are within the limits of the Region budget and within the limits of authority delegated to the Treasurer by the Region Director. However the Treasurer shall consult with the Region Director concerning any unusual financial or reimbursement issues.

## **ARTICLE 4**

### **ELECTION OF REGION DIRECTOR**

**4.1 Eligibility.** As stated in Article 4 of the Eastern Division By-laws, Region Director candidates must be active registered patrollers in the Region, have a minimum of five seasons of patrolling experience, and have achieved Senior Alpine Patroller, Senior Nordic Patroller, or Certified Patroller status. Members currently registered as Patrollers (formerly Auxiliary Patrollers) are qualified to

become Region Director candidates if they have met the requirements described above at some point in their patrol career.

**4.2 Term.** The term of office for Region Director shall be two years and term limits shall be as specified in Article 4.2 of the Eastern Division By-laws. The term of office shall commence on April 1 following the fall election process. The election year for the Region Director of EPA shall be the odd number year, with term of office commencing on April 1<sup>st</sup> of the even number year.

**4.3 Election Procedure.** As provided in Article 5 of the Eastern Division By-laws, the Region Director shall be elected by the Active Members with primary registration in the Region, voting at or during the period of the Fall Outdoor Emergency Care Refreshers or similar meeting(s) held for the purpose of election. An Active Member shall be defined as a Member with a NSP registration number reflecting primary membership in the Region, excluding Alumni, Medical Associates, Candidates, and Professional Division Members.

**4.3.1 Voting Options.** Voting may be by written or electronic secret ballot. The Region may select only one balloting option for a single election. Written and electronic balloting cannot be mixed. Ballots shall contain provisions for write-in candidates. Proxy voting shall not be permitted, but absentee balloting may be permitted for good cause shown to the Election Committee.

**4.3.2 Electronic Balloting.** Electronic balloting shall be performed via the approved on-line portal as designated by the Region. Electronic balloting: shall incorporate state-of-art technology to maintain the security and privacy of the process; shall use data check registration based on the voter's NSP registration

number; and shall allow only one vote per member. NSP Patrol Representatives shall provide opportunity for computer access and voting assistance for their Patrollers that do not have such access or possess computer operation skills. Opportunity for access to a voting computer may be provided by the Election Committee at the Fall OEC Refreshers for patrollers without any other computer access. Special provisions shall be made to assist voters that do not have an email address.

**4.3.3 Election Supervision.** Balloting and vote count shall be supervised by the Election Committee. Security of the written or electronic balloting process shall be maintained to assure no duplicate or ineligible voting or “hacking” takes place. Any attempt to interfere with or manipulate the written or electronic voting process will be grounds for immediate suspension and/or termination of membership. Ballots shall not be counted until substantially all Active Members have been given the opportunity to vote, after which the count shall be tabulated and announced. The candidate receiving the greater number of votes cast (a plurality) shall be declared the winner. Ties shall be broken in a manner determined by the Chairperson of the Election Committee, in consultation with the Region Director. However, if the Region Director is a candidate for re-election to the office, the tie shall be broken by a run-off election between the tied candidates. Eligible voters in the run-off election shall consist of those Officers among the Region Delegate At Large, Section Chiefs/Region Delegates, and NSP Patrol Representatives who are not a run-off candidate for the office. All

other requirements of the Eastern Division By-laws with respect to the election of the Region Director shall be followed.

#### **4.4 Announcement, Nomination, and Election Process**

**4.4.1 Notification.** The Election Committee shall provide notice of the nomination and election process and schedule to active region members by January 30 of the year of the election. Notification shall be by appropriate means such as: Region Website; region, section, and patrol publications; memoranda; announcements at meetings; etc.

**4.4.2 Nomination.** Any active registered member may nominate a qualified candidate for office. Any qualified active registered member in good standing may announce their own candidacy. A candidate shall submit their acceptance of the nomination, accompanied by their written resume and platform statement, to the Election Chairperson no less than 30 days prior to the beginning date of the election.

**4.4.3 Review of Qualifications.** The Chairperson of the Election Committee shall confirm the qualifications of each candidate and obtain a written acceptance or refusal of the nomination. The region Legal Advisor-Counsel shall be consulted by the Election Chairperson in any case where compliance with the stated qualifications is not clear or is in doubt. Division Legal Counsel may be consulted at Region Legal Advisor-Counsel's option. Candidates who are determined by the Committee as not meeting the required qualifications shall be formally notified of their ineligibility for the office.

