

**AMENDED AND RESTATED BYLAWS
OF
TECHNOLOGY ASSOCIATION OF GRANTMAKERS, INC.
Effective as of November 9, 2025**

ARTICLE I: Identification

- 1.1 Name of Corporation.** The name of the Corporation is Technology Association of Grantmakers, Inc. (“TAG”) (hereinafter called the “Corporation”) as set forth in the Articles of Incorporation of the Corporation, and is as of these Amended and Restated Bylaws, “Technology Association of Grantmakers, Inc.”
- 1.2 Purpose of Corporation.** Technology Association of Grantmakers, Inc. seeks to advance the capacities of philanthropic organizations through the use of technology. TAG is an open forum for the greater foundation community. TAG will conduct educational programs with a goal of providing information to, and facilitating sharing of ideas between, persons working with technology issues for philanthropic organizations.
- 1.3 Mission.** The Technology Association of Grantmakers cultivates the strategic, equitable, and innovative use of technology in philanthropy. Our work builds knowledge, strengthens networks, and advances the social sector.
- 1.4.1 Definitions.**
- 1.4.2 Members** are philanthropic organizations that have been accepted into membership in TAG. Membership is organizational rather than individual with distinct eligibility criteria, rights, and responsibilities outlined in Article III of these Bylaws.
- 1.4.3 Affiliated Members** are individuals employed by qualifying Member organizations.
- 1.4.4 Directors** are elected by the Board of Directors and responsible for setting policy and overseeing the affairs of the organization. Directors must be affiliated with Member organizations and serve in a volunteer capacity.
- 1.4.5 Executive Committee Members** are Directors elected by the Board of Directors to hold Officer roles and perform the duties set forth in Article V of these Bylaws. Executive Committee Members serve fixed terms and are responsible for the executive functions and oversight roles delegated by the Board.
- 1.4.6 Officers:** Officers are members of the Board of Directors who are elected and appointed by the Board of Directors. The President and CEO as an ex-officio Officer.
- 1.4.7 Committees:** A group established by the Board of Directors or Officers to carry out specific functions or advise on designated areas of the organization’s work. Committees may include Directors, Members, or volunteers who are subject matter experts. Standing committees are defined within these bylaws and the Board may create ad hoc committees as determined is

necessary for the corporation.

ARTICLE II: Communications

- 2.1 Notice.** Unless specified otherwise throughout these Bylaws, notice given to Members or the Board of Directors required or permitted by these Bylaws or applicable law may be provided by mail or email with no less than two days' notice, as required by Florida law.
- 2.3 Meetings.** Any meeting of the Board of Directors, committees, or members may be held, in whole or in part, in person or videoconference, teleconference, or other organization approved remote communication technology. Participation in such a meeting shall constitute presence in person at the meeting for all purposes, including quorum and voting.
- 2.2 Signatures.** Handwritten and electronic signatures shall be considered valid and binding consistent with applicable federal and state electronic signature laws.

ARTICLE III: Membership

- 3.1 General.** Members consist or organizations determined to be tax-exempt under Internal Revenue Code Section 501(c)(3) by the U.S. Internal Revenue Service and/or holding an equivalent designation that demonstrates that the organization's primary purpose is charitable giving. This member class includes but is not limited to grantmaking organizations that are deemed to be community, corporate, family, independent, operating, private or public foundation and their equivalents (the "**Philanthropic Organizations**"). All Members shall appoint a primary contact for their organization. If none is appointed, then the Member organization's most senior employee who is affiliated with the Organization will automatically be deemed as the primary contact (the "**Primary Contact**").
- 3.2 Member Rights And Privileges.** Affiliated Members shall be eligible to represent their organization as a TAG member and participate in all TAG activities through their organization's TAG membership. Affiliate Members can:
- a. Vote;
 - b. Serve on Board Committees and in leadership roles;
 - c. Be nominated and elected to the Board of Directors and its Officers; and
 - d. Participate in all programs and member offerings.
- 3.3 Eligibility & Acceptance Of New Members.** Membership in TAG is not a right of any individual or organization but a privilege granted by the Board of Directors. The Board's Executive Committee is authorized by the Board of Directors to determine whether applicants meet the qualifications outlined in Sections 3.1 and 3.2 and approve or deny applications for Membership. Notwithstanding the above, the Board of Directors has the right to deny membership to any organization with or without cause by two thirds vote of the Board of Directors present at any meeting.

