BYLAWS

of the

SPRAY POLYURETHANE FOAM ALLIANCE, INC.
(a Virginia Non-stock, Non-profit Corporation)

October 28, 2025

ARTICLE I Name and Principal Office

The corporation shall be known as the **Spray Polyurethane Foam Alliance, Inc.** (hereinafter "SPFA"). The principal office of the corporation shall be at such address within or outside of the Commonwealth of Virginia as the Board of Directors may from time to time determine in its sole discretion.

ARTICLE II Purposes

The purposes and objectives of the SPFA shall include, but not be limited to the following:

1) To promote the best interests of the polyurethane foam industry as well as the development, and growth of spray applied polyurethane foam and related applications.
2) To promote and enhance the prestige of the above-defined industry by preparation and dissemination of writings, papers, books, pamphlets, electronic media, periodicals and similar such activities;
3) To provide a forum for consideration of and expression of opinion upon questions affecting the industry;
4) To promote unity within all segments of the spray polyurethane foam and related industry for the common goal of industry promotion and success;
5) To compile and disseminate appropriate statistical and other data of interest to the public and the industry, including data aimed at evaluating opportunities for expanding sales of spray-applied and related polyurethane products, materials, and related equipment;
6) To study and designate the properties of spray-applied and related polyurethane products and to determine methods of accurately measuring and identifying such properties with a view to improvement in the application, performance and public acceptance of such products;
7) In cooperation with recognized standards-making bodies, to develop and promote standards of quality and safety in the use and applications of spray-applied and related polyurethane products, consistent with the needs of the industry;
8) To investigate installation methods and different types of application;
9) To encourage, facilitate and support technical research and testing of materials, and related equipment;
10) To advance lawful and fair trade practices and trade promotion activities, including, but not limited to advertising and publicity;
11) To promote awareness of knowledge, skills and abilities of those connected with or desirous of becoming affiliated with the spray polyurethane foam industry;

12) To maintain the SPFA's Professional Certification Program (PCP), its ISO 17024 compliant status, and the accessibility, accuracy, credibility and use of the various SPFA program marks, education materials, testing platform and other copyrighted or trademarks intellectual property of the SPFA.
13) To engage in such other lawful activities as may be permitted a 501(c)(6) tax-exempt organization under the Internal Revenue Code which serve to advance the interests of the spray polyurethane foam industry and inform the public of its scope and character.

ARTICLE III Membership

Section 1. Eligibility

The SPFA shall operate as a membership organization. Membership is open to organizations and individuals who meet the specific qualification and eligibility requirements set forth in these Bylaws and as may be amended by the Board of Directors from time to time.

Section 2. Categories of Membership

A. *Organizational membership* – Organizational membership is available to qualified business entities, including, but not limited to, sole proprietorships, partnerships, limited liability companies and corporations. SPFA recognizes several categories of organizational membership. These categories include:
   1. *Contractor:* Any properly licensed and insured business entity regularly engaged in the application/installation of spray polyurethane foam and related products. This would include *Contractor Affiliates*, defined as entities acquired by, affiliated with or which operate as a subsidiary of a Contractor organization.
   2. *Supplier*: Any business entity as defined above that is regularly engaged in supplying products and/or non-consulting services to Contractor members. Suppliers may include (a) Chemical Suppliers (providing raw chemicals to foam and coating manufacturers); (b) Foam/Coating Manufacturers (aka Systems Houses) that formulate and blend SPF and/or coating chemicals; (c) Material Manufacturers that provide related materials necessary to the installation of SPF; (d) Equipment Manufacturers that produce related equipment or fabricate rigs used in the installation of SPF; € Distributors involved in the warehousing or materials, including private labeling of materials, and equipment used in the application of SPF systems for direct sale to any entity that qualified as a Contractor member.
   3. *Consultant:* Any business entity regularly engaged in the rendering of professional consulting services to the SPF industry;
   4. *Business Services:* Any business entity regularly engaged in offering business services to the SPF industry, provided it does not process, distribute, or apply SPF or related materials. No more than 10% of business activity may consist of the sale, marketing, distribution, manufacuture, or installation of SPF products, assemblies, or equipment.

