



## AMENDED AND RESTATED BYLAWS

### OF

## THE CONNECTICUT TRUST FOR HISTORIC PRESERVATION, INC.

### ARTICLE 1 DEFINITIONS

The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used:

- 1.1 Act. The term "Act" shall mean the Connecticut Revised Nonstock Corporation Act, Sections 33-1000 et. seq., and any subsequent amendment thereof.
- 1.2 Board. The term "Board" shall mean the Board of Trustees of the Corporation.
- 1.3 Board Committee. The term "Board Committee" shall mean the Executive Committee, Governance Committee, Finance Committee, and any Standing and Special Committees created pursuant to these Bylaws.
- 1.4 Bylaws. The term "Bylaws" shall mean these Amended and Restated Bylaws of the Corporation as amended or restated from time to time and except where reference is specifically made to the bylaws of another corporation, entity, or unit.
- 1.5 Certificate of Incorporation. The term "Certificate of Incorporation" shall mean the Certificate of Incorporation of the Corporation filed with and accepted by the Secretary of State of the State of Connecticut, on January 9, 1975, and its subsequent amendments.
- 1.6 Claim. The term "Claim" shall include any threatened, pending or completed action, suit arbitration, alternative dispute resolution proceeding, investigation, administrative hearing and any proceeding, whether civil, criminal, administrative, investigative or other, any appeal in such action, suit, arbitration, proceeding or hearing, or any inquiry or investigation, arising out of any business of the Corporation, and whether conducted by or on behalf of the Corporation, an affiliate of the Corporation or any other party, formal or informal, that an Indemnitor in good faith believes might lead to the institution of any such action, suit, arbitration, proceeding, investigation or hearing, except one initiated by an Indemnitor pursuant to Section 9.5 of these Bylaws.

- 1.7 Code. The term "Code" shall mean Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, and any subsequent amendment thereof.
- 1.8 Corporate Status. The term "Corporate Status" shall mean the status of a person who is or was a director, officer, partner, employee, agent or fiduciary of the Corporation or any predecessor entity of the Corporation or of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which such person is or was serving at the request of the Corporation or any predecessor entity of the Corporation.
- 1.9 Corporation. The term "Corporation" shall mean the Connecticut Trust for Historic Preservation, Inc., a Connecticut non-profit corporation.
- 1.10 Ex-Officio Member. The term "Ex-Officio Member" shall mean a person automatically serving as a member of a body (including the Board or a Board Committee) by virtue of holding another specified position. An Ex-Officio Member of a body shall automatically cease to serve in such position if she or he shall cease to hold the position specified as the basis for such Ex-Officio Member status. Such Ex-Officio Members shall not vote or be counted in determining a quorum.
- 1.11 Expenses. The term "Expenses" shall include all reasonable professional fees, retainers, court costs, transcript costs, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating or being or preparing to be a witness in a Proceeding.
- 1.12 Gubernatorial Trustees. A Gubernatorial Trustee is a person appointed by the Governor of the State to the Board in accordance with the procedures set forth in the Special Acts and these Bylaws.
- 1.13 Membership of the Corporation. Any person, corporation, business, or association having an interest in the objectives of the Corporation shall be eligible to apply for membership. To avoid confusion with references to members of the Board, references to members of the Corporation are limited to Article 4 of these bylaws. References to "Member" or "member" found elsewhere in these bylaws do not refer to members of the Corporation discussed in Article 4.
- 1.14 Proceeding. The term "Proceeding" shall include any threatened, pending or completed action, suit arbitration, alternative dispute resolution proceeding, investigation, administrative hearing and any other proceeding, whether civil, criminal, administrative, investigative or other, any appeal in such action, suit, arbitration, proceeding or hearing, or any inquiry or investigation, whether conducted by or on behalf of the Corporation, an affiliate of the Corporation or any other party, formal or informal, that an Indemnitee in good faith believes

might lead to the institution of any such action, suit, arbitration, proceeding, investigation or hearing, except one initiated by an Indemnitee pursuant to Section 9.5 of these Bylaws.

