

BYLAWS
OF
COLLABORATION TO PROMOTE SELF-DETERMINATION, INC.
(the “Corporation”)
(formed under the District of Columbia Nonprofit Corporation Act)

Adopted August 26, 2013

Revised and Adopted April 11, 2019

ARTICLE I

Purposes

Section 1.1 Purposes. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code,” each reference in these Bylaws to a section of the Code shall include the corresponding provisions of any future federal internal revenue laws), including without limitation the solicitation and acceptance of donations, contributions and grants of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value, and the making of distributions to organizations which are described in Section 501(c)(3) of the Code and are exempt from taxation under Section 501(a) of the Code. Within the foregoing limitations, the purpose or purposes for which the Corporation is organized include: (i) empowering citizens with disabilities to become self-sufficient, productive members of society through employment in jobs and environments that are typical in our society, (ii) working to ensure that every adult living with complex intellectual, developmental and cognitive disabilities has the opportunity, encouragement, and support required to lead an independent, productive life through self-direction and self-determination, (iii) promoting opportunities and working to eliminate barriers to working and saving while ensuring the continuation of individualized supports (as necessary), and (iv) educating the public regarding the ability of citizens with significant disabilities to live meaningful lives while working and living independently.

ARTICLE II

Offices

Section 2.1 Location. The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Board of Directors of the Corporation (the “Board of Directors” or “Board”) shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

ARTICLE III

Members

Section 3.1 Classes of Members. The Corporation shall have two classes of members, “Members” and “Sustaining Members.” Membership shall not be transferable.

Section 3.2 Members. Organizations representing people with intellectual, developmental and other disabilities and their families and disability service agencies are invited to become Members of CPSD so long as they uphold values that are aligned with CPSD’s Mission and Vision. The Board of Directors shall determine the Members, and shall establish criteria for the selection of new Members, which may be changed from time to time. The Board of Directors may delegate the authority to select new Members to one or more of the Corporation’s officers.

Section 3.3 Sustaining Members. Individuals who pay an annual membership fee to support CPSD’s Mission and Vision are Sustaining Members. Sustaining Members will receive benefits to be determined by the CPSD Board of Directors, which may be changed from time to time. Sustaining Members may be removed upon the vote of a majority of the Board of Directors at any time, for any reason. Upon removal, the Board of Directors shall not be obligated to return or prorate the annual membership fee paid by the Sustaining Member.

Section 3.4 Removal and Withdrawal of Members.

(a) Any Member shall be automatically removed upon such Member’s dissolution. A Member may withdraw at any time by written notice to the Corporation.

(b) A Member may be removed upon the vote of two-thirds of the Board of the Directors upon the occurrence of any of the following with respect to such Member: (i) such Member has engaged in an action that brings negative publicity to the Corporation, (ii) such Member has made a public statement that is in direct conflict with the Corporation’s values (such as advocating for subminimum wage or sheltered work), (iii) an affiliate or related organization of such Member has made a public statement that is in direct conflict with the Corporation’s values and the applicable Member has not taken swift public action to condemn such statement; or (iv) for any other reason determined by the Board of Directors.

Section 3.5 Voting Rights of Members.

(a) The Members shall have the right to vote on all matters that may properly come before the Members, except as may otherwise be set forth in these bylaws.

(b) Except as required by applicable law, the sole matters on which the Members shall be entitled to vote are: (i) the entry by the Corporation into an agreement of merger or consolidation; (ii) the sale, lease or exchange of all or substantially all of the Corporation’s property and assets; (iii) any dissolution of the Corporation or a revocation of a dissolution; (iv) any change of the Corporation’s name; and (v) any expansion of the Corporation’s mission or purpose.

Section 3.6 Member Meetings.

(a) Place of Meetings. The time and place of all meetings of the Members shall be determined by the Members. Meetings of the Members may be held within or without the District of Columbia.

(b) Annual Meeting. Annual meetings of the Members shall be held for the transaction of such business as may properly come before the Members.

(c) Special Meetings. Special meetings of Members shall be called at the discretion of the President, the Board of Directors, a majority of the Members, or the Executive Director of the Corporation.

