

BYLAWS
OF
VIRGINIA ASSISTED LIVING ASSOCIATION, INC.
As Modified in December 2017

ARTICLE 1. General Provisions

Section 1.1 Name. The name of this nonprofit corporation shall be VIRGINIA ASSISTED LIVING ASSOCIATION, INC. (the “Association”).

Section 1.2 Definitions. The term “Assisted Living Facilities Industry” or “Assisted Living Industry” refers to a variety of residential settings that offer a special combination of housing, supportive services, personalized assistance and health care designed to respond to the individual needs of those who need help with activities of daily living and instrumental activities of daily living. Supportive services are available 24 hours a day to meet scheduled and unscheduled needs in a way that promotes maximum dignity and independence for each resident. The term “National Association” refers to the Argentum, in which this Association serves as a state affiliate.

Section 1.3 Purposes. The general purpose of this Association is to further the interest of the providers, associates, operators and owners of assisted living facilities and to promote the assisted living industry within the State of Virginia. The specific purposes of the Association include, in addition to the general purposes set forth in the Articles of Incorporation:

- (a.) To operate as a state-wide membership organization for the benefit of providers, associates, operators and owners of assisted living facilities; organizations, vendors or individuals who provide goods or services to assisted living providers; and any other organization, agency, research facility or individual interested in the assisted living industry;
- (b.) To promote the common interests of those engaged in the assisted living industry and the population it serves;
- (c.) To promote the concept of assisted living facilities with public and private agencies as a viable resource for persons needing these services;
- (d.) To educate the public and increase awareness about assisted living; To participate in and promote the development of high standards for assisted living programs;
- (e.) To engage in any lawful act, activity or business not contrary to and for which a nonstock corporation may be formed under the Virginia Nonstock Corporation Act of the Code of Virginia as the same from time to time may be amended; and

- (f.) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the aforesaid purposes, any and all powers conferred upon nonstock corporations by the Virginia Nonstock Corporation Act of the Code of Virginia.

Section 1.4 Limitations. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its trustees, officers or any other private person except that the Association shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Association and to make distributions to its members as authorized by the Virginia Nonstock Corporation Act of the Code of Virginia. The Association shall possess all powers that a nonstock corporation, organized under the Virginia Nonstock Corporation Act of the Code of Virginia, shall possess including all powers which do not conflict with the aforesaid purposes for which the Association is organized, provided, however, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c) (6) of the Internal Revenue Code of 1986 as amended (“the “Code”) or any subsequent law of the United States.

Section 1.5 Goals. The goals of this Association are to:

- (a.) Promote quality assisted living.
- (b.) Maintain a close working relationship with the National Association, including the recruiting of new members for the National Association.
- (c.) Communicate regularly with members through meetings, workshops, and written communication.
- (d.) Recruit and retain new members to more effectively carry on and promote the purposes of the Association.

ARTICLE 2. MEMBERSHIP

Section 2.1 General. Admission of all applicants for the membership shall be in accordance with the procedure established by the Board. The categories of membership in the Association shall be:

- (a.) **Provider** – Any for-profit, not-for-profit facility or company that owns, operators, manages, or develops an assisted living facility or similar type of facility. Provider members are voting members of the Association.
- (b.) **Industry Partner** – Any individual or corporation that provides goods or services to the assisted living industry. Industry Partners are voting members of the Association.
- (c.) **Supporting Partner** – Any individual or agency interested in advocating for Virginia’s assisted living industry. This also includes government agencies, Area Agencies on Aging,

students, retirees, and those planning to open an assisted living facility. Supporting Partners are voting members of the Association.

Section 2.2 Members' Rights. Except as set forth in these Bylaws, the members shall only have the right to elect the Board of Trustees ("Board") of this Association. No member shall have any voting or other rights in this Association except as specifically granted to them by the Board from time to time. With respect to a member that is an entity, it shall designate one individual to exercise the rights of such member. Such member may change such designated individual from time to time by written notice to the Association.

