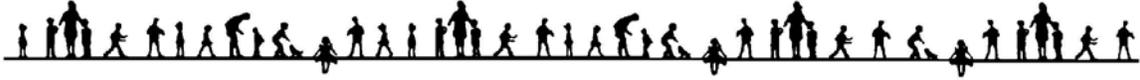


CONNECTICUT YOUTH SERVICES ASSOCIATION, INC.



# CYSA

## AMENDED AND RESTATED BYLAWS

ADOPTED November 10, 2011

CONNECTICUT YOUTH SERVICES ASSOCIATION, INC.

### BYLAWS

**Originally Adopted December 12, 2002**

**Revised: December 11, 2003, October 10, 2004 and March 10, 2005**

**Amended and Restated November 10, 2011**

## **Article I – The Corporation**

Connecticut Youth Services Association, Inc. shall be known and referred to in these bylaws as “the Corporation.” The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and as further stated in the Corporation’s Amended and Restated Certificate of Incorporation. The principal office of the Corporation shall be located at such place as the Board of Directors may from time to time designate for the transaction of corporate business.

## **Article II – Membership**

### Section 2.1 –Membership

Only officially designated youth service bureaus shall be eligible for membership. Officially designated youth service bureaus are public or private entities and are designated as such as determined by the Connecticut General Statutes that govern youth service bureaus.

### Section 2.2 –Dues for Membership of the Corporation

Membership shall be levied at an amount to be determined annually by the Board of Directors. Payment of dues shall constitute a member in good standing and so entitle the member to cast a vote in a Board of Directors election.

### Section 2.3 – Duties and Responsibilities of Members

The duties and responsibilities of members shall be:

- 1 Payment of annual dues; and
- 2 Voting for Board of Directors in accordance with the terms hereof

### Section 2.4 – Meetings of the Membership

There shall be an annual meeting of the membership at such place and at such time as the Board of Directors by resolution shall determine (the “Member Annual Meeting ”), notice of which shall be mailed at least two weeks prior to the Member Annual Meeting. The agenda of the Member Annual Meeting shall include the elections in accordance with the terms of these bylaws, the presentation of a financial report by the President or the President’s designee as set forth in Section 6.7 of these bylaws, and such other matters designated by the Board of Directors. The Board of Directors or the members may in their discretion call special meetings of the membership through the year in accordance with the Connecticut General Statutes.

### Section 2.5 – Regional Chapters of the Corporation

There shall be regional chapters of the Corporation as designated by the Board of Directors comprised of the officially designated youth service bureaus and divided by region into the number of regional chapters designated by the Board of Directors. The present number of regional chapters is seven (7).

### Section 2.6– Friends of the Corporation

Individuals, groups, and agencies that are interested in the goals of the Corporation may become a “Friend of CYSA” by payment of an amount to be determined annually by the Board of Directors. Notwithstanding the foregoing, no individual may become a “Friend of CYSA” if such individual is an

employee of a youth service bureau nor may any youth service bureau become a “Friend of CYSA”. For the avoidance of doubt, a “Friend of CYSA” is not, and shall not be deemed, a member of the Corporation for purposes of these bylaws, the articles of incorporation, the Connecticut Revised Nonstock Corporation Act, or any other law, rule or regulation.

### **Article III – Board of Directors**

#### Section 3.1 – Duties

The Board of Directors shall manage and control the activities, affairs and business of the Corporation, and shall have and may exercise all powers of the Corporation, subject to the provisions of these bylaws, the Corporation’s certificate of incorporation, and the laws of the State of Connecticut. The Board of Directors shall have the right to vote on each matter requiring the vote of Directors.

#### Section 3.2 – Number of Directors and Composition

The Board of Directors shall be comprised of no less than twelve (12) and no more than seventeen (17) persons.

The precise number of Directors shall be the number fixed by resolution of the directors, or, in the absence thereof, shall be the number of Directors then in office. All Directors must be associated with a member in good standing as set forth in Article II at the time of their election. No person may hold more than one position as a Director on the Board of Directors simultaneously.

#### Section 3.3 – Election and Term of Office

At each Member Annual Meeting, the members in good standing and in attendance shall elect five (5) directors (each an “At-Large Director”, and collectively the “At-Large Directors”) by the affirmative vote of a majority of such members.

