

**CODE OF REGULATIONS
OF THE
AMERICAN MOTORCYCLIST ASSOCIATION, INC.
(An Ohio Not-for-Profit Corporation)**

**ARTICLE I
Name of the Corporation**

The name of the Corporation is American Motorcycle Association, dba American Motorcyclist Association (“AMA”). The AMA is a membership owned organization founded under the laws of the State of Ohio. The location of its principal office is Pickerington, Ohio.

**ARTICLE II
Purpose of the Corporation**

The purpose of the AMA is to serve the interests of motorcyclists by pursuing, promoting and protecting the future of motorcycling.

**ARTICLE III
Membership**

Article III. Section 1. General. The AMA is a nonprofit corporation, without capital shares, and no pecuniary benefit shall inure to any member of whatever class by reason of membership.

Article III. Section 2. Class of Members. The AMA shall have individual Members (as provided for in Article IV hereinafter) and Business Members, Voting and Non-Voting, (as provided for in Article V hereinafter). The Board may establish additional classes of members upon such criteria as the Directors may deem advisable in the best interests of the AMA.

Article III. Section 3. Authority. Members, regardless of class, shall have the right to vote for Directors as specified in Article VII. Members shall have the authority to submit non-binding recommendations to the AMA Board. Only Members in good standing shall have the right to vote.

Article III. Section 4. Dues. The annual dues for Members shall be established by the Directors and shall be payable in advance. Any Member whose dues are in arrears shall be deemed to have forfeited membership.

Article III. Section 5. Resignation and Expulsion. A Member may resign from the AMA at any time. If, in the judgment of the Directors, a Member commits any willful violation or breach of the terms of the Articles of Incorporation, Code of Regulations, or takes any action

that, in the opinion of the Directors, is detrimental to the AMA, the Member may be expelled by a two-thirds (2/3) majority vote of the Directors. Said Member may be reinstated to membership by an affirmative vote by two-thirds (2/3) of the Directors.

Article III. Section 6. Access to Corporate Records. The Members and Business Members of the AMA shall be permitted to access the books and records of the AMA for any purpose reasonably related to the Member's interest in the AMA as a Member, subject to the following:

- A. The Members may inspect and copy the records containing the names of the Members and Business Members during normal business hours and upon no less than ten (10) days written notice to the AMA, which shall include the Member's reasonable business or proper purpose for inspection.
- B. The Members may inspect and copy the Articles of Incorporation and Code of Regulations of the AMA during normal business hours.
- C. The Members may inspect and copy the minutes of the proceedings of the Directors or the Members, including any committees thereof, during normal business hours and upon no less than ten (10) days written notice to the AMA, which shall include the Member's purpose for inspection.
- D. The Members shall be prohibited from inspecting or copying any books or records of the AMA for which specific access has not been granted as described above. Further the Directors, by vote of a majority of the Directors or by unanimous written action of the Directors, may designate any materials, including the Board of Director or Committee minutes that would otherwise be open to inspection as confidential. Any materials so designated may not be inspected or copied by any Member.
- E. Any permitted inspection or copying may be made by such Member's agent or attorney.
- F. If the AMA reasonably believes that the Member desires to inspect the books and records of the AMA for any reason other than as stated in any required statement of purpose, the AMA may deny such Member access to the applicable books and records.
- G. Notwithstanding anything else contained in this section, every Director of the AMA shall have the absolute right, at any time, to inspect the AMA's books, records, and documents of any kind.

ARTICLE IV Individual Members

Article IV. Section 1. Eligibility. Any person who rides a motorcycle or who is interested in motorcycling shall be eligible for membership as an Individual Member.

ARTICLE V Business Members

Article V. Section 1. Eligibility. Any individual, business, partnership, or corporation actually engaged in a commercial enterprise connected with motorcycling, shall be eligible for membership as a Business Member.

