

**AMENDED AND RESTATED
BYLAWS
OF
ORGANIZATION OF CHINESE AMERICANS, INC. – WESTCHESTER CHAPTER**

ARTICLE I
Name, Purposes, and Offices

Section 1.1 **Name.** The name of the corporation is Organization Of Chinese Americans, Inc. – Westchester Chapter (the “Corporation”).

Section 1.2 **Purposes, Powers, Objectives and Policies.** The purposes and powers of the Corporation shall be those set forth in the Corporation’s Certificate of Incorporation, as from time to time amended, restated, or otherwise modified. Without limiting the foregoing, the objectives of the Corporation shall be to serve as a chapter of the national Organization of Chinese American, Inc. (the “National Organization”), and in that regard to foster American democracy, to uphold the Constitution of the United States, to eliminate prejudices and ignorance, to enhance the image of those of any ancestry permanently residing in the United States in civic and national life, and to secure justice and equal opportunity and equal treatment of all Americans regardless of race, color, sex, sexual orientation, or national origin. Unless specifically otherwise addressed by the Board (as hereinafter defined) or the Members (as hereinafter defined), the policies of the National Organization as set forth in its constitution shall apply to the Corporation.

Section 1.3 **Offices.** The principal office of the Corporation shall be located at such address in Westchester County, New York as the Board of Directors of the Corporation (the “Board”) may from time to time to designate. The Corporation may maintain additional offices at such other places within or without the State of New York as the Board may from time to time designate.

ARTICLE II
Membership

Section 2.1 **Membership and Other Participation in Corporation.**

(a) **Members.** The Corporation shall have one class of members (each a “Member”). Any individual who is a United States citizen or permanent resident over the age of 18, who supports the Constitution of the United States and who accepts the objectives of the Corporation as set forth in Section 1.2 of these Bylaws and the constitution and by-laws of the National Organization may become a Member regardless of such individual’s race, color, sex, sexual orientation, religion, education, profession or national origin; provided that in no case may any individual who is an agent or employee of a foreign country or any political subdivision thereof be a Member. Members shall be entitled to all of the rights and privileges of a Member of the Corporation as set forth in these Bylaws and under the Corporation’s Certificate of Incorporation and the New York Not-For-Profit Corporation Law (the “NPCL”). Members shall also be entitled to the rights and privileges of members of the National Organization. Each Member shall pay annual dues in such amount as shall be established from time to time by the Board

which shall include dues payable to the National Organization. Upon payment in full of such annual dues and adherence to the objectives of the Corporation as set forth in Section 1.2 of these Bylaws and the constitution and by-laws of the National Organization, a Member shall be considered to be in good standing in the Corporation.

(b) Associates. Any individual who does not satisfy the age, citizenship or permanent residence criteria to be a Member but who subscribes to the purposes and objectives of the Corporation may be an associate of the Corporation (each an “Associate”); provided that in no case may any individual who is an agent or employee of a foreign country or any political subdivision thereof be an Associate. An Associate shall have no voting rights in respect of the Corporation and shall pay annual dues in such amount as shall be established from time to time by the Board. Upon payment in full of such annual dues and adherence to the purposes and objectives of the Corporation, an Associate shall be considered to be in good standing in the Corporation.

(c) Honorary Member. The Board may elect as an honorary member of the Corporation (each an “Honorary Member”) any United States citizen or permanent resident who has made a significant contribution (i) to American society, (ii) in his/her work or profession, and/or (iii) to the Chinese American community. An Honorary Member shall have no voting rights in respect of the Corporation.

(d) Additional Associations with Corporation. Any young adult or youth who is either a Member in good standing or is the child of a Member in good standing, or is an Associate in good standing, shall be eligible to be a member of an organization under the auspices of the Corporation known as the Young Organization of Chinese Americans (the “YOCA”). The Board, in consultation with the National Organization, may also establish additional categories of associations with the Corporation from time to time.

(e) Termination of Status.

(i) Any Member, Associate or Honorary Member may voluntarily terminate his/her affiliation with the Corporation at any time upon the delivery of a written notice to the secretary of the Corporation. The effective date of such resignation shall be the date such notice is received by the Secretary of the Corporation. In the case of any such voluntary termination, there shall be no refund of any annual dues theretofore paid.