Section 2.3 Membership Year. The Membership year for Providers and Supporting Partners shall be January 1 through December 31 of each year. Membership may be prorated for providers. Industry Partner Membership in the Association shall commence on the day the Industry Partner indicates the intention to join. The commencement shall become the Industry Partner's anniversary date, upon which the renewal shall be based.

Section 2.4 Duration of Membership. Membership in this Association may terminate by voluntary withdrawal as pursuant to the provisions of these Bylaws. All rights, privileges, and interests of a member in or to the Association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. All the member's obligation for the membership year shall be fulfilled and action on the resignation will be withheld until the close of such membership period. The Association will not refund any dues or other payments to members who resign.

Section 2.5 Suspension and Termination. The Board by two thirds vote of those Board members present, may suspend or terminate the membership of any member who in its judgment has violated the Association's Bylaws or has been guilty of conduct detrimental to the best interests of the Association. Such action by the Board shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Association. A statement of the charges shall have been sent by certified or registered mail to the last recorded address of the member at least 20 days before final action is taken. This statement shall be accomplished by notice of the time and place of the meeting of the Board at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel to present any defense to such charges. The Association will not refund any dues or other payments to members who are suspended or terminated.

Section 2.6 Reinstatement. Reinstatement of any membership previously suspended or terminated shall require the filing of a new application of membership and approval by a two-thirds majority vote of those Board members present at the meeting where the reinstatement request is presented to the Board.

ARTICLE 3. DUES

Section 3.1 Conditions of Membership. The members shall be obligated to pay the dues or membership fee established by the Board for each membership category. The Board shall also establish the terms and conditions of each membership category from time to time. Membership for Providers and Supporting Partners shall automatically terminate December 31 of each membership year and shall be renewed only upon payment of the membership fee for the following year.

Section 3.2 Dues. The Board shall establish the annual dues of each membership category. To the extent possible, the Board shall provide written notice to each member at least 90 days prior to the beginning of each membership year of the annual dues for the next membership year.

ARTICLE 4. MEMBERSHIP MEETINGS

Section 4.1 Meetings. An annual meeting of the membership for the election of Trustees to the Board, the consideration of reports and such other business as may be brought before the meeting shall be held on such date as may be designated by the Board. Any special meetings of the electing members may be called by the Chair, the Executive Director, a majority of the Board or one-third of the electing members. The annual and all other meetings of the membership shall be held at such places as may from time to time be designated by the Board.

Section 4.2 Notice of Meetings. Written notice of any meeting of the membership shall be given not less than 10 days before the day upon which the meeting is to be held via US Postal Service, posted on the VALA website, or sent via e-mail to the address of each member as last shown upon the records of the Association. Except as otherwise required by applicable provisions of the Virginia Nonstock Corporation Act of the Code of Virginia, no publication of any notice of any meeting of the membership or statement of the purposes of such meeting shall be required. Each member may, either before or after any meeting, waive any notice required to be given by law or under these Bylaws. Any waiver of notice must be in writing and filed with or entered upon the records of the Association.

Section 4.3 Manner of Acting. Except as otherwise provided in these Bylaws, the number of members present in person at any meeting of the membership shall constitute a quorum for the transaction of business at such meeting. The act of the majority of the members present at any meeting of the membership, at which a quorum is present, shall be the act of the members.

Section 4.4 Voting. Each member shall exercise its right to vote at any meeting or to consent to any action without a meeting through its designated individual, unless before such vote is taken or consent is given the governing board of such member provides a certified copy of a resolution stating that such authority is vested on some other individual. At any meeting of the membership, each member may be represented at such meeting, may execute such consents for waivers, and may exercise any of its other rights by proxy or proxies appointed by a writing signed by its designated individual. Unless otherwise permitted by the Board, no member may vote by

proxy. However, the voting for the election of the Trustee by the member may be held by written ballot.