(d) Notice of Meeting. No less than ten and no more than sixty days' notice shall be given to each Member of an annual or special meeting of the Members. Notice of a meeting of the Members shall specify the date, time and place of the meeting, and, in the case of a special meeting, shall also state the purpose(s) for which the meeting is called. Notice must be either delivered personally to each Member or mailed (including the sending of a facsimile or electronic mail) to the Member's business address. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by facsimile or electronic mail, it shall be delivered when transmitted with transmission verified.

(e) Waiver of Notice. A Member may waive notice of any annual or special meeting of the Members by written statement filed with the President. A Member who attends a meeting: 1) waives objection to lack of notice or defective notice of the meeting unless the Member at the beginning of the meeting objects to the holding of the meeting or the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened; and 2) waives objection to the consideration by the Members of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice (if such matter was required to be described in the meeting notice), unless the Member objects to the considering of such matter when it is presented.

(f) Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all Members entitled to vote thereon consent to such action in a writing, including an electronic message, setting forth the action taken. Such consent in writing shall have the same force and effect as a unanimous vote of the Members entitled to vote on such matter at a meeting and may be described as such in any document executed by the Corporation.

(g) Telephonic Presence. Any or all Members may participate in a meeting of the Members by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

(h) Quorum. Two-thirds of the Members entitled to vote on a matter shall constitute a quorum for purposes of voting on any matter properly before the Members, except

that if a quorum is not present at a meeting, a majority of the Members present at such meeting may adjourn the meeting to another time, without further notice.

(i) Voting. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Members shall be decided by a majority of the Members entitled to vote on such matter who are present or represented by proxy at a meeting at which a quorum exists. Members shall not have cumulative voting rights.

Section 3.7 Member Dues.

(a) The annual dues and method of payment for new and renewal dues for each class of Members shall be set from time to time by the Board of Directors or such officer of the Corporation as the Board of Directors may determine.

(b) Dues shall be payable in advance upon written notice. A Member who fails to pay dues or other indebtedness to the Corporation within ninety (90) days after the same is due and payable may be suspended from all rights, benefits, and privileges, and the Director designated by such Member (if any) may be suspended from the Board of Directors, by a majority vote of the Directors (excluding any Director designated by such Member). For the sake of clarity, no At-Large Director shall be suspended pursuant to this paragraph solely because a Member who voted for such At-Large Director has failed to pay dues or other indebtedness to the Corporation.

ARTICLE IV

Directors

Section 4.1 Authority of Directors. The Board of Directors shall have and may exercise any and all powers of the Corporation provided in the Articles of Incorporation or the Act which are necessary or convenient to carry out the purposes of the Corporation and which are not explicitly reserved by the Act, these Bylaws or the Articles of Incorporation to the Members. The business affairs and property of the Corporation shall be managed, controlled, and directed by or under the direction of the Board of Directors. Directors need not be Members or residents of the District of Columbia.

Section 4.2 Number of Directors. The number of directors shall be determined by the Board of Directors from time to time. In no event shall the number of directors be (a) less than five or (b) greater than eleven.

Section 4.3 Officers. The Board of Directors shall consist of four Officers: President, Vice President, Secretary and Treasurer. All other directors shall be considered Directors At-Large.

Section 4.4 Election and Term of Directors. Each director and Officer shall be elected by a majority of the Board of Directors for a term of three years. No director may serve as an Officer for more than two consecutive terms. Directors may be elected by the majority of the Board of Directors by in-person vote, telephonic or electronic vote at any time. For purposes of term calculation, a director or Officer elected during the first six months of a calendar year shall

be deemed to have started his or her term at the beginning of that calendar year; and a director or Officer elected during the last six months of a calendar year shall be deemed to have started his or her term at the beginning of the next calendar year.

Section 4.5 Vacancies; Removal; Resignations. Any vacancy occurring in the Board of Directors due to resignation or removal of a director shall be filled by a majority vote of the Board of Directors. When a director who has resigned is part of a Member organization, that Member organization shall be able to designate a replacement director from that same Member organization to serve out the remainder of the previous director's term. Any director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified, subject, however, to his or her prior resignation, death or removal as provided by law or these Bylaws. A director may be removed at any time by majority action of the Board of the Directors, including but not limited to actions specified in Section 3.4 of these By-laws. Any director may resign at any time upon written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective and it shall be effective immediately.

