

**Bylaws
of
Adaptive Sports Partners of the North Country, Inc.**

**Article 1
Name and Offices**

Section 1. Name

The name of the corporation shall be **Adaptive Sports Partners of the North Country, Inc.**, herein referred to as **ASPNC** or the **Corporation**.

Section 2. Principal Office

The principal office of the Corporation is located at 558 Easton Valley Road in Easton, Grafton County, State of New Hampshire.

Section 3. Change of Address

The designation of the county or state of the Corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

New Address: _____ Dated: _____, 20__

New Address: _____ Dated: _____, 20__

New Address: _____ Dated: _____, 20__

Section 4. Other Offices

The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2 Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Mission Statement

The mission of Adaptive Sports Partners of the North Country is to provide year-round opportunities in sports and recreation for persons with physical or developmental disabilities. Its goal is to enhance the personal development and self-esteem of participants, and to provide an opportunity to take risks in a safe and supportive environment. It is a core belief of the organization that the opportunity to experience the thrill of accomplishment can be a life-affirming experience. The organization is committed to including the families and friends of its participants, volunteers, partner organizations and the North Country community in its efforts.

Section 3. Specific Objectives and Purposes

The specific objectives and purposes of this Corporation shall be:

- a. To guide, accompany, or support persons with disabilities in sport or recreational activities; and/or,
- b. To provide instruction in sports and recreation to persons with disabilities; and/or,
- c. To sponsor seminars or workshops open to the general public on issues or concerns related to sports and recreation for persons with disabilities; and/or,
- d. To engage in the normal functions, operations and services incidental to an organization providing sports and recreation opportunities for persons with disabilities.

Article 3 Members

Section 1. Membership

ASPNC shall be a membership organization. There shall be two categories of membership: voting and non-voting. There is no limit to the number of members the Corporation may have.

Section 2. Qualifications of Members

The qualifications for membership in this Corporation are as follows:

- a. An individual must be 18 years or older in order to qualify as a voting member. All members under age 18 are classified as non-voting members.
- b. Membership may be granted to any individual or organization that supports the mission and purposes of the Corporation, completes the application for membership (provided in appropriate formats as defined in Article 13, Section 2) and who pays annual dues as set by the Board of Directors.
- c. Applications for membership must be received and dues paid in full, thirty (30) days prior to participating in any vote.

Section 3. Diversity

The Corporation encourages diversity of gender, sexual orientation, race, color, disability, ethnic origin and geographic representation among its members, participants, and Board of Directors

Section 4. Rights of Members

Every voting member shall have an equal right to participate and vote in the following:

- a. Election and removal of members of the Board of Directors
- b. Amendment of the Bylaws as provided in Article 13, Section 4.
- c. Initiation of petitions to the Board of Directors (10% of membership needed to validate a petition)

Section 5. Non-liability of Members

A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 6. Non-transferability of Memberships

No member may transfer a membership or any right arising therefrom.

Section 7. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

- a. Upon the death of a member.

- b. Upon his or her notice of such termination delivered to the President or Secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- c. Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the Corporation.
- d. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation. Any person expelled from the Corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the Corporation shall cease on termination of membership as herein provided.

Section 8. Membership Records

The Corporation shall keep membership records containing the name and address of each member. Termination of the membership of any member shall be recorded in the records, together with the date of termination of such membership. Such records shall be kept at the Corporation's principal office.

Article 4 Meetings of Members

Section 1. Place of Meetings

Meetings of members shall be held at a place as designated by resolution of the Board of Directors.

Section 2. Annual Meeting of Members

The Annual Meeting shall be held in October or on a date established by the Board of Directors. Written notice and agenda of the Annual Meeting, including names of nominees for election as new Board members, shall be sent to the general membership via appropriate format at least thirty (30) days prior to the meeting. Business conducted shall include:

- a. Committee reports, if any
- b. Information from the Board of Directors regarding future plans and other organizational business

- c. Voting on the proposed slate of candidates together with any nominations received from the voting members.