ARTICLE 5. BOARD OF TRUSTEES

Section 5.1 Rights. Except for the rights to the members pursuant to sections 5.2 and 5.3 and elsewhere in the Bylaws, the voting members of the Association at any time shall be those individuals who are then Trustees. The Trustees shall have the rights and privileges of voting members conferred under the Virginia Nonstock Corporation Act of the Code of Virginia, except that no person shall have any right or privilege as a voting member if that person ceases to be or otherwise is not then a Trustee. Any action required by the voting members of the Association shall be approved by the Trustees as provided in this Article 5.

Section 5.2 General Powers. Except as provided in section 5.3 in these Bylaws, the powers of the Association shall be exercised, its business and affairs conducted, and its property managed under the direction of the Board, except as otherwise provided by the Virginia Nonstock Corporation Act of the Code of Virginia. From time to time, the Board may delegate to officers of the Association such powers and duties as it may see fit in addition to those specifically provided in these Bylaws.

Section 5.3 Reserved Powers. Notwithstanding anything to the contrary in these Bylaws, the following major decisions shall require the approval of two-thirds of the members in addition to the affirmative action of the Board:

- (a) Approval of any change in the affiliation arrangement with the National Association.
- (b) Approval of any sale, transfer, exchange or other disposition of all or substantially all of the assets of this Association.
- (c) Approval of any merger or consolidation or dissolution of this Association.

Section 5.4 Number and Composition. The Board shall consist of not less than 5 nor more than 16 Trustees. At least 75 percent of the Trustees shall be representatives of Provider members. The number of Trustees may, by vote of a majority of the entire Board, be decreased or increased between 5 and 16. At the Board's discretion, it may allow more than one (1) representative, but not more than two (2) representatives, from any one company to serve on the Board at one time.

Section 5.5 Qualifications of Trustees. All Trustees must be dues paying members, either as a Provider, an Industry Partner, or a Supporting Partner. For those Trustees representing more than one assisted living facility, at least 75% of the facilities must be dues paying members of VALA. Should a Trustee become ineligible to serve, then they will have until December 31, of that year to become eligible, or they will resign as Trustee effective January 1 of the following year.

Section 5.6 Elections of Trustees. The Trustees shall be elected by the members at the annual meeting of the membership. The Board, or its nominating committee, shall mail each member or make available on the Association's website a slate of individuals nominated for the

vacant positions on the Board (“Nomination ballot”) at least 30 days prior to the annual meeting of the membership. Such Nomination ballot may contain the name of more than one person for each position to be filled, however, only a person included on the Nomination ballot may be elected to the Board by the Provider members. If there is more than one person nominated for a position, the person receiving the most votes shall be elected. At the annual meeting of the membership, the members shall elect the persons to fill the upcoming vacancies on the Board. The term of office of persons so elected shall commence at the beginning of the new fiscal year. The Board may elect nominees at other times of the year if it is deemed necessary by a majority of the Board. The nomination committee will establish a slate of Board Officers, as defined below, which will be voted on by the Board of Trustees. Election of the Board Officers will be decided by a simple majority.

Section 5.7 Term and Classes. The term of office of each Trustee shall be 2 years beginning on January 1. If a Trustee is elected by the Board prior to or after the annual membership meeting, that Trustee shall fill a term that would have commenced on the preceding January 1 date. No Trustee shall serve more than 3 consecutive terms, except by special action of the Board of Trustees. The Board shall be divided into 2 classes to consist of an equal number of Trustees. Each class shall be designated consecutively as Class I and Class II. The term for Class I Trustees shall end on odd numbered years, and the term for Class II Trustees shall end on even numbered years.

Each year, the Executive Committee shall evaluate the contributions made by each Board member whose term is set to expire that year to determine whether he or she will be invited to continue to serve on the Board.

Section 5.8 Compensation. No Trustee shall receive any salary or other compensation for his or her services or expenses as a Trustee, but may be reimbursed for bona fide expenses incurred arising out of services rendered. However, nothing in these Bylaws shall prohibit payment of compensation to an individual serving as a Trustee who renders services to the Association in another capacity.