- 3.4 Dues.** The Board of Directors shall have the authority to determine the dues' structure. The Board may revise the dues structure from time to time to reflect TAG's financial needs, strategic goals and membership composition. The Chief Executive Officer may recommend changes to the dues structure and is responsible for implementing the Board's decisions. Members who do not pay dues in a timely manner shall automatically cease to be members and lose their Membership Rights and Privileges.
- 3.5 Removal.** Members may be removed, with or without cause, from membership by a two-thirds vote of the members of the Board of Directors present at any meeting.
- 3.6 Resignation.** Any member may resign by notifying TAG in writing, including by electronic mail. Failure to pay Membership Dues will automatically be deemed as a Member having resigned their Membership Rights & Privileges.

ARTICLE IV: Board of Directors

- 4.1 Authority.** The policies of the Organization shall be determined, and its affairs shall be managed, by its Board of Directors. The Directors shall act only as a Board of Directors and the individual Directors shall have no power as such.
- 4.2 Number.** The number of Directors of the Organization shall be no less than seven (7) and no more than fifteen (15), but such number may be increased by a resolution of the Board of Directors in the same manner as set forth in Article X hereof pertaining to amendments.
- 4.3 Nominations.** Any Members interested in serving on the Board of Directors may submit a self-nomination or nominate another Member. The Governance Committee shall review the nominees and make recommendations to the full Board, and the full Board will approve Directors at its Annual Meeting set forth in Section 4.10 below. Nominations shall be received by electronic mail or an electronic survey form owned by TAG.
- 4.4 Elections.** Board member elections shall occur via conference call, electronic mail or electronic signature voting method prior to the annual meeting date so that newly elected Board Members can join existing Board Members for the annual meeting. The process is led by the Governance Committee and overseen by the Board Secretary.
- 4.5 Emeritus Directors.** Additionally, the Board of Directors shall have the option to elect previous and retired Directors as an *Emeritus Director* of the Board of Directors. All *Emeritus Directors* shall be non-voting Members.
- 4.6 Term of Office.** Each Director shall hold office for a three-year term and may continue to serve until a successor is elected or qualified, unless otherwise provided in case of a vacancy. Directors may be reelected to an additional three-year term, for a maximum of two terms, except for those serving in officer positions, as described below. Directors who hold Officer positions may continue serving beyond their regular term if needed to complete their Officer term. Notwithstanding the foregoing, Directors serving as *emeritus* directors shall serve a three-year term and may serve a maximum of two terms so long they are a Member.

- 4.7 Removal.** Directors may be removed from office at any time, with or without cause, upon a two-thirds vote of all current Directors.
- 4.8 Vacancies.** A Vacancy on the Board of Directors occurs when a Director dies, resigns, is removed, is no longer an Affiliated Member, or when the Board increases the number of Directors. Vacancies that are filled hereunder shall be filled by a majority vote of the remaining Directors. However, vacancies are only required to be filled hereunder if the remaining number of Directors falls below the quorum requirement. In the event the Board determines the need to fill a vacancy, the Governance Committee shall identify and recommend candidates from the most recent Nomination for the Board of Directors to approve at its next meeting or via electronic votes. A Director elected to fill a vacancy shall serve the remainder of the original term of the Director whose death, resignation, removal, or qualification as an Affiliated Member, caused the vacancy or, in the case of an increase in the number of Directors, the newly-elected Director shall hold office until the next Annual Meeting of the Board of Directors. If no recent Nominations are available to fill the vacancy, a current Director's term may be extended for no more than one year at the Board's discretion to fill the gap. A Director elected to fill a vacancy of less than one year shall be eligible for election to two full three-year terms without the one-year break in service described herein.
- 4.9 Compensation or Reimbursement.** Officers and Directors shall not receive any compensation for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore, provided however that the Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended from time to time.
- 4.10.1 Meetings of the Board**
- 4.10.2 Annual Meeting.** A regular annual meeting of the Board of Directors for the election of Directors and Officers of the Board, and for the transaction of such other business as may properly come before the meeting shall be held approximately every twelve (12) months in Q2 and no later than June 30th of each year at a place and time as determined by the Board of Directors and notice pursuant to Article II. The meeting may also be fully in person, virtual or a combination of both. When electronic means are available, the meeting may be held via teleconference, video conference or a similar method.
- 4.10.3 Regular and Special Meetings.** The Board of Directors may provide by resolution the time and place for the holding of regular meetings, other than the annual meeting, of the Board of Directors without other notice than such resolution. Any Director may call a special meeting of the Board of Directors. Such meetings shall be held at such time and place, and for such purposes, as may be designated in the notice of meeting by the person or persons calling the meeting. The meeting may also be fully in person, virtual or a combination of both. Meetings may be held by telephonic or other electronic means as long as each participant can access materials and information presented at the meeting in accordance with their ability to make decisions as Directors.

