

Themed Entertainment Association Bylaws

Approved August 20, 2009



I. Name

- A. The name of this mutual benefit non-profit corporation is Themed Entertainment Association. In these Bylaws the corporation is called the Association. The governing body of this Association shall be the International Board of Directors, called the International Board in these Bylaws.

II. Mission

- A. The Mission of the Association is to create opportunities for the membership and the clients they serve by:
 1. Facilitating dialogue and communication
 2. Stimulating knowledge and professional growth
 3. Expanding size, diversity and awareness

III. Principal Office

- A. The principal office of the Association or its official address for the transaction of business is located in the County of Los Angeles, California USA or any other location identified by the International Board.

IV. Membership

- A. Membership in the Association shall be available in three categories: Standard, Associate, and Sustaining.
 1. Standard members shall be defined as those for-profit businesses of one or more persons actively involved in the business of creating themed entertainment or education including the planning, design, development, construction, and the creation of content who have paid current annual dues.
 - a. Standard members are entitled to one vote each in all governing Association matters such as elections, resolutions, and Bylaws amendments. The vote shall be cast by the main contact as provided by the member, or their designee.
 - b. Standard members' dues are set annually by the Association's International Board. Memberships are renewable annually. Members who have not paid their dues 30 days after their renewal date shall not be eligible to vote in Association matters, and shall be subject to being dropped from the membership rolls.
 2. Associate Members may be either firms or individuals and include anyone interested or involved in themed entertainment or education that do not qualify for Standard Membership.
 - a. Associate members are entitled to all the rights and privileges of the general membership, excluding the right to vote on Association Issues.
 - b. Associate member dues and categories are set by the Association's International Board. Memberships are renewable. Members that



have not paid their dues 30 days after their renewal date shall be subject to being dropped from the membership rolls.

3. Sustaining Members shall be defined as any Standard or Associate members who provide substantial financial support, as periodically determined by the Association's International Board, to the Association in return for special recognition and benefits. This will be an annual recognition unless otherwise determined by the Association's International Board.
- B. The International Board may provide, by resolution, for the transfer of memberships within any class or classes, with or without restriction or limitation, including transfer on the death, dissolution, merger or reorganization of a member.
 - C. Following a hearing before the International Board, any member of the Association may be expelled by a two-thirds (2/3) vote of the International Board members present for any reason that the International Board deems sufficient cause for expulsion. The member must have been provided with 30 days advance notice in writing of all issues concerning the proposed expulsion and afforded the right to appear before the International Board and to present evidence under such procedures as are established by the International Board.

V. Divisions

- A. Whenever the International Board of Directors deems it is in the best interests of the Association, the International Board may create a Division in any geographic area provided that a minimum of 30 Standard Members resides in that geographic area.
- B. The goals of the divisions are as follows:
 1. To improve communication among members and between those member and the Association.
 2. To provide a more accessible forum for the discussion of ideas.
 3. To open markets for all Association members.
 4. To provide ongoing visibility for TEA.
 5. To increase membership in the Association.
 6. Other duties as requested by the Association's International Board.
- C. Each Division board shall elect its own officers.
- D. All Division members must be members of the Association in good standing. The Association will keep records for Divisions, will collect all dues, and will provide benefits to individual Division members as members of the Association and as members of Divisions, when appropriate.



- E. The Association shall have the right to charge division dues if necessary. Dues rates would be set annually by the Association's International Board upon the recommendation of the division's elected leadership. Division special events costs shall be borne by the participants in those events through appropriate registration fees.
- F. The International Board of Directors shall have power of creation, subdivision, consolidation, and discontinuation of the Divisions at its discretion.

