



BY-LAWS

EASTERN OUTDOOR REPS ASSOCIATION

PO Box 18297

ASHEVILLE, NC 28814-0297

(828) 252-7956

WWW.EORA.ORG

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EORA BY-LAWS

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EASTERN OUTDOOR REPS ASSOCIATION

BY-LAWS ADOPTED

ARTICLE I

NAME AND LOCATION

Section 1. **NAME**

The name of this Association shall be the EASTERN OUTDOOR REPS ASSOCIATION, an organization incorporated in the State of New York.

Section 2. **LOCATION**

The principal office of this Association shall be located at the home of the Executive Director or at such place as may be determined by the Board of Directors.

ARTICLE II

OBJECTIVES

The objectives, aims and purposes of this Association shall be:

- I. To promote the best interests and welfare of its members, including but not limited to organizing and producing trade shows for the benefit of its members.
- II. To evaluate the standards and methods of doing business within the outdoor recreation industry.
- III. To bring about closer relationships between manufacturers of outdoor recreation products and sales representatives selling products in the outdoor recreation industry.
- IV. To educate potential customers and manufacturers to the advantages of doing business with independent sales representatives.
- V. To institute and maintain an education program for the members.
- VI. To exchange pertinent information, ideas, plans and programs helpful to its members.
- VII. To give support to measures that are fair, reasonable and equitable to the interest and welfare of its members and to oppose practices by salespeople and manufacturers which are unfair, unreasonable and unethical.

To promote and encourage the public involvement in outdoor recreational activities and to promote a better understanding by the public

ARTICLE III

MEMBERSHIP PRIVILEGES

Section 1. CLASSES OF MEMBERS

The Association shall have Three (4) classes of members. The designation of each such class and the qualifications and rights of membership of each such class shall be as follows:

(a) Regular Membership.

Any person is eligible for Regular Membership who derives his or her livelihood primarily as an independent sales representative selling products in the outdoor recreational industry, whose principal place of business is separate from companies engaged in the manufacture of outdoor recreational products and whose sales territory includes states located east of the Mississippi River. [To qualify for regular membership, an individual's primary source of compensation from the manufacturer or distributor must be on a commission basis and the individual cannot hold any management position other than sales with a company involved in the manufacture or distribution of outdoor recreational products.] When approved as a regular member, pursuant to Section 4 below, such individual shall be entitled to One (1) vote on each matter submitted to the members at large for vote.

(b) B Class Membership.

Any person is eligible for B Class Membership who derives his or her livelihood primarily as a non-independent sales employee working for any company engaged in the manufacture or distribution of outdoor recreational products. To qualify for B class membership, an individual's primary source of compensation from the manufacturer or distributor is on a salaried basis, must travel in the above territory on behalf of an employer, and cannot hold a management position with a company involved in the manufacture or distribution of outdoor recreational products. . When approved as a B class member, pursuant to Section 4 below, such individual shall be entitled to One (1) vote on each matter submitted to the members at large for vote.

(c) Inactive Membership

Any existing member is eligible for inactive membership, A non-show, non-voting with seniority privilege being optional. The Board of Directors on petition of the individual member must approve inactive membership status and the fee to maintain seniority or relinquish seniority ranking will be determined by the Board of Directors.

(d) Subordinate Members:

Any active Regular Member may appoint a Subordinate Member in the Association by notification to the Executive Director. A person is eligible to hold a Subordinate Membership if that person derives income from the sale of outdoor recreational products directly from the Regular Member appointing such person. A Regular Member may appoint more than one

Subordinate Member, and may reassign a Subordinate Membership to another eligible person upon notification to the Executive Director.

A Regular Member may hold open an unassigned Subordinate Membership position by maintaining the dues for such position in good standing.

Unless a Subordinate Membership is otherwise terminated pursuant to these Bylaws, a Subordinate Membership shall be terminated upon such person no longer deriving income from the Regular Member or upon notification of termination or reassignment by the Regular Member by whom the person was appointed.

Subordinate Memberships are non-voting.

Section 2. APPLICATION FOR MEMBERSHIP.

All applications for membership shall be made in writing to the Executive Director on a designated membership application form. Each application shall designate the region in which the applicant calls on customers in his or her selling duties. A check shall be submitted with the initiation fee. Any applicant not approved for membership shall be refunded all money submitted within thirty - (30) days after the decision.