**4.4.4 Notice to Active Members.** The Election Committee shall provide notice of the names, platforms, and resumes of qualified candidates to the voting members prior to the election. Said notice may be provided by any of the methods described in Article 4.4.1, and/or by posting or handouts at the place of voting.

**4.5 Election Period.** The election of the Region Director shall begin on the date of the first scheduled Fall Outdoor Emergency Care Refresher for the Region, or the first alternatively scheduled election meeting. The election shall continue until all Active Members with primary registration in the Region have been given a reasonable opportunity to cast their regular ballot or vote by absentee ballot approved by the Election Committee. The voting period shall end on the date of the last Outdoor Emergency Care Refresher for the Region.

**4.6 Write-in Candidates.** Write-in candidates must furnish a written statement of qualifications and an NSP resume to the Election Committee within 15 days after their name is first entered on a ballot as a write-in candidate. Failure to provide such information for review shall result in disqualification from eligibility for the elective office. The Election Committee shall review the qualifications information and rule on the eligibility of each write-in candidate in writing within 10 days of receipt of all required qualification information.

**4.7 Tabulation of Ballots.** The Election Committee shall inspect the ballots to confirm their validity and the presence of any write-in votes. Information concerning the number of votes received by any candidate(s) shall not be disclosed until the balloting process is fully completed. The Election Committee

shall tabulate all ballots following the last voting opportunity for Active Members, The Election Committee shall announce the name of the winner, and provide written notification to the Division Director. The candidate receiving the greater number of votes (a plurality) shall be declared the winner. Ties shall be broken in a manner determined by the Chairperson of the Region Election Committee, as provided in Section 4.3.3 of these By-Laws.

## **ARTICLE 5**

### **ELECTION OF REGION DELEGATE AT LARGE AND SECTION**

#### **CHIEF/REGION DELEGATES**

**5.1 Eligibility.** The Region Delegate At Large and Section Chiefs/Region Delegates shall meet the eligibility requirements for Region Director as set forth in the Eastern Division By-laws.

**5.2 Term.** The term of the Region Delegate At Large and Section Chiefs/Region Delegates shall be two years, and shall begin at the opening of business at the spring meeting of the region. A Region Delegate At Large or Section Chief/Region Delegate may serve no more than three consecutive full elected terms, not counting any short terms served in an appointed or elected capacity to fill an unexpected vacancy.

#### **5.3 Nomination Procedure.**

**5.3.1 Notification of Elective Process.** The Election Committee, at least 45 days prior to the date of election, shall notify the Region Delegate At Large, Section Chiefs/Region Delegates, and all NSP Patrol

Representatives of the election schedule and shall solicit qualified nominees for all offices due for election.

**5.3.2 Nomination.** Any active registered member may nominate a qualified candidate for office. Any qualified active registered member in good standing may announce their own candidacy. A candidate shall submit their acceptance of the nomination, accompanied by their written resume and platform statement, to the Election Chairperson no less than 21 days prior to the date of the election.

**5.3.3 Qualification Review.** The qualification review shall be performed as described in Article 4.4.3, Qualification Review,.

#### **5.4 Election Procedure**

**5.4.1 Schedule.** Elections of the Region Delegate At Large and Section Chiefs/Region Delegates will be held in the spring. Two Section Chiefs/Region Delegates and the Region Delegate At Large will be elected in even numbered years and the other two Section Chiefs/Region Delegates will be elected in odd numbered years. The Northern and Southwest Sections will elect Section Chiefs/Region Delegates in the odd years. The Pocono and Central sections will elect Section Chiefs/Region Delegates in the even numbered years.

**5.4.2 Balloting.** Elections of the Region Delegate At Large and Section Chiefs/Region Delegates shall be conducted by mailed ballot. Write-in candidates shall not be permitted. Proxy voting shall not be permitted. The first Monday in March shall be the date of election, the day on which

the ballots, along with the candidates' resumes and platform statements are mailed to the electorate.

