



**By-Laws of the
Early Care & Learning Council**

ARTICLE I - NAME

The name of the organization shall be EARLY CARE & LEARNING COUNCIL, INC. (hereinafter referred to as "The Council"). The principal office of the Council shall be located in the County of Albany, State of New York. This office shall direct Council activities and be the depository for all the Council's records.

ARTICLE II – PURPOSE

The Council is a statewide, not-for-profit, membership organization of individuals and groups concerned about making quality, affordable child care available for all children. The Council serves as a statewide network to promote, strengthen and support local child care resource and referral agencies as a primary community voice for child care. Through research and education, the Council is a leader in building a powerful and unified voice to advance child care policy and programs for the benefit of all children and families in New York State.

The specific purposes of The Council are described in the Certificate of Incorporation as follows:

1. To collect develop and exchange child care and similar information, views, and ideas about services, programs, activities, needs, policies, legislation, funding, regulations and similar matters with child care councils and similar organizations and with federal, state, and local governments;
2. To assist child care and similar groups where no child care councils or similar organizations exist, and to assist in the formation of new child care councils and similar organizations;
3. To encourage the better utilization of educational institutions and governmental agencies in the development of supportive services for child care programs, training and career development for child care and similar staff, and for other purposes;
4. To serve as an educational organization in the dissemination of information relating to child care in the state;
5. To assist in the coordination and planning of child care services and resources in New York State;
6. To initiate and encourage research demonstration, and similar programs relating to child care and similar matters; and
7. To develop and implement plans for its own funding.

In furtherance of these purposes, The Council also shall be able to develop and implement training programs, and to acquire property for corporate purposes by grant, gift, purchase, devise, or bequest and to hold and dispose of the same subject to such limitations as are or may be prescribed by law.

ARTICLE III - MEMBERSHIP

The Corporation shall have one class of members.

Section 1. Membership

1.1. Child Care Council/Resource and Referral Agency (CCR&R)

Membership is open to any organization, corporation, or agency which is interested in the stated purposes of the Council and provides Child Care Resource and Referral services a core part of their mission. Child care resource and referral services include, but are not limited to the development of additional child care services, the provision of training and technical assistance to providers; educational and referral services to parents; and public education on child care and early education issues to the community at large. Organizations that meet these criteria shall be eligible for membership if approved by the Board of Directors of the Council. CCR&R dues are established by the Board.

1.2. Friends of the Early Care and Learning Council

Individuals and organizations interested in supporting the stated purpose of the Council may join its non-voting auxiliary group, Friends of the Early Care and Learning Council. Such individuals and organizations may be admitted to auxiliary status upon payment of annual supporting dues as established by a resolution of the Board of Directors and shall hereinafter be referred to as Friends of the Early Care and Learning Council.

Section 2. Organization Meetings

2.1. Annual Meeting

A meeting of the Members entitled to vote shall be held for the election of Directors and the transaction of business in the spring of each year at such time and place as determined by the Board of Directors and articulated to the Membership by written notice not more than 21 days in advance of the meeting sent to their address of record as determined by the Secretary.

2.2. Other Membership Meetings

Informational meetings shall be held at regular intervals throughout the year and shall be open to Members and to The Council Board of Directors. A yearly calendar of meetings shall be distributed to all Members and to members of the Board of Directors.

Special meetings of the Members entitled to vote may be called at any time by the President, or a majority vote of the Board of Directors, provided there is a quorum at the meeting of the Board of Directors at which the action for a special meeting is taken, or upon the written request of at least ten (10) percent of the qualified voting Members of the Corporation.

2.3. Partnership Meetings

Other meetings on topics of broad interest to the early childhood and school-age child care communities may be offered. Notice should be sent prior to the meetings to Members, members of the Board of Directors, early childhood and school-age child care professional associations and advocacy groups, government agencies, and other interested parties.

Section 3. Action by Members without a Meeting.

Whenever under the Not-for-Profit Corporation Law, the Membership is required or permitted to take any action or vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

Section 4. Place of Meetings.

Meetings of the Membership shall be held at the principal office of the Corporation or at such other place, within or outside the State of New York, as may be fixed by the Board of Directors.

Section 5. Notice of Meetings.