Section 3. APPLICATION FORMS.

The Executive Director shall provide membership application forms and shall make such forms available upon request. The Board of Directors may appoint a membership committee to solicit membership applications.

Section 4. APPROVAL OF MEMBERS.

Each application for membership shall be reviewed by the Board of Directors at a regularly scheduled meeting held by the Board of Directors. An affirmative vote of the majority of the Directors present at the meeting shall be required for approval for membership.

Section 5. CHANGE IN CLASS OF MEMBERSHIP.

Any member requesting a change in class of membership must petition for a change in membership status in writing, at least thirty (30) days prior to the next regularly scheduled meeting held by the Board of Directors. Additionally, any member desiring a change in the region of his or her membership must petition for such a change in writing, at least thirty (30) days prior to the next regularly scheduled meeting held by the Board of Directors.

Section 6. REMOVAL.

The Board of Directors may remove any member for cause by an affirmative vote of the majority of the Directors present at a regularly scheduled meeting. Removal may occur only after the voting or non-voting member complained against has been advised, in writing, of the complaint at least thirty (30) days prior to the next scheduled meeting by the Board of Directors. The Board of Directors may meet with the complainant and member complained of at the site where the meeting is held before the regularly scheduled meeting to hear the facts and to determine if

the complaint has sufficient merit to warrant a vote before the Board of Directors at that meeting.

Section 7. REINSTATEMENT.

Any voting or non-voting member removed by a majority vote of the Board of Directors present at a future meeting as stated hereinabove may, by written request filed with the Executive Director, appeal the decision and apply for reinstatement at any future regularly scheduled meeting of the Board of Directors, providing that written notice of intent to apply for reinstatement is sent to the Executive Director at least thirty (30) days in advance of the next scheduled meeting. The accused and complainants must be advised of any reinstatement proceedings at least thirty (30) days before the meeting and a majority vote of the Directors present at such a meeting shall be necessary to reinstate a removed member. Such reinstatement may be upon such terms and conditions as the Board of Directors may deem appropriate under the circumstances.

Section 8. RESIGNATION.

Any member may resign at any time by filing a written notice of resignation with the Executive Director. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges which may have accrued and not been paid as of the time of the receipt of the written letter of resignation by the Executive Director.

Section 9. DUES.

The Board of Directors shall establish dues and initiation fees. Any change in dues shall be effective at the beginning of the next dues period. At no time may an applicant pay less than the amount fixed from time to time by the Board of Directors.

Section 10. METHOD OF COLLECTION.

The Executive Director shall bill each member for his or her annual dues on a date determined by the Board of Directors or at the beginning of the next dues period. The members shall pay all dues in full to the Executive Director.

Section 11. DELINQUENCY AND CANCELLATION.

A member shall be delinquent in dues thirty (30) days after the beginning of the dues period. If payment has not been made within this period, the Executive Director shall notify the delinquent member, in writing, of his or her delinquency. If payment is not received within Ten (10) days thereafter, the member shall forfeit all rights and privileges of the membership.

ARTICLE IV

OFFICERS

Section 1. OFFICERS.

The officers of this Association shall be the President, Vice President for each region as defined in Article XI, an Executive Director, and such other officers as

may be determined by the Board of Directors, and shall have the authority and perform the duties prescribed by the Board of Directors from time to time.

Section 2. ELECTION AND TERM OF OFFICE.

The President shall be elected by the majority of the Board members present at the annual meeting of the Board of Directors. The President shall hold office for a one year term for which he or she is elected, or until his or her successor has been appointed and qualifies. Additionally, the Board member from each region with the shortest remaining term shall become the regional Vice President of their respective region.

Section 3. REMOVAL

Any officer appointed by the Board of Directors may be removed by the Board for cause upon the affirmative vote of a majority of the Directors present at a meeting held by the Board of Directors. In the event of the death, resignation or removal of an officer, the Board of Directors shall appoint a successor to fill the unexpired term upon the affirmative majority of the Directors present at a regularly scheduled meeting or special meeting convened by the Board of Directors.

Section 4. DUTIES OF THE PRESIDENT.