5. *Other:* Any other business entity that does not fall within the above categories of Organizational membership that nevertheless devotes a portion of its efforts to the advancement and support of the SPF industry, including, but not limited to media and related industry trade associations.

B. *Individual membership* - SPFA recognizes a class of individual members, which includes:
   1. *Applicator* – This category of individual membership includes those persons regularly engaged in the application/installation of SPF and related products and who is employed by a licensed and insured contractor entity providing SPF application/installation services;
   2. *Life and Honorary* – Life and Honorary membership may be conferred by the SPFA Board of Directors on individuals who are retired from the industry and have demonstrated over time their commitment to, support of, and service within the SPF industry and the SPFA. The awarding of such membership shall be subject to the sole discretion of the SPFA Board using such criteria as may be deemed applicable from time to time. Life and Honorary members are not eligible to vote on matters placed before the membership nor may they serve as Officers or Directors of the SPFA. Life and Honorary members will not be subject to the payment of dues.

C. *Additional Membership Categories:* The Board of Directors of the SPFA may from time to time establish such additional categories of membership as it deems appropriate to the interests of the SPFA and the SPF industry as a whole.

D. *Member Voting:*
   1. *Organizational members*: At the time of application for membership each Organizational member shall identify and appoint to the SPFA Executive Director an individual from the member organization who shall serve as the member organization's voting representative on matters properly placed before the SPFA's voting membership for action. Additionally, each such Organizational member may identify and appoint an alternate voting representative who shall be permitted to vote only under such circumstances where the primary voting representative is unavailable, unqualified or otherwise unable to vote. Upon qualification and approval for membership, each Organizational member in good standing shall be entitled to cast a single vote on matters properly placed before the SPFA's voting membership for action. Only Organizational members falling into the categories of Contractor, Supplier and Consultant and in good standing shall be eligible to have a representative elected to and serve as a voting Officer or Director of the SPFA. Organizational members, through one or more authorized representatives or designees, may participate as voting members on such SPFA committees, subcommittees and/or task forces as may be created by the Board from time to time.
   2. *Individual members*: Except as otherwise set forth in these Bylaws or as provided by statute, each Individual member in good standing, except those persons falling within the category of Life and Honorary, shall be entitled to cast a single vote in the election of SPFA Officers and Directors.

Section 3. Applications for Membership: Applications for membership in the SPFA shall be completed and submitted on such form as the SPFA may require and make available on its website or via request to the Executive Director. SPFA staff will review the applications to ensure that the applicant meets the corresponding requirements for membership. SPFA staff will notify an applicant if additional information is required to complete the review.

Section 4. Obligations of Membership: Each member of the SPFA shall be obligated to, at all times, faithfully abide by these Bylaws, and any other rules, policies and regulations established by the Board of Directors and to pay all dues, assessments and other financial obligations.

Section 5. Dues and Assessments: SPFA membership dues for all categories of membership shall be determined by the Board of Directors. The Board of Directors shall have the authority to increase or decrease membership dues from time to time as it deems in the best interests of the SPFA. The formula or mechanism for calculating membership dues and assessments shall be as approved by the Board of Directors. The Board of Directors shall also have the authority to determine whether to collect special assessments and to establish the amount of such assessments.

Section 6. Voting by Members: Eligible voting members of the SPFA may cast their ballots in-person, or by written ballot or by electronic mail ballot, each of which shall be an approved manner of recording a member vote.

Section 7. Proxy Voting: A voting member of the SPFA in good standing may vote by proxy executed in writing by the member. The form of proxies shall be as prescribed by the Board of Directors. Only Board approved proxy forms will be considered.