- 4.10.4 Notice of Meetings.** Notice of meetings of the Board of Directors shall be in writing, signed by the Chair, Vice Chair, President or the Secretary, and shall be sent to each Director by U.S. mail, email, or other means intended to affect actual with notice pursuant to Article II. All notices of special meetings shall state the time and place of such meetings.
- 4.10.5 Waiver of Notice.** Any meeting of the Board of Directors and any action otherwise properly taken at such meeting shall be valid, if notice of the time, place and purposes of the meeting shall be waived in writing before, at or after the meeting by all Directors to whom timely notices were not sent as provided in these Bylaws.
- 4.10.6 Quorum.** A majority of the Directors in office, present in person, by telephone or by other electronic means, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a smaller number may adjourn any such meeting to a later date. The President and CEO shall not be counted for the purposes of determining a quorum. Notice pursuant to Article II of such adjourned meeting shall be given in the manner provided in Section 10 of this Article to each Director who was not present at such meeting unless such Directors shall waive notice thereof.
- 4.11.1 Manner of Acting.**
- 4.11.2 Action by Majority Vote.** Except as otherwise expressly required by law or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 4.11.3 Action by Directors without a Meeting.** Any action that may or must be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by all the Directors. Such written consent may be in the form of an electronic or physical signature verifying the vote is delivered via mail, email or other electronic voting platform.
- 4.11.4 President's Review and Compensation Process.** The Board of Directors shall conduct an annual performance review of the President and determine the President's compensation, in alignment with the Corporation's compensation policies and applicable legal requirements.
- 4.11.5 Succession Planning.** The Board of Directors shall maintain a succession plan to ensure continuity of leadership in the event of a planned or unplanned vacancy in the President position.

ARTICLE V: Executive Committee

- 5.1.1 Executive Committee.** At a minimum, the Executive Committee of the Corporation shall consist of a Chair, Vice Chair, Secretary, Assistant Secretary, Treasurer, and an Assistant Treasurer. These roles may not be held by the same individual. Each shall have such duties or

functions as are provided in these Bylaws or as the Board of Directors may from time to time determine.

- 5.1.2 Chair.** The Chair shall have general supervision over the affairs of the corporation, shall chair meetings of the Board of Directors, ensure that the Board fulfills its governance responsibilities, and serve as a liaison between the Board and the President and CEO. The Chair shall be entitled to notice of and to attend meetings of all Board Committees. The Chair shall perform all duties typically associated with the office and other such duties as may from time to time be assigned to them by the Board of Directors.
- 5.1.3 Vice Chair.** In case of the Chair's absence or inability to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall be entitled to notice of and to attend meetings of all Board Committees. The Vice Chair shall perform all duties typically associated with the office and other such duties as may from time to time be assigned to them by the Chair or the Board of Directors. The Vice Chair may also serve as Chair-elect for the following year's term, as determined by the Board.
- 5.1.4 Treasurer.** The Treasurer shall have charge and custody of and be responsible for all the Corporation's funds, property and securities, including all contributions received, all income earned thereon and any gains (the "Corporation's Funds"). The Treasurer shall oversee the Financial Management of the organization, including but not limited to full and accurate collection of funds, accounting of all moneys received and expended for the use of the Corporation, budgets, financial statements and reports. The Treasurer shall be responsible for the preparation and filing of federal annual returns (Form 990 series) annually on behalf of the Corporation, including the filing of copies of federal returns with such states as may be required by federal or state law. The Treasurer shall also ensure the Corporation has sound financial policies and procedures are in place. The Treasurer shall make reports at least annually at the Board's Annual Meeting and as requested by the Board. The books and records maintained by the Treasurer or designated staff member shall be subject to an independent review to the extent deemed necessary by the Board of Directors. Upon the expiration of the term of office, the Treasurer shall turn over to the successor in office all books, monies and other properties. The Treasurer may delegate the performance of one or more of the aforesaid duties to one or more employees of the Corporation whose function pertain or relate to such duties.
- 5.1.5 Assistant Treasurer.** At the request of the Treasurer, or in case of their absence or inability to act, the Assistant Treasurer shall perform the duties of the Treasurer and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. The Assistant Treasurer shall perform such other duties as may from time to time be assigned to him or her by the Board, the Chairman, the President and CEO, or the Treasurer.
- 5.1.6 Secretary.** The Secretary shall have charge of such of the Corporation's books, records and documents as the Board may determine, including its certificate of incorporation and amendments thereto, its bylaws and amendments thereto, a copy of its application for recognition of 501(c)(3) tax-exempt status, its minute books, its record of the names and mailing addresses of the current Members, a list of the names and residence and business