- 1.15 Regular Trustees. A Regular Trustee is a person elected to the Board by the Board, in accordance with the procedures set forth in the Special Acts and these Bylaws.
- 1.16 Special Acts. The term "Special Acts" shall mean Special Act No. 75-93, An Act Creating a Connecticut Trust for Historic Preservation, adopted by the Connecticut General Assembly in 1975, as amended by Special Act No. 85-42, An Act Concerning Membership of the Board of Trustees of the Connecticut Trust for Historic Preservation, adopted by the Connecticut General Assembly in 1985, and any subsequent amendment thereof.
- 1.17 Staff. The term "Staff" shall mean the Executive Director and any other persons employed by the Corporation to provide executive, technical, and other supportive services. It shall not include outside consultants not employed by the Corporation.
- 1.18 State. The term "State" shall mean the state of Connecticut.
- 1.19 Trustee. The term "Trustee" shall mean Gubernatorial Trustees and Regular Trustees.

## **ARTICLE 2 PURPOSES AND POWERS**

- 2.1 Purposes. Except as limited by the Certificate of Incorporation and the Special Acts, the purposes of the Corporation shall be to transact such business as permitted to non-profit corporations under the Act and the Code.
- 2.2 Powers. Except as limited by the Certificate of Incorporation and the Special Acts, the Corporation shall have and exercise such powers in furtherance of its purposes as are now or may hereafter be granted by the Act and the Code.

## **ARTICLE 3 OFFICES**

The Corporation shall have and continuously maintain in the State a registered office and a registered agent (whose office shall be identical with such registered office).

## **ARTICLE 4 MEMBERSHIP OF THE CORPORATION**

- 4.1 Eligibility. Any person, corporation, business, or association having an interest in the objectives of the Corporation shall be eligible to apply for membership in the Corporation.

- 4.2 Type; Review. The Board may establish such type or types of membership level or levels, and such criteria for membership, as it deems appropriate from time to time. Applications for membership shall be in writing, including by electronic submission, on forms provided by the Corporation for such purpose. Staff shall review and approve or reject applications for membership. Any approved applicant shall become a member of the Corporation upon receipt of payment of the regularly scheduled dues.
- 4.3 Dues. Membership dues shall be at such rates as may be set from time to time by the Board.
- 4.4 Term. Membership terms shall be for such periods as may be set from time to time by the Board.
- 4.5 Honorary Membership. The Board may, from time to time, confer the designation of Honorary Member to any individual, corporation, business, or association. Such Honorary Membership shall include all privileges of active membership in the Corporation, except that of holding any office.

## **ARTICLE 5 BOARD**

- 5.1 General Powers. All of the business and affairs of the Corporation, including the adoption of an annual budget, shall be managed by the Board. The Board shall make appropriate delegations of authority to the Officers of the Corporation and the Staff, and, to the extent permitted by law, the Board may, by resolution adopted by a majority of the Board, authorize one or more Board Committees to act on its behalf between Board meetings. The Regular Trustees shall not have any more or less power or responsibility as any Gubernatorial Trustee.
- 5.2 Board Composition.
- 5.2.1 Number. The Board shall consist of a minimum of eleven (11) and a maximum of thirty-three (33) Trustees, which shall include up to thirty (30) Regular Trustees and up to three (3) Gubernatorial Trustees.
- 5.2.2 Classes. Regular Trustees shall be divided into three classes: Class I, Class II and Class III. Such classes shall contain, as near as possible, one-third (1/3) of the Regular Trustees and shall be as nearly equal in number as possible.
- 5.2.3 Terms. Regular Trustees shall be elected to a maximum term of three (3) years. Such term shall end at the Annual Meeting following the passage of the number of years in the term to which the Regular Trustee was elected. There is an inherent conflict in the Special Acts between the maximum term of three (3) years and the specification that a Regular Trustee's term will typically end at the Annual Meeting each April. The term "year" in this Section 5.2 shall thus be measured not strictly as three

hundred and sixty-five and one-quarter (365-1/4) days, but under reasonable application of a thirty (30)-day variance, which would, by way of example and not limitation, allow for the circumstance in which a Regular Trustee was elected at an Annual Meeting taking place April 1 of one year, and re-elected at an Annual Meeting taking place on April 30 of some later year. Each Regular Trustee shall serve until her or his successor shall have been duly elected and qualified, unless she or he shall resign, become disqualified, disabled, or shall otherwise be removed.

