

BY-LAWS OF THE
LONG ISLAND HISPANIC
BAR ASSOCIATION

AMENDED AS OF
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ARTICLE I

NAME, PURPOSE, POWERS AND TYPE, AND INTENT

Section 1.

Name. The name of this association shall be the LONG ISLAND HISPANIC BAR ASSOCIATION (the "Association"), incorporated under the New York Not- for-Profit Corporation Law (the "NPCL") on August 17, 2001.

Section 2.

Office & Records. The office of the Association shall be located in the city and state designated in the Certificate of Incorporation. The Association may also maintain offices at such other places within the State of New York as the Board of Directors may from time to time approve. All books, records and documents of the Association shall be maintained at the principal office of the Association.

Section 3.

Purposes. The purposes of the Association are to: (a) advance the science of jurisprudence; (b) promote reform in the law; (c) facilitate the administration of justice; (d) elevate the standard of integrity, honor, professional skill and courtesy in the legal profession; (e) cherish and foster a spirit of collegiality among the members of the Association; (f) apply its knowledge and experience in the field of law to promote the public good; (g) protect the civil and political rights of all citizens of the several states of the United States; and (h) uphold and defend the Constitution of the United States and the Constitution of the State of New York. In connection therewith, the Association shall do any other act or thing incidental to or in connection with the foregoing purpose in advancement thereof, but not for the profit or financial gain of the contributors, directors or officers. The Association shall not engage in any lobbying, any attempt to influence legislation, or in any other activities prohibited under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 4.

Powers. The Association shall have all the general and specific powers set forth in Section 202 of the NPCL together with the power to solicit grants and contributions for corporate purposes; and all such other powers and purposes as set forth in the Certificate of Incorporation of the Association.

Section 5.

Type. The Association shall be a "Type B" corporation as defined in Section 201(b) of the NPCL.

Section 6.

Donations. All donations of cash or property to the Association are intended to be tax deductible as charitable contributions under Section 501(c)(3) of the Code.

ARTICLE II

MEMBERSHIP

Section 1.

Classes of Membership. Membership shall be divided into four classes, to wit: Active, Associate, Honorary and Student. Each member of each class is herein referred to as "Member" or collectively as "Members."

Section 2.

CLASS I. Active Members. Any person with a Juris Doctorate, who resides in or maintains an office in, Suffolk or Nassau County, including any person who holds judicial office, may become an Active Member, in the manner hereinafter provided.

Section 3.

CLASS II. Associate Members. Any person or entity associated with the legal or judicial profession, not eligible to be an Active Member, may become an Associate Member, and is a Member in Good Standing as defined in Article III, Section 2 herein, will be considered an "Associate Member," entitled to all the privileges of the Association, except voting and holding office.

Section 4.

CLASS III. Honorary Members. Any person of distinction in the legal profession may be elected an Honorary Member by a vote of at least two-thirds (2/3) of the whole number of the Board of Directors. The Board of Directors, by a vote of at least two-thirds (2/3) of its whole number may, at any time, terminate an Honorary Membership.

Section 5.

CLASS IV. Student Members. Any individual who is regularly enrolled in, and in good standing, in a law school which is accredited by the American Bar Association or, who is clerking pursuant to 22 NYCRR §520.4, or is awaiting bar examination results or admission to the bar. Any student member must reside in or attend law school in Suffolk or Nassau County. Student members do not have the right to vote.

Section 6.

Rights of Members. Only Active Members of the Association, provided they are within eighteen months of eligibility of Bar admission, shall have the right to vote at all membership meetings, and to serve as Officers, Directors and chairpersons of committees of the Association. All Members shall have the right to be members of committees of the Association. Voting rights for elections of members to Board positions shall only rest with members who are paid members for at least thirty (30) days prior to the subject election.

Section 7.

Removal of Members. The Executive Board may, upon a five/sixth (5/6) or unanimous vote of a quorum in an Executive Session, vote to remove from membership or refuse the continued membership of any member who has engaged in any behavior that brings discredit upon the Organization. Upon Motion and second of any members, the Board will accept a written request for a hearing on the removal of a member. The written Motion must contain the subject member's name and specify the date, time, location and specific behavior of the subject member and explain how it brings discredit upon the Organization. The Board shall serve the subject member by mail or E-mail and set a date for an Executive Session to conduct a hearing. No general notice shall be posted. At the hearing, the person(s) making the Motion and the accused shall have the right to present any evidence or witnesses on the matter. Upon each side resting, the Board shall vote in a closed Executive session to deny the Motion or advise the member that he or she is removed from membership or shall not be

permitted to re- apply for membership for one, two or three years following the end of the current year.

