

Bylaws of the Conference of Consulting Actuaries

(As restated October 2025)

Article I Name, Organizational Basis, and Location

Section 1. Name. This organization shall be named "The Conference of Consulting Actuaries," hereinafter referred to as the "CCA" or the "Conference."

Section 2. Organizational Basis. The CCA is a not-for-profit corporation, organized and operated under the Illinois Not For Profit Corporation Act. The CCA is a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code.

Section 3. Location. Offices of the CCA shall be located in the State of Illinois and/or in such other localities as may be determined by the Board of Directors of the CCA, hereinafter referred to as the "Board," "Board of Directors," or "Board of the CCA."

Article II Objectives

The objectives of the Conference of Consulting Actuaries are as determined by the Board:

CCA shall hold continuing education meetings, webinars, and discussions, , host communities of interest, and undertake such other activities as may appear desirable and necessary to achieve the objectives.

Article III Membership

Section 1. Classes. The CCA shall consist of the following classes of members:

- a) **Fellow of the CCA**, who shall be entitled to use the designation FCA.
- b) **Associate of the CCA**, who shall be entitled to use the designation ACA.

Section 2. Retired Status. In general, members in the categories indicated above are subject to the annual continuing education requirement described in Article III, Section 4. A member who retires from the profession may maintain membership in the CCA by satisfying any one of the following three independent criteria:

- a) annually fulfilling the continuing education requirement, in which case they are entitled to continue to use the membership designation to which they were entitled prior to retirement;
- b) provided the member no longer performs work as an actuary, appending "-R" to the

member's former designation; or

c) performing voluntary work in leadership roles as a Board or Committee member or officer of or volunteer for one or more of the actuarial organizations as identified by the Board of the CCA and qualifying for retiree status as long as no other actuarial work is being performed by that individual, appending "-R" to the member's formal designation.

Section 3. Requirements for Admission.

a) **Approval and Confirmation.** A candidate for membership who meets all of the following requirements for the class of membership for which application is made shall become a member of such class, according to a procedure defined by the Board of the CCA to implement the following requirements for admission.

b) **General Requirements.** A candidate for any class of membership must:

(1) Be highly proficient in the scientific and practical application of the mathematics of financial contingencies and of other techniques relating directly or indirectly thereto; and

(2) Abide by the Code of Professional Conduct as adopted by the Board.

c) **Fellow of the CCA.** A candidate for membership as a Fellow must, as of his or her date of application, be engaged in actuarial consulting practice, or work in which actuarial knowledge is relevant and satisfy any one of the following three independent criteria:

(1) Have completed six years of experience in the work described in Article III, Section 3(c) and attained the designation of ASA (Associate of the Society of Actuaries), or ACAS (Associate of the Casualty Actuarial Society), or EA (Enrolled Actuary), or MAAA (Member of the American Academy of Actuaries), or MSPA (Member of the American Society of Pension Professionals and Actuaries) or CERA (Chartered Enterprise Risk Analyst / Chartered Enterprise Risk Actuary) or the equivalent designation for any international actuarial organization accepted by the Board of the CCA; or

(2) Have been an active member in the CCA for a period of three consecutive years after attainment of the Associate membership designation, and be in good standing or

(3) Have attained the designation of FSA (Fellow of the Society of Actuaries), FCAS (Fellow of the Casualty Actuarial Society), or FSPA (Fellow of the American Society of Pension Professionals and Actuaries), or the equivalent designation for any international actuarial organization accepted by the Board of the CCA. Additionally, applicants must meet such other qualifications and requirements as may be required from time to time by the Board.

d) **Associate of the CCA.** A candidate for membership as an Associate must, as of his or her date of application:

(1) Have attained the designation of ASA (Associate of the Society of Actuaries), or ACAS (Associate of the Casualty Actuarial Society), or EA (Enrolled Actuary), or MAAA (Member of the American Academy of Actuaries), or MSPA (Member of the American Society of Pension Professionals and Actuaries); or CERA (Chartered Enterprise Risk Analyst / Chartered Enterprise Risk Actuary) or the equivalent designation for any international actuarial organization accepted by the Board of the CCA; and

(2) Meet such other qualifications and requirements as may be required from time to time by the Board of the CCA.