At each Member Annual Meeting, each regional chapter shall designate one of its members to serve as such region’s official representative to the Board of Directors (each a “Regional Representative”, and collectively, the “Regional Representatives”, and together with the At-Large Directors, the “Directors”) in accordance with the governing rules of such regional chapter. Each Regional Representative shall be an ex officio member of the Board of Directors shall have full voting rights and shall be counted in determining quorum.

The term of office for all Directors is two years commencing and expiring at the Member Annual Meeting at which Director is elected subject to earlier resignation or removal. Terms will be staggered so that no more than 50% of the Directors plus one (1) shall be elected at the Member Annual Meeting of a given year. A Director shall continue to serve after such Director's term of office has expired until a successor is duly elected and qualified or if there is a increase in the number of Directors.

#### Section 3.4 – Resignation of Directors

The resignation of a Director shall be in writing and shall be effective immediately upon receipt by the Board of Directors, if no time is specified, or at such later time as the resigning Director may specify and the majority of the Board of Directors shall accept.

#### Section 3.5 – Removal of Directors

A Director may be removed from office as a member of the Board of Directors with or without cause, by a majority of the Directors present and voting at any meeting of the Board of Directors at which a quorum is present, but only after an opportunity to be heard is afforded the Director to be removed. Any notice of a meeting of the Board of Directors at which such removal will be considered shall include notice of such proposed action. The Director sought to be removed shall have no right to vote with respect to any such action.

### Section 3.6 – Vacancies

Any vacancy in the Board of Directors may be filled by the affirmative vote of a majority of all remaining Directors at a duly called meeting of the Board of Directors even though such remaining Directors may be less than a quorum; provided that any vacancy of a Regional Representative shall be filled by the regional chapter that appointed such representative. A Director elected to fill a vacancy shall serve until the next Member Annual Meeting and until such Director's successor is elected and qualified.

### Section 3.7 – Annual Meetings and Notices

The annual meetings of the Board of Directors shall be held at the principal offices of the Corporation unless otherwise specifically directed by the President . The annual meetings of the Board of Directors shall be held on such day prior to the fourth month after the end of the Corporation's fiscal year as the Board of Directors shall determine, at such hour as shall be specified in the notice of the meeting, for the purpose of receiving reports from the President, officers, agents, and committees, and transacting such other business as may properly come before the meeting. Notice of the annual meeting of the Board of Directors shall be in writing and shall be mailed, or sent via electronic transmission, to all Directors at least two weeks before the annual meeting.

### Section 3.8 – Regular and Special Meetings; Notice

Regular meetings of the Board of Directors may be held at such times and places as, in the opinion of the President or a majority of the Directors, the interests of the Corporation shall require, without notice of the date, time, place or purpose of the meeting (with the exception that unless it is stated in a written notice of the meeting, no bylaw may be brought up for amendment, adoption, or repeal). Special meetings of the Board of Directors shall be held whenever called by the President or by the Secretary or upon the written request to the President of at least one-third (1/3) of the Directors. At least two (2) days' notice, stating the time, place and purpose of special meetings shall be given to each director. The business of the special meeting shall be limited to the item(s) presented in the notice of the meeting.

### Section 3.9 – Waiver of Notice

A written waiver signed at any time by a Director entitled to notice shall be the equivalent to the giving of notice, and the waiver shall be filed with the minutes or corporate records of the Corporation. The attendance of any Director at a meeting without protesting the lack of proper notice at the beginning of the meeting shall be deemed to be a waiver by such Director of notice of the meeting.

### Section 3.10 – Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business.

### Section 3.11 – Actions by Board of Directors

The act of a numerical majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the presence of or the act of a greater number of Directors is specifically required by these bylaws, the Corporation's Certificate of Incorporation, or the Connecticut General Statutes. If a quorum shall not be present at any meeting of Directors, a majority of the Directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Voting by duly executed proxies shall be permitted, but shall not count in determining a quorum. A proxy shall be considered duly executed if, prior to a given meeting, a Director provides written notice to the Secretary which notice communicates such Director's vote on the matters to be addressed at such meeting and contains that Director's original signature.

#### Section 3.12 – Participation in Meetings

A Director may participate in a meeting through the use of any means of communication, such as telephone, enabling all Directors participating in the meeting to hear one another, and participation in a meeting shall constitute presence in person at such meeting.