**5.4.3 Voter Eligibility.** The NSP Patrol Representatives within a Section shall be entitled to vote in the election of their Section Chief/Region Delegate. Should any candidate for Section Chief/Region Delegate already possess a vote within the Section, one vote shall be tallied for each of the other candidates for the position. All NSP Patrol Representatives within the Region shall be entitled to vote in the election of the Region Delegate At Large.

**5.4.4 Majority.** The Region Delegate At Large and the Section Chiefs/Region Delegates shall be elected by a simple majority of votes cast in accordance with the election process.

**5.4.5 Tie Breaking.** If the first round of voting fails to provide a majority of votes to one candidate, a run-off election will be held between the two candidates with the highest vote counts. If the run-off election results in a tie vote, the Region Director shall cast the deciding vote.

**5.4.6 Return of Ballots.** The date of election plus 14 days shall be the postmark deadline for return of ballots to the Election Chairperson. On the date of election plus 21 days, the ballots shall be counted and results announced.

**5.4.7 Completion Date.** Elections of the Region Delegate At Large and Section Chiefs/Region Delegates shall be completed by April 1. Run-off elections

shall be completed by the opening of business at the spring officers meeting.

## **ARTICLE 6**

### **ELECTION COMMITTEE**

**6.1 Committee Make-up and Responsibilities.** The Region Director shall appoint a Region Nominating/Election Committee to supervise and conduct the nomination, qualification review, and election processes for the election of the Regional Director, Region Delegate At Large, and Section Chiefs/Region Delegates. The Committee shall be composed of at least three active members, representing several sections, selected at least 90 days before the election date. The Committee shall conduct the nomination/election process for Region Director as required by the Eastern Division by-laws, and as described in Article 4 herein. The Committee shall conduct the nomination/election process for Region Delegate At Large and Section Chiefs/Region Delegates as described in Article 5 herein. All voting for Region Delegates shall be by written, secret ballot.

**6.2 Records.** The Chairperson shall maintain a record of all documents, including the notification of election and schedule, statements of acceptance or refusal, resumes, platforms, and ballots, until the election results are certified by the Region Director.

**6.3 Reports.** The Chairperson shall file a report with the Region Director, or designee, within seven (7) days after the ballots are counted. The report shall

specify the conduct of the election, including number of nominees, acceptances and denials, number of votes cast, and total for each candidate.

## **ARTICLE 7**

### **VACANCIES, APPOINTMENTS, AND REMOVALS OF OFFICERS**

**7.1 Vacancies.** In the event that a Region Delegate At Large or Section Chief/Region Delegate vacancy occurs due to resignation or other circumstances, the Region Director may at his/her option:  
appoint a qualified replacement to serve out the remaining term of office; or  
schedule a special election within the Section. Region Director vacancies shall be backfilled as prescribed in the Eastern Division By-laws.

**7.2 Removal of an Elected Officer.** Removal of the Region Director, Region Delegate At Large, Section Chief/Region Delegate, or an elected or appointed NSP Patrol Representative may be determined to be necessary because of failure to properly discharge the responsibilities of office. Such action may be based on Section 7.2.2, Standards of Conduct, Malfeasance or Incompetence in NSP Positions of Authority, in the NSP Policies and Procedures Manual. No Region Director shall be removed except by a vote of two-thirds of the voting members present at a meeting called for the purpose of removal. A Region Delegate At Large or Section Chief/Region Delegate may be removed by the Region Director for failure to properly discharge the responsibilities of office. The removal process for a Section Chief/Region Delegate may be in response to a written petition for removal signed by a majority of the NSP

Patrol Representatives within the Section. The removal process for a Region Delegate At Large may be in response to a written petition for removal signed by a majority of the NSP Patrol Representatives within the Region. An NSP Patrol Representative may be removed from region officer responsibilities for failure to administer the NSP registration unit according to the rules, regulations, and training standards of the NSP. Said removal action shall be by the Section Chief/Region Delegate, with the approval of the Region Director, and shall be done in consultation with resort area management.

## **ARTICLE 8**

### **MEETINGS OF OFFICERS**

**8.1 Semi-Annual Meetings.** The semi-annual meetings of the Region shall be conducted in the spring and fall of each year, and shall be coordinated with the spring and fall officers meetings of the Division. The Region Director shall preside at all meetings of the Region Officers and/or members.