Article V. Section 2. Application and Election. Application for membership shall be made in such form as prescribed by the AMA. All applications shall be forwarded to the Board, which will investigate the application to determine, in its sole discretion, if the applicant meets the eligibility requirements. An applicant shall become a Member upon the affirmative vote of two-thirds (2/3) of the votes of the Directors. After affirmation, each Business Member shall designate in writing, signed by an authorized officer, a person to serve as its representative.

ARTICLE VI Business and Individual Member Meetings

Article VI. Section 1. Annual Meeting of Business Members. The Annual Meeting of the Business Members shall be established by the Board. Notice of the time and place of said meeting shall be delivered to each Business Member of the AMA not more than sixty (60) days nor less than ten (10) days before any such meeting.

Article VI. Section 2. Quorum for Business Members Meeting. Twenty-five percent (25%) of the Voting Business Members shall constitute a quorum for the transaction of business.

Article VI. Section 3. Action Without Meeting by Business Members. Any action which, under any provision of law, the Articles of Incorporation, or these Regulations, may be taken at a Members' meeting, may be taken without a Business Members' meeting, if authorized in writing by two-thirds (2/3) of the vote of Business Members.

Article VI. Section 4. Annual Meetings of Individual Members. The Annual Meeting of the Individual Members shall be established by the Board. Notice of the time and place of said meeting shall be delivered to each Individual Member not more than sixty (60) days nor less than ten (10) days before any such meeting.

Article VI. Section 5. Notices of Meetings of Individual Members. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to paid Members shall constitute a written notice of a meeting or report if addressed or delivered to the Members' address shown on the AMA's current list of Members, or in the case of Members who are residents of the same household and who have the same address in the AMA's current list of Members, if addressed or delivered to one of such Members at the address appearing on the AMA's current list of Members.

Article VI. Section 6. Quorum and Voting for Individual Members Meetings. The Members present in person or, by proxy, at any meeting of the Members shall constitute a quorum for such meeting. The affirmative vote of a majority of the Members present at a meeting at which a quorum is present, shall be necessary for the authorization or taking of any action voted upon by the Members, except that no action required by law, the Articles, or the Code of Regulations to be authorized or taken by a specified portion or number of the Members may be authorized or taken by a lesser portion or number.

Article VI. Section 7. Proxies. A person who is entitled to attend an Individual or Business Members' meeting, to vote thereat or to execute consents, waivers or releases, may be represented at such meeting or vote thereat, and execute consents, waivers and releases, and exercise any of his/her other rights, by proxy or proxies appointed in writing and signed by such person.

Article VI. Section 8. Action Without Meeting by Individual Members. Any action required to be taken at any annual or special meeting of Members, or any action that may be taken at any annual or special meeting, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted, and such written consent is delivered to the AMA by delivery to its registered office in Ohio, its principal place of business or an Officer or agent of the AMA having custody of the book in which proceedings of meetings of Members are recorded.

ARTICLE VII Directors

Article VII. Section 1. Number, Term, and Election.

A. Number, Qualifications and Election of Directors

The number of Directors shall be twelve (12) and each Director shall serve until their successor is duly elected.

A person shall not be eligible for election or appointment as a Director if such person is employed or affiliated with the same business entity, or another

business entity related thereto by common control, as another person who would be serving as Director at the same time.

Anyone seeking a position as a Director shall not have been an employee of the AMA within five (5) years prior to the year in which that individual is seeking to become a Director.

Furthermore, a person shall not be eligible for election or appointment as an Individual Member Director if employed by any business entity that is eligible to be a voting Business Member.

To be eligible to be nominated to serve on the Board, a person must have a **minimum** of a four-year degree from an accredited college or university and at least five (5) years managerial experience in a business environment. The Nominating Committee shall have the authority to consider qualifications in lieu of formal education.

