

BY-LAWS

BUFFALO CITY SWIM RACERS INC.

Article 1

Name, Purpose and Mission

1.1 Name

The name of this corporation shall be Buffalo City Swim Racers Inc., hereinafter sometimes referred to as "BCSR".

1.2 Purpose

BCSR is a neighborhood-based program targeting youth populations underrepresented in the sport of swimming residing or attending school in the City of Buffalo.

1.3 Mission

To make a positive impact in diverse communities by providing safe access and a supportive environment for the sport of swimming.

1.4 Vision

Every family has the swimming and life skills to succeed in and out of the water.

Article 2

Offices

2.1 Principal Office

The principal office for the transaction of the activities and affairs of the corporation ("principal office") is located at 651 Delaware Ave, Buffalo, NY 14202. The directors may change the location of the principal office at any time. Any change of this location shall be noted by the secretary on these bylaws opposite this section or this section may be amended to state the new location.

2.2 Other Offices

The board of directors may at any time establish branch or subordinate offices at any place or places within New York or where the corporation is qualified to conduct its activities.

Article 3

Membership

3.1 Qualifications

(a) There shall be one class of membership in this corporation consisting of:

- i. the parents or legal guardians of and living with minor children who participate in amateur competitive swimming activities conducted by the corporation,
- ii. minor children who participate in amateur competitive swimming activities conducted by the corporation,

- iii. emancipated persons who participate in amateur competitive swimming activities conducted by the corporation, and
- iv. elected or appointed board members who are not parents or guardians of participating members who are in good standing as USA Swimming members will have voting rights in the corporation.

- (b) No person may hold more than one membership or a fractional membership. The right of members to vote shall be determined as provided in the following articles.

3.2 Fees and Dues

- (a) Each member, not qualifying for outreach status through Niagara Swimming, must pay, as determined by and within the time and on the conditions set by, the board of directors, an initiation fee, if any, USA Swimming registration fee, and monthly and/or annual dues to be determined and in amounts to be fixed from time to time by the board of directors.
- (b) The Board shall establish membership dues based on ability to pay and eligibility for Niagara Swimming Outreach membership.
- (c) Members shall pay such dues and fees as may from time to time be fixed by the board of directors.

3.3 Meetings of Members

There shall be at least one general annual meeting of the membership in October, unless the board of directors fixes another date and so notifies the members. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of five (5) or more members in writing to the Executive Board. Board members will be required to attend 66% of all bi-monthly scheduled meetings during the calendar year.

3.4 Notice of Members' Meetings

- (a) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Section 3.4(b) not less than 7 nor more than 90 days before the date of this meeting. The notice shall specify the place, date and hour of the meeting and:
- (i) in the case of a special meeting, the general nature of the business to be transacted and no other business may in that case be transacted, or
 - (ii) in the case of the annual meeting, those matters which the board of directors, at the time of giving the notice, intends to present for action by the members.
- (b) Manner of giving notice. Notice of any meeting of members shall be given either personally or electronically.

3.4 Termination of Membership

- (a) Causes of termination. The membership of a member shall terminate upon occurrence of any of the following events:

- (i) the resignation of the member,
- (ii) the failure of the member to pay dues or assessments, if required, within the times set forth by the board of directors,
- (iii) the determination by the board of directors that the member has failed in a material and serious degree to observe the rules of conduct/standards of the corporation or has engaged in conduct materially and seriously prejudicial to the interests and purposes of the corporation, including violating attendance requirement in 3.3(a).
- (iv) Expiration of membership with Niagara Swimming and USA Swimming

3.5 Transfer of Membership

No member may transfer for value a membership or any right arising from such membership. All rights of membership cease upon a member's death.

Article 4 Board of Directors

4.1 Powers

- (a) General corporate powers. Subject to the provisions of the New York Non-profit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be proved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.
- (b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:
 - (i) select all officers, agents and employees of the corporation; remove all officers, agents and employees of the corporation and prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these bylaws;
 - (ii) change the principal office or the principal business office in the State of New York from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of New York; and designate any place within the State of New York for the holding of any members' meeting or meetings, including annual meetings;
 - (iii) adopt, make and use a corporate seal and, where appropriate, alter the form of the seal;
 - (iv) develop an annual budget and borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.