Section 4. Continuing Education. To remain a member in good standing, the members of any classification, other than those electing Retired Status in accordance with Article III, Section 2, must satisfy, in addition to any other requirements for remaining in good standing, such Continuing Education requirements as the Board may specify. The Treasurer shall, after due notice has been given to a member, report to the Board the failure of that member to fulfill such requirements whereupon the Board shall strike the member from the rolls of membership. Such member may, however, be reinstated by the Board subject to such terms as the Board may prescribe.

Section 5. Transfer of Classification. An Associate may make application to the Board for transfer from Associateship to Fellowship. The requirements shall be as though the member were a new candidate for Fellowship.

Section 6. Resignation. Any member may file his or her intent to resign in writing with the CCA. Pending resignations will be considered by the Board at periodic Board meetings, and, if accepted by the Board, shall become effective as of the date approved by the Board. The Board may reject a resignation for any reason it deems appropriate. If any complaint or charge is pending with any actuarial discipline body, the Board will generally reject the resignation. However, the Board may, in its discretion, permit the resignation of a member against whom a complaint or charge is pending. The Board, on written application of a member who has resigned, may reinstate the member subject to such conditions as it may prescribe.

Article IV Meetings of Members

Section 1. Annual Meeting. The Annual Meeting of the CCA shall be held at a time and place designated by the Board.

Written notice of the date or dates and place of the Annual Meeting shall be given to the membership by the CCA at least thirty (30) days, but no more than sixty (60) days, prior to the date of such meeting.

Section 2. Special Business Meetings. A special business meeting of the CCA may be called at any time at the request of a majority of the Board. Written notice of the date or dates and place of

a special business meeting shall be given to the membership by the CCA at least thirty (30) days, but no more than sixty (60) days, prior to the date of such meeting and will specify the purpose for which the meeting has been called.

Section 3. Record Date. The record date for any meeting shall be the date on which notice of the meeting is communicated.

Section 4. Voting. Each Fellow and Associate will be entitled to cast one vote upon each question brought before the annual or any special business meeting of the CCA. There shall be no voting by proxy at any meeting of the CCA.

Section 5. Quorum. The quorum required to conduct any business of the CCA, whether at the Annual Meeting, any Special Business Meeting, or if voting by mail or other means shall be one-tenth (1/10) of the Fellows and Associates then entitled to vote. Unless otherwise provided herein or in the Act, the vote of a majority of the Members present at a meeting at which a quorum is present shall be the act of the membership.

Section 6. Voting by Mail or Other Means. Any vote, including the election of Directors/Officers, or amendment of these Bylaws may be conducted in writing by mail, or electronic means in such manner as the Board shall determine, consistent with these Bylaws, or as may otherwise be allowed by law.

Section 7. Attendance by Telephone or Otherwise. Members may participate in and act at any meeting of the CCA through use of a telephone or video conference or similar communications equipment by means of which all persons participating in the meeting can communicate with each other or through any technology allowable under law, but only to the extent allowed by the Board. Such participation in the meeting shall constitute attendance in person at the meeting.

Article V Antitrust Compliance

All meetings of the CCA will be conducted in compliance with Federal and State antitrust laws and any discussion of anticompetitive activities among members is strictly prohibited.

Article VI Board of Directors

Section 1. Composition. The Board shall consist of eighteen elected Directors, as provided below, plus any individual who, though not an elected Director, is President, President-Elect, or, for a period of two years following his or her presidency, a Past President.