VI. Boards of Directors

- A. Qualification of Directors: Directors shall be full-time employees of a Standard Member.
 - 1. Duties
 - a. International: The governing body of the Association shall be the International Board of Directors. The International Board serves as a representative for the members of the organization; ensures that the organization operates in accordance with its stated mission and Bylaws; is exclusively responsible for the development, maintenance and review of Association policy; and supervises the collection and expenditure of all Association funds.
 - b. Division: The governing body of each of the Divisions shall be a Division Board of Directors, called Division Board in these Bylaws and comprising not less than five (5) Division Directors with voting privileges and a smaller number of non-voting Division Associate Member Representatives as determined by each respective division. Each Division Board of Directors is responsible for representing the Division's membership to the International Board; ensuring that the Division operates in accordance with the Association's stated mission, Bylaws and the policies established by the International Board; and assumes full fiduciary responsibility for all of the Division's budgeted funds.
- B. The International Board shall be comprised of International Directors, a representative from each Division, and non-voting Associate Member Representatives as determined by the International Board.
 - 1. The voting membership of the International Board shall consist of not less than 15 International Directors, plus one representative from each Division. At no time shall the total number of International Directors account for less than 2/3rds of the voting membership of the International Board.
 - a. International Directors shall be elected by the Standard members of the Association for a three-year term. International Directors may not serve more than two (2) three-year terms consecutively.
 - b. International Directors are eligible to serve as members of the Executive Committee.



- c. The terms shall be staggered so that approximately one third of the International Directors are elected each year.
 2. Division Representatives to the International Board: the number of Divisions shall determine the total number of Division Representatives to the International Board. The President of each Division Board must be a representative from a Standard member company and will serve as the Division Representative to the International Board. If unable to attend an International Board meeting, a Division President may proxy their voting rights to one of their respective Division Vice Presidents for that meeting.
 3. Associate Representatives: the International Board shall determine the total number and categories of Associate Representatives to the International Board.
 - a. The period of office shall be two years.
 - b. This is an *ex officio* position.
 4. The Directors shall take office at the completion of the annual meeting held during the IAAPA Fall Conference.
 5. The Immediate Past President and all Past Presidents of the International Board who are in good standing shall be considered *ex officio* members of the International Board.
 6. Each International Director and Division Representative is entitled to have one (1) vote on the International Board.
 7. All *ex officio* members are non-voting members.
- C. The International Board shall hold at least FOUR regular meetings each year. One meeting shall be the Association's annual meeting. The International Board shall determine the other meeting dates.
- D. Written or printed notice stating the place, day and hour of the meeting shall be delivered not less than ten nor more than 60 days before the date of the meeting either personally, by mail, email or fax, by or at the direction of the President, to each member of the International Board.
- E. Special meetings of the International Board may be convened by the President, by action of the Executive Committee or upon the request of 5 or more members of the International Board, providing at least 10 days notice, has been given.
- F. The presiding officer or a majority of Board members present at Board meetings may, at any time, direct the International Board to hold an Executive Session.
- G. The International Board shall employ an Executive Director to carry out its policies.
- I. For any Audit, a Committee shall be appointed by the International Board and shall be composed of five members. Such Committee to be composed of the



current Treasurer and one other member of the Executive Committee, two other Board members or other Association Standard members, and a past Treasurer who shall serve as chair. This committee shall work with Association staff and the auditors to plan, monitor and report on any audit.

- J. At any regular or special meeting of the International Board, a quorum shall constitute at minimum 51% of the voting membership of the International Board.
- K. Only one person from a given Standard Member can be elected or appointed as an International Director to the International Board. If International Directors change their member affiliation during their elected term and this results in more two or more individuals of the Standard Member serving as International Directors on the International Board they may do so until their terms expire. When two or more Directors with voting privileges (International Directors or Division Presidents) from the same Standard Member serve on the International Board only one may vote on issues before the International Board.
- L. Following a hearing before the International Board, any member of the International Board may be expelled from the International Board by a two-thirds (2/3) vote of the International Board members present for any reason which the International Board deems sufficient cause for expulsion. The International Board member must have been provided with 30 days advance notice in writing of all issues concerning the proposed expulsion and afforded the right to appear before the International Board and present evidence under such procedures as are established by the International Board.
- M. Compensation: All Directors shall serve without compensation except that they may be allowed and paid their actual and necessary expenses as pre-approved by the International Board as incurred in the furtherance of Association business.