Section 4.6 Compensation. The Corporation shall not pay compensation to directors for services rendered. The Corporation may reimburse any director for expenses incurred in the performance of his or her duties to the Corporation in reasonable amounts as approved by a majority of all the other directors then in office.

Section 4.7 Insurance for Corporate Agents. Except as may be otherwise provided by law, the Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation, including a director, officer or employee, 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 V

Meetings of Directors

Section 5.1 Annual Meetings. Annual meetings of the Board of Directors shall be held for the election of officers and the transaction of other business as may properly come before the Board. Annual meetings may be held at such place within or without the District of Columbia, at such times and places as may be determined by resolution of the Board of Directors.

Section 5.2 Regular Meetings. Regular meetings of the Board of Directors for the transaction of any business may be held at such place within or without the District of Columbia, without notice of the time, place or purposes thereof, and at such times and places as may be determined by resolution of the Board of Directors.

Section 5.3 Special Meetings. Special meetings of the Board of Directors may be held at any time and place upon call by the President or any director.

Section 5.4 Notice of Meeting. Reasonable oral (including by telephone) or written (including by facsimile or electronic transmission) notice thereof shall be given by the President or the Secretary of the Corporation, not later than seven (7) days before each meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

Section 5.5 Waiver of Notice. A director may waive notice of any meeting of the Board of Directors by written statement filed with the President. A director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 5.6 Quorum and Voting. At all meetings of the Board of Directors, unless a greater proportion is required by law, a majority of the directors then serving on the Board of Directors (but in no case less than one third of the number of directors fixed in these Bylaws) shall constitute a quorum for the transaction of business, and the act of a majority of all of the directors present at such meeting shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present.

Section 5.7 Telephonic Presence. Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, and such participation shall constitute presence in person at such meeting.

Section 5.8 Action of Board of Directors and Committees Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee, as the case may be, consent to such action in a writing (including by electronic means) in a writing setting forth the action taken. Such consent in writing shall have the same force and effect as a unanimous vote and may be described as such in any document executed by the Corporation.

Section 5.9 Organization. At all meetings of the Board, the President shall preside, or in the President's absence, the Vice President shall preside. The Secretary of the Corporation or her designee shall act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint any individual present to act as secretary of the meeting.

ARTICLE VI

Committees

Section 6.1 Committees. The Board of Directors may, by resolution passed by the unanimous consent of the directors in office, designate one or more committees of the Board of Directors, each such committee to consist of two or more of the directors of the Corporation. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee shall have and may exercise such powers and authority of the Board of Directors as provided in the resolution of the Board of Directors creating the committee; provided that no committee shall have the power or authority to create any other committees of the Board of Directors, amend the Articles of Incorporation of the Corporation or these Bylaws, remove from office any director or officer of the Corporation, adopt an agreement of merger or consolidation, recommend the sale, lease or exchange of all or substantially all of the Corporation's property and assets, or recommend a dissolution of the Corporation or a revocation of a dissolution.

Section 6.2 Nominating Committee. The Board of Directors may, by resolution adopted by the unanimous consent of the directors in office, designate a Nominating Committee. Such Nominating Committee shall be responsible for nominating candidates for At-Large Director for the consideration of the full Board of Directors.

Section 6.3 Advisory Committees. In addition to the various committees of the Board of Directors, the Corporation may also establish one or more advisory committees. Each member of any advisory committee will be selected in a manner established by resolution of the Board of Directors and shall hold office for the term set forth in such resolution. The Board of Directors may, at any time, remove any member of any such advisory committee with or without cause. In the event the Board of Directors has not designated a chair of any such advisory committee, such advisory committee shall appoint one of its own members as chair, who shall preside at all meetings, if any, and may also appoint a secretary (who need not be a member of the committee) who shall keep its records and who shall hold such office at the pleasure of the committee. Each such advisory committee would consider matters at the request of the Board and make non-binding recommendations to the Board at the Board's direction; the Board would make all final decisions regarding any action by the Corporation regarding such matters.

Section 6.4 Regular Meetings. Regular meetings of all committees referenced in these Bylaws may be held without notice of the time, place or purposes thereof and shall be held at such times and places (or by telephone as provided in these Bylaws) as the committee may from time to time determine in advance.