Section 2. Election and Term of Office. Each member of the Board shall be a Fellow of the CCA and shall have been a member of the CCA for at least one year before becoming a Director. Prior to each Annual Meeting of the CCA, six members of the Board shall be elected by the members, each to serve for a period of three years beginning at the close of the upcoming Annual Meeting and continuing until the close of the third succeeding Annual Meeting, or until a successor has been elected. Additional members of the Board shall be elected by the Board as

needed to fill any existing vacancies for unexpired terms.

All Fellows and Associates must be given notice of the proposed election. Notices shall be effective five (5) days after delivery thereof when sent to the address or email address of each Fellow and Associate as currently listed in the records of the CCA. Ballots, to be valid, must be returned to the Secretary on or before the date specified by the Board and included in the notice, which date shall be not less than thirty-five (35) days after the date the notice was sent. The top six eligible candidates receiving the highest number of votes of the Fellows and Associates who express their votes will be elected to the Board to serve following the close of the upcoming Annual Meeting held after the election has occurred.

An elected member of the Board shall be eligible for re-election at the expiration of his or her term of office, provided that no Director shall be eligible for re-election after having served as a Director for the two immediately prior consecutive terms, disregarding any period for which he or she was elected to fill a vacancy.

Any Director ineligible for re-election under the preceding paragraph shall be eligible for election as a Director after a period of one year has elapsed since he or she last served as an elected member of the Board.

A Past President shall be eligible for election as a Director after a period of three years has elapsed from the time when his or her ex officio membership on the Board as a Past President has expired. No more than two Past Presidents (excluding the ex officio members) may be on the Board at any time.

No election to the Board shall cause more than three actuaries from any one firm, proprietorship, or organization employing actuaries, to serve as Directors at the same time.

Section 3. Duties. The Board shall manage the affairs of the CCA. It shall fill all mid-term Board vacancies, for the remainder of the unexpired term, occasioned by death or resignation or from any other cause; authorize the appointment of such committees as it may deem necessary for the conduct of the affairs of the CCA; appoint the chair of the Budget and Finance Committee; promulgate rules of professional conduct for members of the CCA and interpretations relating thereto; authorize the compensation of all employees of the CCA; and assign any additional duties to officers and committees.

Section 4. Meetings. An annual meeting of the Board shall be held in conjunction with and at the place of the Annual Meeting of the CCA at such time or times as may be designated by the President. Other meetings of the Board may be called by the President, to be held at such place as he or she may designate, or by any three Directors, to be held at a place as a majority of the Board may agree, or by a video conference call. Notice of such other meetings must be in writing at least three (3) days prior to the time of meeting stated in such notice.

Section 5. Quorum. The quorum required to conduct any regular or special meeting of the Board shall be 1/3 of the Directors.

Section 6. Voting by Mail or Other Means. Any vote may be conducted by mail, facsimile or other electronic means in such a manner as the Board, in its discretion, shall determine, consistent with these Bylaws, or as may otherwise be allowed by law.

Section 7. Attendance by Telephone or Otherwise. Directors may participate in and act at any meeting of the CCA through use of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can communicate with each other or through any technology allowable under law, but only to the extent allowed by the Board. Such participation in the meeting shall constitute attendance in person at the meeting.

Section 8. Vacancies. Any vacancy occurring in the Board shall be filled by the affirmative vote of a majority of the remaining Directors even if less than a quorum. A Director elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 9. Removal of a Director. A Director may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the members voting who are entitled to vote, at a meeting at which a quorum is present, provided written notice of the meeting is delivered to all such members stating that a purpose of the meeting is to vote on removal of the named Director(s).

Article VII Officers

Section 1. Composition. Officers of the CCA shall consist of a President, a President Elect, one or more Vice Presidents, a Secretary, and a Treasurer. All officers shall be members of the Board.

Section 2. Election and Term of Office. At each Annual Meeting of the Board, the Directors present, by a vote of a majority of the current Board, shall elect from among the members of the incoming Board, separately and in the order named, a President Elect, one or more Vice Presidents, a Secretary and a Treasurer, to serve from the close of that Annual Meeting until the close of the next succeeding Annual Meeting of the CCA (notwithstanding the election of their successors as Directors). Notwithstanding the foregoing, the Directors may elect, as President Elect, an individual who, although not a member of the incoming Board, was a member of the outgoing Board.