#### Section 3.13 – Consent to Action without a Meeting

Any resolution in writing, approved and signed by all of the Directors entitled to vote, shall have the same force and effect as if the same were approved by the Directors at a meeting duly noticed and held for that purpose, and such resolution shall be recorded by the Secretary in the minutes of the Corporation.

#### Section 3.14 – Minutes

The Secretary shall record the minutes of each meeting of the Board of Directors and upon acceptance by the Board of Directors with such changes, if any, as determined by the Board, the Secretary shall retain such minutes with the permanent records of the Corporation.

#### Section 3.15 – Board Compensation

The Board of Directors may fix the compensation of Directors, including a reasonable allowance for expenses actually incurred in connection with their duties, and reimburse expenses incurred by Directors in connection with their duties. The Board of Directors may establish the parameters for such compensation and reimbursement.

### **Article IV – Committees**

#### Section 4.1 – Standing Committee

There shall be a minimum of seven standing committees of the Corporation. These shall be the Executive Committee, the Nominating Committee, the Advocacy Committee, Professional Development, the Membership Committee, and the Development Committee. Other committees may be established at the pleasure of the Board of Directors.

#### Section 4.2 – Powers

A committee shall have such functions and may exercise such power of the Board of Directors as may be delegated lawfully and as provided in the resolution or resolutions creating such committee or committees

or as provided in these bylaws; provided, however that the creation of such committee or committees shall not alone operate to relieve the Board of Directors, any individual director, or the officers of any responsibility imposed on such persons by law, including the standard of director conduct described in Section 33-1104 of the Connecticut General Statutes.

Notwithstanding any provision of this Article or these bylaws to the contrary, no committee shall have any power to:

- (a) Fill vacancies on the Board of Directors or any of its committees.
- (b) Amend the Certificate of Incorporation.
- (c) Adopt, amend, or repeal these bylaws.
- (d) Amend or repeal any resolution of the Board of Directors.
- (e) Approve a plan of merger; approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation.
- (f) Approve a proposal to dissolve the Corporation.

#### Section 4.3 Committee Matters

The appointment of a Director and any other person who is not a Director to any committee as well as the creation of any committees in addition to the standing committee shall be approved by either a majority of all the Directors in office when the action was taken or the number of Directors required by the Certificate of Incorporation or bylaws, whichever is greater.

Each committee shall have at least one Director serving on such committee. The President shall select a chairperson of the committee from among the Directors on such committee.

Only Directors of such committees are entitled to vote, unless such committee upon its establishment is designated as an advisory committee and as such shall have no power to exercise any power of the Board of Directors.

#### Section 4.4 Advisory Committees

The Board of Directors may also appoint one or more Directors and/or one or more other persons, not Directors, to serve on one or more advisory committees, provided such committee shall have not power to exercise any power of the Board of Directors. The chairperson of each advisory committee shall submit its minutes, reports, studies, and recommendations to the Board of Directors for approval and ratification.

#### Section 4.5 – Executive Committee

The President, Vice President, Secretary and Treasurer of the Corporation shall comprise the Executive Committee. The Executive Committee shall have the power and authority to transact any emergency business of the Corporation which may arise during the period between meetings of the Board of Directors. The Executive Committee shall have other powers and duties as may be delegated to it by the Board of Directors. The Past President shall serve as an advisor and a non-voting ex-officio member of the Executive Committee who shall not be counted for quorum purposes.

#### Section 4.6 – Nominating Committee

There shall be a Nominating Committee comprised of four Directors. The President shall appoint the members of the Nominating Committee, which appointment shall be approved by the Board of

Directors. The Nominating Committee shall be composed not less than 60 days prior to the Member Annual Meeting.

The Nominating Committee shall develop a slate of candidates for election to the Board of Directors. The Nominating Committee shall obtain the consent of proposed candidates to be placed on the ballot.

The Nominating Committee shall prepare the final ballot to be presented at the Member Annual Meeting.

#### Section 4.7 – Advocacy Committee

There shall be an Advocacy Committee. The President shall appoint the members of the Advocacy Committee, which appointment shall be approved by the Board of Directors.

The Advocacy Committee shall identify advocacy issues pertaining to children, youth and families, develop the Corporation’s legislative advocacy plan, and keep members informed of the status of the Corporation’s advocacy issues.