For the purpose of this Article VII, "Employee" means any person who works substantially full-time for another, whether as an employee or as a contractor; or any person who is employed by or owns a business entity that is related to, or under the common control of a business entity that is eligible to be a Voting Business Member. The Directors may, in their discretion, waive or modify the foregoing definition if the Directors believe that such an action would be in the best interests of the Company and its members.

An individual may not hold the office of AMA Congress Delegate and Director at the same time. Directors shall be elected in the manner and for terms of office as follows:

1. The Individual Members of the AMA, voting on a Region-by-Region basis, shall elect Six (6) Directors, each of whom shall have been an Individual Member of the AMA for at least five (5) consecutive years immediately preceding the time of assuming office as Director. One Individual Member Director shall be elected from each of the six Regions – Northeast, North Central, Northwest, Southeast, South Central and Southwest. The Individual Member Directors shall serve a term of three (3) years. The process by which Individual Members are elected as Directors shall be established and published by the Directors.
2. In addition to the Individual Members elected as provided in (1.) above, the Individual Members shall elect two (2) At-Large Directors, each of whom shall be an Individual Member of the AMA.

Such At-Large Directors shall be nominated for election by the Nominating Committee and appointed by the Board until they are elected by the Individual Members at the Member's Annual Meeting. At-Large

Directors shall have experience in operation or management of not-for-profit membership organizations, financial services, corporate communications, or such other talents or expertise then deemed necessary or desirable for the AMA. The At-Large Directors shall serve for a term of three (3) years.

3. The Voting Business Members of the AMA shall elect four (4) Directors from among the Voting Business Members, each of whom shall also be an Individual Member of the AMA. The Business Member Directors shall serve a term of three (3) years. The process by which Business Members are elected as Directors shall be established and published by the Directors.

B. Classification and Term

Directors are eligible to serve two (2) consecutive terms and may serve a third consecutive term if approved for a third term by a two-thirds (2/3) majority vote of the entire Board. No director shall serve more than three (3) consecutive terms. If a Director is appointed to fill a vacancy on the Board of Directors, such appointed service shall not be considered a term for the purpose of this section. A Business Member may have a seat on the Board for more than two (2) consecutive terms provided that the same Designated Representative may not serve more than two (2) consecutive terms or three (3) consecutive terms with Board approval by a two-thirds (2/3) majority vote of the entire Board. No Designated Representative of a Business Member may serve more than four (4) terms in a lifetime.

The incumbent will be required to announce his/her plan to seek a 3rd term to the Board by May 1 of the last year of the 2nd term. The Board (exclusive of the incumbent seeking a 3rd term) will be required to hold a vote prior to August 1. The vote will be a two-thirds (2/3) majority vote of the non-affected Board members. If there are 11 non-affected directors, a 2/3 majority would be 7.26 votes, rounded to the nearest = 7 yes votes). This change in no way benefits the incumbent except to allow him/her to run for a third term.

C. Nominating Committee

The Board Nominating Committee shall be comprised of the following three (3) individuals: (1) one At-Large Director; (2) one Business Member Director; and (3) one Individual Member Director. If there are no currently sitting At-Large Directors available, the Chairman shall have the right to select another Director from the Board.

No Director running for election may serve on the Nominating Committee.

D. Chief Executive Officer

The Chief Executive Officer of the AMA shall, as a result of holding that position with the AMA, serve as a non-voting advisor of the Board and shall participate in all Board of Director Meetings.

Article VII. Section 2. Powers. The corporate powers, property, and affairs of the AMA shall be reviewed and ratified by the Directors, and the Directors shall have all the powers in the oversight of the affairs and property of the AMA which shall be consistent with law, including, but not limited to, the power to authorize to sell, lease, mortgage, or dispose of any real property; to review and approve periodic statements of fiscal operations and the annual budget after review and approval by the Finance Committee.

Proposals which have been promulgated by the AMA Congress must be ratified by an affirmative vote by two-thirds (2/3) of the Board.