VII. Executive Committee

- A. The Executive Committee shall oversee the Association's affairs between regular meetings of the International Board. The Executive Committee has the full authority of the International Board in any actions it takes between Board meetings.
- B. The Executive Committee shall consist of the Officers of the International Board. The Immediate Past President shall be an *ex officio* (non-voting) member of the Executive Committee. All other members shall each cast one vote unless two members are from the same company, in which case only one will have the right to vote.
- C. Executive Committee meetings may be called by any member of the Executive Committee and are presided over by the President.



- D. A majority of the Executive Committee shall constitute a quorum.
- E. The Executive Committee may meet prior to the International Board meetings and at other times by teleconference or in person, provided three days notice has been provided. Any committee may meet by teleconference so long as all members can hear all other members.
- F. The Executive Committee shall keep regular minutes of its proceedings and shall report its activities at regular meetings of the International Board.
- G. The Executive Committee shall annually review the performance of the Executive Director.
- H. Action by the Executive Committee between regular meetings of the International Board may be ratified by the full International Board at the option of the Executive Committee. The matter may be addressed by mail, facsimile or email ballot and, if approved, shall be entered in the minutes of the Association as an official action of the International Board.

VIII. Officers

- A. The officers of this Association shall be a President, President-Elect, at least two (2) Vice-Presidents, a Secretary, and a Treasurer. This Association may also have, at the discretion of the International Board, Assistant Secretaries, Financial Officers, and such other officers as may be held by the same person except that neither the Secretary nor the Treasurer/Chief Financial Officer may serve concurrently as President. All of the officers are subordinate and responsible to the International Board.
- B. The International Board elects all officers of the International Board from amongst the sitting International Directors. Each Divisional Board elects all officers of their respective Division Boards.
- C. The President is the chief executive officer of this Association and has, subject to control of the International Board, direction and control of the business and officers of this Association. The President is the key spokesperson for the Association. The President will preside at all meetings of the International Board and at the Annual Business Meeting. The President has the general powers and duties of management usually vested in the office of the president of an Association and such other powers as may be prescribed by the International Board.
 - 1. The position of President shall be filled by the President-Elect upon completion of their term.
 - 2. The President shall preside at all meetings of the International Board, Executive Committee and Association.



3. The President of the International Board shall appoint all special Committees of the International Board.
 4. The President shall appoint the chairpersons of all standing Committees of the International Board.
 5. The President shall serve as an *ex officio* member of all Committees of the International Board.
 6. Upon completion of their term, the President shall succeed to the position of Immediate Past President.
- D. The position of President-Elect shall be elected by the International Board prior to the annual meeting.
1. The President-Elect shall be selected from the current International Directors serving on the International Board.
 2. When an International Director is elected President-Elect in the last year of their term, their term is extended by a maximum of one year for the sole purpose of serving as President of the Association.
 3. If the President-Elect cannot fill this position, the current President may continue to serve until the progression can be reestablished.
 4. In the absence or disability of the President, the President-Elect shall assume the duties of the President. The President-Elect shall assume the position of President upon completion of the President's term in office.
 5. In the event of a vacancy in the office of President, the President-Elect shall automatically succeed to the office of President for the duration of the President's term and then serve their elected term.
 6. The President-Elect shall have other such powers and perform other such duties as may be prescribed by the Board of Directors or the President from time to time.
 7. The President-Elect shall serve as an *ex officio* member of all Committees of the International Board.
 8. Upon completion of the President's term, the President-Elect shall succeed to the office of President for a one-year term.
- E. Vice-Presidents: In the absence or disability of the President and the President-Elect, and subject to any limitations imposed by the International Board, a Vice-President designated by the International Board may perform all the duties of the President, and, when so acting, have all the powers of and be subject to all the restrictions upon the President.
1. When so acting, such Vice President shall have all the powers of, and be subject to all the restrictions upon, the President.
 2. Vice-Presidents shall oversee their assigned Committees and have such powers and perform other such duties as may be prescribed for them respectively by the President or the International Board from time to time.