Section 6.5 Special Meetings. Special meetings of such committees may be held at any time and place (or by telephone as provided in Section 5.7) upon call by the President or any two members of the committee. Reasonable oral (including by telephone) or written (including by facsimile transmission) notice thereof shall be given by the person calling the meeting, not later than 24 hours before the special meeting. A committee member's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the member for the purpose of objecting to the transaction of business because the

meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of such committee need be specified in the notice of such meeting.

Section 6.6 Actions at Regular and Special Committee Meetings; Minutes. At any regular or special meeting, any such committee may exercise any or all of its powers and any business that shall come before any regular or special meeting may be transacted thereat, provided that a majority of the directors then serving on the committee (but in no case less than the number of directors fixed in the relevant resolution establishing the committee) is present. The affirmative vote of a majority of all of the members of the committee shall be necessary to take any action. Each committee shall keep regular minutes of its proceedings and distribute a copy thereof to each of the other directors and the Secretary of the Corporation after each committee meeting.

Section 6.7 Working Groups. In addition to the various committees of the Board of Directors, the Corporation may also establish one or more working groups. Each member of any working group may be selected in a manner established by resolution of the Board of Directors and shall hold office for the term set forth in such resolution. The Board of Directors or the Executive Director of the corporation may, at any time, remove any member of any such working group with or without cause. Without limitation of the foregoing, in the event that the co-chair of any working group has not fulfilled his or her responsibilities in connection with such working group, he or she shall be removed from such co-chair position by the Board or Directors or the Executive Director of the Corporation.

ARTICLE VII

Officers

Section 7.1 Officers Designated. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting or any special meeting. They shall include a President, Vice President, Secretary and Treasurer, and such other officers as the Board may from time to time determine. The officers may, but need not, be chosen from among the directors. Any two offices, other than the offices of President and Secretary, may be held by the same person.

Section 7.2 Tenure of Office. Each officer shall hold office for no more than two successive terms of three years or until his or her successor has been elected and qualified, subject, however, to his or her prior resignation, death or removal as provided by law or these Bylaws. No officer may hold office for more than two consecutive terms. Unless otherwise provided by resolution of the Board of Directors, officers shall be elected or appointed at the annual meeting of the Board. An officer may resign at any time by giving notice thereof in writing to the Corporation. Such resignation shall take effect at the time of receipt by the Corporation, or at a later time specified within the notice of resignation. The Board of Directors may remove any officer at any time with or without cause, provided, however, that such removal shall be without prejudice to the contractual rights of such officer, if any, and such officer's rights to reimbursement and indemnification under these Bylaws (if any). A vacancy, however

created, in any office may be filled by the Board of Directors subject to Section 4.5 of these Bylaws.

Section 7.3 President. The President shall (a) in general, serve as the Chief Executive Officer of the Corporation and supervise the implementation of all of the business and affairs of the Corporation and manage the affairs of the Corporation on a day-to-day basis within the policies, programs, plans and budget authorized for the Corporation by the Board of Directors; (b) when present, preside at all meetings of the Board of Directors; (c) have authority to sign any contract or other instrument on behalf of the Corporation related to activities undertaken within the scope of the organization's goals and objectives or that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; (d) prepare or oversee the preparation of budgets and reports on all administrative matters regarding the Corporation; and (e) perform all other duties as may be prescribed by the Board of Directors from time to time.

Section 7.4 Secretary. The Secretary shall (a) keep or cause to be kept at the principal office of the Corporation or online a book of minutes of all meetings of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (c) be custodian of the corporate records and papers and the seal of the Corporation; (d) countersign all contracts and other instruments as required by law or prescribed by the Board of Directors; (e) give or cause to be given notice of all meetings required by these Bylaws; and, (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be duly assigned to the Secretary by the President or the Board of Directors.

Section 7.5 Treasurer. The Treasurer shall (a) keep and maintain or cause to be kept and maintained adequate and correct accounts of business transactions of the Corporation, including accounts of its funds (both general and special), assets, liabilities, receipts, disbursements, reserve, gains, and losses; (b) oversee the receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or arrange for the deposit of all such moneys in the name of the Corporation in such bank, trust companies, or other depositories of the Bylaws; (c) render such reports as may be requested from time to time by the President to the Board of Directors; and, (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be duly assigned to the Treasurer by the President or the Board of Directors. The books of the accounts shall at all times be open to inspection by any director.