Section 8. Quorum: A quorum at a meeting of the SPFA's membership for the purpose of conducting member action shall be not less than five percent (5%) of the eligible voting members of SPFA.

Section 9. Resignation: A member may resign from the SPFA at any time. Such resignation shall be in writing, addressed to the Executive Director and shall be effective upon receipt by the Executive Director without further action on the part of the Board. The resignation of a member shall not relieve the member of the obligation to pay any dues, assessments or other charges accruing and unpaid prior to the submission of the resignation. Reinstatement or reapplication for membership shall require payment of all previously owed dues, assessments, or fees.

Section 10. Termination of Membership: Any member ceasing to qualify for membership as set forth in Article III, including any additional criteria established by the Board of Directors from time to time, shall cease to be a member of the SPFA. Any member of the SPFA failing to pay dues, assessments, or other financial obligations pursuant to the terms of the invoice will be notified of the delinquency and suspended from membership. If such dues, assessments, or financial obligations are not paid within thirty (30) days of the date of issuance of the notice of delinquency or suspension, the delinquent member shall immediately forfeit membership in the SPFA and all rights and privileges granted by the SPFA, including, if applicable, the member's position on the Board of Directors. Such forfeiture of membership shall not relieve the delinquent member of its duty and obligation to pay all unpaid and delinquent dues, assessments, or other financial obligations to the SPFA. The Board of Directors may also suspend or terminate the membership status of a then member for 1) failure to timely pay invoiced dues, assessments or other financial obligations to the SPFA, 2) violation or breach of these Bylaws, the policies of the SPFA as determined by the Board from time to time, or 3) conduct that is deemed contrary to the best interests of the SPFA, applicable law, SPFA's nonprofit mission and/or tax-exempt status.

Section 11. Annual Meeting of Membership: There shall be an Annual Meeting of the membership at such time and place as the Board of Directors shall determine for receiving annual reports of officers, directors, and committees, and for the transaction of any other business as determined by the Board of Directors. Notice of the meeting shall be sent to each member in good standing by mail, facsimile, or electronic communication not less than thirty (30) days and not more than sixty (60) days before the date appointed for the meeting setting forth the date, time and place of the meeting. Annual and Special meetings of the membership may be held in person or virtually/digitally upon provision of applicable notice to membership.

Section 12. Special Meetings of Membership: Special meetings of the membership may be called by the President of the SPFA and any four (4) additional members of the Board or by written petition signed by not less than twenty percent (20%) of the eligible voting members of the SPFA to consider a specific subject or issue. Notice of special meetings of the membership shall be sent to each member in good standing by mail, facsimile, or electronic communication not less than five (5) days before the time appointed for the meeting. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the membership.

ARTICLE IV **Board of Directors**

Section 1. **Authority:** The Board of Directors shall be responsible for managing the business and affairs of the SPFA and establishing such rules and policies as it deems appropriate to the efficient and effective conduct and administration of the SPFA's business and the achievement of its non-profit mission and purposes.

Section 2. **Composition and Election:**

a) The business and affairs of the SPFA shall be governed by its Board of Directors, which shall be comprised of nineteen (19) voting members, including sixteen (16) elected at-large Directors as well as the President, Vice President, Secretary/Treasurer and the Immediate Past President, the latter of whom shall serve as a non-voting, *ex-officio* member of the Board. The Executive Director shall also be a non-voting *ex-officio* member of the SPFA Board.
b) The nineteen (19) voting members of the Board shall be elected by a majority of the eligible voting members of the SPFA returning their written or electronic ballots within thirty (30) days of the date of issuance of the written or electronic ballot. Completed ballots shall be returned to the Executive Director or his/her designee by such means as is set forth with the ballot. The election of Directors shall be held every other year in conjunction with the election of SPFA Officers.
c) Eight (8) of the sixteen (16) elected At-Large Directors shall be from the Contractor category of membership. The remaining eight (8) At-Large Directors shall be comprised of no fewer than eight (8) Supplier members and not more than two (2) Consultant member, except that Life and Honorary members shall not be eligible to serve as Officers and/or Directors of the SPFA. The SPFA officer positions of President, Vice President and Secretary/Treasurer shall be held by individuals elected from the Contractor category of membership. At no time shall a single SPFA member company be permitted to have more than one (1) elected Board representative serving the SPFA in the capacity of an officer or At-Large Director.
d) A minimum of four (4) additional non-voting ad-hoc members may be appointed by the President. A minimum of two (2) ad-hoc members shall be from the Contractor category and a minimum of two (2) shall be from the remaining categories of SPFA membership eligible for a Board seat.