Except as herein provided, the President Elect shall automatically succeed the President at the close of the first Annual Meeting of the CCA subsequent to his or her election, and shall serve as President until the close of the next following Annual Meeting of the CCA.

In the event that the office of President becomes vacant, the President Elect shall automatically succeed to fill the vacancy for the unexpired term, and shall serve as President until the close of the Annual Meeting of the CCA next following the expiration of such unexpired term.

In the event that the offices of both President and President Elect become vacant, the Vice

President, or if there be more than one, the Vice President designated by a majority vote of all Directors entitled to vote, shall serve as President until the next Annual Meeting of the CCA. At such meeting, the Directors, by a vote of a majority of all Directors entitled to vote, shall, prior to the election of the President Elect, elect a President to serve from the close of such meeting until the close of the next Annual Meeting of the CCA.

A retiring President who was elected as President or President Elect shall thereafter be permanently ineligible for election as President or President Elect.

In the event of a vacancy in the office of one of the Vice Presidents, Secretary, or the Treasurer, the Board shall, by majority vote of all Directors entitled to vote, elect a successor from the current Board to fill the vacancy for the unexpired term. If no one from the current Board accepts the position, the Board will elect a successor from the membership.

Section 3. Duties. In addition to such duties as may be assigned to officers from time to time by the Board, the officers shall perform the following:

a) **President.** The President shall preside at all meetings of the CCA, the Board, and the Executive Committee. He or she shall have the power to appoint all task forces. He or she shall appoint all committees authorized by the Board.

b) **President Elect.** The President Elect shall have such duties as may be assigned by the President or by the Board. In the absence of the President, or in the event of his or her inability or refusal to act, the President Elect shall perform the duties of the President.

c) **Vice Presidents.** Each Vice President shall have such duties as may be assigned by the President or by the Board.

d) **Secretary.** The Secretary shall perform all customary duties of the office of Secretary.

e) **Treasurer.** The Treasurer shall oversee all CCA funds; oversee collection of the annual dues; oversee all bills approved and/or paid by the CCA for expenditures; receive a detailed accounting of all receipts and expenditures, which shall be audited/reviewed annually by an independent accounting firm approved by the Board and present a financial statement to the membership annually.

Section 4. Removal of an Officer. An officer may be removed with or without cause by an affirmative vote of a majority of the Board or two thirds (2/3) of the Board present and voting at any regular or special meeting of the Board, whichever is greater. A vote for removal shall occur only after the officer has been advised of the impending vote and has been given reasonable opportunity to present a defense before the Board. If the officer being removed is a President or President-elect who became a member of the Board solely because of a vote of the Board into that officer position, and not by a membership vote, a successful vote by the Board to remove such officer shall result in the officer's removal from both the officer position and from the Board. However, if the officer being removed is a President or President-elect who is serving out the remainder of his/her three-year Board term while assuming their position as President or

President-elect, a successful vote by the Board to remove such officer shall result in the officer's removal from the officer position only and any removal of the officer from the Board would require a membership vote (see Article VI).

Article VIII Executive Committee

Section 1. Composition. The Executive Committee shall consist of the President, the President Elect, the Vice Presidents, the Secretary, the Treasurer, and the most recent Past President.

Section 2. Duties. All powers of the Board shall, between meetings of the Board, vest in the Executive Committee except the power to:

- a) Pass upon applications for membership;
- b) Propose amendments to the Bylaws;
- c) Establish any qualifications or requirements for any class of membership in the CCA;
- d) Accept resignations or reinstate any member who has resigned or has been disciplined;
- e) Reprimand, suspend, or expel any member;
- f) Approve the independent accounting firm; and/or
- g) Fill vacancies among the officers or Board membership.