- 5.2.4 Term Limits. Regular Trustees may serve up to two (2) full consecutive three (3)-year terms. A Trustee having served two (2) such terms shall not be eligible for appointment or election to the Board until the Annual Meeting next following the end of the Trustee's term. Subject to the foregoing sentence, a Gubernatorial Trustee shall continue to serve until replaced.
- 5.2.5 Eligibility. Only members of the Corporation shall be eligible to be Regular Trustees.
- 5.3 Election of Regular Trustees. Elections for Regular Trustees shall occur at the Annual Meeting of Trustees of the Corporation, by majority vote of the Trustees then present and constituting a quorum. The persons considered for such election shall include any slate of Regular Trustees that has been reviewed and recommended by the Governance Committee and any additional persons nominated by one Trustee and seconded by another Trustee.
  - 5.3.1 Vacancies. In addition and in the same manner, the Board may from time to time, between subsequent Annual Meetings, vote to fill any vacancies which may occur for any reason. If the office of any Gubernatorial Trustee shall become vacant for any cause, the Board may request the Governor to appoint a successor to fill the unexpired term.
- 5.4 Attendance Expectation. Trustees shall attend at least sixty (60) percent of the meetings of the Board and the Standing Committees and Special Committees to which they may be assigned from time to time.
- 5.5 Removal. Any Trustee may be removed either for or without cause at any special meeting of the Board by the affirmative vote of two-thirds (2/3) of the whole Board, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. Except in the cases of temporary physical or mental illness or disability, or the death or a close relative or friend, failure to attend three (3) consecutive regular meetings, or fifty (50) percent of Board and assigned Board Committee meetings within one (1) year shall result in automatic removal from the Board, provided, however, that the Board may vote to reinstate such individual upon the individual's written application to the Governance Committee.

5.6 Compensation. In accordance with the Special Acts, members of the Board or any Board Committee, as such, shall not be compensated for their services as members of the Board. Members of the Board or any Board Committee may receive reasonable reimbursement for expenses incurred in attending to their authorized duties, subject to any relevant Board regulations. This Section shall not be construed to preclude any member of the Board or any Board Committee from serving the Corporation in any other capacity and receiving compensation therefor, after Board resolution and in conformance with the conflicts of interest policy.

5.7 Conflicts of Interest Policy.

5.7.1 A Trustee shall be obligated to disclose any financial interest or any personal interest in any matter before the Board of Trustees or any committee or subcommittee thereof, prior to any discussions on such matter in her or his presence.

5.7.2 No Trustee shall participate in discussions regarding, or vote on, any matter before the Board of Trustees, or any committee or subcommittee thereof, in which she or he has a financial interest, unless the members present of the Board of Trustees, committee or subcommittee unanimously determine, upon full disclosure of the financial interest, that it is so insignificant that participation in discussions, or participation in discussions and voting, shall be permitted.

5.7.3 Upon disclosure of a personal interest, the other members present of the Board, committee, or sub-committee may, by majority vote, prohibit the Trustee from participating in discussions regarding the matter and, or in the alternative, from voting on the matter.

5.7.4 Definitions:

A. A financial interest means that, as a result of action taken on the matter, the Trustee may derive or may be expected to derive an economic or pecuniary gain or loss to herself, to a close relative or an organization in which the Trustee or her or his close relatives have an ownership interest.

B. A personal interest means an interest that may be incompatible with the proper discharge of one's duties or which may tend to impair one's independence or judgment or action in the performance of one's duties. It is either an interest in the subject matter or a relationship with the parties involved in the matter that may impair the Trustee's impartiality, and includes favoritism, hostility, personal bias, or prejudice sufficient to imperil open-mindedness and a sense of fairness.