ARTICLE III

ADMISSIONS

Section 1.

Application. Applicants for membership, other than Honorary Members, shall complete an application in a form prescribed by the Board of Directors.

Section 2.

Admission to Membership. An application for Active, Associate or Student Membership, together with the required membership fee, which shall be non-refundable, shall be filed with the Secretary at the offices of the Association and, upon receipt of same and verification that the applicant is a member in good standing of the New York Bar, said applicant shall be deemed a Member of the Association.

Section 3.

Standing at the Bar. If it is ascertained that an applicant is not a member in good standing of the New York Bar, the Secretary shall notify said applicant, specify the reasons therefore, and recommend that the applicant seek Associate Membership. Upon suspension, disbarment or resignation as a member of the Bar, such person shall cease to be an Active Member of the Association.

Section 4.

Denial. Any Board Member may make a Motion to the Executive Committee to scrutinize the application of any person for any class of membership. If a majority of a quorum at an Executive Session agree that the applicant's membership would bring discredit upon the Organization, the application shall be denied and any fee submitted returned to the applicant.

ARTICLE IV

ADMISSION FEES AND DUES

Section 1.

Admission Fees. Only applicants for Active, Associate and Student Membership shall be required to pay an admission fee in such amounts as shall be determined by the Board of Directors from time to time.

Section 2.

Annual Dues. Annual dues and the criteria for the same shall be in such amount as shall be determined, from time to time, by the Board of Directors.

Section 3.

Waiver of Dues. The Board of Directors may, in its discretion, remit, suspend or reduce, the annual dues of any Member for good cause.

Section 4.

Non-Payment of Dues. Dues notices shall be sent to all members for the commencement of the Association's Fiscal Year. A final notice shall be sent to delinquent members by March 1st that the member shall cease to be a member of the Association within thirty (30) days from the date of final notice if the member fails to pay his or her dues. The individual shall cease to be a member of the Association if dues are not paid in full within

thirty (30) days from the date of actual mailing of the final notice.

ARTICLE V

BOARD OF DIRECTORS

Section 1.

Management of the Association. The Association shall be managed by its Board of Directors which shall consist of not fewer than five (5) or more than fifteen (15) directors, as fixed from time to time by resolution of the Members. The Board of Directors shall have all the general and special powers as set forth in NPCL Section 202. These shall include the power:

- (a) To elect a President, Vice-Presidents, Secretary and Treasurer, and such other officers as the Board of Directors may deem advisable.
- (b) To make, alter or amend policies and by-Laws of the Association in accordance with the provisions of the NPCL and these By-Laws.
- (c) To ensure that adequate funds are available for the Associations operations, including adequate staffing, proper working conditions, salaries, and facilities.
- (d) To oversee the accounting for the Association and expenditures of funds. In furthering this purpose, the directors may elect to engage an accountant to make provisions for auditing of the Association's books and records.
- (e) To select and appoint an Executive Director or engage any other persons or entities to administer the Association's programs and activities.

Section 2.

Election of Directors. The first Board of Directors shall consist of those persons elected by the Incorporator or named as the initial Board of Directors in the Certificate of Incorporation of the Association, and they shall hold office until the first Annual Meeting of the Members, and until their successors have been duly elected and qualified. Thereafter, directors shall be elected at the Annual Meeting of the Members of the Association by the Active Members pursuant to such procedures as determined by the Board of Directors. There shall be no discrimination against any member of the Board of Directors because of race, creed, color, religion, sex, age, national origin or handicap. Immediate Past-Presidents shall be automatic Board Members with all the rights and privileges of an elected Board Member including full voting rights.

Section 3.

Terms of Directors. The term of each director shall be one (1) year, commencing with the first Annual Meeting of the Members which shall occur on or about October 1st of every year. Each director shall hold office until the next Annual Meeting of the Members at which directors are to be elected, or until his or her earlier resignation or removal.

Section 4.

Increase or Decrease in Number of Directors. The number of directors may be increased or decreased by at least a two-thirds (2/3) vote of all of the directors eligible to vote. No decrease in the number of directors shall shorten the term of any incumbent director. The appointment of directors to fill vacancies on the Board of

Directors created by an increase in the number of directors shall be determined in accordance with *Section 7* hereof.