4.2 Composition

The board of directors of the corporation shall consist of no fewer than 5 and no greater than 13 directors.

4.3 Nominations and Solicitations for Votes

- (a) Nominating committee. The chairman of the board or the president if there is no chairman, and the Executive Director, shall recommend qualified candidates for election to the board of directors at least 10 days before the date of the election. The nominating officers may include any persons who are then serving as officers or directors of the corporation.
- (b) Nominations by voting members. Members may nominate candidates for directorships by filing a petition with an officer of the corporation at any time before the second day preceding such election. On timely receipt of a petition signed by the required number of voting members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with those candidates named by the nominating committee.

- (c) Nominations from the floor. If there is a meeting to elect directors, any voting member present at the meeting, in person or by proxy, may place names in nomination.
- (d) Distributing election material. On written request by any nominee for election to the board, the corporation shall, in a timely manner, email to all voting members or such portion of them as the nominee may reasonably specify, any material that the nominee may furnish and that is reasonably related to the election.
- (e) Refusal to publish or distribute material. The corporation may not decline to publish or distribute material that it is otherwise required hereby to publish or distribute on behalf of any nominee on the basis of the content of the material; provided, however, that the corporation or any of its agents, officers, directors or employees may seek and comply with an order of the Superior Court allowing them to delete material that the court finds will expose the moving party to liability.
- (f) Use of corporate funds to support nominee. No corporate funds may be expended to support a nominee for director.

4.4 Election and Term of Office of Directors

- (a) Officers shall be elected at the September meeting of the board of directors and shall hold office for 2 years beginning the following calendar year; provided, however, that if any annual meeting is not held or the directors are not elected thereat, they may be elected at any special members' meeting held for that purpose. Each such director, including a director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Officers have no limit to their ability to renew their position upon approval by the board of directors.
- (b) Annual Meeting. The annual meeting of the board of directors, occurring during the last meeting of the calendar year, will be held in a public place to be determined by the board at least 45 days prior to the meeting. Notice will be distributed to members of the organization so that they may attend.
- (c) Terms of Service. Terms of service for board members shall last for 3 years and be posted on the organization website with each board of director's term of service and expiration date. Each board of director may renew involvement for a second 3-year term. Term limits for board members are effective January 1, 2018.

4.5 Vacancies

- (a) Events causing vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following:
 - (i) the death, resignation or removal of any director;
 - (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under the New York Non-profit Corporation Law;
 - (iii) the vote of a majority of the voting members to remove a director;
 - (iv) the increase of the authorized number of directors;
 - (v) the failure of the voting members at any meeting of members at which any director or directors are to be elected to elect the number of directors to be elected at such meeting.

- (b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chairman, the president, the secretary or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office as of the date when the resignation becomes effective. No director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.
- (c) Vacancies filled by directors or members. Except for a vacancy created by the removal of a director, vacancies on the board of directors may be appointed by the president for the remaining duration of the term.
- (d) No vacancy on reduction of number of directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
- (e) Restriction on interested directors. Not more than 49% of the persons serving on the board of directors at any time may be interested persons. An interested person is:
 - (i) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as director and
 - (ii) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person.

However, any violation of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

- (f) Double vote prohibited. An Individual Member of BCSR entitled to vote in the Board of Directors meetings by virtue of holding a position in BCSR may not also vote as a Group Member.

4.6 Place of Meetings; Meetings by Telephone

Regular meetings of the board of directors may be held at any place within the State of New York that has been designated from time to time by resolution of the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the board shall be held at any place within the State of New York that has been designated in the notice of the meeting or, if not stated in the notice or, if there is no notice, at the principal office of the corporation. Notwithstanding these provisions, a regular or special meeting of the board of directors may be held at any place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another and all such directors shall be deemed to be present in person at such meeting.