## **ARTICLE 6 MEETINGS**

- 6.1 Annual Meetings. The Annual Meeting of the Board shall be held every year in the month of April, at such times and places as the Board may determine. At its Annual Meeting, the Board shall elect Regular Trustees, elect from among all Trustees the Officers, and conduct other business as the Board may determine. The failure of the Board to hold the Annual Meeting shall not affect the validity of any corporate action.
- 6.2 Regular Meetings. Regular meetings of the Board shall occur at least three (3) times a year, at such times and places as the Board may determine, and conduct other business as the Board may determine.
- 6.3 Special Meeting. Special meetings of the Board may be called by or at the request of the Chair of the Board, the Executive Director, or not less than either seven (7) members of the Board or a majority of the Trustees, whichever is fewer. The person or persons authorized to call special meetings of the Board may fix any place within the State as the place for holding any special meeting of the Board called by them.
- 6.4 Notice.
- 6.4.1 Manner. Notice of a regular meeting need only contain the date time, and place of such regular meeting. Notice of a special meeting shall contain a description of the business to be transacted or the purpose of such special meeting. Notice of any special meeting shall be given at least three (3) days prior thereto, and notice of any Annual Meeting shall be given at least five (5) days prior thereto, by written notice delivered personally or mailed to each Trustee at her or his business address, or by electronic transmission, including email, or by facsimile. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Oral notice may be substituted for written notice.
- 6.4.2 Adjournment. Whenever any meeting of the Board of Trustees shall have been duly organized and announced to be adjourned to a definite time and place, it shall not be necessary to give notice of said adjourned meeting, other than such announcement of the time and place at which such adjourned meeting will be held.
- 6.5 Waiver. Any Trustee may waive notice of a meeting for which notice was required either by: providing a writing (including by electronic communication) with reference to such meeting and an intent to waive; or attending the meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or

convened. If two-thirds of all existing Trustees have waived notice of a meeting, the meeting may proceed as if it had been properly noticed.

- 6.6 Quorum and Voting. All meetings of the Board shall be presided over by the Chair of the Board, if present, or if not present, by the Vice Chair, or if not present, by a Trustee designated by and from among those Trustees present at the meeting. The presence in person of not less than the following number of members of the Board shall constitute a quorum of the Board or a meeting or meeting of a committee thereof for the transaction of business; but a lesser number may adjourn the meeting until a quorum is present:

Board Meeting	33%
Executive Committee	50%
All Other Board Committees	3 members

All Trustees are authorized to vote and shall be counted in determining the existence of a quorum. Except as otherwise provided by law or in these Bylaws, all actions shall be taken by the vote of a majority of the members of the Board present in person or by proxy at a meeting where a quorum is present.

- 6.7 Manner of Acting.

6.7.1 Formal Action By Board. Unless otherwise stated herein or by statute, the act of a majority of the Trustees present at a meeting at which a quorum is present shall constitute the act of the Board.

6.7.2 Informal Action by Board. Any action required to be taken at a meeting of the Board may be taken without any meeting if a consent in writing, setting forth the action so taken, is signed by Trustees having not less than the minimum number of votes that would be necessary to authorize the taking of such action at a meeting at which all Trustees were present and voted; provided, however, that notice is given within a reasonable time after the meeting to all Trustees who did not consent in writing to the action.

6.7.3 Telephonic Meeting. Unless otherwise prohibited by statute, members of the Board may participate in any meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

6.7.4 Unanimous Consent. Pursuant to Section 33-1097 of the Act, any action required or permitted under the Act to be taken by the Board may be taken without a meeting if each Trustee signs a consent describing the action taken or to be taken and delivers it to the Corporation. Action taken under this Section is the act of the Board when one or more consents signed by all the Trustees are delivered to the Corporation. The consent may specify



the time at which the action taken pursuant to the consent is to be effective. A consent signed under this Section has the effect of an action taken at a meeting of the Board and may be described as such in any document. Such signature may take the form of an “electronic signature” as that term is defined in Connecticut General Statutes Section 1-267(7). The Secretary shall file these consents with the minutes of the meetings of the Board.

- 6.8 Procedure. The Board may adopt its own rules of procedure to govern its activities, which shall not be inconsistent with these Bylaws.

## **ARTICLE 7 BOARD COMMITTEES**

- 7.1 Executive Committee.

7.1.1 Composition. The Board shall appoint an Executive Committee, which shall consist of up to nine (9) Trustees and shall include at a minimum the Officers of the Corporation.

7.1.2 Powers and Authority. The Executive Committee shall have and may exercise, during the intervals between meetings of Trustees, and subject to such restrictions as may be contained in the Certificate of Incorporation or that may be imposed by law, all of the authority of the Board. When the Board is not in session, the Executive Committee shall have and exercise all of the authority of the Board in the management of the Corporation, except as such authority is limited by statute or by resolution creating or otherwise controlling the Executive Committee. The Executive Committee shall also conduct annual evaluations of the Executive Director.