5.1. Written Notice. Written notice shall be given to Members entitled to vote of each meeting of the Membership. Notices shall state the place, dates and hours of the meeting and, unless it is an annual meeting or convention, shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. Notice of a special meeting shall also state the purpose or purposes for which it is being called. A copy of the notice of any meeting shall be given, personally or by first class mail not less than ten (10) nor more than fifty (50) days before the date of the meeting, or by another class of mail not less than thirty (30) nor more than sixty (60) days before such date, to all Members entitled to vote at such meeting. If mailed, such notice is given when deposited in the United States mail, with postage thereon pre-paid, directed to the Member at the Member's address as it appears on the record of Members, or if the Member has filed with the Secretary a written request that notices to the Member be mailed to some other address, then directed to the Member at such other address.

5.2. Waiver of Notice. Notice of meetings of the Membership need not be given to any Member entitled to vote who submits a signed waiver of notice, whether before or after the meeting. The attendance of any Member entitled to vote at a meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by the Member.

Section 6. Quorum.

A quorum shall be required for the legal and proper conduct of the business of the Membership. Members entitled to cast a majority of the total number of votes entitled to be cast at a meeting of the Membership shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Members.

Section 7. Adjournment.

A majority of the Members entitled to vote present at any meeting of the Membership, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Members entitled to vote absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other Members entitled to vote.

Section 8. Organization

8.1. Chairperson. At all meetings of the Membership, the President, or, in his/her absence, the Vice-President or, in his/her absence, another Director chosen by the Membership shall preside.

8.2. Secretary. At all meetings of the Membership, the Secretary, or, in his/her absence, any Assistant Secretary or, in his/her absence, another Director chosen by the Membership shall act as secretary at the meeting.

Section 9. Term of Membership

Membership shall be for one year and coincides with the Council's fiscal year.

Section 10. Voting

10.1. Each member of record of the Corporation shall be entitled to one vote upon each proposition coming before the annual meeting or any special meetings of the Membership.

10.2. Members shall be in good standing to be eligible to vote at any Membership meeting. The definition of good standing shall be current paid membership dues as defined by the Board of Directors.

10.3. Election of Directors. Members of the Board of Directors shall be elected by a plurality of the votes cast at a meeting of the Membership except as may otherwise be required by law, the Certificate of Incorporation and/or these By-Laws.

10.4. Other Actions of the Membership. Whenever any corporate action, other than the election of Directors, is to be taken by vote of the Membership, it shall, except as otherwise may be required by law, the Certificate of Incorporation and/or these By-Laws, be authorized by a majority of the votes cast at such meeting.

10.5. E-mail Communication. Any corporate action, other than the election of Directors, taken by a vote of the Membership may be taken through the use of electronic communication. The use of electronic communication for e-mail voting may be accepted if the communication includes the use of a separate written form that is completed and returned.

Section 11. Additional Rights of Membership

Members in good standing are entitled to participate in all meetings of Members, to have full access to publications and materials available through The Council and to become members of Council Committees as approved by the Board of Directors. In addition, Members shall be entitled to full access to all of The Council's Member resources and activities, such as curricula, training, technical assistance, and consultation as are available.

Section 12. Proxies

12.1. Proxies Authorized. Every Member entitled to vote at a meeting of the Membership or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy.

12.2. Validation. Every proxy must be signed by the Member or the Member's attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided by proxy.

12.3. Revocation. Every proxy shall be revocable at the pleasure of the Member executing same, except as may otherwise be provided by law. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the Member who executed the proxy, unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Secretary or Assistant Secretary.

ARTICLE IV - BOARD OF DIRECTORS OF THE COUNCIL

Section 1. General Management, Number, Election, and Term of Office

1.1. General Management. The general management of the affairs of this Corporation shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

1.2. Number. The Board of Directors shall consist of not less than fifteen (15) or more than twenty five (25) members, the number of Directors to be determined from time to time by resolution of the entire Board of Directors provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. As used in this Article, the term "the entire Board of Directors" shall mean the total number of Directors entitled to vote that the Corporation would have if there were no vacancies. The Directors shall be drawn from broad geographic areas of the State, shall be elected to serve as individuals, shall be reflective of various child care and/or community interests and areas of expertise and must include representation from urban, suburban and rural counties reflecting the various size and structures of CRRs.

1.3. Qualifications. Each member of the Board of Directors must be at least eighteen (18) years of age.

1.4. Selection Procedure, Terms of Office, Vacancies

Directors shall be elected at the Annual Meeting of the Membership from a slate prepared and presented by the Board Development Committee at the Annual Meeting. Independent nominations may be submitted in writing; prior consent of the candidate is required.