#### Section 4.8 – Membership Committee

There shall be a Membership Committee. The President shall appoint the members of the Membership Committee, which appointment shall be approved by the Board of Directors.

The Membership Committee shall receive and review all applications for membership to the Corporation, make recommendations to the Board of Directors for new members, advise the Board regarding the current membership list, and shall prepare and distribute membership packets approved by the Board to new members.

#### Section 4.9 - Professional Development Committee

There shall be a Professional Development Committee. The President shall appoint the members of the Professional Development Committee, which appointment shall be approved by the Board of Directors.

The Professional Development Committee shall assess the training needs of the membership and identify appropriate training to meet those needs. The Professional Development Committee, with the approval of the Board of Directors, may either develop the training themselves or recommend a qualified professional to provide that training

#### Section 4.10 - Development Committee

There shall be a Development Committee. The President shall appoint the members of the Development Committee, which appointment shall be approved by the Board of Directors.

The Development Committee shall be responsible for strategic long-range planning, which may include board retreats, contracting with a strategic planning facilitator and presenting a final report to the Board of Directors; and, shall be responsible for the coordination of fundraising activities , which may include grant-writing, facilitating individual gifts from donors, the development of endowments, arranging fundraisers and the hiring of a paid consultant to provide staffing for fund development.

#### Section 4.11 – Vacancies

Vacancies on any committee shall be filled by the Board of Directors.

#### Section 4.12 – Meetings, Notices, and Quorum

Sections 3.7, 3.8, 3.9, 3.10, 3.11, 3.12 and 3.13 of these bylaws, which generally govern meetings, action without meeting, participation in meetings by conference telephone, notice, and waiver of notice, quorum and voting requirements of the Board of Directors shall apply to all committees other than advisory committees, except that such committees shall not be required to hold annual meetings.

#### Section 4.13 – Minutes

Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors, and such minutes shall be retained with the permanent records of the Corporation.

### **Articles V – Officers**

#### Section 5.1 – Number and Title

There shall be at least five officers of the Corporation: President, Vice President, Secretary, Treasurer and Past-President.

#### Section 5.2 – Elections and Terms of Office

Officers, except the Past President, shall be elected by the membership at the Member Annual Meeting. Terms of office are two (2) years. No officer shall serve more than two consecutive terms, but after a one year vacancy, may be elected into that position for an additional term, renewable once. The members may elect such other officers, including one or more Vice Presidents, as the membership shall deem appropriate. Any two or more offices may be held by the same person. Each such elected officer shall hold office for the term for which he or she is elected and until his or her successor has been elected and qualified. Vacancies may be filled at a duly called meeting of the Board of Directors by the affirmative vote of a majority of the Directors, even though such voting Directors may be less than a quorum, and even though the number of Directors at the meeting may be less than a quorum.

#### Section 5.3 – Duties and Powers

The duties of the officers of the Corporation shall be such as are imposed by these bylaws and other such duties prescribed by the Board of Directors or the president not inconsistent with these bylaws.

#### Section 5.4 – Removal

All officers shall serve at the pleasure of the Board of Directors. Any officer of the Corporation may be removed at any time, with or without cause, by resolution adopted by the affirmative vote of a majority of all of the Directors then in office, but without prejudice to such officer's contract rights, if any. Officer vacancies shall be filled by the Board of Directors as soon as practicable in the Board's sole discretion.

#### Section 5.5- Resignations

The resignation of any officer shall be in writing and shall be effective immediately upon receipt by the Board of Directors, if no time is specified, or at such later time as the resigning director may specify and the Corporation shall accept.

#### Section 5.6 – Expiration of Term of Office

At the termination, whether by removal, resignation or expiration, of any term of office by any officer, he/she shall turn over to his/her successor all money, property, papers, records and books of the corporation within his or her possession.

#### Section 5.7 – President

The President shall have been a Director for at least one year and may serve no more than two consecutive terms. The President shall serve at the pleasure of the Board of Directors. The President shall be the chief executive officer of the Corporation and shall have general supervision over the business of the Corporation, subject to the control of the Board of Directors. The President shall preside at all meetings of the Board of Directors and Members, and shall be a member of all committees, except the Nominating Committee. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. In general, the President shall perform other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these bylaws, by the Board of Directors or by law. The President may designate such authority to any additional officers. The President shall appoint a Board member or a person associated with a Member of the Corporation to represent the Corporation on statewide committees

#### Section 5.8 – Vice President

It shall be the duty of each Vice President, in the absence of the President, to perform the President's duties. The Vice President(s) shall also perform such other duties as may be assigned to them, or specifically required to be performed by them, by these bylaws, by the Board of Directors or by the President.