The President shall preside at meetings of the Board of Directors. The President shall have general supervision of the affairs of the Association and have such duties as are usually incident and customary to the office and affairs of the President. The President shall appoint all standing committees, except when otherwise provided in these By-Laws, and all special committees required to assist the President in order to perform the work of the Association and he or she shall be an ex-officio member of all such committees. The President shall have the power to sign with the Executive Director or any other officer authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some officer or agent of the Association.

Section 5. DUTIES OF THE VICE PRESIDENT.

There shall be as many Vice Presidents as there are regions as defined in Article XI. Each Vice President shall assist the President to carry out the duties as from time to time may be assigned to him or her by the President or the Board of Directors. In the absence of the President, each Vice President shall be in charge of interpreting and enforcing the rules, regulations, and policies of each show in his or her region. Additionally, each regional Vice President shall preside at regional membership meetings; shall annually review the Executive Director's incumbency; shall sign the annual renewal contract with the Executive Director with the approval of the Board of Directors at the annual Board of Directors meeting; shall review and present applicants applying for membership from their region at scheduled meetings; shall review and present regional classifications annually, and shall approve all budget expenses in excess of Five Hundred Dollars (\$500.00) in writing.

Section 6. DUTIES OF THE EXECUTIVE DIRECTOR.

The Executive Director shall attend meetings of the Board of Directors and of the regional shows of the members; shall record all votes and minutes of all proceedings in a book to be kept for that purpose; give or cause to be given notice of all meetings of members and of special meetings of the Board of Directors or of the members; keep in safe custody the seal of the Association and affix it to any instrument when authorized by the Board of Directors; when required, prepare or cause to be prepared and available at each meeting of members a certified list in alphabetical order of the members entitled to vote there at; keep all of the documents and records of the Association as required by law or otherwise as proper in safe manner and perform such other and further duties as may be prescribed by the Board of Directors. The Executive Director shall be responsible for maintaining all documents and attend to all correspondence as required.

The Executive Director shall keep all meeting records, the By-Laws and all amendments up to date and shall have a copy of same available for review by members during all meetings of the Association. If the Executive Director is replaced, the President has the authority to freeze all Board positions for a one (1) year period. The Board of Directors shall have the right to issue a written employment agreement with the Executive Director, hire and fire the Executive Director without cause upon Thirty (30) day's written notice upon an affirmative vote of the majority of the Directors present at a regularly scheduled meeting of the Board of Directors and to freeze all Association funds immediately upon taking such action. The Executive Director's annual contract renewal will be authorized at the annual Board of Directors meeting.

Section 7. DUTIES OF THE EXECUTIVE DIRECTOR TO ACT AS TREASURER

The Treasurer (Executive Director) shall at all times keep a complete roster of the Association; shall collect dues and monies tendered to the Association; shall have custody of the corporate funds or assets of the Association; keep full and accurate accounts of receipts and disbursements in the Association's books; deposit all money and other valuables in the name and to the credit of the Association in such depositories as may be designated by the Board of Directors; disburse the funds of the Association as may be designated by the Board of Directors; preserve proper vouchers for such disbursements rendered to the President and the Board of Directors at regular meetings of the Board of Directors, or whenever they require it, provide an account of all transactions performed as Treasurer and of the financial condition of the Association; render a full financial report at annual meetings of the members, if so requested; furnish all Officers and agents at the request of the President such reports and statements as may be required as to all financial transactions of the Association; perform such other duties as given to him or her by the Board of Directors or the President. It shall be the further responsibility of the Treasurer to file such forms, documents and other required instruments as are necessary to comply with federal, state and local laws governing the operation of the Association as a not for profit Corporation. In that regard, the Treasurer may hire the service of professional accountants, bookkeepers or other staff as authorized by the Board of Directors from time to time to accomplish this purpose.

ARTICLE V

BOARD OF DIRECTORS

Section 1. AUTHORITY AND RESPONSIBILITY

The Board of Directors shall have supervision, control and direction of the affairs of this Association, its committees and publications and shall actively pursue its funds, except when otherwise provided in these By-Laws. The Board of Directors shall also be required annually to review all prospective members for membership status and related matters.