Section 7.6 Other Officers. All officers shall have such duties and powers as are provided in these Bylaws, or as the Board of Directors may determine from time to time, or as may be duly assigned to them by any superior officer.

Section 7.7 Bond. Any officer, if so required by the Board of Directors, shall furnish a fidelity bond in such sum and with such security as the Board of Directors may require.

ARTICLE VIII

Corporate Records and Reports

Section 8.1 Maintenance of Corporate Records. The Corporation shall keep correct and complete books and records of accounts, proceedings of all meetings of the Board and committees having any of the authority of the Board of Directors. The following records shall be maintained at the principal office of the Corporation and/or in electronic form that is accessible by all Board members upon request:

A. Minutes of all meetings of directors and committees of the Board, indicating the time, location, if regular or special meeting, notice given, names of attendees 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, disbursement, and gains and losses.

C. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by Board members at all reasonable times during office hours.

Section 8.2 Director's Inspection Rights. Every director shall have the right at any reasonable time to inspect and copy all of the Corporation's books, records and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records and properties of the Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws or provisions of law.

ARTICLE IX

Amendment to Bylaws

Section 9.1 Amendment of Bylaws. The Bylaws of the Corporation may be amended, repealed or new Bylaws adopted by vote of two-thirds of the members of the Board of Directors. Notice of such amendment(s) must be given to all members of the Board not less than seven (7) days in advance of the meeting at which such amendment(s) is to be voted upon, such notice to indicate the nature of the proposed amendment(s) and the Article(s) and/or Section(s) to be affected.

ARTICLE X

Conflict of Interest; Tax-exempt Status

Section 10.1 Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any

applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 10.2 Interested Person. Any director, principal officer, or member of a committee with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

Section 10.3 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 10.5 of these Bylaws, a person who has a financial interest may have a conflict of interest only if the Board of Directors or a committee of the Board decides that a conflict of interest exists.

Section 10.4 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and all material facts related to such financial interest to the directors and members of committees with powers delegated by the Board of Directors considering the proposed transaction or arrangement.

Section 10.5 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Section 10.6 Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the disinterested members of the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the disinterested members of the Board or committee shall make their decision as to whether to enter into the transaction or arrangement.

Section 10.7 Violations of the Conflicts of Interest Policy. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose any actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 10.8 Records of Proceedings. The minutes of the Board of Directors and all committees with powers delegated by the Board of Directors shall contain: (i) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board of Directors or committee as to whether a conflict of interest in fact existed; and (ii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 10.9 Annual Statements. Each director, officer and member of a committee with powers delegated by the Board of Directors shall annually sign a statement which affirms such person: (i) has received a copy of the conflicts of interest policy; (ii) has read and understands the policy; (iii) has agreed to comply with the policy; and (iv) understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 10.10 Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (i) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (ii) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

Section 10.11 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 10.10 of these Bylaws, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI

Miscellaneous

Section 11.1 Seal. In the discretion of the Board of Directors, the Corporation may have a seal which shall have inscribed thereon the name of the Corporation and the words

“Corporate Seal.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

Section 11.2 Checks, Notes and Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation’s behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts (in addition to the President as provided in Section 7.3); or to execute and deliver other documents and instruments.

Section 11.3 Fiscal Year. The fiscal year of the Corporation shall end on December 31 or on such other date as may be determined by the Board of Directors.

Section 11.4 Facsimiles. Any copy, facsimile telecommunication or other reliable reproduction of a writing, transmission or signature may be substituted or used in lieu of the original writing, transmission or signature for any and all purposes for which the original writing, transmission or signature could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing, transmission or signature, as the case may be.

Section 11.5 Loans to Directors and Officers. The Corporation shall not make any loans to its directors or officers.

Section 11.6 Conflicts with the Certificate of Incorporation. If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Corporation, the provisions of the Certificate of Incorporation shall govern.

Section 11.7 Severability. Should any provision or portion 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.

Section 11.8 Waiver of Notice. In addition to the other provisions herein regarding waiver, whenever notice is required to be given under the Articles of Incorporation, these Bylaws or the Act, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time dated therein, shall be deemed equivalent to such notice.