addresses of the current directors and officers, and a copy of the Corporation's most recent annual report delivered to the Secretary of State. The Secretary shall maintain the Corporation's minute books and corporate records, cause such annual and interim reports, statements and other documents as may be required by law to maintain its corporate status to be properly kept or filed, and handle requests by Members and Directors to inspect the Corporation's books, records and documents as permitted or required by law or the IRS Code. The Secretary shall record the minutes of all meetings of the Members or the Board. When needed, the Secretary shall give, or cause to be given, notice of any meeting of the Members, the Board or its Committees. Generally, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board, the Chair, or the Vice Chair.

- 5.1.7 Assistant Secretary.** At the request of the Secretary, or in case of their absence or inability to act, the Assistant Secretary shall perform the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. The Assistant Secretary shall perform such other duties as may from time to time be assigned to him or her by the Board, the Secretary, Chair, or the Vice Chair.
- 5.1.8 President and CEO.** The President and CEO shall be the senior executive responsible for managing the day-to-day affairs of the Corporation in accordance with the policies established by the Board of Directors and will serve as the Executive Director for the organization. As an employee of the Corporation, the President and CEO reports to the Board and serves as an ex-officio member of the Board without voting rights. When requested by the Board, the President and CEO shall give, or cause to be given, notice of any meeting of the Members, the Board or its Committees. The President and CEO shall be entitled to notice of and to attend meetings of all Committees, unless otherwise specified by the Board. The President and CEO shall see that all orders and resolutions of the Board are carried into effect. Generally, the President and CEO shall perform all duties incident to the office of the President and CEO, and such other duties may from time to time be assigned to the President and CEO by the Bylaws, the Chair, or the Board.
- 5.2 Term.** The Officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

The term of office of each Officer (including any Officer who may occupy an additional office created by the Board of Directors) shall be two years, except for Vice Chair/Chair-elect which may be one or two years, depending on when the Chair's term is expiring, and until their successor is elected and has qualified. The maximum number of consecutive terms that an individual may serve as an Officer is two. A member of the Board of Directors who is elected as an Officer will continue to serve the three-year term as a Director concurrently with service as an Officer, however, if their term as Director ends before their term as Officer, and they are elected to the Officer position before June 30th of their final Director term, they shall continue to serve on the board until their Officer term has expired.

- 5.3 Removal.** Any Officer elected or appointed by the Board of Directors may be removed, either with or without cause, by resolution passed by the Board of Directors at any

regular or special meeting, but only by a majority vote of all the Directors then in office.