Section 2. COMPOSITION AND METHOD OF ELECTION

At each annual regional meeting of the members, voting members of such region shall elect Directors by the affirmative vote of a majority of those members present or voting by proxy. The Directors elected shall hold office for a Four (4) year term. Each Director shall hold office until the expiration of the term for which he or she is elected or until his or her successor has been elected and qualified, or until his or her prior resignation or removal.

Section 3. NUMBER, TENURE AND QUALIFICATION

The number of Directors shall be fixed at nine (9), three (3) members per region with a maximum of one (1) B Class Member per region. No Director having served One (1) full term shall be eligible for re-election until at least One (1) full year has elapsed after his or her full One (1) year term has expired.

Section 4. VACANCIES

Vacancies occurring in the Board for any reason may be filled by a vote of the majority of the attending regional membership at the next annual meeting of the regional membership. The Board of Directors may fill a vacancy until the next regional meeting with a member of the region in which the vacancy occurs. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his or her predecessor. Each Director shall hold office until the expiration of the term for which he or she is elected and until his or her successor has been elected and qualifies or until his or her prior resignation or removal.

Section 5. REMOVAL

Any or all of the Directors may be removed for cause by vote of an affirmative majority of all Directors present at a regularly scheduled meeting of the Board of Directors.

Section 6. RESIGNATION

A Director may resign at any time by giving written notice to the Board of Directors, the President or the Executive Director of the Association. Unless otherwise specified in the notice, resignations shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance shall not be necessary to make it effective.

Section 7. QUORUM

At least Five (5) Directors must be present to constitute a Quorum for the transaction of the business for any specified items of business and each region must be represented by at least One (1) Director. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence at the meeting for purposes of quorum and voting.

Section 8. VOTING

Unless otherwise required by law, the vote of the majority of the Directors present at the time of the vote, if a quorum is present, shall be the act of the Board of Directors. Each Director present shall have one vote on each item of business brought before the Board of Directors requiring a vote and cannot be represented by proxy at any meeting. Any action required or permitted by the board or any committee thereof may be taken without a meeting if all members of the board or committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the board or committee shall be filed with the minutes of the proceedings of the board or committee.

Section 9. PLACE OF MEETING

The Board of Directors shall hold its meetings at a convenient location chosen by the Executive Director with approval by the Board of Directors.

Section 10. BOARD MEETINGS

The annual meeting of the Board of Directors shall be held within a reasonable amount of time after the regional annual meeting of the members of the Association. Other meetings of the Board of Directors may be held with or without notice at such time or place as the Board of Directors shall from time to time determine.

Section 11. SPECIAL MEETINGS

Special Meetings of the Board shall be held upon notice to the Directors and may be called by the President upon Ten (10) days notice to each Director, either personally, by mail, or by electronic communication. Special Meetings shall be called by the President, by the Executive Director, or at the written request of any Two (2) Directors in a like manner. Notice of a meeting need not be given to any Director who submits a waiver of Notice either before or after the meeting, or who attends the meeting without protesting prior thereto at its commencement the lack of notice to him or her. The President or Executive Director shall fix the place and time for the holding of the Special Meeting of the Board of Directors. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to a time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other Directors.

Section 12. AGENDA

The agenda for Board meetings shall include a roll call of officers and Directors present, a financial report and reports of standing committees.

Section 13. CONDUCT OF MEETINGS

All meetings of the Board of Directors shall be presided over by the President as chairperson, or in his or her absence, by the Executive Director.

Section 14. COMPENSATION

All Directors shall receive no compensation for their service. The Board of Directors may be indemnified for out-of-pocket expenses and costs of travel and disbursements if authorized by a majority of the voting members or the Board of Directors. The Board of Directors, by resolution, will indemnify any Director for expenses and costs, including attorney's fees, actually and necessarily incurred by him or her in connection with any claim asserted against him or her by action in court or otherwise by reason of his or her being or having been a Director, except in regard to matters which said Director may have acted outside the scope of his or her authority and responsibility, or in regard to any act which shall be determined to be negligence or misconduct in respect of the matter for which indemnity is sought. For this purpose the Board of Directors may satisfy this provision by obtaining a policy of insurance in an amount and scope deemed sufficient by a majority of the Board of Directors.