Section 5.

Resignation. A director may resign at any time by giving written notice to the Board of Directors or the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or the President. The acceptance of a resignation shall not be necessary to make it effective.

Section 6.

Removal from the Board of Directors.

(a) A director may be removed from the Board of Directors with or without cause, including, but not limited to violation of any of the By-Laws of the Association or rules thereof, or for conduct prejudicial to the best interests of the Association;

(b) Removal of a director shall be by at least a two-thirds (2/3) vote of the Board of Directors; and

(c) Verbal notice of the reasons for the contemplated action shall be given to the director at least forty-eight (48) hours before action is taken thereon. This notice shall be accompanied by a further notice of the time and place where the Board of Directors is to take said action in a special meeting. The director shall be given an opportunity to present a defense at the time and place mentioned in that notice.

Section 7.

Vacancies. Except as otherwise required by law or these By-laws, any vacancy occurring on the Board of Directors, including vacancies due to resignation, removal or the inability to elect directors at the Annual Meeting of Members, shall be filled at a meeting of the Board of Directors, even though the number of remaining Directors who shall vote to fill such vacancy may be less than a quorum of the Board of Directors, after such Sponsor is first proposed for membership on the Board of Directors by the Nominations Committee. A director appointed to fill a vacancy shall hold office until the next Annual Meeting of Members at which directors are elected.

ARTICLE VI OFFICERS

Section 1.

Officers, Election, Term. Unless otherwise provided for in the Certificate of Incorporation, the Board of Directors shall elect from among the directors a President, one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as it may from time to time determine, who shall have such duties, powers and functions as hereinafter provided. The term of each officer shall be one (1) year and until his or her successor shall have been qualified and elected, or until his or her earlier resignation or removal.

Section 2.

Vacancies. Any officer elected by the Board of Directors may be removed by the Board with or without cause by at least a two-thirds (2/3) vote of the Board of Directors entitled to vote thereon. In the event of a vacancy, including the resignation or removal of an officer, the Board, at its discretion, may appoint a successor to serve the unexpired term, consistent with the terms and provisions of these By-laws.

Section 3.

President. The President shall be the presiding officer at all meetings, (s)he shall be responsible for the daily management of business of the Association, and, (s)he shall be responsible for the day-to-day responsibilities of administering and managing the Association in conjunction with the Board of Directors.

Section 4.

Vice-President. The Vice-President or, if there shall be more than one, the Vice-Presidents, shall assist the President in the daily management of the business of the Association and the implementation of resolutions and orders of the Board of Directors. If there is more than one Vice-President, the Board may grant such titles as shall be descriptive of their respective functions or indicative of their relative seniority. The Vice-President, or, if there is more than one, the Vice-Presidents, in the order of their seniority as indicated by their titles or as otherwise determined by the Board, shall, in the absence or disability of the President, or in the event of the refusal of the President to discharge the duties of his or her office, exercise the powers and perform the duties of this office; and (s)he or they shall have such other powers and duties as the Board of Directors may from time to time prescribe. Said Vice-President shall serve as Acting President during a vacancy in the office of President.

After the passing of these By-Laws, as amended, there shall be three (3) Vice-Presidents chosen:

(a) **Vice-President for Membership.** The Vice President for Membership in conjunction with the President shall be primarily responsible over the Membership Committee, if any; the membership drives and initiatives of the LIHBA; and shall work to grow and maintain the membership of all classes of members of the LIHBA;

(b) **Vice-President for Programs.** The Vice-President for Programs in conjunction with the President shall be primarily responsible over the Programs Committee, if any; the various educational, professional development and legal programs of the LIHBA; and shall work to develop and maintain the various educational, professional development and legal programs of the LIHBA.

(c) **Vice- President of Community Outreach.** The Vice-President for Community outreach shall oversee the providing of services to the Hispanic Community of Long Island, including education, social planning, and support of activities of the LIHBA, including but not limited to the Holiday Turkey Drive, Winter Coat Drive and the Prom Dress Drive; and shall work to develop and maintain the educational, promotional, cultural, and social programs of the LIHBA.

The Board of Directors may from time-to-time as deemed necessary and appropriate by the Board of Directors, change the title and responsibilities of the Vice-Presidents.

Section 5.

Secretary. The Secretary shall maintain records of the names and addresses of the Sponsors and the Board of Directors. (S)he shall give notice of all meetings of the Board of Directors to the respective members, and keep minutes of all such meetings. (S)he shall perform duties incident to the office of Secretary and such other duties as may be assigned by the President or authorized by the Board of Directors from time to time.