e) Nominees for election to the SPFA Board of Directors will be eligible to run for election from either the "Contractor" category of membership or the "Supplier or Consultant" category of membership, depending on which particular category aligns with the candidate's current employment within the industry. In order to qualify for election to the SPFA Board of Directors, each nominee must be from a dues paying member in good standing with SPFA at the time of nomination. If a nominee is or becomes employed by both a "Contractor" as well as a "Supplier or Consultant" that are each dues paying SPFA members in good standing during the SPFA nomination and election period, the nominee will automatically default to the "Supplier or Consultant" category for the purpose of election to a position on the Board of Directors. If an elected At-Large director from a contractor member company retains their full time or part time employment position with the contractor member company but also becomes employed by a "Supplier or Consultant" dues paying SPFA member in good standing during their Board term, their At-Large contractor director's position will be deemed automatically vacated and will be filled as set forth in ARTICLE IV, Section 2 of the SPFA Bylaws – unless the Board member's dual employment commences within six (6) months of their Board term expiration date. An At-Large contractor director who also becomes employed by a "Supplier or Consultant" dues paying SPFA member in good standing and is required to vacate his/her At-Large position would then become an *ad-hoc* board member under the "Supplier or Consultant" category of membership for the balance of their Board term.

Section 3. Terms: The terms of elected members of the Board shall commence on July 1 following their election and expire on June 30th four years hence. Directors may be elected to serve consecutive terms.

SPFA uses a staggered board structure to assure continuity of leadership. Elections for At-Large members of the Board shall occur every two years. During these biennial elections, four (4) contractor member seats and four (4) non-contractor seats will expire and will be filled by a vote of eligible SPFA members acting on a written or electronic ballot. At the following biennial election, the other four (4) contractor member seats and four (4) non-contractor seats will expire and will be filled by a vote of eligible SPFA members acting on a written or electronic ballot.

Section 4. Vacancies: A vacancy occurring on the SPFA Board shall be filled by a majority vote of the remaining members of the Board of Directors for the unexpired term of the vacated position, in compliance with Article IV Section 2(c). A Director nominated to fill a Board vacancy may be selected from ad-hoc members or any SPFA member in good standing and shall be elected by a majority vote of the Board of Directors present at a meeting where a quorum is present.

If an elected At-Large director changes employers, this director will retain his/her position on the Board of Directors only if the new employer is a member of the same SPFA category. If an At-Large director changes employers to one in a different member category (e.g., from a contractor member company to a non-contractor member company or vice-versa), the At-Large director's position will be deemed vacated and will be filled as described above to maintain balance between At-Large contractor and non-contractor members as defined in Section 2. An At-Large director who changes employers and vacates his/her At-Large position would then become an ad-hoc board member under the same category as their new member employer. If the At-Large member's new employer is a non-member company, he/she shall no longer be eligible to serve on the SPFA board in any capacity.