#### Section 5.9 - Secretary

The Secretary shall give or arrange to be given due notice of all meetings of the Corporation and of the Board of Directors, shall keep the minutes of the proceedings of the meetings of the Corporation and of the Board of Directors, including a record of attendance of the Board of Directors, and shall act as custodian of all records, reports and documents of the Corporation and of the Board of Directors, except those kept by the Treasurer in accordance with these bylaws, and of the seal, if any, of the Corporation. In addition, the Secretary shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President, or specifically required to be performed by these bylaws or by law. In the event that the office of the Treasurer shall not have not have been filled by the Board of Directors, the Secretary shall perform the duties incident to the office of Treasurer.

In the Secretary's absence, the Vice President is authorized to fill the Secretary's duties of ratifying the President's signature.

#### Section 5.10 – Treasurer

The Treasurer shall supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all funds and securities of

the Corporation; prepare, distribute and retain or cause to be prepared, distributed and retained all reports, records and returns required by law regarding the Corporation's financial status; shall render periodic financial statements and such reports and accounts to the financial condition of the Corporation as may be requested by the Executive Committee or Board of Directors; and perform such other duties as may be assigned to him or her, or specifically required to be performed by him or her, by the Board of Directors or by the President.

#### Section 5.11 – Past-President

The Past-President shall act as an advisor to the President and the Executive Committee to ensure continuity in conducting the Corporation's business. As an officer, the Past-President will be a member of the Executive Committee.

### **Article VI – Finance and Property**

#### Section 6.1 – Fiscal Year

The fiscal year of the Corporation shall be July 1 through June 30.

#### Section 6.2 – Depositories

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or depositories and under such terms and conditions as may be determined by the Board of Directors.

#### Section 6.3 – Property and Assets

Title to all property shall be in the name of the Corporation.

#### Section 6.4 – Approved Signatures

Any corporate checking account shall be signed by two authorized signatories. Those authorized to sign such documents are any officer and such other persons are designated by resolution of the Board of Directors.

#### Section 6.5 – Execution of Agreements

Except as provided by resolution of the Board of Directors or these bylaws, all agreements, instruments or documents approved by the Board of Directors shall be executed on behalf of the Corporation by any one of the following: the President, the Past President, Vice President or the Treasurer.

#### Section 6.6 – Contracts and Debts

Contracts may be entered into, or debts incurred, only as directed by resolution of the Board of Directors or by its appointed delegate or agent(s).

#### Section 6.7 – Financial Reports and Budget

A summary of the financial operation of the Corporation shall be made at the Annual Meeting of Members in such form as the Board of Directors prescribes. The annual budget of the Corporation shall be submitted to and approved by the Board of Directors prior to the commencement of the fiscal year.

### Section 6.8 – Investments

The property, assets, and funds of the Corporation may be invested in support of the purposes of the Corporation as the Board of Directors may authorize and approve.

### Section 6.9 – Voting Upon Shares of Other Corporations

Unless otherwise directed by the Board, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner, this Corporation might have possessed and exercised if present. The Board may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

### Section 6.10 – Audit/Financial Review

The Board of Directors shall cause an annual audit or financial review by an independent certified public accountant of the financial affairs of the corporation, subsequent to the end of each fiscal year.

### Section 6.11 – Credit Cards

The officers of the corporation shall have access to the corporation credit cards for purchases not to exceed \$500.00 with prior-approval of the Board of Directors or the Executive Committee. Expenditures in excess of \$500.00 using the corporate credit card shall require the prior approval of the Board of Directors. Examples of appropriate expenditures include deposit for meeting space, equipment purchases and refreshments for business meetings.

## **Article VII- Indemnification**

### Section 7.1 – General

The Corporation shall indemnify Directors, officers, employees and agents of the Corporation as set forth in the Corporation's Certificate of Incorporation.

### Section 7.2 – Indemnification Insurance

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was at the request of the Corporation acting as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such whether or not the Corporation would have the power to indemnify such person against such liability.