Section 6.

Treasurer. The Treasurer shall oversee the care and custody of all the funds and securities of the Association, receive and cause receipts to be given for moneys due and payable to the Association, cause the signing and endorsing in the name of the Association of all checks, drafts, notes and orders for payment of money, and

cause the deposit of such moneys in the name of the Association in such banks or depositories as may be selected by the Board. At the end of each corporate year, (s)he shall request an audit, review or compilation of the accounts of the Association and present the same to the Board of Directors. (S)he shall perform duties incident to the office of Secretary and such other duties as may be assigned by the President or authorized by the Board from time to time.

ARTICLE VII

MEETINGS

Section 1.

Meetings. There shall be at least two (2) Meetings of Members per calendar year, and such other meetings of Members as the Board of Directors shall deem necessary, for the purpose of updating Members on the business of the Association. The Board of Directors shall meet at least once per annual quarter. The President shall set the date, time and place of all meetings of the Board of Directors. The Board of Directors shall set the date, time and place of all such meetings of Members, including the Annual Meeting of Members, which shall be for the purposes of:

- (a) Electing directors and officers of the Board of Directors, each of whom shall first have been nominated by the Nominations Committee.
- (b) Reporting the general business of the Association.

Section 2.

Quorum. The presence at any meeting of not less than either a majority of the directors or officers entitled to vote shall constitute a quorum and shall be necessary to conduct the business of the Association; however, a lesser number may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these By-Laws, and the President shall cause a notice of the rescheduled date of the meeting to be sent to all those members of the Board of Directors who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at the adjourned meeting. In the event the number of directors drops below the minimum set forth in *Article V, Section 1* of these By-Laws then, in such event, the powers of the Board will be limited to review and acceptance of such additional directors as are necessary to reach the minimum mandated number.

Section 3.

Nominations and Election of Directors and Officers. All nominations for Directors and Officers will be made to the Nominations Committee at least twenty days before the date of the Annual Membership Meeting; provided, however, nominations from the floor may be made only when there is a vacant Director or Officer position and no one has declared to the Nominations Committee their intent to run for said vacant Director or Officer position. Only a Member in Good Standing, entitled to vote, present and voting, will be entitled to make nominations at the Annual Membership Meeting. Only Active Members in Good Standing may be nominated for Director or Officer.

Section 4.

Notices.

- (a) Meetings of Members. Each Active Member is entitled to receive written notice at least thirty (30) days prior to the Annual Meeting of Members and at least ten (10) days prior written notice of

any regularly scheduled meeting, whether by mail, facsimile or e-mail.

(b) Meetings of Directors. Each director is entitled to at least five (5) days prior written notice of any regularly scheduled Board meeting, whether by mail, facsimile or e-mail.

(c) Special Meetings. Special meetings may be called at the request of fifty-one (51%) percent of the directors entitled to vote thereon or by the President in case of emergency, either orally or in writing with due notice, and such special meeting shall be held within thirty (30) days of the request for such meeting. The President shall give notice of such meeting to all directors at least forty-eight (48) hours in advance of such meeting. Such notice shall indicate the date, time, place and purpose of the meeting and by whom called.

(d) Waiver. The attendance by any director or Member at a regular or special meeting shall be an automatic waiver of any rights of such director or Member to any lack of notice of such meeting.

Section 5.

Action of the Board. Unless otherwise required by law, or these By-Laws, the vote of a majority of the directors or Members present at the time of the vote, if a quorum is present at such time, shall be the act of the Board of Directors or the Members, respectively. Any action that may be taken by the Board of Directors or the Members at a meeting may be taken without a meeting by written consent, which shall include facsimile or e-mail transmission. A director may attend a meeting by conference telephone call, video conferencing or similar method of communication where the parties can hear each other and may participate for purposes of a quorum, discussions and voting by such means.

ARTICLE VIII

COMMITTEES

Section 1.

Type and Number. There shall be six (6) standing committees of the Association. These committees are the Executive, Nominations, Programs, Screening, Referral and Information Service and Membership Committees.

Section 2.

Purposes and Composition of Standing Committees. The purposes of the standing committees and their composition are as follows:

(a) Executive Committee. The Executive Committee shall be charged with running the general affairs of the Association between meetings of the Board of Directors. The Executive Committee shall be comprised of the officers of the Association.