Section 3. Meetings. The Executive Committee shall meet upon the call of the President or upon the call of any three of its members. Notice of such meetings must be in writing at least three (3) days prior to the time of meeting stated in such notice.

Section 4. Quorum. The quorum required to conduct any meeting of the Executive Committee shall be three members of the Executive Committee.

Article IX Finances and Contracts

Section 1. Dues. All dues of members shall be due and payable as of the beginning of each calendar year for such calendar year.

a) The amount of dues for each class of membership shall be determined annually by a majority vote of the Board. Annual dues shall be payable for a full calendar year or for any part of a calendar year during which the person was a member of the CCA, provided that when a person is admitted as a member after the Annual Meeting of any year, the dues shall apply for the calendar year beginning on the succeeding January 1.

b) Waiver of Dues. The Board may, in its discretion, upon a member's written request, waive payment of all or any part of dues by any member who has become totally disabled or who has attained an age as specified by the Board from time to time, or who is no longer substantially engaged in active actuarial work. In order to remain in waived membership status, a member must notify the CCA in writing and pay any dues that may be required. If notification is not received, the CCA shall notify the member in writing that a response was not received. After such notification, if the waived member fails to

respond, the CCA shall report the individual's name to the Board, whereupon the Board may strike the name of such member from the rolls, at which time he or she shall cease to be a member of the CCA.

Section 2. Delinquencies. The CCA shall notify a member in writing when that member's dues become in arrears, accompanied by a copy of this section of the Bylaws. Following such notification, if the dues remain unpaid, the CCA shall report the delinquency to the Board. If any complaint or charge is pending with any actuarial discipline body, the Board may or may not remove the member from the rolls and from membership. If no actuarial disciplinary complaints are pending, the Board shall strike the name of such member from the rolls, and he or she shall cease to be a member of the CCA. Such member may, however, be reinstated by vote of the Board and upon payment of such arrears of dues as the Board shall direct.

Section 3. Contracts. The Board may authorize any officer, agent or staff employee to enter into any contract or execute and deliver any instrument in the name or on behalf of the CCA, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or staff employee shall have any power or authority to bind the CCA by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 4. Checks. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness shall be signed by such officer(s) or agent(s) of the CCA as shall from time to time be determined by the Board.

Section 5. Deposits. All funds of the CCA not otherwise employed or invested shall be deposited to the credit of the CCA in such banks, trust companies, or other depositories as the Board may select.

Article X Discipline

Section 1. Referral of Complaints. Complaints concerning alleged violations of the CCA's Code of Professional Conduct, and all questions which may arise in the member's relationship to the CCA or its members, or in the member's professional practice, or affecting the interests of the actuarial profession, constitute matters for serious consideration.

Such complaints and questions shall be referred to the following national organization if the action occurred in that nation: the Actuarial Board for Counseling and Discipline (ABCD) in the United States, the Canadian Institute of Actuaries (CIA) in Canada, and the Colegio Nacional de Actuarios (CONAC) in Mexico, or such other successor organization(s). The CCA Disciplinary Committee shall be the appropriate body to hear disciplinary complaints against CCA members

Section 3. Other Disciplinary Matters. The President shall appoint a six-person Disciplinary Committee to consider and act on a recommendation from the ABCD, the CIA, CONAC, or successor organization(s) for discipline of a CCA member. Disciplinary action includes a private reprimand, a public reprimand, suspension of CCA membership, or expulsion from the CCA. Public reprimand, suspension and expulsion are all forms of public discipline.

Members who have been expelled shall lose all rights and privileges of membership. Members who have been suspended shall lose all rights and privileges of membership while suspended and shall not have the right to serve on committees/task forces, community steering committees or the Board for a period of one (1) year after the conclusion of the suspension. Members who have been publicly reprimanded shall retain all rights and privileges of membership except the right to serve on committees/task forces, community steering committees or the Board for a period of one (1) year from the effective date of the public reprimand.