7.1.3 Exclusions. The Executive Committee shall have no authority to amend, alter, or repeal the Bylaws; elect, appoint, or remove any member of the Executive Committee or any Trustee or Officer of the Corporation; amend the Certificate of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorize the voluntary dissolution of the Corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the Corporation; or amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by such Executive Committee.

7.1.4 Term. The Executive Committee shall serve for a term of one (1) year, or until their successors are chosen and qualified.

- 7.2 Governance Committee. The Governance Committee shall oversee regular review and amendments to Bylaws and mission statement; develop and

- recommend policies (such as conflict of interest, document retention, ethics, discrimination, ethics, employment, and grant-making policies), and ensure adherence to such policies; review and revise the job description for the Executive Director; nominate and train new Board members; integrate Board recruitment with engagement and education events; and ensure general Board effectiveness. With regard to nominations, on an ongoing basis the Governance Committee shall solicit and receive the names of individuals for nomination to the Board and any information relevant to the assessment of such individual qualifications for service on the Board; then on at least an annual basis it shall nominate such individuals as it deems appropriate for election to the Board by the Board. The list of those nominated shall be given to the Board at least fourteen (14) days prior to the date of any Annual or Regular Meeting at which they will be considered. The chair and members of the Governance Committee shall be appointed by the Chair of the Board.
- 7.3 Finance Committee. The Finance Committee shall oversee and support evaluation of budgets and budget policy, annual audits, investments, investment and endowment policies, and monthly finances. The chair and members of the Finance Committee shall be appointed by the Chair of the Board.
- 7.4 Standing Committees. In addition to the Executive Committee, Governance Committee, and Finance Committee, regular Standing Committees may be appointed and the duties of each shall be as determined by resolution of the Board, from time to time. The chair and members of each Standing Committee shall be appointed by the Chair of the Board.
- 7.5 Special Committees. Special Committees, not having and exercising the authority of the Board in the management of the Corporation, may be appointed and their duties fixed by the Chair of the Board as special problems and activities may require. Such Special Committees, however, shall not be authorized to incur any expense or create any obligations, unless the same shall be specially authorized by the Board.
- 7.6 Committee Rules. A majority of all the members of an Executive, Governance, Finance, Standing, or Special Committee may fix its rules of procedure, determine its action, fix the time and place of its meetings, and specify what notice thereof, if any, shall be given, unless the Board shall provide otherwise by resolution. The Board shall have power to disband any such committee, either with or without cause, at any time. Each committee shall keep regular minutes of its proceedings and report the same to the Board when required.
- 7.7 Minimum Number. For all Board Committees, there shall be a minimum of three (3) members.

**ARTICLE 8**  
**OFFICERS & EXECUTIVE DIRECTOR**

- 8.1 Officers. The Officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. One person may hold two (2) offices, except that one person may not hold both the offices of Chair and Secretary. The duties of certain offices are prescribed in the following Sections. When the incumbent of an office is unable to perform the duties thereof or when there is no incumbent of an office (both such situations referred to hereafter as the "absence" of the Officer) the duties of the office shall, unless otherwise provided by the Board, be performed by the next Officer in the following sequence: Chair, Vice Chair, Secretary, Treasurer, and, then, any such Trustee as the remaining Trustees shall select by majority vote of the remaining Trustees.
- 8.2 Election. The Board at its Annual Meeting shall choose a Chair, a Vice Chair, a Secretary, and a Treasurer. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient.
- 8.3 Tenure. Each Officer of the Corporation shall hold office until the Annual Meeting of the Trustees ensuing one year after her or his election and until her or his successor shall have been elected and qualified.
- 8.4 Removal. Any officer or agent elected by the Board may be removed at any time by the affirmative vote of two-thirds of the whole Board at a special meeting.
- 8.5 Vacancies. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board.
- 8.6 Chair of the Board. The Chair of the Board shall be elected from among the Trustees and shall preside at all meetings of the Board and Executive Committee. The Chair shall enforce these Bylaws and shall see that all orders and resolutions of the Board are carried into effect. The Chair, unless a member thereof, shall be an Ex-Officio Member of all Board Committees. The Chair shall perform such other duties as may be assigned to her or him by the Board.
- 8.7 Vice Chair of the Board. The Vice Chair of the Board shall be elected from among the Trustees, and, in the absence of the Chair, the Vice-Chair shall perform the duties of the Chair. The Vice Chair shall have such other powers and perform such other duties as, from time to time, may be assigned to her or him by the Board, the Chair, or these Bylaws.
- 8.8 Treasurer. The Treasurer shall be elected and shall chair the Finance Committee and, in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to her or him by the Executive Director, the Board, or the Chair.
- 8.9 Secretary. The Secretary shall be elected from among the Trustees and, subject to the direction of the Executive Director, keep the minutes of the meetings of the