(b) Nominations Committee. The Nominations Committee shall, upon the majority consent of the members of such committee, including such lesser number of members as shall comprise the Nominations Committee from time to time make recommendations to the Board of Directors for the election or replacement of the directors and officers of the Association. The Nominations Committee shall be comprised of at least three (3) members, who shall be chosen by the President.

(c) Programs Committee. The Programs Committee shall be charged with developing training seminars and obtaining Continuing Legal Education certification, and organizing and hosting other

programs for the membership. The Programs Committee shall be comprised of at least three (3) members, who shall be chosen by the President.

(d) **Screening Committee.** The Screening Committee shall be charged with reviewing the qualifications of any candidates for judicial office or other office dealing with the administration of justice and making recommendations for the election or appointment of such candidates. The Screening Committee shall also work with the Office of Committees on Character Fitness and be comprised of at least three (3) members, who shall be chosen by the President. No person who seeks appointment or election to any judicial office or other office dealing with the administration of justice shall be eligible for appointment to this Committee.

(e) **Referral and Information Service Committee.** The Referral Committee shall be charged with cataloguing the services offered by Active Members, establishing a network among members, and referring to such Active Members any potential business opportunities and clients. Additionally, the members of the Referral Committee agree to provide general advice to other Members in the practical aspects of the profession.

(f) **Membership Committee.** The Membership Committee shall be charged with growing and maintaining all classes of membership of the LIHBA by developing and maintaining membership drives and initiatives and by coordinating and developing outreach programs to grow the LIHBA's membership. The Membership Committee shall be comprised of at least three (3) members who shall be chosen by the President.

Section 3.

Other Committees. The President may from time to time establish such other committees and task forces as may be necessary to accomplish a specific purpose or goal of the Association. Such committees shall serve at the pleasure of the Board of Directors. The President shall appoint the Chairperson of each such committee and task force. Each committee and task force shall serve at the pleasure of the Board of Directors.

ARTICLE IX

CONTRACTS AND BANK ACCOUNTS

Section 1.

Contracts. The Board of Directors may authorize and designate officers, or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 2.

Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by the President and counter-signed by the Treasurer, Assistant Treasurer, and such other officers and employees of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3.

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

ARTICLE X

INDEMNIFICATION AND INSURANCE

Section 1.

Indemnification. The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he or she was a director, officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Association, and except that no indemnification shall be made under *Article X, Section 1* in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; unless, and only to the extent that, despite the adjudication of liability or unlawfulness, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, has reasonable cause to believe that his or her conduct was not unlawful.

Section 2.

Success on the Merits. To the extent that the director, officer, employee or agent of the Association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in *Article X, Section 1*, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 3.

Required Action by Board. Any indemnification under *Article X, Section 1*, (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in *Article X, Section 1*. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 4.

Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 5.

Other Rights Not Affected. The indemnification provided by this Article shall not be deemed exclusive of

any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6.

Insurance for Directors and Officers. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association.

ARTICLE XI

CONFLICT OF INTEREST POLICY

Section 1.

Purpose. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 2.

Definitions.

a. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. 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 Organization has a transaction or arrangement,
- ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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 Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3.

Procedures.

a. **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 be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. **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 governing 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.

c. **Procedures for Addressing the Conflict of Interest**

- i. An interested person may make a presentation at the governing board 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.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable.

d. **Violations of the Conflicts of Interest Policy**

i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts 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.

ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board 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 4.

Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

a. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. 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 5.

Compensation.

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6.

Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement, which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization 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 7.

Periodic Reviews. To ensure the Organization 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:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8.

Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Organization 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 XII

FISCAL YEAR

Section 1. Fiscal Year. The Fiscal Year of the Association shall be from the first day of January to the 31st day of December, inclusive, in each year or such other period of twelve consecutive months as the Board of Directors may from time to time by resolution designate.

ARTICLE XIII

AMENDMENTS

Section 1. Amendments. These By-Laws and the Certificate of Incorporation may, from time to time, be amended or repealed, in whole or in part, at any meeting of the Board of Directors by a more than two-thirds (2/3) vote of all of the directors of the Board of Directors, after first being proposed by the Executive Committee. The language of each amendment or a statement of each part repealed shall be given to each director with the notice of the meeting.

These By-Laws as amended having been approved by at least two-thirds vote of all of the directors of the Board of Directors of the on the 19th day of July 2021, shall take effect on the 30th day of July, 2021.