Section 5. Removal of a Director: Except as otherwise provided by law, a Director may be removed by a majority vote of the voting members of the Board of Directors for cause at any regular or special meeting of the Board where a quorum is present. A Director may also be removed by majority vote of the Board of Directors at a meeting where a quorum is present for failure to attend two (2) consecutive regularly noticed meetings of the Board without a sufficient and good faith excuse. "For cause" shall be deemed to include, but not be limited to 1) conduct contrary to the best interests of the SPFA, 2) conduct in violation of these Bylaws or the SPFA Articles of Incorporation, 3) conduct in violation of the SPFA's Board approved policies, 4) conduct contrary to the tax-exempt mission of the SPFA, or 5) conduct in violation of state or federal law. A Director who is the subject of the removal will be provided with prior written notice of the removal and an opportunity to respond in writing, by telephone or other electronic means or in person before the Board at the next scheduled regular or specially called meeting of the Board.

Section 6. Resignation: Except as otherwise provided by law, a Director may resign from the Board at any time by giving notice in writing to one of the Executive Director or President. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 7. Quorum and Action by the Board: Unless a greater proportion or number is required by law, a majority of the voting Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the voting Directors present at a meeting at which a quorum is present shall constitute an act of the Board.

Section 8. Voting: Except for the Immediate Past President, each Director shall be authorized to cast one (1) vote on each matter properly submitted to the Board for a vote. Except where specifically permitted by applicable Virginia law, proxy voting by Directors is prohibited.

Section 9. Compensation: Directors will not receive compensation for their services but may be reimbursed for reasonable and documented costs and expenses according to an established SPFA reimbursement policy.

Section 10. Meetings of the Board: The Board of Directors shall meet not less than two (2) times during each fiscal year of the organization. Regular meetings shall be held at such time and place, or by video, telephone, or other electronic means, as shall be determined by the Board of Directors. Special meetings of the Board may be called by the President, or by any four (4) other voting members of the Board along with approval of the President. No meeting of the Board of Directors shall be conducted without the presence, either in person or via telephone or other electronic means of a member of SPFA staff.

Section 11. Notice: Notice of the Annual Meeting and other meetings of the Board of Directors shall be given by the Executive Director to each member of the Board personally, by mail, facsimile, or electronic communication not less than ten (10) and not more than thirty (30) days prior to the date on which the meeting is scheduled to be held. The matters to be discussed and voted upon at any duly called meeting of the Board shall not be limited to those set forth in the notice of such meeting.

Section 12. Telephone/Electronic Meetings: Except where otherwise prohibited by law, the Board of Directors may meet and members of the Board of Directors may participate in any meeting of the Board by means of a conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

Section 13. Waiver: A Director's attendance at any meeting shall constitute a waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the called or convened meeting.

Section 14. Action by Unanimous Consent: Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board and such unanimous written consent is filed with the minutes of the Board's meeting.

ARTICLE V Officers

Section 1. Officers: The officers of the SPFA shall be the President, Vice President, Secretary/Treasurer, and the Immediate Past President. The President, Vice President and Secretary/Treasurer shall each be from the Contractor category of SPFA membership. The Immediate Past President shall serve as a non-voting officer of the SPFA.

Section 2. Election and Term of Office: The office of incoming Vice President shall be selected by the current Vice President from the current Contractor members of the At-Large Board of Directors. The office of President shall be filled by current Vice President. The office of the Immediate Past President shall be filled by the current President. The office of the Secretary/Treasurer shall be selected by the Executive Committee Officers. The Board of Directors shall formally approve these officers. Each of the President, Vice President, Secretary/Treasurer shall serve two (2) year terms. If the election of officers shall not be held at the time specified herein, such election shall be held as soon thereafter as may be practical. An elected officer shall continue to serve until his or her successor is duly elected or appointed.

Section 3. Removal: Any officer may be removed by the Board of Directors whenever, in its reasonable judgment, the best interests of the SPFA will be served thereby. The officer who is the subject of the removal will be provided with written notice of such removal and an opportunity to respond to the same before the Board of Directors either in person or by telephone. He or she may also submit a written response to the Board. Any such officer removal shall require a majority vote of the voting members of the Board.

Section 4. Vacancies: A vacancy in any officer position because of death, resignation, removal, disqualification or otherwise may be filled by majority vote of the remaining voting members of the Board of Directors for the unexpired portion of the term.