(ii) If any Member, Associate or Honorary Member flagrantly violates the Certificate of Incorporation of the Corporation, these Bylaws or the policies or objectives of the Corporation, or the constitution or by-laws of the National Organization, or deliberately involves the Corporation or the National Organization in politics of any foreign country or political subdivision thereof, the Board may terminate such person’s association with the Corporation. Such decision by the Board may be appealed by the affected person in which case a committee of not less than three nor more than five Members, none of which shall be a member of the Board, shall be appointed by the Board. Such committee shall review the

appropriateness of such termination by the Board and the decision of such committee shall be conclusive and binding on the Corporation and the affected person. If such committee determines that such termination was not consistent with these Bylaws, the termination by the Board shall not be effective. If such committee determines that such termination was consistent with these Bylaws, the termination of the affected person shall be effective upon such determination by such committee. In the case of any such appeal, the applicable termination shall be stayed pending the outcome of such appeal. If any person's association with the Corporation is terminated as provided in this clause (ii), such person shall be entitled to a prorated refund of any annual dues theretofore paid for the then current period.

Section 2.2 Meetings. There shall be an annual meeting of the Members (the "Annual Meeting of the Members") for the election of the directors, the annual report of the Treasurer described in Section 5.9(G) of these Bylaws, and the transaction of such other business as may come before the Members. The Annual Meeting of the Members shall be held each year at such place, time, and date as may be fixed by the Board, or, if not so fixed, as may be determined by the President. Special meetings of the Members shall be held whenever called by resolution of the Board, the President, or by a written demand to the Secretary of ten percent of the Members eligible to vote, provided that such written demand is made not less than two months or more than three months prior to the date of the special meeting. Upon receiving the resolution or written demand, the Secretary shall give prompt notice of such meeting as provided in Section 2.3 of these Bylaws; if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. Each Member who is in good standing in the Corporation as provided in these Bylaws shall be entitled to vote at each Annual Meeting of the Members.

Section 2.3 Notice of Meetings. Written notice stating the place, date, and time of any Member meeting shall be given to each Member entitled to vote at such meeting by personal delivery; or by first class mail, postage prepaid, at his or her address as it appears in the records of the Corporation; or by facsimile or e-mail, at his or her facsimile number or e-mail address as it appears in the records of the Corporation. For any meeting other than the Annual Meeting of the Members, the notice shall identify the person or persons at whose direction such meeting is being called. Notice of a special meeting also shall indicate the purpose or purposes for which the meeting is being called. Notice shall be given not less than ten nor more than forty-five days before the date of the meeting. Notice of meetings need not be given to any Member who submits a waiver of notice before or after the meeting to the Secretary or the President of the Corporation. Waiver of notice may be submitted in person, by proxy, in writing, or via facsimile or e-mail. Attendance by a Member at a meeting in person shall constitute a waiver of notice by such Member.

Section 2.4 Quorum and Adjournment of Meetings. At all meetings of the Members, the presence, in person or by proxy, of fifteen percent of the Members in good standing shall constitute a quorum for the transaction of business. In the absence of a quorum, the Members present may adjourn the meeting. When a meeting is adjourned to another time and/or place, notice of the new meeting is not required if the time and place for the new meeting

is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 2.5 Organization of Meetings. The President of the Corporation shall preside at all meetings of the Members or, in the absence of the President of the Corporation, the Executive Vice President shall so preside. The Secretary of the Board shall act as secretary at all meetings of the Members, or, in the absence of the Secretary, the presiding officer shall appoint any other person to act as secretary of the meeting.

Section 2.6 Voting. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any Member, any vote for directors or upon any question before the meeting shall be by ballot. The record date for determining eligibility to vote shall be not less than ten nor more than fifty days before the date of the meeting as established by the Board.

Section 2.7 Proxy. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another voting Member or Members to act for such Member by proxy. A proxy may be authorized by the Member or the Member's authorized officer, director, employee, or agent, in the form of a signed writing or an e-mail sent to the holder of the proxy. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary or, in the absence of the Secretary, the person appointed to act as secretary of the meeting.