4.7 Annual Meeting

Within 45 days following each annual meeting of members, the board of directors shall hold a regular meeting for the purpose of organization, election of officers and the transaction of other business, notice of this meeting shall not be required.

4.8 Other Regular Meetings

- (a) Regular meetings. Other regular meetings of the board of directors shall be held on the 3rd Thursday of each odd month unless otherwise scheduled by the board of directors. A schedule for the year will be provided at each annual meeting.
- (b) Notice. An agenda preceding each meeting of the board of directors will be emailed no less than 7 days prior to the scheduled meeting.
- (c) Absences. Members of the board unable to attend a previously scheduled meeting will inform the executive director, president or secretary at least 5 days prior to the meeting if they are unable to attend.
- (d) Procedure. The order of business and all other matters of procedure at every meeting of the directors may be determined by the person presiding at the meeting, subject to the following order of business:
 - 1. Meeting call to order
 - 2. Approving of minutes from previous meeting(s)
 - 3. Report of Treasurer
 - 4. Report of President/ Vice President
 - 5. Unfinished business
 - 6. New business
 - 7. Meeting adjourned.

4.9 Special Meetings

- (a) Authority to call. Special meetings of the board of directors for any purpose may be called at any time by the chairman of the board or the president, the vice president, the secretary or any two directors.
- (b) Notice
 - (i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (c) electronically. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.
 - (ii) Time requirements. Notices shall be provided at least four days before the time set for the meeting. Notices given by personal delivery, electronic delivery or telephone at least 48 hours before the time set for the meeting.
 - (iii) Notice contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal office of the corporation.

4.10 Quorum

A majority (50% of directors plus 1 voting director) of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn.

A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

4.11 Waiver of Notice

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice. Regular meetings of

the board of directors may be held without notice if the date, time and place (including TBA location) of such meeting is fixed in advance by the board of directors.

4.12 Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

4.13 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

4.14 Action without Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing or email to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

4.15 Fees and Compensation

Directors and members of committees shall receive:

- (a) no compensation for their services and
- (b) such reimbursement of expenses as may be determined by resolution of the board of directors to be just and reasonable.

Article 5 Committees

5.1 Committees of Directors

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which, under the Non-profit Corporation Law of New York, also requires members' approval or approval of a majority of all the members;
- (b) fill vacancies on the board of directors or in any committee which has the authority of the board;
- (c) fix compensation of the directors for serving on the board or on any committee;
- (d) amend or repeal bylaws or adopt new bylaws;
- (e) amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

- (f) appoint any other committees of the board of directors or the members of these committees;
- (g) expend corporate funds to support a nominee for director; or
- (h) approve any transaction:
- (i) to which the corporation is a party and one or more directors have a material financial interest; or (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.2 Meetings and Action of Committees

Meetings and action of committees shall be governed by and held and taken in accordance with, the provisions of Article 10 of these bylaws concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

Article 6 Officers

6.1 Officers

The officers of the corporation shall be a president, vice president, a secretary and a treasurer. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as either the president or chairman of the board.

6.2 Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 6.3, shall be chosen by the board of directors and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

6.3 Subordinate Officers

The board of directors may appoint, and may authorize the chairman of the board or the president or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the bylaws or determined from time to time by the board of directors.

6.4 Removal of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, upon vote of two-thirds of the directors on the board of directors at any regular or special meeting of the board or, except in case of an officer chosen by the board of directors, by an officer on whom such power of removal may be conferred by the board of directors.

6.5 Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it

effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

6.6 Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in Section 4.5 for regular appointments to that office.