Section 3. Special Meetings

A special meeting shall be called upon receipt of a written request from ten percent (10%) of the voting members. Within twenty-one (21) days of receipt of the request the President, a Vice-President or Board of Directors shall send a notice scheduling the special meeting. Such meetings shall be held at the principal office of the organization or a location to maximize the greatest participation.

Section 4. Notice of Special Meetings

Notice of special meetings shall be sent at least fourteen (14) days in advance via appropriate format and shall state the place, date and time of the meeting and matters proposed.

Section 5. Quorum for Meetings

A quorum shall consist of 10% of the voting members of the Corporation.

Except as otherwise provided under the Articles Of Agreement, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 6. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting is the act of the members, unless the Articles Of Agreement, these Bylaws, or provisions of law require a greater number.

Section 7. Action by Written Ballot – Proxy-by-mail Procedure

Except as otherwise provided under the Articles Of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation distributes a written ballot in appropriate format to each member entitled to vote on the matter. The ballot shall:

- a. set forth the proposed action;
- b. provide an opportunity to specify approval or disapproval of each proposal;
- c. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and

- d. shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered and allow for write-in votes.

Section 8. Conduct of Meetings

Meetings of members shall be presided over by the President of the Corporation or, in his or her absence, by a Vice President of the Corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order or such procedures as may be approved from time to time by the Board of Directors insofar as such rules are not inconsistent with or in conflict with the Articles Of Incorporation, these Bylaws, or with provisions of law.

Article 5 Board of Directors

Section 1. Number and Composition of the Board

The Corporation shall have no fewer than five (5) Directors excluding the Executive Director, and collectively they shall be known as the Board of Directors. The number of Directors may be increased or decreased at any time as deemed appropriate by the majority of the Board. The Board should always include members with disabilities and/or their families and be representative of the Corporation's diverse constituency.

Section 2. Qualifications

Directors shall be at least eighteen (18) years of age. Directors must be members of the Corporation.

Section 3. Executive Director

The Executive Director shall be an ex officio, non-voting member of the Board of Directors.

Section 4. Election of Directors

A proposed slate of nominees for election to the Board of Directors will be sent to the voting members at the Annual Meeting. This proposed slate of candidates shall be provided to the membership thirty (30) days prior to the Annual Meeting along with notice of the meeting. Members unable to attend the Annual Meeting may vote via written ballot following the proxy-by-mail procedure. To be included in the election tabulation, written ballots must be mailed, emailed or faxed and received at the principal office of the Corporation twenty-four (24) hours prior to the meeting.

Section 5. Vacancies of Directors

Vacancies in the Board of Directors, however arising, shall be filled, at any properly called and noticed meeting of the Board of Directors where a quorum is present. A Director appointed to fill a vacated position shall serve for the unexpired portion of that term or until a successor, if any, is duly elected at the Annual Meeting and takes office, except in the case of death, resignation, or removal from office.

Section 6. Powers

Subject to the provisions of the laws of the State of New Hampshire and any limitations in the Articles of Agreement and these Bylaws relating to action required or permitted to be taken or approved by the members of the Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 7. Duties

The Board of Directors shall be responsible for:

- a. Determining, protecting, and guiding the implementation of ASPNC's mission
- b. Setting policy for the organization by determining its programs and monitoring their execution
- c. Ensuring effective organizational planning
- d. Ensuring adequate resources for carrying out the work of the organization, by means of effective fundraising
- e. Safeguarding the organization's resources

- f. Hiring, supporting, evaluating and terminating the Executive Director
- g. Enhancing the organization's public image
- h. Evaluating the performance of the Board of Directors
- i. Ensuring financial strength by providing financial oversight
- j. Recommending any changes deemed necessary in the Bylaws, for action by the voting members of ASPNC
- k. Ensuring legal and ethical integrity and maintaining accountability
- l. Performing any and all duties imposed on the Directors collectively or individually by law, by Articles of Agreement, or by these Bylaws.