Article VII. Section 3. Meetings of Directors. The Annual Meeting of the Directors shall be held at such place and time as determined by the Directors. Special meetings may be called by the Chairman and shall be held at such place and time as the Chairman shall designate. A meeting may be held through any type of communications equipment if all Directors participating in the meeting can hear each other, and participation shall constitute presence at such meeting.

Notice of regular meetings shall be given no less than ten (10) days in advance. Notice for special or telephonic meetings may be given no less than forty-eight (48) hours in advance.

At any meeting, no less than fifty percent (50%) of the Directors shall constitute a quorum for the transaction of business, and, unless otherwise provided in this Code of Regulations or by law, action shall be taken upon the affirmative vote of a majority of the Directors present at the meeting. There shall be no vote by proxy.

Article VII. Section 4. Officers, Directors.

A. Election, Removal, Vacancies.

1. The Directors shall elect annually a chairman, vice chairman, and assistant treasurer, each of whom shall be a Director. One person may hold more than one office except the Chairman may not hold an additional Officer position. The other officers of the AMA shall be the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) and a secretary. The Directors may appoint other officers, agents, and consultants as deemed necessary.

2. In the absence of the Chairman and the Vice Chairman, the Board may appoint a chairman pro-tem.

3. Any officer may be removed from office by the affirmative vote of a two-thirds (2/3) majority of the unaffected Directors present at any meeting.

4. Upon the removal, death, resignation, or lack of qualifications of an officer, the Directors shall elect a replacement.

B.

1. Any Director may be removed from office for any acts or omissions, which involve moral turpitude, felonious crimes, fraud, improper conflict of interest, breach of fiduciary duty and/or loyalty to the AMA, or bring the AMA into disrepute. Removal shall be effective upon the affirmative vote of two-thirds (2/3) of the Directors present at any meeting, not including meetings of any committee of the Board, provided:

- (i) The affected Director shall have an opportunity, prior to, or at, the meeting to explain or present other evidence regarding the acts or omissions prior to the vote.
- (ii) The vote shall be by secret ballot, the affected Director shall not vote and the two-thirds (2/3) vote shall be based on the remaining Directors present.

Upon the removal, death, resignation or lack of qualification of any Director, the remaining Directors may fill the vacancy at any meeting; provided, however, that if possible, any successor Director shall have the same qualifications as the original Director when elected and, where appropriate, that the successor be from the same region or be the designated representative of the same Business Member.

The Directors, at their discretion, may prohibit or specify limitations on the future involvement in the AMA of any Director expelled from service.

Article VII. Section 5. Committees. The Board, immediately after its election at each Annual Meeting, shall elect various committees including, but not limited to, the following:

A. Finance Committee. The Finance Committee shall consist of three (3) Directors. The Finance Committee shall provide oversight and recommendations to the Board of Directors regarding the fiscal affairs of the AMA. The Chairman of the Finance Committee shall be the Assistant Treasurer.

B. Audit Committee. The Audit Committee shall consist of three (3) members as follows: Two (2) Directors and the CFO of the Association. One (1) of the Directors shall serve as Chairman of the Committee. The Directors on this Committee shall not also serve on the Finance Committee. The Audit Committee shall review the annual financial reports of the AMA with the independent auditors of the AMA and report their findings to the Board.

C. Executive Committee. The Executive Committee shall be comprised of the Chairman, Vice Chairman, Assistant Treasurer and one (1) additional Director, which shall be elected by the members of the Board. The duties of the Executive Committee shall include: The annual review and evaluation of the CEO, provide guidance on matters to be presented to the Board, and assist in the formation of any required Standing Committees or Special Committees that are deemed necessary to support the on-going duties of the Board. The Executive Committee shall be authorized to conduct business that is required between scheduled Board meetings.

D. The Chairman of the Board may appoint such other committees as necessary to protect and further the interests, purposes, and objectives of the AMA and its members. Members of such committees may or may not be Directors.