- a) Directors shall be elected for a period of three years, except when elected to fill an unexpired term in cases of vacancy, as follows.
- b) Vacancies. A vacancy in office shall arise upon the death, resignation or removal of a Director. Except in the cases of the office of Chair, a vacancy on the Board of Directors occurring in the interim between annual meetings may be filled by an interim successor appointed by the Board of Directors. At the next Annual Meeting following the vacancy, the Board may elect, by a vote of a majority of Directors, a permanent successor for the vacated position. Directors elected to fill vacancies shall hold office for the remainder of the term of the vacated position in accordance with the classification of said position and until their successors have been elected and qualified.
- c) All Directors including those in paragraphs 3 & 4 shall be eligible for reelection twice; however, upon the recommendation of the Board Development Committee, a director may

serve an additional term or any part thereof, to carry out the duties of the president or past president.

- d) In the event that the term of the President of the Board shall expire at the same time as her or his term as a Board Member, at the request of the Board, the President may remain on the Board as a voting member for an additional year as past president.
- e) Those Board Members who are not representatives of Member organizations or individual members or other organizational members at the time of their election shall be required to join the Council as individual members upon election to The Board.

Section 2. Meetings of the Board of Directors

2.1. Annual Meeting. The Board of Directors shall convene an Annual Meeting in spring of each year for the purpose of electing Directors and the transacting such other and further business of the Corporation as may be required. Notice of the Annual Meeting need not be given.

2.2. Regular Meetings. Not less than four meetings of The Board shall be held each year at a regular time selected by the President. Written notice of each regular meeting shall be mailed, faxed, or emailed to each Director in advance of the meeting.

2.3. Special Meetings. Special Meetings of the Board of Directors shall be held whenever called by the Chair, the Secretary, or 1/5 of sitting Directors. Notice of Special Meetings shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting. If notice is given personally or by telephone it shall be given not less than three (3) days before the meeting; if it is given by electronic mail, facsimile or first class mail, it shall be given not less than five (5) days before the meeting.

2.4. Waivers of Notice. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

2.5. Place of Meetings. The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

Section 3. Quorum of Board of Directors

A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority of the total number of members of the Board of Directors then in existence shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Directors.

Section 4. Adjournment

A majority of Directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any meeting to another time and place. Reasonable notice, given personally or by telephone, electronic mail, facsimile or first class mail, of the adjournment shall be given to all

Directors who were absent at the time of the adjournment, and unless the purposes, time and place of the meeting are announced at the adjourned meeting, to the other Directors

Section 5. Attendance

A member of the Board of Directors who has missed three (3) consecutive meetings without reasonable cause shall be asked to resign. After the second meeting, the Secretary shall mail a letter to the subject Board member informing her/him that if s/he does not attend the third meeting, a motion to this effect will be made at the fourth meeting. S/he may attend this fourth meeting to argue in his/her defense.

Section 6. Removal of Directors or Officers

6.1. Suspension. Any or all of the members of the Board of Directors may be suspended for cause by a two-thirds (2/3) majority vote of the Board at any Annual Meeting, Regular Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. The period of suspension can last only until such time as the next Annual Meeting. At any meeting where a vote is to be taken to suspend a member of the Board, the Director in question may attend and shall be given a reasonable opportunity argue in his/her defense.

6.2. Removal. Any or all of the members of the Board of Directors may be removed with or without cause by a two-thirds (2/3) majority vote of the Board at any Annual Meeting or Special Meeting of the Board called for that purpose, provided there is a quorum for the meeting at which the action is taken. At any meeting where a vote is to be taken to remove a member of the Board, the Director in question may attend and shall be given a reasonable opportunity argue in his/her defense.

Section 7. Resignation of Board Members

A Director may resign at any time by giving written notice to the Board of Directors, the Chair or the Secretary of the Corporation. Unless otherwise specified in notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the Chair or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 8. Action by the Board of Directors

8.1. Written Consent. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

8.2. Electronic Communication. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9. Voting

Each member of the Board of Directors shall have one vote.

Section 10. Annual Financial Report

The Board of Directors shall present at the Annual Meeting a report that includes financial reporting on the most recent fiscal year closure.

ARTICLE V - OFFICERS OF THE BOARD

Section 1. Composition

The officers of The Board shall consist of the following: a President, up to two Vice Presidents, one of whom shall be designated First Vice President and shall assume the duties of the President when the President is not available, a Secretary, a Treasurer and the most recent past President.