The member who is the subject of a disciplinary recommendation from the ABCD, the CIA, CONAC, or successor organization(s) shall have the right to appear personally and by Counsel (at the member's expense) before the Disciplinary Committee to explain why that recommendation should not be followed.

The member involved shall be notified not less than forty-five (45) days in advance as to the time, date, and place where the Disciplinary Committee will consider the matter. The notification may be made by certified mail or in such other manner as the Disciplinary Committee may direct. The time limit may be waived by mutual agreement of the parties.

An action of the Disciplinary Committee to reprimand, suspend or expel a member requires an affirmative vote of four (4) of the six (6) members of the Disciplinary Committee.

An action of the Disciplinary Committee to reprimand, suspend the membership of, or to expel a member is effective forty-six (46) days after the date of action, if the member does not appeal the action to the Board of the CCA. In the event of such an appeal, the action is effective on the date when the appeal is decided by the Board.

- A member against whom an order of reprimand, suspension or expulsion has been rendered shall, upon application to the Board within forty-five (45) days after the action of the Disciplinary Committee, be entitled to appeal to the Board of the CCA at its next regularly scheduled meeting, under the following conditions:
- All rights and privileges of membership shall be retained during the pendency of the appeal;
- The notice of appeal shall be in writing. The appealing member shall be deemed to consent to all Board members receiving a copy of all applicable evidence received to date, as deemed appropriate by the Chair of the Disciplinary Committee;
- The member may appear personally and by Counsel (at the member's expense) before the Board when it meets to hear the appeal; and
- The decision of the Disciplinary Committee may be affirmed, reduced, or set aside by a majority of the members of the whole Board. Members of the Board who serve on the

Disciplinary Committee may participate and vote in deliberations of the Board.

Section 4. Notification of Public Discipline. The Board shall notify CCA members in all instances in which a member is subject to public discipline. The Board shall also give notice of the public discipline to all other actuarial organizations of which the individual is a member and to other organizations, including governmental entities, which, in the opinion of the Board, should also receive notice of the action. The Board may also give such notice of public discipline in the manner it may select.

In the case of an action by the Disciplinary Committee and/or the Board to publicly reprimand, suspend or expel a member, the notification should take place as soon as practicable on or after forty-six (46) days after the Disciplinary Committee's action or, in the case of an appeal, as soon as practicable after the Board's resolution of the appeal.

Except as otherwise provided in this Section of these Bylaws or by waiver of the person under investigation, all proceedings under this Section shall be confidential.

Section 5. Suspension. An individual whose membership has been suspended shall be eligible for reinstatement if he or she reapplies for membership after the period of suspension and meets all membership requirements in place at the time of such reapplication.

Section 6. Expulsion. An individual who has been expelled from the CCA may be reinstated only through an action of the Board. In the event of subsequent reinstatement of an expelled member, the Board shall give notice of such action to all members and also to entities previously advised by the Board of the expulsion.

Section 7. International Agreements. Notwithstanding the foregoing, the discipline procedures of the CCA are subject to the provisions of the Cross-Border Discipline Agreement between the US and Canadian actuarial organizations (and any successor agreement{s}) or any similar agreements between the CCA and other actuarial organizations located outside the United States, as may be adopted by the Board from time to time.

Article XI General Provisions

Section 1. Fiscal Year. The fiscal year of the CCA shall be as determined by the Board.

Section 2. Books and Records. The CCA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board, and Executive Committee, and shall keep a record giving the names and addresses, both post office and electronic, of members . Any voting member shall have the right to examine, personally or by agent, at any reasonable time or times, the CCA's books and records of account and minutes, and to make extracts therefrom, but only for a proper purpose. In order to exercise this right, a voting member must make a written demand upon the CCA, stating with particularity the records sought to be examined and the purpose therefore. If the CCA refuses examination, the voting member may file suit in the circuit court of the county in which either the registered agent or

principal office of the CCA is located to compel by mandamus or otherwise such examination as may be proper. If a voting member seeks to examine books or records of account, the burden of proof is upon the voting member to establish a proper purpose. If the purpose is to examine minutes, the burden of proof is upon the CCA to establish that the voting member does not have a proper purpose.