6.7 Responsibilities of Officers

- (a) President. Subject to such supervisory powers as may be given by the board of directors to the chairman of the board, if any, the president shall, subject to the control of the board of directors, generally supervise, direct and control the business and the officers of the corporation. He shall preside at all meetings of the members and, in the absence of the chairman of the board or if there be none, at all meetings of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or the bylaws, including reconciliation of the organization bank statement and appoint vacant director positions as necessary.
- (b) Vice president. In the absence or disability of the president, the vice president shall perform all the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed by the board of directors or the chairman of the board.
- (c) Secretary. The secretary shall attend to the following:
 - (i) Book of minutes. The secretary shall keep or cause to be kept, at the principal office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors, committees of directors and members, with the time and place of holding, whether regular or special and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings and the proceedings of such meetings. The secretary will upload meeting minutes to the organization website within 2 weeks from each regular meeting.
 - (ii) Membership records. The secretary shall keep, or cause to be kept, at the principal office or such other place as the board of directors may direct, a record of the corporation's members, showing the names of all members and their addresses.
 - (iii) Other records. The secretary shall keep, or cause to be kept, at the principal office or such other place as the board of directors may direct, all other records of the corporation except those kept by the treasurer as required by these by-laws.
 - (iv) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the members and of the board of directors required by the bylaws to be given. He shall keep the seal of the corporation in safe custody. He shall have such other powers and perform such other duties as may be prescribed by the board of directors or the bylaws.
- (d) Treasurer.
 - (i) Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital,

retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the chairman of the board and/or the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the board of directors or the bylaws. Executive Director and President will also have the authority to deposit funds.

(iii) Bond. If required by the board of directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for the faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in his possession or under his control on his death, resignation, retirement or removal from office.

(iv) Financial report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the corporation's financial policies.

6.8 Fees and Compensation

Officers shall receive:

- (a) no compensation for their services and
- (b) such reimbursement of expenses as may be determined by resolution of the board of directors to be just and reasonable.

Article 7 Records and Reports

7.1 Maintenance of Corporate Records

The corporation shall keep:

- (a) adequate and correct books and records of account;
- (b) minutes in written form of the proceedings of its members, board and committees of the board, posted on the organization website;
- (c) a record of its members, giving their names and addresses, although this information will not be made public;
- (d) other records of the corporation's activities, including documents of incorporation, treasurer's reports, contracts and other transactions.

All such records shall be accessible at the corporation's principal office and be available to membership through the corporation secretary. Records shall be retained and destroyed in accordance with law and pursuant to policies established by the board of directors.

7.3 Maintenance and Inspection of Articles and Bylaws

The corporation shall keep at its principal office the original or a copy of the Articles of Incorporation and bylaws as amended, to date, which shall be open to inspection by the members or other authorized representatives at all reasonable times during office hours.

7.4 Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations, if any. This inspection by a director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

7.5 Annual Report to Members

At such time that the corporation consists of more than one hundred members and has assets exceeding \$10,000, it shall, not later than 120 days after the close of the corporation's fiscal year, cause an annual report to be posted on the organization website no less than 7 days prior to the annual membership meeting. Such report shall contain the following information in reasonable detail:

- (a) the assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) the expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) any information required by Section 14.6.

The report required by this section shall be accompanied by any report thereon of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

7.6 Annual Statement of Certain Transactions and Indemnifications

No later than the time the corporation gives its annual report, if any, to the members, and in any event no later than 120 days after the close of the corporation's fiscal year, the corporation shall prepare and email or deliver to each member and director a statement of the amount and circumstances of any transaction or indemnification of the following kind:

- (a) Any transaction(s) in which the corporation, its parent or its subsidiary, if any, was a party, and in which either of the following had a direct or indirect financial interest:
 - (i) any director or officer of the corporation, its parent or subsidiary, if any, (a mere common directorship shall not be considered such an interest); or

(ii) any holder of more than 10% of the voting power of the corporation, its parent or its subsidiary, if any, if such transaction involved over \$50,000, or was one of a number of transactions with the same person involving, in the aggregate, over \$50,000.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation pursuant to Article 9.

ARTICLE 8 CONFLICTS OF INTEREST

8.1 Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

8.2 Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

8.3 Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

8.4 Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE 9 INDEMNIFICATION

9.1 Indemnification Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE 10
AMENDMENTS

10.1 Amendments These bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

Dated: May 16, 2019