Section 2. Election

The Board Development Committee shall prepare a slate of officers for The Board and shall submit such slate to The Board prior to the first meeting of The Board following the Annual Meeting of The Council, at which time the Officers shall be elected by members of The Board of Directors.

Section 3. Duties

3.1. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation on behalf of the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors. The President, the Secretary, the Treasurer or any other proper officer of the Corporation authorized by the Board of Directors may sign any deeds, mortgages, bonds, contracts or other instruments 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 by-laws or by statute to some other Officer or agency of the Corporation. In general the President shall be the spokesperson for the Board of Directors and shall perform all duties as may be prescribed by the Board of Directors from time to time.

3.2. Vice President. There shall be two vice presidents, as follows:

3.2.1 First Vice President: In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform 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 perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors. The First Vice President may become a President-Elect the year before becoming President of the Board. The President-Elect must come from a member Child Care Resource and Referral agency.

3.2.2 Second Vice President: The second Vice President shall not come from a CCR&R.

3.3. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and see

that all notices are duly given in accordance with the provisions of these by-laws or as required by law. The Secretary shall in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors. In addition, the Secretary keep a record of the transactions of the Corporation and of the Executive Board.

3.4 Treasurer. The Treasurer shall be responsible for the supervision, on behalf of the Board of Directors, of all monies received or expended by the by the Corporation and shall keep the board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board of Directors in a format prescribed by the Board and shall present the annual financial report at the annual meeting of the membership; shall serve as the board's liaison with the independent auditor; and shall serve as a member of the Audit and Finance Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/herby the President or by the Board of Directors.

Section 4. Vacancies

Whenever a vacancy shall occur in the office of President, Vice President, Secretary or Treasurer or board member such vacancies may be elected by The Board from a slate prepared by the Board Development Committee and the person so designated shall serve for the remainder of the unexpired term.

Section 5. Terms of Office

Officers shall be elected to hold office for one year from the date of election and may serve three (3) one year consecutive terms.

ARTICLE VI - STAFF

Executive Director - The Board of Directors may employ an Executive Director (chief administrative officer) who shall have general charge, subject to the overall control and direction of the Board, oversight and direction of the affairs and business of the Corporation, and sole responsibility for the employment and discharge of staff. The Executive Director shall be the principal administrative officer of the Corporation, charged with the duties of effectuating the purposes of the Corporation, carrying out the directives of the Board of Directors and the Membership in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the Corporation are carried out.

ARTICLE VII - STANDING COMMITTEES OF THE BOARD

Section 1. Appointments

1.1. Standing Committees. By a majority vote, the Board of Directors shall appoint members of the Board to serve on the following standing committees: Executive; Audit & Finance; Membership; Public Policy; Resource and Development; and Board Development.

1.2. Ad Hoc Committees. Additional committees may be created and committee members appointed by a majority vote of the Board of Directors as may be needed for special purposes.

Section 2. Powers and Responsibilities.

Each committee and every member thereof shall serve at the pleasure of the Board of Directors. Except as otherwise be provided by Section 6 of this Article, no committee shall have the power to represent, bind or otherwise speak for the Corporation without the express consent of the Board of Directors. Each committee shall keep minutes of proceedings and regularly report to the Board of Directors.

Section 3. Qualifications

The Board of Directors may establish qualifications for committee membership.

Section 4. Meetings

Unless otherwise provided herein, meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Corporation or the Chairperson of the Committee or by a majority vote of all of the members of the Committee.

Section 5. Quorum and Manner of Acting

Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the committees of the Board shall be subject at all times to the Directions of the Board of Directors.

Section 6. Executive Committee

The Board of Directors shall be comprised of the elected Officers of the Corporation, to wit: President, Vice President, Secretary and Treasurer. Additional members of the Board of Directors may be appointed to serve on the Committee at the discretion of the Board. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain surveillance of the business and affairs of the Corporation and shall be empowered to transact such business as may be necessary between meetings of the Board of Directors. The Committee shall be responsible for overseeing the personnel affairs of the Corporation, including, but not limited to developing and reviewing personnel policies and hiring, training, supervising evaluating and, if necessary, terminating the Corporation's Executive Director. The Committee shall also be responsible for ensuring that the Corporation engages in strategic planning. Meetings of the Committee may be called by the Chair or by any two (2) members of the Committee. The Committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board of Directors.