**8.2 Special Meetings.** Special purpose meetings may be held at the call of the Region Director or twenty-five (25) percent of the Region Officers.

**8.3 Quorum.** Thirty (30) percent of the voting officers present shall constitute a quorum for the purpose of conducting business at a meeting of the Region Officers.

**8.4 Notice of Meeting.** Written, personal, email, and/or telephone notice of the meeting shall be given to the Officers fifteen (15) or more days prior to the meeting.

**8.5 Voting.** Issues brought before the officers at a business meeting and requiring a vote shall be decided by a majority vote of the voting officers present. Proxy voting may be permitted. An officer may give a proxy to a patroller of his/her choice. Such proxy must be in writing and signed by the officer. No person shall be entitled to carry or exercise more than one vote.

**8.6 Conduct of Business.** In the absence of specific provisions in these By-laws governing the conduct of meetings, the business of the Region and its meetings shall be conducted in accordance with Robert's Rules of Order, as amended.

## **ARTICLE 9**

### **FISCAL YEAR**

The Fiscal Year for the Region shall be April 1 to March 31 of each year.

## **ARTICLE 10**

### **DUES**

The Region shall collect annual dues from its members for the purpose of performing its intended functions and services to the members. The level of dues shall be determined by the Region Officers as necessary to fund Region program activities and services, and to provide for sufficient reserve of funds to safeguard against non-performance of future activities. Approval of dues level shall require formal action by the Region Officers during a meeting of said Officers. Approval by two-thirds of the voting Officers present at the meeting

shall be required for any proposed change in the amount of annual Region member dues.

## **ARTICLE 11**

### **DISBURSEMENT OF FUNDS UPON DISSOLUTION**

**11.1 Region Dissolution.** Upon dissolution of the Eastern Pennsylvania Region for any reason, the funds and property in the hands of the Region shall be distributed per capita (by members) to the patrols comprising the Eastern Pennsylvania Region at such time.

## **ARTICLE 12**

### **GRIEVANCE AND APPEAL PROCEDURES**

A Member shall have all of the rights to express a grievance and appeal afforded to any registered member of the National Ski Patrol System, Inc. as set forth in its By-laws, Policies, and Procedures.

## **ARTICLE 13**

### **SEPARABILITY**

Should any Article, Section or Provision of these By-laws be held invalid by any court or government agency, such holding shall not be construed as affecting the validity of the remaining Provisions of these By-laws and they shall stand, notwithstanding the invalidity of any such Article, Section or Provision.

## **ARTICLE 14**

### **CHOICE OF LAW**

These By-laws shall be construed by, and in accordance with, the Laws of the Commonwealth of Pennsylvania.

## **ARTICLE 15**

### **INDEMNIFICATION**

The Region shall indemnify each person who has served or is serving as Region Director, Alternate Region Director, Assistant Region Director, Secretary, Treasurer, or other Region Officer, Region Delegate At Large, Section Chief/Region Delegate, Region or Section Advisor, or NSP Patrol

Representative, and who by reason of his or her position, as such, is made a party to any legal proceeding, to the full extent permitted under the law. If it becomes necessary to determine whether such person has met the standards of conduct required by law for indemnification, and if the determination is not made by a court, the determination shall be made by the voting Officers of the Region, but only by a majority of a quorum consisting of Officers who are not parties to the proceeding. If there is no such quorum, the determination shall be made in a written opinion by independent legal counsel chosen by a majority of the entire voting Officers of the Region. The Officers shall have the power to purchase and maintain insurance on behalf of any person who is or was such a Region representative against any liability arising out of his or her status as such, whether or not the Region would have the power to indemnify him or her against such liability under the provisions of this Article.

## **ARTICLE 16**

### **AMENDMENTS**

**16.1 Submission.** Proposed amendments to these By-laws shall be submitted in writing to the Region Director not less than thirty days prior to the date of the next regularly scheduled Officers Meeting, for distribution to the Officers.

**16.2 Approval.** At such meeting, the affirmative vote of two-thirds of the whole number of Region Officers voting at such meeting shall be required to adopt any amendment. Proxies of Region Officers shall be permitted.

Adopted: November 14, 2004

Amendment Number 1, Adopted November 15, 2009

Amendment Number 2, Adopted November 11, 2012