- 5.4 Resignations.** Any Officer may resign at any time, orally or in writing, by notifying the Board of Directors. Such resignation shall take effect at the time therein specified and the acceptance of such resignation shall not be necessary to make it effective.
- 5.5 Vacancies.** A vacancy in any office caused by death, resignation, removal, disqualification or other cause may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Article VI: Committees of the Board

- 6.1. Standing Committees.** The Board of Directors shall carry out much of its work through Committees. The Corporation shall maintain the following standing committees to support and advance the Corporation's Purpose and Mission:
- 6.1.1. Executive Committee.** The Executive Committee is chaired by the Board's Chair and consists solely of the Officers of the Board. This committee shall be responsible for overseeing the execution of the Corporation's mission and purpose. The committee may also act on behalf of the Board between regular meetings, subject to the limitations imposed by the Board or these Bylaws. Actions taken by the Executive Committee shall be reported to the full Board at its next meeting.
- 6.1.2. Finance Committee.** The Finance Committee is chaired by the Board's Treasurer and oversees the Corporation's financial health and stability.
- 6.1.3. Audit Committee.** The Audit Committee may be chaired by any Director of the Board that is not the Treasurer or Assistant Treasurer of the Board. Additionally, the Treasurer and Assistant Treasurer may not serve on or chair the Audit Committee. This committee oversees the Corporation's audit processes and ensures effective risk management practices and controls are in place in accordance with the Corporation's legal and fiduciary requirements.
- 6.1.4. Governance Committee.** The Governance Committee is chaired by the Board's Secretary and consists of the members of the Executive Committee and may include up to two additional Affiliated Members with relevant expertise. The Committee oversees the Corporation's Governance practices, the nomination process for the Board of Directors, the application process for Committee service, recommend Committee appointments to the Board of Directors for approval, and ensures the Corporation's policies and procedures comply with these Bylaws and other governing documents.
- 6.1.5. Development Committee.** The Development Committee may be chaired by any Director of the Board and serves to guide and support the Corporation's ability to raise funds.
- 6.1.6. Program Committee.** The Program Committee may be chaired by any Director of the Board and serves to advise and support the development and evaluation of the Corporation's

programs.

Each Committee shall have a defined scope of work and responsibilities as determined by the Board and documented in a Board-approved charter. Committee Members and chairs shall be appointed by the Board, except where otherwise provided in these Bylaws.

- 6.3 Committee Membership and Nominations.** Unless specified otherwise in these bylaws, Committee Members may include both Directors and non-Directors (the “**Committee Members**”). Committee Members shall be appointed to ensure broad representation and alignment with TAG’s mission. All Directors of the Board of Directors are required to serve on a committee. Directors who do not serve on the Executive Committee should generally serve on only one standing committee, unless otherwise specified in these Bylaws or approved by the Board Secretary.
- 6.4 Committee Term.** Unless otherwise specified by the Board, committee members shall serve for a two-year term, with staggered start dates to maintain continuity (the “**Committee Term**”). Members may be reappointed upon the end of their Committee Term at the relevant annual meeting of the Board of Directors.
- 6.5 Special Committees.** The Board of Directors may, by resolution adopted by the majority of the Directors in attendance at a meeting at which a quorum is present, establish Special Committees with such authority and responsibilities as the Board of Directors may from time to time determine. The Committee Term for these Committees can be at minimum of one month and up to one year as determined by the Board of Directors. Committee Membership may be renewed on an ongoing basis if the Committee is deemed necessary by the Board.
- 6.6 Committee Meetings** With the exception of the Audit Committee, Committee meetings shall be held at least quarterly unless otherwise specified by the Board. Additional meetings may be scheduled as needed to address urgent or time-sensitive matters. The Audit Committee shall meet at least twice annually.
- Committee meetings may be held in person or by virtual means and notice pursuant to Article II shall be given to all committee members in advance of each meeting. A majority of the committee’s members shall constitute a quorum for the purpose of conducting business.
- 6.7 Committee Reports** Following each committee meeting, the committee chair shall provide an update to the Board of Directors. These updates may be delivered in writing or verbally and should summarize key activities, decisions, and any recommendations for Board consideration. Additional reports may be requested by the Board Chair or Executive Committee as needed.
- 6.8 Removal.** Any Committee Member elected or appointed by the Board of Directors

may be removed, either with or without cause, by resolution passed by the Board of Directors at any regular or special meeting, but only by a majority vote of all the Directors then in office.