Section 3. Delivery of Notice. Any notice required to be given by law, or authorized or approved by the Articles of Incorporation or these Bylaws, shall be deemed to be delivered according to the following rules: upon personal delivery; if by mail, when deposited in the United States mail in a sealed envelope, properly addressed, with postage prepaid; if by facsimile, when the facsimile is sent via the facsimile number shown for the member/Director in the records of the CCA; if electronically, when transmitted to such email address shown for the member/Director in the records of the CCA; and if by overnight mail, when deposited with the shipping company in a sealed envelope, properly addressed, with shipping charges prepaid or billed to sender's account.

Section 4. Waiver of Notice. A written waiver of any notice required to be given by statute, the Articles of Incorporation or these Bylaws, signed by the person(s) entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the holding of the meeting because proper notice was not given.

Section 5. Use of Funds and Dissolution. The CCA shall use its funds only to accomplish the objectives and purposes specified in its Articles of Incorporation and Bylaws, and no part of its funds shall otherwise inure or be distributed to the members of the CCA. Upon dissolution of the CCA, any funds remaining after payment of all debts and liabilities shall be distributed in the manner specified in the Articles of Incorporation and Bylaws of the CCA.

Section 6. Compliance With I.R.C. Section 501(c)(6). The CCA shall operate and conduct its activities in accordance with those permitted a nonprofit association under Internal Revenue Code Section 501(c)(6).

Section 7. Bonding. The Board may require any officer, Director, employee, or agent of the CCA, to furnish at the expense of the CCA, a fidelity bond, in such a sum as the Board shall prescribe.

Section 8. Writing. Actions required to be "written" or "in writing," or to have written consent or written approval of, members, Directors, or committee members shall include any communication transmitted or received by electronic means or by any other technology permitted by law and not prohibited in the Articles of Incorporation or by policy or procedure of the Board. A requirement for a signature shall be satisfied by any means recognized by law, e.g., electronic signature, unless prohibited by policy or procedure of the Board.

Section 9. Executive Director. The Board shall employ or retain a person or firm to administer, manage and direct all functions and activities of the CCA. He or she shall have the title of Executive Director, shall serve as the chief operating officer of the CCA, shall have authority to

execute contracts on behalf of the CCA, and may act as Secretary of the CCA. The Executive Director shall be responsible to the President and to the Board, and shall perform such other duties as the Board may assign from time to time.

Article XII Indemnification

Section 1. Limitation of Liability. No director, officer, employee, or agent of the CCA acting in his/her official capacity shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director, officer, employee or agent except to the extent dictated by law.

Section 2. Indemnification. The CCA shall indemnify and hold harmless any person or entity to the full extent required by law, who is or was serving in his/her official capacity at the request of the CCA as a director, officer, employee or agent, and may otherwise indemnify any person or entity to the extent permitted by law.

Section 3. Insurance. The CCA shall be required to purchase and maintain insurance for such indemnification of the directors, officers, employees or agents against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, regardless of whether the CCA would have the power to indemnify against such liability.

Article XIII Amendments

The CCA may amend its Bylaws from time to time by the following procedure:

Section 1. Any proposed amendment must be approved by a majority of the members of the Board.

Section 2. As soon as practicable after approval by the Board, but not less than thirty-five (35) days prior to the date set by the Board for the return of ballots, a copy of the proposed amendment shall be sent in writing to the Fellows and Associates of the CCA.

Section 3. An amendment shall become effective when approved by the Fellows and Associates by mail or electronic means in accordance with these Bylaws. Notices shall be effective five (5) days after delivery thereof when sent to the address or email address of each Fellow and Associate as currently listed in the records of the CCA. Ballots, to be valid, must be returned to the CCA on or before the date specified by the Board and included in the notice, which date shall be not less than thirty-five (35) days after the date the notice was sent.