Section 5.9 Meetings. An annual meeting of the Board for the election of offices, consideration of any reports, and for the transaction of such other business as may be brought before the meeting shall be held on such date as may be designated by the Board. If the annual meeting is not held or if Trustees are not elected at the meeting, the Trustees may be elected at any special meeting called and held for that purpose. Regular meetings of the Board of Trustees shall be monthly at least quarterly. The exact date and hour will be designated by the Chair or the Chair’s designee. A special meeting of the Board may be called, (I) by the Chair; (II) by the Executive Director; or (III) by one-third of the Trustees.

Section 5.10 Notice of Meeting. Written notice of the time and place of each meeting of the Board shall be given to each Trustee either by personal delivery, by mail, email or fax at least seven (7) days before each meeting. Notice of a meeting need not state the purposes of the meeting. Any Trustee may, either before or after any meeting, waive any notice required to be given by applicable provisions of the Virginia Nonstock Corporation Act of the Code of Virginia

or under these Bylaws. Any waiver of notice must be in writing and filed with or entered upon the records of the Association.

Section 5.11 Quorum. Except as otherwise provided in these Bylaws, a majority plus one of the Trustees shall be present in person at any meeting of the Board in order to constitute a quorum for the transaction of business at such a meeting. If the meeting is held by telephone or through other communications equipment at which all Trustees participating can hear each other, such participation shall constitute attendance at such meeting. In the absence of a quorum at any meeting of the Board, a majority of the Trustees present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. At any adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting; as originally called.

Section 5.12 Place of Meeting and Electronic Meetings. Unless another place is designated by the Board, the place of all meetings shall be held at such places as may be designated by the Chair or Executive Director. However, any meeting may be held by telephone or through other communications equipment if all Trustees can hear each other.

Section 5.13 Manner of Acting. Except as otherwise provided in these Bylaws, the act of the majority of the Trustees present at any meeting of the Board at which a quorum is present shall be the act of the Board. Trustees may not vote by proxy at a meeting of the Board.

Section 5.14 Action without Meeting. Any action which may be authorized or taken at a meeting of the Board, may be taken without a meeting if authorized by a writing signed by each of the Trustees. Any such writing shall be filed with or entered upon the records of the Association.

Section 5.15 Resignation and Removal. Any Trustee may resign at any time by giving written notice to the Chair, Executive Director or Secretary. A resignation shall take effect at the time specified therein and, unless otherwise specified therein, shall become effective upon delivery. The acceptance of any resignation shall not be necessary to make it effective unless so specified in the resignation. Any Trustee may be removed, with cause, at any time by the affirmative vote of two-thirds of all of the Trustees then in office whenever the Board determines, in its judgment that the best interests of the Association would be served thereby. For purpose of this section, cause shall include the failure to attend at least half of the meetings of the Board during any 12 month period. Any Trustee elected by the members may be removed, with or without cause, at any time by the affirmative vote of two-thirds of the members at any meeting of the membership called for such a purpose. Should a Board member change employment and become employed with a company that is already represented on the Board, then the Company may choose whether to request a second Representative on the Board or whether to tender the resignation of one of the representatives from the Board. Should the Board member who changed employers result in three representatives on the Board, then the Company will be asked to select one representative to tender his/her resignation from the Board.

Section 5.16 Vacant Board Positions Any vacancy, including a vacancy created by an increase in the number of Trustees, may be filled by a majority of the remaining Trustees. A

Trustee elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office or, if it is a newly created seat, until the next election of Trustees.

ARTICLE 6. OFFICERS

Section 6.1 Officers. The officers of this Association shall be Chair, Vice Chair, Chair-Elect, Immediate Past Chair, Secretary, and Executive Director (collectively, “Board Officers”) and such other officers as the Board may from time to time deem necessary. All candidates must be members of the Board of Trustees for at least one (1) year before being eligible to serve as an officer except the position of Chair-Elect, who has to be a member of the Board of Trustees for at least two (2) years before being eligible to serve as an officer. The Executive Director shall be selected pursuant to Article 7 of these Bylaws.