Section 2.8 Action by the Members. Except as otherwise provided by statute or by these Bylaws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting if all Members entitled to vote on the matter in question consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic and shall set forth the action so taken and shall be submitted in writing or via e-mail or facsimile. If written, the consent must be executed by the Member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Members.

Section 2.9 Special Actions Requiring Vote of Members. Notwithstanding Section 2.8 of these Bylaws, the following corporate actions shall require the specified vote of the Members:

- (a) A plurality of the votes cast at a meeting of the Members is required for the election of directors of the Corporation; and
- (b) Two-thirds of the votes cast at a meeting of the Members is required for:

- (i) A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation;
- (ii) A plan of merger, consolidation, or dissolution; or
- (iii) Revocation of a voluntary dissolution proceeding;

provided, however, that the affirmative votes cast in favor of any action described in this subsection (b) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

ARTICLE III ***Board of Directors***

Section 3.1 Power of the Board. The Board shall be responsible for managing the business, property, affairs, and activities of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws.

Section 3.2 Qualifications of Directors. Each director shall be at least eighteen years old. A director need not be a resident of New York State.

Section 3.3 Number and Term of Directors. The Board shall consist of a minimum of three directors and a maximum of such greater number as the Board shall establish from time to time. Within these specified limits, the number of directors may be increased or decreased by action of the Board or the Members, provided that no decrease shall shorten the term of any incumbent director. Each director shall hold office for a term of two years and until his or her successor has been elected; provided that any director elected to fill an unexpired term shall be elected and hold office in accordance with the provisions of Section 3.4 of these Bylaws. The directors shall serve for staggered terms with one-half of the Board (or as nearly as practicable to one-half in the case of an odd number of directors comprising the Board) standing for election as provided in Section 3.4 of these Bylaws at each Annual Meeting of the Members. If necessary in order to accomplish the foregoing on the date of the adoption of these Bylaws, one-half of the directors shall be selected by lot to serve an initial term until the next Annual Meeting of Members at which they will stand for election as provided in Section 3.4 of these Bylaws. There shall be no limit on the number of terms that any person may serve as a director. The term “Entire Board” means the number of directors that were elected as of the most recently held election of directors, as well as any directors whose terms have not yet expired.

Section 3.4 Election of Directors. At each Annual Meeting of the Members, persons shall be nominated and elected to serve as directors to succeed the directors whose terms are expiring by a plurality of the votes cast, or by Members action without a meeting pursuant to the rules in Section 2.8 of these Bylaws.

Section 3.5 Vacancies and Newly-Created Directorships. Vacancies occurring among the members of the Board for any reason and newly-created directorships resulting from an increase in the authorized number of directors shall be filled at a meeting of the Members by a plurality of the votes cast. Each director so elected shall serve until the next Annual Meeting of

the Members at which the election of directors is the regular order of business and until his or her successor is elected.

Section 3.6 Resignation. Any director may resign at any time by delivering notice to President of the Corporation or the Secretary in writing or by e-mail or facsimile. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.7 Removal. Any one or more of the directors may be removed for cause or without cause at any time by the affirmative vote of two-thirds of the Members present, in person or by proxy, at a regular meeting or special meeting of the Members called for that purpose; provided that there is a quorum present at such meeting and that notice of the proposed action shall have been transmitted to all Members in accordance with Section 2.3 of these Bylaws, at least ten days before said meeting. Any one or more of the directors may be removed for cause at any time by the affirmative vote of two-thirds of the directors present at a regular meeting or special meeting of the Board called for that purpose; provided that there is a quorum of not less than a majority of the Entire Board present at such meeting and that notice of the proposed action shall have been transmitted to all directors at least one week before said meeting. The Board may decide in its discretion what constitutes cause for removal.

Section 3.8 Meetings. An annual meeting of the Board shall be held each year immediately following the Annual Meeting of the Members for the election of officers, and for the transaction of such other business as may properly come before the meeting. In addition there shall be not less than three additional meetings of the Board each fiscal year at such times as shall be established by the Board. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of the President of the Corporation or by any director upon written demand of at least one-fifth of the Entire Board, at the time and place fixed by the person or persons calling the special meeting.