Board and all Board Committees in one or more books provided for that purpose; assure that minutes of the meetings of the Board, and all Board Committees, are prepared and filed with the records of the Corporation; assure that all notices are given in accordance with the provisions of these Bylaws and as required by law; be custodian of the corporation records and the seal of the Corporation; the execution of which has been authorized by the Board in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her or him by the Executive Director or the Board.

8.10 Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation, having general overall supervision of the business and affairs of the Corporation, pursuant to authority granted by the Board.

8.10.1 Duties & Powers. The Executive Director shall be an Ex-Officio Member of the Board and all Board Committees. The Executive Director may sign any bonds, contracts, or other instruments which the Board has authorized to be executed, unless the execution thereof shall be expressly delegated by the Board, these Bylaws, or by statute to some other Officer or agent of the Corporation. At each Annual Meeting of the Board, the Executive Director shall present a report on the state and condition of the affairs of the Corporation. She or he shall: see that the books, reports, statements, and certificates required by statute are properly kept, made and filed according to law; oversee expenditures as approved by the annual budget; have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such financial institutions, trust companies, or other depositories as the Board shall determine. The Executive Director shall establish compensation for and manage all aspects of the employment of all Staff (other than the Executive Director), in accordance with a budget approved by the Board. In general, the Executive Director shall perform all duties incident to the Office of Executive Director and such other duties as may be prescribed by the Board from time to time.

8.10.2 Compensation. The compensation of the Executive Director shall be such as may, from time to time, be fixed by the Board or its Executive Committee, provided that she or he shall not receive or be entitled to receive any compensation or any pecuniary profit from the operations of the Corporation, except reasonable compensation for services actually rendered to the Corporation in effecting one or more of its purposes.

8.10.3 Inability to Perform. In case of the Executive Director's inability to perform for any reason, including extended illness or absence, the Chair of the Board, in consultation with the Executive Committee, shall appoint a temporary replacement to carry out her or his functions.

**ARTICLE 9**  
**INDEMNIFICATION**

- 9.1 Indemnification of Officers, Trustees, and Others. The Corporation shall indemnify, defend, and hold harmless each person who at anytime shall serve, or shall have served, as a Trustee, officer, employee or agent of the Corporation or any predecessor entity of the Corporation, or any person who, while a Trustee, officer, employee or agent of the Corporation or any predecessor entity of the Corporation is or was serving at the request of the Corporation or any predecessor entity of the Corporation, as a Trustee, officer, partner, venturer, proprietor, administrator, employee, agent or similar functionary of the Corporation (each such person referred to herein as an "Indemnitee"), to the fullest extent permitted by law against any and all Claims. However, no Indemnitee shall be entitled to indemnification for the results of such person's willful or intentional misconduct in the performance of her or his duty to the Corporation.
- 9.2 Advancement or Reimbursement of Expenses. The rights of Indemnitee provided under Section 9.1 of these Bylaws shall include, but not be limited to, the right to be indemnified and to have Expenses advanced (including the payment of Expenses before final disposition of a Proceeding) in all Proceedings to the fullest extent permitted, or not prohibited, by law. In the event that an Indemnitee is not wholly successful, on the merits or otherwise, against a Claim but is successful, on the merits or otherwise, as to any particular issue comprising the Claim, the Corporation shall indemnify Indemnitee against all Expenses actually and reasonably incurred by Indemnitee or on Indemnitees relating to the entire Claim. In addition, to the extent an Indemnitee is, by reason of her or his Corporate Status, a witness or otherwise participates in any proceeding related to a Claim at a time when she or he is not named a defendant or respondent in the proceeding, she or he shall be indemnified against all Expenses actually and reasonably incurred by her or him or on her or his behalf in connection therewith. The Corporation shall pay all reasonable Expenses incurred by or on behalf of Indemnitee in connection with any Claim, whether brought by the Corporation or otherwise, in advance of any determination respecting entitlement to indemnification pursuant to this Article 9 within ten (10) days after the receipt by the Corporation of a written request from Indemnitee reasonably evidencing such Expenses and requesting such payment or payments from time to time, whether prior to or after final disposition of such Claim; provided that Indemnitee shall deliver to the Corporation a written statement whereby she or he (a) affirms her or his good faith belief that she or he has met the necessary standard of conduct expected by the Corporation and (b) undertakes and agrees that she or he will reimburse and repay the Corporation for any Expenses so advanced to the extent that it shall ultimately be determined by a court, in a final adjudication from which there is no further right of appeal, that Indemnitee is not entitled to be indemnified against such Expenses.
- 9.3 Determination of Request. Upon written request to the Corporation by an Indemnitee for indemnification pursuant to these Bylaws, a determination, if