Section 6.2 Appointment of Officers. The Chair, Vice Chair, Chair-Elect, and Secretary shall be elected by the Board of Trustees. The term of office will be one (1) year. The Chair shall succeed to the position of Immediate Past Chair. The Chair-Elect shall succeed to the position of Chair. The Immediate Past Chair will serve until a new Chair is elected. New offices may be created and filled at any time. Each officer shall hold office until his or her successor shall have been appointed. The Board may from time to time appoint such other agents and employees, with such powers and duties as the Board may deem proper.

Section 6.3 Chair. The Chair shall be the chief executive officer of the Board and shall call and preside at all meetings. The Chair shall provide leadership to the Board and its committees, serve as a liaison between the Executive Director and the Board, work closely with the Executive Director in carrying out approved programs and policies and maintain communications to ensure proper evaluation of performance. The Chair shall be an ex officio member with full voting privileges on all committees of the Board. The Chair shall have such other authorities and duties as are delegated by the Bylaws or as may be delegated from time to time by the Board. The term “Chair” shall have the meaning of “chairman” within the meaning of the Virginia Nonstock Corporation Act of the Code of Virginia.

Section 6.4 Vice Chair. The Vice Chair shall, in the absence of the Chair, perform the duties of the Chair and while so acting, the Vice Chair shall have all powers and authorities of, and shall be subject to the restrictions upon, the Chair. The Vice Chair shall have such other authorities and duties as are delegated by the Chair or as may be delegated from time to time by the Board of the Chair.

Section 6.5 Chair-Elect. The Chair-Elect shall, in the absence of the Chair and the Vice Chair, perform the duties of the Chair and while so acting, the Chair-Elect shall have all powers and authorities of, and shall be subject to the restrictions upon, the Chair. The Chair-Elect shall have such other authorities and duties as are delegated by the Chair or as may be delegated from time to time by the Board of the Chair.

Section 6.6 Immediate Past Chair. The Immediate Past Chair may assist with appointments for committees, because of his or her experience and knowledge of the assisted

living industry. The Immediate Past Chair shall have such other authorities and duties as are delegated by the Chair or as may be delegated from time to time by the Board of the Chair.

Section 6.7 Secretary. The Secretary shall facilitate the annual review of the Executive Director. All records and reports of the Board shall be maintained at the Association's main office. The Secretary shall have other authorities and duties as are delegated by the Bylaws or as may be delegated from time to time by the Board or the Chair.

Section 6.8 Compensation. No Officer shall receive any salary or other compensation for his or her services as an Officer, but may be reimbursed for bona fide expenses incurred arising out of services rendered. However, nothing in these Bylaws shall prohibit payment of compensation to an individual serving as an Officer who renders services to the Association in another capacity.

ARTICLE 7. EXECUTIVE DIRECTOR

Section 7.1 Executive Director. The Executive Director shall be selected by and employed by the Board and shall serve only at its pleasure. The Executive Director shall manage and have general supervision, administration and direction over the operations of the Association, and its facilities, offices, and employees, subject to the overall authority of the Board. The Executive Director shall have such other authorities and duties as are delegated from time to time by the Board or the Chair.

Section 7.2 Authority. The Executive Director and other personnel shall be retained to perform duties and implement policies authorized by the Board. The Board has the authority to enter into contractual agreements with regard to the hiring of the Executive Director and administrative personnel. The Executive Director and other personnel shall not have the authority to serve as a voting member of the Board. The Executive Director shall have the ability to hire subordinate personnel upon authorization by the Board.

ARTICLE 8. COMMITTEES

Section 8.1 Executive Committee. The Board may establish an Executive Committee which would consist of the Board Officers and other Trustees selected by the Board. The Executive Committee shall have the power to transact all of the business of the Association during the interim between meetings of the Board and shall have and exercise the authority of the Board in the management of the Association subject to any restrictions established by the Board. The designation of the Executive Committee and the delegation thereto of such authority shall not operate to relieve the Board, or any individual Trustee, of any responsibility imposed by law. The Executive Committee shall be subject to the control and direction of the Board.