Section 3.9 Notice of Meetings. Notice need not be given of regular meetings of the Board if such meetings are fixed by the Board. Notice shall be given of the annual meeting of the Board, each regular meeting not fixed by the Board, and each special meeting of the Board. Notice shall be either: (1) sent via e-mail or facsimile to each director, at his or her e-mail address or facsimile number as it appears in the records of the Corporation, at least five (5) calendar days before the day of the meeting; or (2) mailed to each director, postage prepaid, at his or her address as it appears in the records of the Corporation, at least seven (7) calendar days before the day of the meeting. Notice shall include the date, time, and place of the meeting, and, for each annual and special meeting, shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. For discussion of matters requiring prompt action, notice of special meetings may be given to each director in person or by telephone, e-mail, or facsimile, no less than forty-eight (48) hours before the meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of any adjourned meeting shall be given to any director who was not present at the time of the adjournment, and to the other directors, if the time and place of the adjourned meeting were not announced at the meeting. Notice of a meeting need not be given to any director who submits a waiver of notice, in writing or via e-

mail or facsimile, to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 3.10 Quorum. Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, at each meeting of the Board, one-third of the Entire Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of those directors present may adjourn the meeting until such a quorum is present. Directors who are present at a meeting but not present at the time of a vote due to a conflict of interest or related party transaction shall be determined to be present at the time of the vote for purposes of this paragraph.

Section 3.11 Participation in Meetings via Technology. Any one or more directors may participate in any meeting of the Board or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

Section 3.12 Action at a Meeting. Directors may not vote by proxy. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the affirmative vote of a majority of the directors present at a meeting of the Board, if a quorum is present at the time of the vote, shall be the act of the Board; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds of the Entire Board:

- A. A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation;
- B. A purchase of real property if such property would, upon purchase, constitute all, or substantially all, of the assets of the Corporation;
- C. A plan of merger, consolidation, or dissolution;
- D. Revocation of a plan of voluntary dissolution; and
- E. Approval of an employee serving as President of the Corporation.

Section 3.13 Action without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or such committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via e-mail or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 3.14 Organization of Meetings. At each meeting of the Board, the President of the Corporation, or, in the absence of the President of the Corporation, the Executive Vice President of the Corporation or a person chosen by the directors present, shall preside. The Secretary shall act as secretary of each meeting of the Board, shall record the minutes of each meeting and, upon their adoption by the Board, shall retain such minutes with the permanent records of the Corporation. In the absence of the Secretary, the presiding officer of the meeting shall appoint a secretary of the meeting.

Section 3.15 **Compensation of Directors.** The Corporation shall not pay any compensation to directors for their services as directors of the Corporation, except that directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties to the Corporation.

Section 3.16 **Investment of Corporation Funds.** The funds of the Corporation shall be maintained with such institutions, and shall be invested and reinvested in such permitted investments, as the Board shall approve from time to time.

ARTICLE IV *Committees*

Section 4.1 **Committees of the Board.** The Board may create committees of the Board, each consisting of three or more directors. The Board shall appoint the members of any such committees of the Board, except that in the case of any executive committee or similar committee, however denominated, the appointment shall be made by a majority of the Entire Board.

A. Each committee of the Board shall serve at the pleasure of the Board and shall have all the authority of the Board to the extent provided in the resolution or charter establishing the committee, except that no committee of any kind shall have authority as to the following matters:

- (1) The filling of vacancies in the Board or in any committee;
- (2) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (3) The approval of amendments to the Certificate of Incorporation;
- (4) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (5) The authorization of a sale, lease, exchange, or other disposition of all or substantially all the assets of the Corporation;
- (6) The adoption of any plan of merger, consolidation, or dissolution of the Corporation; or
- (7) The election or removal of officers and directors.

B. Sections 3.8 through 3.15 of these Bylaws, which govern meetings, notice, quorum, participation in meetings by technology, action at a meeting, and action without a meeting, shall apply to committees of the Board and their members as well, except that committees of the Board shall not be required to hold annual meetings.

