

**CMGA BYLAWS
RECOMMENDED CHANGES FOR 2022 ANNUAL MEETING**

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| <p>Article V, Section 2. Payment authority. Deleted vice president; added assistant treasurer. Payment authority expanded to include all payments, not just checks.</p> | <p>The President, Treasurer, and Assistant Treasurer shall have the authority to issue checks and all other budgeted and approved payments for the Association.</p> |
| <p>Article XII, Section 1. Minimum requirements for Association policies and procedures. Whistle Blower policy deleted because it is addressed elsewhere (Removal of Officers and Directors). New policy added. Data Security, Data Management, and Data Access.</p> | <p>The Board shall establish policies and procedures necessary for the appropriate governance of the Association. These will include the following, at a minimum: Finance and Accounting; Conflict of Interests; Removal of Officers and Directors, and Data Security, Data Management, and Data Access.</p> |
| <p>Article XII. Protection of Directors. Indemnification updated to clarify that designated Board volunteers are also covered..</p> | <p>No Director shall be liable to the Association except for his/her own acts, neglects and defaults in bad faith. No Director shall be liable out of his/her personal assets for any obligation or liability incurred by the Association. The Association alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of CMGA. CMGA shall provide indemnification insurance for its Directors and Officers as well as designated Board volunteers.</p> |