Section 8.2 Other Committees. The Board may, by resolution, designate Committees, each of which shall consist of not less than 3 VALA members. Committees shall have and exercise the authority of the Board to the extent provided in such resolution. The designation of such committees and the delegation thereto of such authority shall not operate to relieve the Board, or

any individual Trustee, of any responsibility imposed by law. Each committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board.

Section 8.3 Manner of Acting. Unless otherwise provided in these Bylaws or unless otherwise ordered by the Board, any such committee shall act by a majority of all of its members (excluding ex officio members) at a meeting at such place or through electronic communications as permitted by the Virginia Nonstock Corporation Act of the Code of Virginia or by a writing or writings signed by all of its members (excluding ex officio members). All committees of the Board shall prepare and file minutes of all meetings with the Association's office to be filed with or entered upon the records of the Association.

Section 8.4 Authority. A committee is authorized to take any action or transact any business specifically delegated by the Board. If a committee is delegated complete authority to take a specific action or to transact a specific business matter by the Board, any such action or business transaction of the committee pursuant to the delegation of authority shall be as effective for all purposes as an act or business transaction by the Board.

ARTICLE 9. FISCAL YEAR

Section 9.1 Fiscal Year. The fiscal year of the Association shall be the calendar year.

ARTICLE 10. MISCELLANEOUS

Section 10.1 Contracts. The Board of Trustees may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or executive and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 10.2 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 10.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories.

Section 10.4 Gifts. The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE 11. AMENDMENT

Section 11.1 Amendment. These Bylaws may be amended from time to time by the Board by an affirmative vote of the majority of the Board. However, the rights granted to the membership pursuant to Article 2 may not be amended without the affirmative vote of a majority of the members.

ARTICLE 12. CONFLICT OF INTEREST

Section 12.1 General Policy. Recognizing that Trustees and officers have a duty of loyalty and fidelity to the Association and they must govern the Association's affairs honestly and economically exercising their best care, skill and judgment for the benefit of the Association, to avoid even the appearance of impropriety, the Trustees and officers of the Association shall disclose to the Board any situation wherein the Trustee or officer has a conflicting interest or duality of interest that could possibly cause that person to act in other than the best interest of the Association.

Section 12.2 Procedure. Any Trustee or officer having a conflicting interest or duality of interest in any transaction shall follow the following procedures:

- (a) Any Trustee having a known duality of interest or possible conflict of interest on any matter should make a disclosure of such conflict of the other Trustees. Such Trustee should not vote or use his or her personal influence on the matter, but such Trustee may be counted in determining the quorum for the meeting. The minutes of the meeting should reflect the making of the disclosure, the abstention from voting and the quorum situation.
- (b) Any officer having a known duality of interest or possible conflict of interest on any matter before such officer for administrative action shall report the conflict to the Executive Director or, in the care of the Executive Director, to the Chair. Such officer shall abstain from taking any administrative action on such matter.

The requirements in this section 12.2 shall not be construed as preventing any Trustee or Officer from briefly stating his or her position in the matter, now from answering pertinent question of the Board or other officers.

ARTICLE 13. INDEMNIFICATION

Section 13.1 General Policy. To the extent provided by law, the Association may indemnify and advance expenses to a Director, officer, employee, or volunteer of the Association in connection with a proceeding to the fullest extent permitted by and in accordance with the indemnification provisions of the Code of Virginia, § 55-459.

Section 13.2 Insurance. The Association may purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, officer, volunteer, employee, or other agent of or in a similar capacity with the Association, or who is or at any time has been, at the direction or request of the Association, a Director, officer, volunteer, administrator, manager, employee, member, advisor, or other agent of or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise including any employee benefit plan against any liability asserted against and incurred by such person.

I, Chair of the Virginia Assisted Living Association, Inc., hereby certify that the foregoing constitutes all of the provisions of the Bylaws of the Association, as current in effect.

IN WITNESS WHEREOF, I hereunto subscribe and affix the seal of the Association this 5th day of December 2017.



Judy Hackler
VALA Executive Director