C. The Board may designate one or more directors as alternate members of any committee of the Board, who may replace any absent committee member at any meeting of such

committee. Any vacancies occurring on a committee of the Board may be filled at any meeting of the Board.

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

E. Each committee member shall serve at the pleasure of the Board. The designation of any committee of the Board and the delegation thereto of authority shall not alone relieve any director of his or her duty to the Corporation under Section 717 of the New York Not-for-Profit Corporation Act (Duty of directors and officers).

Section 4.2 **Committees of the Corporation.** Committees, other than committees of the Board, shall be committees of the Corporation. At any meeting of the Board, the Board may create one or more committees of the Corporation and appoint persons to serve on such committees. Such committees shall be advisory only and may contain non-directors.

ARTICLE V *Officers*

Section 5.1 **Officers.** The officers of the Corporation may consist of a President, an Executive Vice President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers with such titles as the Board shall determine, each of whom shall be chosen by and shall serve at the pleasure of the Board.

Section 5.2 **Election, Term of Office, and Qualifications.** The officers of the Corporation shall be elected by the Board, from among the directors, at the annual meeting of the Board. Each officer shall hold office for a term of [one] year and until such officer's successor is elected. There shall be no limit to the number of times an officer can be re-elected to a particular office. One person may hold and perform the duties of more than one office, except no person may serve as both President or Executive Vice President and Secretary, or President or Executive Vice President and Treasurer. No employee of the Corporation shall serve as President or hold any other title with similar responsibilities, unless the Board approves such employee serving as President by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for the Board's approval; provided, however, that no such employee shall be considered an independent director for purposes of Chapter 35 of the NPCL. All officers shall be subject to the supervision and direction of the Board.

Section 5.3 **Resignation.** Any officer may resign at any time by delivering written notice to the President or the Secretary. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.4 **Removal.** Any officer may be removed by the Board at any time, with or without cause. The Board may decide in its discretion what constitutes cause for removal.

Section 5.5 **Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 5.6 Powers and Duties of President. The President shall be the chief executive officer of the Corporation and shall be directly responsible to the Board. The President shall preside at all meetings of the Board. The President shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned to him or her by the Board, these Bylaws, or by law. The President shall serve as the Corporation's representative to the National Organization and its board of directors.

Section 5.7 Powers and Duties of Executive Vice President and Vice President. The Executive shall perform the duties of the President in case of the absence or disability of the President, and shall assist the President and shall perform such other duties as may be assigned to him or her by the Board or these Bylaws. There shall be such number of Vice Presidents as determined by the Board. The Vice Presidents shall be assigned titles which are descriptive of their duties, such as Vice President of Membership, Vice President of Liaison, Vice President of Communications, etc. Each Vice President shall have such powers and perform such duties as the President or the Board may assign to such Vice President.

Section 5.8 Powers and Duties of Secretary. The Secretary shall:

- A. Record and keep the minutes of all meetings of the Board and Members;
- B. Ensure that all notices and reports are duly given or filed in accordance with these Bylaws or as otherwise required by law;
- C. Be custodian of the Corporation's records, other than financial; and
- D. In general, perform all duties incident to the office of Secretary and such other duties as the President or the Board may assign to the Secretary.

Section 5.9 Powers and Duties of Treasurer. The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all financial records, funds, and securities of the Corporation;
- B. Deposit or oversee the deposit of all funds in the name of the Corporation in such depositories as shall be designated by the Board;
- C. Receive or oversee the receipt of amounts due and payable to the Corporation from any source whatsoever, and, subject to the direction of the Board, authorize or oversee the authorization of the disbursement of funds of the Corporation;
- D. Render a statement of the condition of the finances of the Corporation whenever required by the Board;
- E. Ensure the preparation and filing of all legally required financial returns and reports, including, but not limited to, the Corporation's Form 990 (or any successor form) and any applicable state charitable solicitation registrations;

F. In general, perform all the duties incident to the office of Treasurer, and such other duties as the President or the Board may assign to the Treasurer; and

G. At the Annual Meeting of the Members, render a report of the Corporation's accounts showing in appropriate detail:

- (1) The assets and liabilities of the Corporation as of a fiscal year terminating not more than six months prior to the meeting;
- (2) The principal changes in assets and liabilities during that fiscal year;
- (3) The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal year; and
- (4) The expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal year.