## **Article VIII- Conflicts of Interest**

### Section 8.1 – Conflicting Interests

A potential conflict of interest exists when the Corporation is considering a transaction in which:

(A) the Director or officer or a “related person” is a party to the transaction or has a beneficial financial interest in or is so closely linked to the transaction that the interest would reasonably be expected to exert an influence on the Director or officer’s judgment if he/she were called upon to vote on the transaction; or

(B) any of the following persons is either a party to the transaction or has a beneficial financial interest in or is so closely linked to the transaction that the interest would reasonably be expected to exert an influence on the Director or officer’s judgment if he/she were called upon to vote on the transaction; (i) an entity, other than the Corporation, of which the Director is a director, general partner, agent or employee; (ii) a person that controls one or more of the entities specified in (B)(i), or an entity that is controlled by or under common control of an entity specified in (B)(i); or (iii) an individual who is a general partner, principal or employer of the Director or officer; or

(C) when a Director, officer or “related person” serves as director, officer or staff member of an organization which competes with the Corporation or when a Director, officer or “related person” aids, financially or otherwise, such competing organization.

### Section 8.2 – Related Person

Related person of a Director or officer means (A) the spouse or the “in-laws” thereof, or a child, grandchild, sibling or parent of the Director or officer, or the spouse of any thereof, or an individual having the same home as a Director, or a trust or estate of which an individual specified in this subparagraph is a substantial beneficiary, or (B) a trust, estate, incompetent, conservatee, or minor of which the Director or officer is a fiduciary, (C) an entity (other than the Corporation or one controlled by the Corporation) controlled by the Director or any other person listed above, (D) a domestic or foreign (i) business or nonprofit corporation (other than the Corporation or a corporation controlled by this Corporation) of which the Director is a director, (ii) unincorporated entity of which the Director is a member of the governing body or is a general partner, or (iii) individual, trust, or estate of which the Director is a trustee, guardian, personal representative, or like fiduciary, or (E) a person or entity that is controlled by an employee of the Director.

### Section 8.3 – Excess Benefit Transactions

No Director or officer of the Corporation may engage in any excess benefit transaction as defined in section 4958 of the Code.

### Section 8.4 – Approving Transactions

No transaction involving a conflicting interest shall be approved except as permitted by section 33-1128, 33-1129 or 33-1130 of the Connecticut General Statutes, as follows (in the alternative):

(a) Action by Board of Directors: Each person with a conflicting interest with respect to a transaction shall disclose the nature of such interest and all material facts relating thereto. After proper disclosure, approval shall be by the affirmative vote of a majority, but no fewer than two, of those qualified members of the Board of Directors (or a committee thereof) who do not have a conflicting interest with respect to the transaction. Also unqualified are any Directors with a familial, financial professional or employment relationship with the subject Director which relationship would reasonably be expected to exert an influence on the Director’s judgment when voting on the transaction;

(b) The transaction, judged according to the circumstances at the time of commitment, is established to have been fair to the Corporation.

#### Section 8.5 – Disclosure Requirements

At the time of their appointment, each Director or officer of the Corporation may be asked to complete a disclosure statement identifying all related parties of the Director or officer who have a conflicting interest with respect to any transaction between such person and the Corporation. These statements will be kept on file at the Corporation's office, and copies will be distributed to all Board members for their reference. These statements are to be updated annually, and any additions or other changes shall be made by the Director or officer in writing as they occur.

### **Article IX – Amendments and Miscellaneous**

#### Section 9.1 – General Powers

These bylaws may be amended, modified, or repealed. New bylaws not inconsistent with the purposes described in the certificate of incorporation or any law, may be adopted by the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors duly called to consider such amendments or change. Proposed revisions must be distributed to Directors at least ten (10) days prior to the meeting. At any meeting at which notice has been given that amendment or repeal is to be acted upon, resolutions modifying such proposed amendments or repeal may be made and adopted at such meeting without further notice. Notice of any such modification shall be subsequently given to all Directors then in office.

Any amendment of the provisions of these bylaws that conflicts with any provision of the Certificate of Incorporation or any law shall be null and void.

#### Section 9.2 – Rules of Order

The current edition of Roberts Rules of Order Newly Revised shall govern in all cases where relevant, provided these bylaws control in the event of a conflict.