Section 7. Audit and Finance Committee

The Audit & Finance Committee shall be comprised of at least three (3) members of the Board of Directors and shall include at least one (1) financially knowledgeable member. The Treasurer shall serve on the Committee but shall not chair the Committee. The Committee shall develop a budget for approval by the Board of Directors; monitor the adequacy of internal controls and their consistent application; provide oversight and assistance to the Treasurer as deemed appropriate; recommend & monitor financial and investment policies; recommend and monitor insurance coverage; ensure that all necessary financial filings are accurate, timely and compliant manner; and, review and present to the Board any and all audits of the Corporation or any of its programs or contracts performed. It shall

actively interact with the independent and other auditors as appropriate and respond in writing to all such audits and related management letters, subject to approval of the Board of Directors, stating any and all remedies to deficiencies or improvements in fiscal policies and procedures cited or recommended. The Committee shall also bid out the independent auditor engagement at least every three – six years and shall recommend the auditor to be engaged to the Board of Directors accordingly. It shall also ensure proper and consistent implementation of the Board’s policies regarding allegations of any legal, contractual or policy violations of a financial nature.

Section 8. Board Development Committee

The Board Development Committee shall consist of members of the Board of Directors. The Committee shall be responsible for ensuring that the composition of the Board of Directors accurately reflects the terms of Board and Committee members; regularly assessing the composition and function of the Board; recruiting and nominating Officers and Directors, and; coordinating orientation for new Directors and assuring the continued development and training of the Board.

Section 9. Membership Committee

The membership committee shall act as a liaison between the Board and the Members. The membership committee shall be responsible for sending notice of the annual membership drive, dispensing information to the members, and assisting in planning and promoting membership meetings. They shall also recommend changes in dues and membership benefits.

Section 10. Public Policy Committee

The Public Policy Committee shall be a Committee of the Board. It shall consist of a Member of the Board appointed by the President as its Chair, and is open to all types of membership in the Council. It shall advise the Board, the Membership, and the staff on Legislative, Regulatory and Policy issues and related policy matters.

Section 11. Resource and Development Committee

The Committee shall be responsible on an annual basis for assessing the funding and general resources of the organization in relation to its strategic plan and for creating and implementing a resource and development plan to meet identified goals and organizational needs.

Section 12. Special Committees

The President shall have the power to establish and to appoint such Ad Hoc committees with projected time lines as the business of The Council may require.

Section 13. Electronic Committee Meetings

Any committee with fewer than 10 members can meet by telephone conference call or Internet “Net Meeting” or other electronic mechanism, which the committee determines will allow all members to fully share their views with other committee members.

ARTICLE VIII - AUDIT

The accounts of the Corporation shall be audited each year by an independent certified public accountant who is not, nor any member of his or her firm, an officer, board member, employee or volunteer of the Corporation or has an immediate family member who is. Said certified public accountant, his or her firm, and any related entities shall perform only audit-related business, and no other business whatsoever, with the Corporation.

ARTICLE IX - CONSTRUCTION

If there is any conflict of interest between the provisions of the certificate of incorporation and the by-laws, provisions of the certificate of incorporation shall govern.

ARTICLE X - INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1. Authorized Indemnification

Unless clearly prohibited by law or these Bylaws, this Corporation shall indemnify any person (an "Indemnified Person") made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Corporation, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director or Officer of the Corporation, or; (b) is serving or served, in any capacity, at the request of the Corporation, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

Section 2. Prohibited Indemnification

The Corporation shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

Section 3. Indemnification of Others

Unless clearly prohibited by law or these Bylaws, the Board of Directors may approve indemnification by the Corporation, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 4. Determination of Indemnification

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur, the Board of Directors must expressly find that such indemnification will not violate the provisions of Section 2 of this Article. No Director with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

Section 5. Binding Effect

Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 6. Insurance

The Corporation is required to purchase Directors and Officers (“D & O”) liability insurance. To the extent permitted by law, such insurance shall insure the Corporation for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Directors, Officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

Section 7. Nonexclusive Rights

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director Officer, employee or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject in all cases to the limitations of Section 2 of this Article.