- F. Secretary: In the absence or disability of the President, President-Elect and Vice-Presidents, and subject to any limitations imposed by the International Board, the Secretary shall perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon the President.
 - 1. The Secretary shall attend all meetings of the International Board and shall keep or cause to be kept, at the principal office or such other place as the International Board may order, a book of minutes of all meetings of the International Board, and its Committees, which contains the time and place of holding, either regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings and the procedures of the Association, a copy of the Associations' Articles and Bylaws, as amended to date.
 - 2. The Secretary shall give, or cause to be given, notice of all meetings of the International Board and any International Board Committees thereof required by the Bylaws or by law to be given, shall keep the seal of this Association in safe custody and shall also have such other powers and duties as may from time to time be assigned to him or her by the International Board or President.

- G. Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, full and accurate accounts of the properties and business transactions of this Association and shall send or cause to be sent to the International Board, such financial statements and reports as are required to be sent to them by these Bylaws or by law.
 - 1. The Treasurer shall deposit or cause to be deposited this Association's funds and other valuables in the name and to the credit of this Association with such depositories as may be designated by the International Board.
 - 2. The Treasurer shall disperse or cause to be dispersed the funds of this Association as may be ordered by the International Board, taking proper vouchers for such disbursements, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of this Association, and shall have such power and perform such other duties as may be prescribed by the International Board.

- H. Comptroller: The International Board may appoint a Comptroller. Subject to any limitation imposed by the International Board, the Comptroller shall have all the powers and duties of the Treasurer, except voting rights, and in the event of the Treasurer's absence or disability, shall also have such other powers and duties as may be assigned from time to time by the International Board, the President or Treasurer.

- I. The term of office for all International Board officers shall be one (1) year. The President-Elect shall assume the office of President at the adjournment of the



Annual Business Meeting, unless the President accepts a second term. All other officers shall assume office within 90 days of the Annual Business Meeting and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected.

- J. Subordinate Officers: The International Board may elect, and may empower the International President and such other officers as the business of this Association may require, each of whom shall hold office for such period, to have such authority and perform such duties as are provided in these Bylaws or as the International Board may from time to time determine.
- K. Duties May be Delegated: In case of the absence of any officer of this Association, or for any other reason that the International Board may deem sufficient, the International Board may delegate, for the time being, all or part of the powers or duties of any such officer to any other officer or to any Director.
- L. Executive Director: The International Board of Directors shall employ a salaried Executive Director whose term, conditions of employment and scope of operational responsibilities shall be specified by the International Board.
 - 1. The Executive Director shall serve at the pleasure of the International Board.
 - 2. The Executive Director shall report to the President.
 - 3. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association, and fix their compensation within the approved budget.
 - 4. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association.
- M. The duties of the Division Officers shall mirror those of the International Officers only as they relate to their execution of the Division Board of Directors responsibilities. The following exceptions to the foregoing apply:
 - 1. The Division President shall attend all International Board meetings as a voting member. If the President is unable to attend, the Division Vice President shall attend in their place.
 - 2. The Division President may be from the same Standard Member as a current member of the International Directors, in which case voting restrictions shall apply as described in VI. K.

IX. Annual and Special Meetings

- A. An annual meeting of the Association membership shall be held during the month of November and generally in conjunction with the IAAPA tradeshow or at any other time and place determined by the International Board.



- B. Written or printed notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called shall be delivered not less than ten nor more than 60 days before the date of the meeting either personally, or by mail, email or fax, by or at the direction of the President, to all Members.
- C. The purposes of the Annual Meeting are to receive reports on the finances and membership of the Association, to receive other reports from officers and Committees, to receive election results for board positions, and to conduct any other Association business which may arise.
- D. A special meeting of the Association may be called by either:
 - 1. The President, providing at least 10 days notice, as outlined in Bylaws has been provided, or
 - 2. At least 5 percent of all Standard members, providing that the notice of the meetings has been mailed, emailed, or faxed to all Standard members of the Association at least 30 days in advance of the meeting
- E. Each Standard member shall be entitled to one vote at meetings. The member's main contact, or their designee, shall cast the vote.
- F. At any regular or special meeting of the Association membership, the Standard members present shall constitute a quorum if notice of the meeting has been provided as specified in these Bylaws.