ARTICLE VIII Duties of Officers

Article VIII. Section 1. Chairman. The Chairman shall preside at all meetings of the Members and Directors. The Chairman shall have power to call meetings of the Directors or of the committees from time to time, and it shall be the Chairman's duty to call such meetings when requested in writing to do so by any four (4) Directors. The Chairman shall supervise the President/CEO under the direction of the Directors, and shall have such powers and perform such duties as may from time to time be conferred or as prescribed by such Directors.

Article VIII. Section 2. Vice Chairman. The Vice Chairman shall discharge the duties of the Chairman in case of the Chairman's absence or during a vacancy in the office.

Article VIII. Section 3. Treasurer. The Treasurer of the AMA shall be the Chief Financial Officer (CFO) of the AMA in charge of all money, bills, notes, bonds, and similar property belonging to the AMA, and shall effect all financial actions as may be ordered by the Directors. The Treasurer shall, unless the Directors shall otherwise authorize, sign all checks, shall prepare such financial reports as may be required by the Directors, and shall generally perform all the duties usually incident to the Office of Treasurer in associations engaged in business similar to that of this association, and such other duties as required by the Directors. The Treasurer may attend meetings of the Board, but the Treasurer shall not have voting privileges.

Article VIII. Section 4. Assistant Treasurer. The Assistant Treasurer shall be a Director elected by the Board, to preside over the Finance Committee, and provide oversight for the fiscal affairs of the AMA.

Article VIII. Section 5. Secretary. It shall be the duty of the Secretary to give notice of all meetings of Members of the AMA and of all meetings of the Directors, and when required to do so by the Chairman or by resolutions of the Directors to attend such meetings, keep true records of the proceedings thereof, attest such records after every meeting by signature, safely keep all documents and papers which shall come into the Secretary's possession, and other duties as required by the Directors. The Secretary may attend meetings of the Board, but the Secretary shall not have voting privileges.

Article VIII. Section 6. Chief Executive Officer. The Chief Executive Officer, who shall serve as the President, shall be appointed by the Directors and shall be the highest executive position on the AMA's administrative staff. The Board shall set forth the duties and responsibilities of this office. The CEO shall oversee all AMA functions and shall be directly responsible to the Board.

ARTICLE IX Dissolution

Upon any dissolution of this AMA, assets which are available for distribution shall, to the extent not otherwise provided for by law, be distributed to the American Motorcycle Heritage Foundation or, if said Foundation is not in existence, to any one or more nonprofit national organizations as shall be selected by the Board.

ARTICLE X Seal and Logos

The Directors may adopt a seal as they deem appropriate, but failure to affix the seal shall not affect the validity of any instrument. The AMA may register various service and trademarks as its exclusive property, and having been duly registered according to law, these may not be used by any party without written consent of the AMA. Such consent may be extended or revoked at any time at the sole discretion of the Directors, consistent with Ohio law and any existing contractual agreements.

ARTICLE XI Indemnification and Insurance

Article XI. Section 1. Indemnification in Non-Derivative Actions. The AMA shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the AMA, by reason of the fact that he/she is or was a Director or officer of the AMA, or is or was serving at the request of the AMA as a Director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against

expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the AMA and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the AMA and, with respect to any criminal action or proceeding, he/she had reasonable cause to believe that his/her conduct was unlawful.

Article XI. Section 2. Indemnification in Derivative Actions. The AMA shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the AMA to procure a judgment in its favor by reason of the fact that he/she is or was a Director or officer of the AMA, or is or was serving at the request of the AMA as a Director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the AMA, except that no indemnification shall be made in respect of (i) any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the AMA unless and only to the extent that the Court of Common Pleas, or the court in which such action or suit was brought, shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court of Common Pleas or such court shall deem proper; or (ii) any action or suit in which the only liability asserted against a Director is pursuant to Section 1702.55 of the Ohio Revised Code.