Section 5. President: The President is the chief elected officer of the SPFA and shall preside at all meetings of the Board of Directors, Executive Committee and SPFA membership and shall perform all duties assigned under these Bylaws or assigned to him or her by the Board of Directors.

Section 6. Vice President: In the absence of the President, the Vice President shall preside at such meeting(s). The Vice President shall also carry out all duties assigned by these Bylaws and by the President or the Board of Directors. The Vice President shall succeed to the office of President at the expiration of the President's term and upon the election of a successor Vice President.

Section 7. Secretary/Treasurer: The Secretary/Treasurer shall keep the minutes of the Board of Director's meetings as well as meetings of membership; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. The Executive Director or other Board appointed member of the SPFA staff may serve as the Assistant Secretary. The Secretary/Treasurer shall also submit all annual financial statements, audits, and reports to the Board of Directors and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors. The Treasurer may be assisted by an Assistant Treasurer assigned by the Board, who may be another member of the Board or the Executive Director.

Section 8. Immediate Past President: The Immediate Past President shall serve as a non-voting officer and member of the Board of Directors. The Immediate Past President shall be charged with soliciting nominations for vacant Director and Officer seats on the SPFA Board of Directors.

Section 9. Compensation: Officers will not receive compensation for their services but may be reimbursed for reasonable and documented costs and expenses according to an established SPFA reimbursement policy.

Section 10. Bond: Any officer or agent of the SPFA shall, if required by the Board of Directors, give to the SPFA such security for faithful discharge of his or her duties as the Board may direct. The SPFA shall be responsible for the payment of any required bond.

Section 11. Executive Director: The Board of Directors may choose to appoint or retain the services of an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall hire, direct, and discharge all other agents and employees and manage and administer the day-to-day operations of the SPFA. Executive Director compensation for services rendered shall be reasonable and subject to the review and approval of the Board. The Executive Director shall serve as an *ex-officio* non-voting member of the SPFA's Board of Directors and Executive Committee.

Section 12. Staff: The Executive Director, in alignment with the then effective operating budget of SPFA, and subject to prior notice to the Executive Committee, may retain such additional staff as may be reasonably necessary to the effective and efficient administration of SPFA.

ARTICLE VI **Committees**

Section 1. **Executive Committee:** There shall be an Executive Committee of SPFA which shall consist of the President, Vice President, Secretary/Treasurer, Immediate Past President (non-voting) and the Executive Director as an *ex-officio* non-voting member, which committee, between Board meetings, shall exercise the powers of the Board in the management of the affairs of the SPFA, except as otherwise limited by law. A majority of the Executive Committee shall constitute a quorum for purposes of conducting committee business. Action taken by the Executive Committee shall require a majority vote of the members of the Committee at a meeting where a quorum is present. The Executive Committee shall keep minutes of its meetings and shall report all actions taken by it to the Board of Directors at the first meeting of the Board following the taking of such action. The Executive Committee shall meet at the call of the President or any three (3) members of the Committee and shall meet not less than two (2) times per fiscal year of SPFA.

Section 2. **Committees:** The President, subject to approval by majority vote of the Board of Directors acting at a meeting where a quorum is present, shall determine and appoint such standing and special committees, subcommittees, task forces or working groups as are deemed necessary and helpful to advancing the business and governance of SPFA. The Board of Directors, by majority vote of the voting Directors present at a meeting at which a quorum is present may dissolve such committees in its discretion.

Section 3. **Quorum**: A majority of the then eligible members of the committee, subcommittee or task force shall constitute a quorum for the purpose of conducting business.

Section 4. **Vote/Action**: A majority of the members of a committee, subcommittee, working group or task force eligible to vote on matters placed before the same shall be required for the taking of any action. Except for the Executive Committee, no action taken by a committee, subcommittee, working group or task force shall be binding upon SPFA with prior submission of such proposed action to and approval by the Board of Directors.