Section 8. Term of Office

- a. A term of office shall be of three (3) years duration.
- b. A Director may serve no more than two (2) consecutive terms.
- c. After completion of two (2) consecutive full terms, there must an interval of one (1) year before that Director is eligible for re-election to the Board.
- d. The Executive Director is not subject to these term limits.

Section 9. Compensation

Directors shall serve voluntarily without compensation, except for the Executive Director. Board members shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties as approved by Board of Directors. Any payments to Directors shall be approved in advance in accordance with this Corporation's conflict of interest policy, as set forth in Article 13, Section 3 of these Bylaws.

Section 10. Resignation and Removal

- a. **Resignation** - Any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. A resignation will not be accepted if that resignation would reduce the number of remaining Directors to fewer than five (5).
- b. **Removal by Directors** - Any Director may be removed from office, for cause, by a three-fourths (3/4) vote of all Directors present at any regular or special meeting, provided that fifteen (15) days notice be given to all Directors, in appropriate format, of the proposed vote. Lack of participation in three (3) consecutive Regular Meetings shall be cause for removal, upon review and recommendation by the Executive Committee, unless extenuating circumstances exist.

- c. **Removal by Members** – Any Director may be removed, for cause, by members of the Corporation. A petition to remove a Director must be supported by ten percent (10 %) of the voting members. The matter would be placed on the agenda of the Annual Meeting or a special meeting of the members. A vote for the removal of a Director at a meeting of the membership in which a quorum is present, must receive approval of three-fourths (3/4) vote of all voting members present. Notice of the meeting must conform with Article 4, Section 4 and Article 13, Section 2.

ARTICLE 6

OFFICERS

Section 1. Designation of Officers

The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. In addition, the Board may determine the need for and appoint other officers with other titles and duties. All officers must be Directors.

Section 2. Election and Term of Office

Officers shall be elected annually by the Board of Directors at their organizational meeting following the Annual Meeting of the membership. The term of office for officers shall be one (1) year.

Section 3. Removal, Resignation and Vacancies of Officers

Any elected officer may be removed at any time, for cause, by a three-fourths (3/4) majority of the Board at any properly called meeting where a quorum is present. An officer may resign at any time by given written notice to the President or Secretary. The resignation shall take effect as of the date and time the notice is received or at any later time specified in the notice. Any vacancy in any officer position because of death, resignation, removal, disqualification or any other cause shall be filled by a majority vote of the Directors present at any regular or special meeting of the Board.

Section 4: Responsibilities of Officers: The responsibilities of the officers are as follows:

a. President

The President shall preside at all regularly scheduled and special meetings, or shall arrange for other members of the Board to preside at each meeting. The President shall, subject to the direction of the Board of Directors, assure that there is Board

oversight of programs, operations and finances of the Corporation. The President shall perform such other duties and shall possess such other powers as the Board of Directors may from time to time prescribe.

b. Vice President(s)

A Vice President shall chair committees on special subjects as designated by the Board. A Vice President designated by the Board will chair meetings in absence of the President and shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Agreement, by these Bylaws or as may be prescribed by the Board of Directors.

c. Secretary

The Secretary shall:

Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Be responsible for keeping records of Board actions, including overseeing the taking of minutes at all meetings, sending meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that organization records are maintained.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Send one copy of the Bylaws and any amendments thereto as well as one complete copy of the previous year's minutes to each new Board member.

Keep at the principal office of the Corporation a membership records containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership records together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership records, and the minutes of the proceedings of the Directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

d. Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Agreement of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 7

BOARD OF DIRECTORS' MEETINGS

Section 1. Place of Meetings

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by a consensus of the Board.

Section 2. Regular Meetings of the Board

Notice shall be given to the Board of Directors in appropriate format and shall be posted at the ASPNC Headquarters. The Board of Directors shall hold three (3) Regular Meetings:

- a. Planning for the Annual Meeting
- b. Budget
- c. Organization for the election of officers

Section 3. Special Meetings of the Board

Special meetings of the Board of Directors may be called by the President, a Vice-President, the Secretary or by any two Directors.