- required by applicable law, consistent with these Bylaws, including section 9.2 above, with respect to Indemnitees' entitlement thereto shall be made in accordance with the Act.
- 9.4 Effect of Certain Claims. The termination of any Claim by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not (except as otherwise expressly provided in this Article 9) by itself adversely affect the right of Indemnitee to indemnification or create a presumption that Indemnitee's conduct (i) was not in good faith and (ii) was in a manner that Indemnitee reasonably believed (x) in the case of conduct in Indemnitee's official capacity, was not in the best interests of the Corporation, (y) in all other cases, was opposed to the best interests of the Corporation, or (z) with respect to any criminal proceeding, that Indemnitee had reasonable cause to believe that Indemnitee's conduct was unlawful. Indemnitee shall be deemed to have been found liable in respect of any Claim only after Indemnitee shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.
- 9.5 Expenses of Enforcement of Article. In the event that Indemnitee, pursuant to this Article 9, seeks a judicial adjudication to enforce Indemnitee's rights under, or to recover damages for breach of, rights created under or pursuant to this Article 9, Indemnitee shall be entitled to recover from the Corporation, and shall be indemnified by the Corporation against, any and all Expenses actually and reasonably incurred by Indemnitee in such judicial adjudication but only if Indemnitee prevails therein. If it shall be determined in said judicial adjudication that Indemnitee is entitled to receive part but not all of the indemnification or advancement of Expenses sought, the Expenses incurred by Indemnitee in connection with such judicial adjudication shall be reasonably prorated in good faith by counsel for Indemnitee.
- 9.6 Insurance Arrangements. The Corporation shall procure or maintain insurance or other similar arrangements, at its expense, to protect itself and any Indemnitee against any expense, liability or loss asserted against or incurred by such person, incurred by him in such a capacity or arising out of her status as such a person, whether or not the Corporation would have the power to indemnify such person against such expense or liability.
- 9.7 Non-Exclusivity and Survival of Rights. The rights of indemnification and to receive advancement of Expenses contemplated by this Article 9 shall not be deemed exclusive of any other rights to which an Indemnitee may at any time be entitled under applicable law; the Certificate of Incorporation, these Bylaws, or any agreement, insurance, arrangement, authorization of Trustees, or otherwise; provided that no other indemnification measure shall permit indemnification of any Indemnitee for the results of her willful or intentional misconduct in the performance of her duty to the Corporation, as advised by a court of competent jurisdiction.

The right to indemnification conferred in this Article 9 shall be a contract right, and no amendment, alteration or repeal of this Article 9 or any provision thereof shall be effective as to any Indemnitee for acts, events and circumstances that occurred, in whole or in part, before such amendment, alteration or repeal, The provisions of this Article 9 shall continue as to an Indemnitee who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of her heirs, executors and legal representatives.