Such report shall be filed with the minutes of the annual meeting, and may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified herein.

ARTICLE VI

Financial Matters and Records

Section 6.1 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

Section 6.2 **Execution of Instruments.** The Board shall select the banks or depositories it deemed proper for the funds of the Corporation. All checks, drafts, or other orders for payment of money, all notes or other evidences of indebtedness, all contracts, and any other documents and instruments shall be signed by any two of the following officers: the President or the Executive Vice President, and the Treasurer, the Secretary, or such other officers as shall be specified by the Board.

Section 6.3 **Collection of Dues.** The Corporation shall collect dues for both the Corporation and the National Organization. The Corporation shall forward the National Organization dues, together with a list of the Members who have paid such dues, at such time and in such manner as shall be specified by the National Organization.

Section 6.4 **Books and Records.** There shall be kept at the principal office of the Corporation correct and complete books and records of the accounts, activities, and transactions of the Corporation. These records shall include a current list of the directors and officers of the Corporation and their addresses, and a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Members, Board, and committees. Any of the books, records, and minutes of the Corporation may be kept in written form or in an electronic form capable of being converted into written form within a reasonable time.

Section 6.5 **Prohibition against Loans.** The Corporation is prohibited from making any loan to any director or officer of the Corporation.

Section 6.6 **[National Organization Exemption.** The Corporation shall be included in the group exemption of the National Organization under Section 501(c)(3) of the Internal Revenue Code, and shall provide such reports and other information in connection therewith as the National Organization shall require.] **[SUBJECT TO CONFIRMATION]**

ARTICLE VII

Directors' Conflicting Interest Transactions

Section 7.1 **Conflicts of Interest; Adoption of Policy.** The Board shall adopt and oversee the implementation of, and compliance with, a conflict of interest policy as required by Section 715-a of the NPCL, to ensure that its directors, officers, and key persons act in the Corporation's best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential "related party transaction," or potential "excess benefit transaction" involving a "disqualified person" as those terms are defined in Section 102(a) of the NPCL and Section 4958 of the Internal Revenue Code. Any such transaction shall only be undertaken after the requisite disclosure, determinations, and voting by directors, as provided in Sections 715 and 715-a of the NPCL and relevant regulations of the Internal Revenue Service.

Section 7.2 **Annual Review of Policy; Disclosure Statements.** The conflict of interest policy shall be reviewed by the Board at least annually. Prior to his/her election or appointment and annually thereafter, each director shall be required to complete a disclosure statement identifying, to the best of the director's knowledge, any entity of which such director is an officer, director, trustee, member, employee, or owner (either as sole proprietor or a partner) and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the director might have a conflicting interest. These statements shall be collected and delivered by the Secretary, to be kept on file at the Corporation's principal office. Any additions or other changes to these statements shall be made by the director in writing as they occur.

ARTICLE VIII

Indemnification and Insurance

Section 8.1 **Indemnification.** To the fullest extent permitted by law, the Corporation may indemnify any person made, or threatened to be made, a party to, or is involved in (including as a witness), any action or proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or behalf of any such person if: (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or (b) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 8.2 **Expenses.** The Corporation may pay expenses as incurred by any person described in Section 8.1 of these Bylaws in connection with any action, suit, proceeding or inquiry described in Section 8.1 of these Bylaws; provided that if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the person, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified under this Article or otherwise.]

Section 8.3 **Insurance.** The Corporation may purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation or expenses which it incurs as a result of its indemnification of directors, officers, employees and agents pursuant to this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.

ARTICLE IX
Amendments to Bylaws

Subject to the notice requirements of Section 2.3 of these Bylaws, these Bylaws may be adopted, amended or repealed in whole or in part at any meeting of the Members, if a quorum is present at the time of the vote, by the affirmative vote of a majority of the votes cast.

Adopted on [_____], 2018

Secretary