Section 4. Notice of Meetings of the Board

Notice of special and regular meetings of the Board of Directors shall be sent at least seven (7) days in advance via appropriate format and shall state the place, date and time of the meeting and matters proposed, unless the Board decides that a different notice time is appropriate.

Section 5. Waiver of Notice

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers and/or consents shall be filed with the minutes of the meeting.

Section 6. Quorum for Meetings of the Board of Directors

A quorum shall consist of a majority of the members of the Board of Directors. Meetings may be held via teleconferencing or video as circumstances may dictate. Active participation is required. Except as otherwise provided under these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present or available as stated above, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 7. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present or via teleconferencing or video at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Agreement, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 8. Action By Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the Directors' meetings. Each such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Conduct of Meetings

- a. Meetings of the Board of Directors shall be presided over by the President of the Corporation, or, if no such person has been so designated, or in his or her absence,

- by a Vice- President of the Corporation, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the organization shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- b. All meetings shall be governed by Robert's Rules of Order or such procedures as may be approved from time to time by the Board of Directors insofar as such rules are not inconsistent with or in conflict with the Articles Of Incorporation, these Bylaws, or with provisions of law.

ARTICLE 8

COMMITTEES

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of five (5) Board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below five (5) the number of the members of the executive committee, and fill vacancies on the executive committee from the members of the Board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the board may require.

Section 2. Other Committees

The Corporation shall have from time to time other committees as may be designated by resolution of the Board of Directors. These committees may consist of persons who are not members of the Board and shall act in an advisory capacity to the Board.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and conducted in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 9

LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Liability

The Directors, officers, and employees of the Corporation shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 2. Indemnification

The Directors, officers and employees of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of New Hampshire.

Section 3. Insurance

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles Of Incorporation, these Bylaws, or provisions of law.

Article 10

Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 3. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE 11 RECORDS AND REPORTS

The Corporation shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board, and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of these records of the Corporation listed in this article shall be open to inspection by the members of the Corporation at all reasonable times during office hours excluding information protected in accordance with the statutes of the State of New Hampshire and excluding credit card information and fundraising records.

Article 12

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for charitable, educational, religious or scientific purposes as shall at any time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 13 MISCELLANEOUS

Section 1. Startup Terms of Office

First Year Board Only: A minimum of five (5) members shall be appointed as Directors by the Incorporating Committee and such term of office shall expire at the close of the first Annual Meeting of the membership in 2010. For the purpose of establishing a three (3) year staggered term cycle, the initial Board shall present to the Annual Meeting an appropriate slate of nominations.

Section 2. Communication

Appropriate format. For the purposes of these Bylaws, “appropriate format” for communication with members requiring alternative format options, is defined as communication which, as far as possible, is in a form that is independently usable by the recipient without the assistance of another person. For most persons requiring a specialized format, large print, Braille, e-mail, computer disk, or tape will be adequate for most kinds of material. If an alternative format is requested by a member, and that format is supplied to the member, this shall also be deemed to be an “appropriate format.”

Section 3. Conflict of Interest

Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a Director, officer, or employee must be disclosed in good faith or known to the Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the Corporation (which is annexed to these Bylaws as Attachment A and shall be referred to as the “Conflict of Interest Policy”).

Section 4. Amendments to the Bylaws

These Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of the voting members present at any meeting of the members at which a quorum is present. Such action is authorized only at a duly called and held meeting for which notice of such meeting, setting forth the proposed alteration, has been given in accordance with the notice provisions for meeting set forth herein.

Section 5. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 6. Evidence of Authority

A certificate by the Secretary, or an Assistant Secretary, or a Temporary Secretary, as to any action taken by the Directors, a committee or any officer or representative of the Corporation, shall as to all persons who rely on the certificate in good faith be conclusive evidence of such action.

Section 7. Validity

If there is any conflict between the provisions of these Bylaws and the Articles Of Incorporation of this Corporation, the provisions of the Articles of Agreement shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 18 preceding pages, as the Bylaws of this Corporation.

Dated: November 15, 2009

Guy S. Bentley

Michael Platt

John F. Gray

Thomas E. Stewart

Maria Pappas

James W. Moore