X. Electronic Meetings

- A. Actions taken by the International Board, Executive Committee, and other Standing Committees at telephonic meetings or utilizing other media such as email, facsimile, tele conference, video conferencing, computer bulletin boards and other means of electronic communication are authorized and shall have the same effect as actions taken at other lawfully called meetings so long as all members can see or hear all other members at all times.

XI. Committees

- A. The function of each Committee of the International Board (other than the Executive Committee and the Nominating Committee) shall be to assist the International Board by studying and reviewing matters within its jurisdiction or specifically assigned to it by the International Board, and making recommendations thereon to the International Board. The International Board may provide, by resolution or through establishing policies, for such Committees, as it deems necessary or convenient for the proper governance and operation of the Association. Except as otherwise expressly provided by these Bylaws, the International Board shall determine, for each Committee, by resolution or through establishing policies:
 - 1. How the Committee shall be designated or named;
 - 2. Any restrictions or conditions on who shall preside over the Committee, including whether such an individual shall be a member of the International Board;



3. The composition of the Committee, including whether a majority of its members shall be members of the International Board;
4. The term in office and process for selecting the chairperson and the members of the Committee and their successors, if any; and
5. The duration of existence of any Committee, whether fixed or indefinite.

B. The Standing Committees of the International Board shall be:

1. The Executive Committee (chaired by the President);
2. The Nominating Committee (chaired by the President Elect);
3. The Thea Awards Nominating Committee, whose rules and structure shall be determined by the Thea Nominating Committee with International Board approval;
4. Such other Committees as the International Board from time to time may establish.

C. Any Committee member other than the International President, International President-Elect, International Vice-Presidents may be removed at any time by the International Board. All files and records of all Committees shall be the property of the Association.

D. Only the Executive Committee may act with the authority of the International Board as limited by the Bylaws. All other Committees are advisory, and may determine their own meeting rules. Minutes shall be kept, unless otherwise indicated in policies established by the International Board, or the International Board may, from time to time, prescribe rules for the governance of Committees.

E. Authority: The International Board may delegate to such Committees any of the authority of the International Board, except with respect to:

1. The approval of any action for which the Delaware Nonprofit Mutual Benefit Association Law also requires the approval of the members or a majority of all members;
2. The filling of vacancies on the International Board;
3. The fixing of compensation for the Directors for serving on the International Board or any committee;
4. The amendment or repeal of Bylaws or the adoption of new Bylaws;
5. The amendment or repeal of any resolution of the International Board, that by its express terms, is not so amenable or repeatable; or
6. The appointment of other Committees of the International Board or members thereof.

XII. Nominations and Elections

A. The President shall appoint a Nominating Committee no later than August of each year.

B. The Nominating Committee shall consist of the Association's President-Elect, who shall be the Chairperson, the current Association President, the Association's Immediate Past-President, two (2) Past Association Presidents and all outgoing International Board members except those seeking re-election. If the Association's President-Elect cannot serve as chairperson, it shall reside with one of the Association's Immediate Past-Presidents. The Association's Nominating Committee shall submit a list of certain candidates for the various elective positions to be filled for the following year to the International Board for approval by the August International Board Meeting.



- C. Election results will be announced to the membership at the Annual Meeting or within 15 days of the voting deadline.
- D. Each Standard member in good standing may cast one vote in the election of International Directors for the International Board. The ballot shall be mailed, emailed, or faxed to the contact listed in the Association's membership records. The vote may be cast by the primary Association contact or their designee.
- E. Each Division member in good standing may cast one vote in any election for Division Board Members of their respective Division.
- F. In the event of a tie vote, the ballots for that board position shall be recounted. If a tie still exists, the names of the nominees shall be placed in a container and one name shall be drawn by the Immediate Past President. The name drawn shall be declared elected.
- G. All International Directors subject to election shall be elected by ballot as prescribed by these Bylaws. Those candidates receiving the highest number of votes cast by the Standard membership will be elected.
- H. All Associate Representatives subject to election shall be elected by ballot of the members of their specific member category as prescribed by International Board policies. Those candidates receiving the highest number of votes cast by the appropriate Associate membership will be elected.