Article XI. Section 3. Indemnification as Matter of Right. To the extent that a person entitled to indemnification has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article XI, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.

Article XI. Section 4. Determination of Conduct. Any indemnification under Sections 1 and 2 of this Article XI, unless ordered by a court, shall be made by the AMA only as authorized in the specific case upon a determination that indemnification of the Director, trustee, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article XI. Such determination shall be made (a) by a majority vote of a quorum consisting of Directors of the AMA who were not and are not parties to or threatened with any such action, suit, or proceeding; (b) if such a quorum is not obtainable or if a majority vote of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel, other than an attorney or a firm having associated with it an attorney who has been retained by or who has performed services for the

AMA or any person to be indemnified within the past five (5) years; (c) by the members; or (d) by the Court of Common Pleas or the court in which such action, suit, or proceeding was brought. Any determination made by the disinterested Directors under Section 4(a) or by independent legal counsel under Section 4(b) of this Article XI shall be promptly communicated to the person who threatened or brought the action or suit, by or in the right of the AMA under Section 2 of this Article XI, and within ten (10) days after receipt of such notification, such person shall have the right to petition the Court of Common Pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Article XI. Section 5. Mandatory Advance Payment of Expenses. Unless at the time of a Director's act or omission that is the subject of an action, suit or proceeding referred to in Sections 1 and 2 of this Article XI, the Articles of Incorporation or the Code of Regulations of the AMA state that the provisions of Section 1701.13(E)(5)(a) of the Ohio Revised Code do not apply to the AMA and unless the only liability asserted against the Director in an action, suit or proceeding referred to in Sections 1 and 2 of this Article XI is pursuant to Section 1702.55 of the Ohio Revised Code, expenses, including attorneys' fees, incurred by a Director, trustee, officer, employee, or agent in defending the action, suit or proceeding shall be paid by the AMA as they are incurred, in advance of the final disposition of the action, suit or proceeding, upon receipt of any undertaking by or on behalf of the Director, trustee, officer, employee, or agent in which he/she agrees to do both of the following: (i) repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that his/her action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the AMA or undertaken with reckless regard for the best interests of the AMA; and (ii) reasonably cooperate with the AMA concerning the action, suit or proceeding.

Article XI. Section 6. Permissive Advance Payment of Expenses. Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in Sections 1 and 2 of this Article XI, may be paid by the AMA as they are incurred, in advance of the final disposition of such action, suit, or proceeding as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, trustee, officer, employee, or agent to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the AMA as authorized in this Article XI.

Article XI. Section 7. Nonexclusivity. The indemnification provided by this Article XI shall not be deemed exclusive of, and shall be in addition to, any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or the Code of Regulations or any agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article XI. Section 8. Liability Insurance. The AMA may purchase and maintain insurance or furnish similar protection on behalf of or for any person who is or was a Director, officer, employee, or agent of the AMA, or is or was serving at the request of the AMA as a Director, trustee, officer, employee, or agent of another corporation, domestic or foreign,

nonprofit or for profit, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the AMA would have the power to indemnify him/her against such liability under the provisions of this Article XI or of Chapter 1701 of the Ohio Revised Code.

Article XI. Section 9. No Obligation of Repayment. The authority of the AMA to indemnify persons pursuant to Sections 1 and 2 of this Article XI does not limit the payment of expenses as they are incurred, indemnification, insurance, or other protection that may be provided pursuant to Sections 5, 6, 7 and 8 of this Article. Sections 1 and 2 of this Article XI do not create any obligation to repay or return payments made by the AMA pursuant to Sections 5, 6, 7 and 8 of this Article.

ARTICLE XII Amendments

This Code of Regulations may be amended in any manner, including an amendment in the entirety, at any meeting of the Board by the affirmative vote of three-fourths (3/4) of the Directors present, provided that the notice of such meeting is mailed at least ten (10) days before the meeting and contains a summary statement of each proposed amendment sufficient to identify the nature thereof.