- 6.9 Resignations.** Any Committee Member may resign at any time, orally or in writing, by notifying the Board of Directors. Such resignation shall take effect at the time therein specified and the acceptance of such resignation shall not be necessary to make it effective.
- 6.10 Vacancies.** A vacancy on any Committee caused by death, resignation, removal, disqualification or other cause may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

ARTICLE VII: Authority to Speak on Behalf of the Corporation

- 7.1 Corporation Spokespersons.** The President and CEO shall serve as the primary spokesperson for the Corporation and may represent the organization publicly on issues delegated and approved by the Board of Directors. On issues which require immediate response where the President and CEO does not have delegated approval, the President and CEO shall consult with the Chair or Vice Chair, whenever reasonably possible, prior to making a public statement. If there is no opportunity to consult the Chair or Vice Chair where a response is required, another member of the Executive Committee may be consulted. If no Officer can be reached and time is of the essence, the CEO may act, but only within the limits of authority granted by the Board. The Board Chair may also speak on behalf of the Corporation as designated by the Board.

ARTICLE VIII Administration

- 8.1 Offices.** The Corporation shall have a principal legal office at the TAG shall have principal Fisher, Tousey, Leas & Ball, P.A. 501 Riverside Avenue, Suite 700, Jacksonville, FL32202. It shall have such other offices, either within or outside of the City of Jacksonville, as the Board of Directors determines from time to time.
- 8.2 Books and Records.** There shall be kept at the administrative office of the Corporation correct books of accounts of all the business and transactions of the Corporation. The books shall be available to the Officers of the Corporation, including the President and CEO serving ex officio, at all times.
- 8.3.1 Financial Management**
- 8.3.2 Checks, Drafts, Etc.** All checks, drafts and other orders for payment of money out of the funds of the Corporation and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

- 8.3.3 Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or by any similar restrictions. Such investments shall be managed according to the ‘prudent man’ standard.
- 8.3.4 Deposits.** The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by the President and CEO or any one or more Officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.
- 8.3.5 Gifts** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the purposes of the Corporation, subject to and in accordance with the Corporation’s Gifts Policy as adopted and amended by the Board.
- 8.3.6 Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX: Liability and Indemnification

- 9.1 Liability.** In the absence of fraud or bad faith, the Directors of the Corporation shall not be personally liable for its debts, obligations or liabilities.
- 9.2 Indemnification.** The Corporation shall indemnify any Director or Officer or former Director or Officer of the Corporation, or any person who may have served at its request as a Director or Officer of another corporation against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he/she shall be finally adjudged in such action, suit, or proceeding to have been willfully or grossly negligent in the performance of his/her duties as a Director or Officer. Such indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any Bylaw, agreement, vote of the Board of Directors or otherwise.
- 9.3 Prohibition Against Self-Dealing.** Anything contained in this Article to the contrary notwithstanding, the Corporation shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended from time to time.
- 9.4 Directors & Officers Insurance.** The Corporation shall maintain Directors and Officers (D&O) liability insurance in amounts deemed appropriate by the Board of Directors to protect its Directors, Officers, and employees from covered claims arising from their service to the organization.

ARTICLE X: Amendments of Bylaws

- 10.1 Amendments by Directors.** Except as provided in Section 10.2 of this Article, these Bylaws or any one or more of the provisions thereof may at any duly constituted annual, regular or special meeting of the Board of Directors, by two-thirds vote of the Directors present in person at such meeting, be amended by changing, altering, suspending, supplementing or repealing the same, if notice pursuant to Article II is given of intention to alter, amend, repeal or to adopt new Bylaws at such meeting. Meetings may be held by telephonic or other electronic means as long as each participant can access materials and information presented at the meeting in accordance with their ability to make decisions as Directors. Participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.
- 10.2 Change of Place of Annual Meeting.** No amendment to these Bylaws changing the time or place for holding any Annual Meeting of the Board of Directors for the election of Directors shall be made within five days preceding the holding of any such meeting.

ARTICLE XI: Delegated Authority and Execution of Contracts

- 11.1 Delegated Authority.** The Board of Directors delegates to the President and CEO the authority to implement the Corporation's strategy, oversee staff and operations, and manage the Corporation's programs and activities. The President and CEO is also authorized to enter into contracts, agreements, and financial commitments on behalf of the Corporation, subject to limitations established by Board policies or resolutions.
- 11.2 Execution of Contracts.** The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize the President and CEO or any Officer or Officers, agent or agents, in the name and on behalf of the Corporation, and in the administration of an approved program, to enter into any contract or execute and deliver any instrument, and any such authority may be general or confined to specific instances.

END OF DOCUMENT