Section 5. **Appointment/Term:** Except as otherwise set forth herein, committees, subcommittees, task forces, and working groups shall be comprised of SPFA members in good standing appointed by the President and approved by the SPFA Board of Directors. Committee members shall be appointed to serve two (2) year terms with no limit on the number of consecutive terms served. The President shall appoint the Chair of each committee, subcommittee, task force or working group of the SPFA.

Section 6. **Meetings/Notice:** The appointed Chair of each committee, subcommittee, task force or working group may call a meeting of the same with prior written notice to the President and Executive Director. Notice of any such proposed meeting shall be delivered in person, by telephone, in writing or by electronic mail to each member of the body at least ten (10) days prior to the scheduled date of the meeting, setting forth the date, time and location and agenda for such meeting. No meeting of an SPFA committee, subcommittee, task force or working group shall be conducted without the presence of a member of SPFA staff either in person, by telephone or by other electronic means.

Section 7. Removal/Vacancies: Any member of a committee, subcommittee, task force or working group may be removed by the Chair for cause, including the unexcused absence from three (2) consecutive scheduled meetings of the same. Vacancies occurring on a committee, subcommittee, task force or working group due to resignation, removal, or other disqualification may be filled by the Chair, subject to prior approval by the SPFA President.

Section 8. Telephone/Electronic Meetings: Except where otherwise prohibited by law, the members of any SPFA committee, subcommittee or working group may participate in any meeting by means of a conference telephone call or similar electronic or video communications equipment by means of which all members participating in the meeting may hear each other simultaneously, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

ARTICLE VII <u>Miscellaneous</u>

Section 1. Rules: The Board of Directors may establish such rules as are consistent with these Bylaws for the policies, procedures, and programs of SPFA. Meeting procedures of the SPFA and its committees shall be governed by the latest edition of Roberts' Rules of Order, so long as not in conflict with these Bylaws or applicable law.

Section 2. Fiscal Year: The fiscal year of the SPFA shall be January 1 to December 31. The SPFA's membership year for purposes of eligibility, renewal and payment of dues, fees and assessments shall also be January 1 through December 31.

Section 3. Rights of Proprietorship: Membership in the SPFA is a privilege and not a property right. No member shall have any ownership or property right in the funds, property, or other assets of the SPFA.

Section 4. Amendments: These Bylaws may be amended by majority vote of the voting members of the Board of Directors then in office and present a meeting at which a quorum is present, or by majority vote of the total number of voting members of the Board of Directors then in office voting by mail, facsimile, or electronic mail ballot, provided that the votes are received within thirty (30) days of the original mailing or notice of proposed amendment.

Section 5. Indemnification: Each person who was or is a defendant or respondent, or is threatened to be made a defendant or respondent, in any action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (hereinafter "Proceeding"), by reason of the fact the he or she is or was a director or officer of the SPFA, shall be indemnified and held harmless by the SPFA to the fullest extent permitted by the laws of the Commonwealth of Virginia, though not in excess of the actual amount of the SPFA's available insurance coverage for such action, suit or proceeding, against all costs, charges, expenses, liabilities, and losses (including reasonable attorneys' fees, judgments, fines, taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, except in the event of willful or intentional misconduct or a knowing violation of criminal law, and such indemnification shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of his or her heirs, executors and administrators. However, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the SPFA.

Section 6. Dissolution: In the case of dissolution of the SPFA or the winding up of its affairs, the remaining assets the SPFA after payment of liabilities and debts shall be distributed to one or more other organizations which themselves are exempt as organizations described in Sections 501(c)(6) or 501(c)(3) and 170 (c) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any prior or future federal tax code, or to the federal government, or to a state or local government, exclusively for public purpose, provided, however, that in no way shall such distribution inure to the financial benefit of any officer, director, committee member, or any SPFA member or contributor.

Adopted by the Board of Directors on October 28, 2025.