- 9.8 Severability. If any provision or provisions of this Article 9 shall be held to be invalid, illegal or unenforceable for any reason whatsoever, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby; and, to the fullest extent possible, the provisions of this Article 9 shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

## **ARTICLE 10 MISCELLANEOUS**

- 10.1 Contracts. The Board may authorize any Officer or agent of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- 10.2 Payments. All checks, drafts, or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Executive Director or other agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.
- 10.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in accounts maintained with such financial institutions, trusts companies, or other depositories as the Board may from time to time determine.
- 10.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for and consistent with the general purposes, or for and consistent with any specific purpose, of the Corporation.
- 10.5 Books and Records. The Corporation shall keep correct and complete books and records of accounts and the minutes of the proceedings and decisions of the Board and the Board Committees; records shall be open to inspection by members of the Board at any reasonable time and the right to make such inspection shall include the right to make extracts.
- 10.6 Reports. The Executive Director shall cause an annual report to be submitted to the Board no later than ninety (90) days after the close of each fiscal year of the Corporation setting forth the financial position of the Corporation as of the close of such fiscal year, and such other information as the Board may request.

- 10.7 Fiscal Year. The fiscal year of the Corporation shall end at midnight on June 30 of each calendar year.
- 10.8 Notice.
- 10.8.1 Effective Date. Any notice required or permitted to be given pursuant to the provisions of the Act, the Certificate of Incorporation, or these Bylaws, shall be effective as of the date personally delivered or, if sent by mail, on the date deposited with the United States Postal Service, prepaid and addressed to the intended receiver at her last known address as shown in the records of the Corporation. In addition, notice may be sent by electronic transmission, including email, or by facsimile or by telegram.
- 10.8.2 Waiver of Notice. Whenever any notice is required to be given pursuant to the provisions of the Act, the Certificate of Incorporation, or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 10.9 Loans to Officers and Trustees Prohibited. No loans shall be made by the Corporation to its Officers, the Staff, or members of the Board. The members of the Board who vote for or assent to the making of a loan to an Officer or member of the Board, in violation of these Bylaws and any Officer or member of the Board participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.
- 10.10 Revocation or Authorizations. No authorization, assignment, referral, or delegation of authority by the Board to any committee, Officer, or agent shall preclude the Board from exercising the authority required to meet its responsibility for the conduct of the Corporation. The Board shall retain the right to rescind any such authorization, assignment, referral, or delegation.
- 10.11 Regulations. The Board may adopt, amend, or repeal regulations and policies (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officers, agents, employees, and committees.
- 10.12 Non-Discrimination Policy. The Corporation shall not discriminate on the basis of age, sex, race, color, religious creed, national origin, ethnicity, ancestry, sexual orientation, intellectual disability, mental disability, physical disability, blindness, marital status, family status, or gender identity or expression in the administration of its membership policies, programs, and activities.
- 10.13 Parliamentary Authority. In matters not covered by these Bylaws, “Roberts Rules of Order” shall govern.



- 10.14 Vote by Presiding Officer. The person acting as presiding officer at any meeting held pursuant to these Bylaws shall, if a voting Trustee, be entitled to vote on the same basis as if not acting as presiding officer.
- 10.15 Gender and Number. Whenever the context requires, the gender of all words used herein shall include the masculine, feminine, and neuter, and the number of all words shall include the singular and plural thereof.
- 10.16 Articles and Other Headings. The Articles and other headings contained in these Bylaws are for reference purposes only and shall not affect the meaning or interpretation of these Bylaws.

## **ARTICLE 11 DISSOLUTION**

In accordance with the Special Acts, in the event of the dissolution of the Corporation, all of the assets remaining, after the payment of all debts and obligations, shall be distributed to such one or more organizations which have purposes and objects similar to those of this Corporation and are exempt from United States income taxes under the Code, as the Board may select; and if more than one, in such shares and proportions as the Board may determine, provided that no termination and dissolution shall take effect as long as the Corporation has bonds, notes, and other obligations outstanding, unless adequate provisions have been made for the payment thereof in the documents securing the same.

## **ARTICLE 12 AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Board by the affirmative vote of two-thirds (2/3) of the Trustees then present and constituting a quorum, after written notice of the amendment, including the text of the proposed amendment (before any amendments thereto made at the meeting) has been delivered to all Trustees at least one (1) week before the meeting.

Last amended September 12, 2018, for an effective date of September 13, 2018.