ARTICLE VI

REGIONAL MEETINGS OF THE MEMBERS

Section 1 There will be three regional Annual Meetings of the Members. These will be held while members are attending the fall regional show. The date and time shall be set in advance by the Board of Directors and communicated through the Executive Director.

Section 2. SPECIAL REGIONAL MEETINGS

Special regional meetings may be called by the Board of Directors, the President or at the request in writing of not less than Thirty Percent (30%) of the regional members. Such written request shall be sent to the Executive Director and shall state the purpose or purposes of the proposed meeting. The business transacted at the Special Regional Meeting shall be confined to the purposes stated in the Notice.

Section 3. PLACE OF MEETING

The Board of Directors may designate any place convenient as the place of the regional annual meeting or for any special meeting called pursuant to the provisions of Section 2. here in.

Section 4. NOTICE OF REGIONAL MEETINGS

Written notice of each regional meeting of members shall state the purpose or purposes for which the meeting is called; the place, date and hour of the meeting; and unless it is being issued by or at the direction of the person or persons calling the meeting, written notice shall be given either personally or by mail to each member entitled to vote at such meeting not less than Thirty (30) days from the date of such meeting. If action is proposed to be taken that might raise the dues to be paid for membership, the Notice shall include a statement of that purpose and to that effect. If mailed, the Notice is given when deposited in the United States mail with postage thereon prepaid directed to the member at the address as it appears on the record of Members, or if he or she shall have filed with the Executive Director a written request that Notices to him or her be mailed to some other address than directed to him or her at such address.

Section 5. WAIVER OF NOTICE

Notice of meetings need not be given to any member who signs a waiver of notice in person or by proxy, either before or after the meeting. The attendance of any member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by him or her.

Section 6. REGIONAL QUORUM

A quorum shall be present to conduct business if there shall be Ten (10) members present who are entitled to vote, or members present holding Twenty Percent (20%) of the votes that may be cast at any regional meeting, whichever is less. If any quorum is once present to organize a meeting and is broken by the subsequent withdrawal of any member, the members present may continue the meeting despite the absence of a quorum.

Section 7. PROXY

Those members entitled to vote at a meeting of members, or to express consent or dissent about a meeting, may authorize another person or persons to act for him or her by proxy. Each proxy must be signed by the regular member or his attorney in fact. No proxy shall be valid after expiration of Eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it except as otherwise provided by law. All proxies must be filed with the Executive Director prior to the commencement of the meeting to be valid.

Section 8. VOTING

Those voting members of the Association at their designated regional meeting shall be entitled to one vote in person or by proxy upon each subject properly submitted to vote of the members.

Section 9. VOTES NECESSARY

Except as otherwise required by statute, the election of Directors shall be by a majority of the votes cast at a meeting of members entitled to vote in the election. Each region shall elect Three (3) Directors.

Section 10. RULES OF ORDER

The meetings and procedures of this Association shall be regulated and controlled according to ROBERT'S RULES OF ORDER (revised) for parliamentary procedures, except as may otherwise be provided by these By-Laws. The meeting of the members shall be presided over by the President or regional Vice-President, and if neither are present, by a chairperson chosen at the meeting. The Executive Director shall act as Secretary at each meeting.

Section 11. AGENDA

The agenda for all meetings shall include a roll call of Officers and Directors present, a financial report and reports of standing committees.

ARTICLE VII

COMMITTEES

Section 1. SPECIAL COMMITTEES

Committees may be established from time to time by the President or Board of Directors. Except as may be provided by a specific resolution of the Board of Directors, the members of each such committee shall be members of the Association. The designation of any committee, and the delegation to it of authority shall not relieve any Director of his or her duty to the Association nor shall it relieve any individual Director or Officer of any responsibility imposed upon him or her by law.

ARTICLE VIII

BOND AND AUDIT

Section 1. BOND AND AUDIT

In case the Board of Directors so requires, any Officer or agent of the Association shall execute to the Association a bond in such sum and with surety or sureties as the Board of Directors may direct, conditioned upon faithful performance of his or her duties to the Association, and including responsibility for negligence and for the accounting of all property, funds or securities of the Association which may come into his or her hands.

ARTICLE IX

FINANCE

Section 1. FISCAL PERIOD

The fiscal period of this Association shall be on an annual basis from January 1st to December 31st of each year.