XIV. Vacancies

- A. In the event of a vacancy in any office of the Association, or the International Board, either caused by failure to elect, resignation, death or otherwise, such vacancy may be filled by appointment by the President with approval of the International Board, or by the International Board at any regular or special meeting or by mail, email, or faxed ballot. Such election will require a majority vote of a quorum at such meeting. Members so elected shall serve until the expiration of the original term of office.

XV. Parliamentary Procedure

- A. The International Board may, at any time, establish rules and procedures governing meetings and actions of the Association, Division, or any of its Committees, and it shall interpret the Bylaws of the Association. In the absence of such action by the International Board, Robert's Rules of Order shall be accepted as the parliamentary rules therefore, provided that the President may vary the order of business at his/her discretion, and a majority of the Directors present at any meeting of Members may determine any rules for such meeting.



XVI. Non-Liability of Members

- A. A member of the Association shall not be personally liable for the debts, obligations or liabilities of the Association, solely because of such membership. Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee shall be liable for the acts or failure to act of any other member, officer, agent or employee of the Association. Nor shall any member, officer, agent or employee be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful misfeasance.

XVII. Indemnification by Association

- A. The Association may indemnify any Director, officer, employee, or other agent of the Association against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in the proceeding (including a derivative action on behalf of the Association) to which that person was or is threatened to be made a party by reason of the fact that he/she was or is an agent of the Association, to the maximum extent possible under the law.

XVIII. Insurance

- A. The Association may at the discretion of the International Board maintain insurance to the extent reasonably available, at its expense, to protect itself and any such Director, officer, employee or agent of this Association or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Association would have the power to indemnify such person against such expense, liability or loss under the law.

XIX. Other Provisions

- A. Amendments to the Bylaws
 - 1. These Bylaws may be amended by repeal and new and additional Bylaws may be made from time to time at any time by a majority of the members or by the written assent of the members. Subject to right of the members to amend or repeal, these Bylaws (other than a Bylaw or amendment of a Bylaw changing the authorized number of International Directors) may be amended or repealed by the International Board in the exercise of the power granted to the International Board in these Bylaws.
 - 2. Record of Amendments. Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.
- B. Endorsement of Documents
 - 1. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between



this Association and any other person, when signed by the President, or, as delegated to the Executive Director, of this Association shall be valid and binding on this Association in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instrument may be signed by any other person or persons and in a manner that from time to time shall be determined by the International Board, and, unless so authorized by the International Board, no officer, employee or agent of the Association shall have any power or authority to bind this Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

XX. Annual Report

- A. The Executive Committee shall cause an Annual Report to be sent to the International Board within 120 days after the end of this Association's fiscal year. The Annual Report shall be accompanied by any report of independent accountants or, if there is not such a report, by the certificate of an authorized officer of this Association that such statements were prepared without audit from this Association's books and records. The Annual Report shall contain the following information, in appropriate detail, for the fiscal year:
 1. The assets and liabilities, including the trust funds, of this Association at the end of the fiscal year.
 2. The principal changes in assets and liabilities, including trust funds.
 3. The revenue and/or receipts of this Association, both unrestricted and restricted to particular purposes.
 4. Any information required by the Delaware Corporation Code.

XXI. Membership Book or Computer Data Base

- A. The Association shall keep in written or electronic form a membership book containing the name, address, and class of each member. The book shall also reflect what memberships have terminated and the effective date of such termination. Such book shall be kept at the principal office of the Association and shall be subject to the right of inspection required by law and as set forth in these Bylaws.

XXII. Inspection Rights of Members

- A. A member satisfying the qualifications set forth for membership, may for a purpose reasonably related to such member's interest as a member, inspect and copy the record of all the member's names, addresses and voting rights, at reasonable times, on five (5) business days prior written demand to the Secretary of the Association.

XXIII. Headings

- A. The headings used herein are solely for the purpose of identifying the general subject of the section and are not intended as a limitation on the subject matter of such sections.

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