Indemnification of Employees

Section 1. Actions

The Corporation shall indemnify any and all employees of the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney’s fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, in connection with any claim asserted against the employee by court action, or otherwise, by reason of the fact that such employee acted in good faith for a purpose which he/she reasonably believed to be in the best interest

of the Corporation and, in criminal actions of proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

Section 2. Nonexclusivity

Section 1 of this article shall not be exclusive but shall include, by implication, any and all rights and remedies available to the Corporation and its employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to the Not-for-Profit Corporation Law.

ARTICLE XI - CONFLICTS OF INTEREST, CONTRACTS, SERVICES OF DIRECTORS AND OFFICERS AND DUTIES AND OBLIGATIONS

Section 1. Disclosure

1.1. Initial Disclosure. Following election to the Board, and thereafter on an annual basis, all Directors shall disclose in writing, to the best of their knowledge, any Interest (as defined herein) such a Director may have in any corporation, organization, partnership, other entity or individually which provides professional or other goods or services to the Corporation for a fee or other compensation, and any position or other material relationship such Director may have with any other not-for-profit corporation with which the Corporation has any business relationship (collectively, a "Conflict of Interest"). A copy of each disclosure statement shall be available to any Director of the Corporation on request.

1.2. Subsequent Disclosure. If at any time during his or her term of service, a Director acquires any Interest or otherwise a circumstance arises which may pose a Conflict of Interest, that Interest or other Conflict shall be promptly disclosed to the Chairman of the Board.

1.3. Ongoing Obligation of Disclosure. When any matter for decision or approval comes before the Board, or any committee of the Board, in which a Director has an Interest or other Conflict, that Interest or other Conflict shall be immediately disclosed to the Board or relevant Committee by that Director.

Section 2. Definition of Interest.

Whether a Director has an Interest as an individual, or with an entity, shall be determined by whether that Director would derive a material individual economic benefit, either directly or indirectly, from any transaction or relationship involving him/herself or the entity or any decision on a matter involving him/herself and the entity by the Board or a committee thereof. The fact that the Director, or an entity with which he he/she is affiliated may advocate, lobby or otherwise encourage governmental action on matters of general impact shall not constitute an Interest or Conflict pursuant to the terms of this provision.

Section 3. Voting

No Director shall vote on any matter in which he or she has a Conflict of Interest or a perceived conflict of interest.

Section 4. Non-Participation.

Any Director who has a Conflict of Interest in a matter shall not speak in which discussion regarding that matter is carried on.

Section 5. Attempts to Influence

Directors shall not attempt to influence other Directors regarding matters in which they have a Conflict of Interest, without first disclosing that Conflict of Interest.

Section 6. Conflicts Review Committee

If no formal Conflicts Review Committee is convened, the Board (not including the Director having an Interest in the applicable transaction) may act in its stead.

Section 7. Duty of Care, Loyalty & Obedience.

7.1. Duty of Care. All members of the Board of Directors shall exercise the same standard of care that a reasonable person, with similar abilities, acumen & sensibilities, would exercise under similar circumstances at all times. Each Officer and Director of the Corporation shall endeavor to understand all, or substantially, all of the consequences of his/her actions and/or the omissions.

7.2. Duty of Loyalty. No Officer or Director shall be permitted to engage in, or condone, any conduct that is disloyal, disruptive, damaging or competes with the Corporation. No Officer or Director shall be permitted to take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest. All Directors are expected to represent the interests of this Corporation at all times while serving as members of the Board of Directors.

7.3. Duty of Obedience. No officer, director or employee shall be permitted to disobey an authorized decision of the Board of Directors and/or Membership.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The Robert's Rules of Order shall govern the proceedings of The Council, except as otherwise provided in this document or in the Certificate of Incorporation.

ARTICLE XIII - AMENDMENTS TO THE BY-LAWS

The by-laws may be altered, amended, or repealed in whole or in part by a majority vote of the Directors of the Board present and voting at any regular Board meeting or special meeting of the Board called for that purpose. The notice of the proposed amendment change must be provided to each board member 10 days prior to the meeting by email, fax or regular mail or personal delivery.

Appendices:

Adopted July 6, 1989

Amended April 30, 1992

Amended April 12, 1994

Amended March 12, 1996

Amended June 9, 1998

Amended March 9, 1999

Amended August 7, 2001

Amended April 8, 2002

Amended June 11, 2002

Amended February 10, 2004

Amended October 6, 2004

Amended June 7, 2005

Amended August 7, 2006

Amended December 12, 2006

Amended April 10, 2007

Amended after a full legal review February 8, 2011.