Section 2. AUDIT

The accounts of the Association shall be audited per the Board of Directors discretion. An audit will be conducted when the Board votes by a majority that such an action is deemed necessary. A Certified Public Accountant shall be appointed by the Board of Directors.

Section 3. REPORT OF FINANCES

A report of the financial condition of the Association shall be prepared and given to the Board at each of its meetings covering the period ending immediately prior to the meeting.

Section 4. CHECKS

One (1) signature shall be used on all checks issued by the Association. The President and/or the Executive Director shall be authorized to sign checks.

ARTICLE X

DUES AND FUNDS

Section 1. INUREMENT TO MEMBERS

The Association shall use its funds only to accomplish objectives and purposes specified in these By-Laws and no part of said funds shall inure or be distributed to the members.

Section 2. DUES AND SPECIAL ASSESSMENTS

The Board of Directors may direct that a special assessment be fixed for each member. Additionally, the Board of Directors shall determine the amount of annual dues payable by the members of each class; dues shall be payable in advance the first day of January of each fiscal year. Dues of a new member shall be payable for the entire fiscal year regardless of the date on which such member applies for membership or was elected to membership.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP

Any member who has failed to pay his or her annual dues or assessments when fixed as payable shall be automatically suspended from membership commencing Ten (10 days) after the mailing of notice thereof. Said member thereafter shall not be entitled to any of the benefits or privileges of membership. If membership

shall be deemed terminated as a result of nonpayment of dues or assessments as herein provided, readmission of said member for membership shall be pursuant to the provision set forth in section 4 herein below. Notwithstanding the foregoing, the Board of Directors by an affirmative vote of the majority of the Directors present at a regularly scheduled meeting may remove any member who is in default in payment of dues for a period affixed in Article III section 7 of these By-Laws without the courtesy of allowing that member complained of and the complainant shall be responsible to pay for all costs and expenses incurred in attending any such meeting and will indemnify and hold the Association, its Directors, officers and employees harmless for any expenses incurred thereto.

Section 4. READMISSION FOR MEMBERSHIP

Readmission for membership of any person whose membership has previously been terminated by reason of his or her default in the payment of dues or assessments shall be conditioned upon the receipt of such dues and assessments which caused the termination, together with late filing fees as prescribed by the Board of Directors thereon from the date of such termination at the rate as prescribed by the Board of Directors.

ARTICLE XI

DESIGNATION OF REGIONS

Section 1. DESIGNATION OF REGIONS

The Board of Directors shall define the general regions encompassed by the membership of the Association. This definition shall be based on geographical location of the members or geographical location of the operation of the members or some other consistent criteria. The Three (3) regions are: Mid-Atlantic (NY, PA, NY, MD, DE); New England (MA, CT, RT, VT, NH, ME); and the Southeast (WV, VA, NC, SC, KY, TN, GA, AL, FL, MS).

ARTICLE XII

ADOPTIONS & AMENDMENTS

Section 1. ADOPTION

These By-Laws shall be adopted by a majority vote of the members voting at the time of its proposal to the membership for ratification, and shall be in full force and effective immediately upon adoption. A copy of the proposed amendments must be mailed to each voting member at least Fifteen (15) days in advance of the ballot due date and the ballot must be postmarked within Fifteen (15) days of the ballot due date.

Section 2. AMENDMENTS

Amendments to the bylaws may be proposed by the Board of Directors or any Regular Member. These amendments must be stated in writing and sent to all voting members of the organization at least fifteen (15) days prior to the first

annual regional membership meeting at which the vote on the amendment (s) will be held.

Amendments will be decided by the popular majority vote of all members voting across the regional meetings. The results will not be announced until after the final annual regional membership meeting.

ARTICLE XIII

FINANCES

Section 1. FINANCES

All real and personal property endowed, donated or in any manner coming into the possession of the Association shall be vested in the Board of Directions; however, no member, Director or Officer shall have any personal rights in any property or funds at any time and said property or funds shall be used by the Board of Directions only for the purposes of the Association from contracting with or paying money to any member of the Association, an Officer or a Director for services rendered.

These By-Laws, read, approved and adopted by the Board of Directors of the Eastern Outdoor Representative Association, Inc. this 17, day of November, 2006.