



**TAKOMA PARK CHILD DEVELOPMENT CENTER, INCORPORATED
BYLAWS**

Adopted March 14, 2013

ARTICLE I - NAME

The name of the organization shall be Takoma Park Child Development Center, Inc., hereafter referred to as the Center” or “TPCDC.”

ARTICLE II – MISSION

The primary mission of TPCDC is to provide children with a safe and nurturing environment where a positive sense of self, feelings of trust and security, and a love for learning and respect for others will develop. The Center is also dedicated to promoting a harmonious, diverse community and to supporting families by providing consistent, convenient, affordable and high quality child care.

ARTICLE III - ACTIVITIES

Section 3.1. Normal Activities.

(a) The Center shall function, either directly or indirectly, as a vehicle for the planning and operation of child care services within Takoma Park (or Montgomery County,) Maryland. In order to carry out the mission of the Center, the Center shall be authorized to engage in child care activities by operating one or more child care centers.

(b) The Center may provide training, consultative and similar professional services. It may make such contributions as it deems proper, out of either income or principal or both, to other non-profit organizations that are engaged in child care work, provided that they are organized exclusively for charitable, religious, scientific, literary, or educational purposes (or for any combination thereof) and are exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954 or the corresponding provisions of subsequent United States revenue laws.

Section 3.2. Principles Governing Activities.

(a) No child shall be denied admission to the Center because of his/her family’s inability to pay the cost of his/her care, when financially feasible by the Center.

(b) The Center will neither participate in nor tolerate any discrimination in admission, employment or *other activities* towards TPCDC staff, members, children, or the broader community on the basis of gender, race, color, national origin, religion, creed, age, marital status, family structure, disability, sexual orientation or any other characteristic protected by law.

ARTICLE IV - PROHIBITED ACTIVITIES

No part of the net earnings of the Center shall inure to the benefit of any private individual. No substantial part of the activities of the Center shall be the carrying on of propaganda, or otherwise

attempting to influence legislation. The Center shall not participate or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The Center shall not engage in any transaction that is a prohibited transaction as defined in Section 503 (c) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States revenue laws.

ARTICLE V: OFFICE

The principal office of the Center shall be at 310 Tulip Avenue, Takoma Park, Maryland. The Center may also have an office or offices in such other place or places as the business of the Center may require and the Board of Directors may from time to time appoint.

ARTICLE VI: MEMBERS OF THE CENTER

Section 6.1. Identity of Members and Member Families.

Up to two parents or guardians of a child or children anticipated to be enrolled as a student with the Center for at least six months per year who are current (taking into account any applicable extensions) with respect to tuition and/or any other obligations imposed by the Center upon its Members shall be a Member of the Center. Those two parents or guardians together constitute a Member Family. For children of divorce or otherwise divided families, the Center Director reserves the right to name one parent or guardian from each side of the family unless s/he is legally proscribed from doing so. Each Board Director shall be designated a Member if he or she is not otherwise a Member.

Section 6.2. Role of Members.

The role of the Members shall be to elect members of the Board of Directors, to convene when there is a need to bring forth important issues collectively to the Board, and to vote on special actions that are proposed by the Board of Directors. Such special actions shall be defined by the Board of Directors and shall include, without limitation, a change in Center mission or location.

Section 6.3. Annual Meeting.

The Annual Meeting of the Members of the Center (the "Members") shall be held on the second Tuesday in October, if not a legal holiday, and if a legal holiday then the next succeeding day not a legal holiday, for the purpose of learning the results of the email ballot for Board of Directors and for the transaction of such other corporate business as may come before the meeting.

Section 6.4. Special Meetings.

- (a) Special meetings of the Members shall be called at any time for any purpose or purposes by the Board Chair (or Co-Chair(s)) or a majority of the Members of the Board ("Directors"), or shall be called forthwith by the Board Chair(s) upon the written request of a majority of all the Members. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting.
- (b) Should the Members determine that the Board has not adequately performed its duties or otherwise responded to issues of importance raised by the Members, a new Board election may be called for by a vote of two-thirds of the Members present at a special meeting called for that purpose and advertised to the Members in advance as prescribed by these By-laws.
- (c) Nothing in these By-laws is intended to empower Members to conduct the business of the Board of Directors.

Section 6.5. Place of Holding Meetings.

All meetings of Members shall be held at the Center or elsewhere as designated by the Board.

Section 6.6. Notice of Meetings.

Written notice of each meeting of the Members shall be posted at the Center, at least seven (7) days before the meeting and sent to the Members' email addresses of record. Alternatively, notice of a meeting of the Members may be provided by any other method that the Board Chair shall select, provided that such other method is reasonably expected to provide the notice to all Members at least seven (7) days before the meeting. Each such notice shall state the place, day, and hour at which the meeting is to be held and, in the case of any special meeting, shall state briefly the purpose or purposes thereof.

Section 6.7. Quorum.

Except as otherwise described in Section 6.4, the presence in person of at least one Member in one-third of the total number of Member Families as calculated by the Center Director by the October Annual Meeting shall constitute a quorum at all meetings of the Members for that school year, except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the Members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any rescheduled meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

Section 6.8. Conduct of Meetings.

Meetings of Members shall be presided over by the Board Chair(s) or, if he or she is not present, by the Vice Chair or, if neither is present, by a chairman to be elected at the meeting. The Secretary shall act as secretary of such meetings; in the absence of the Secretary, the Chair (s) may appoint a person to act as secretary of the meeting.

Section 6.9. Voting.

At all meetings of Members, every Family (up to two parents or guardians) entitled to vote shall have two (2) votes. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws. Voting by proxy shall not be permitted.

ARTICLE VII: BOARD OF DIRECTORS

Section 7.1. General Powers.

The property and business of the Center shall be managed under the direction of the Board of Directors (the "Board"). The Board shall exercise ultimate institutional authority as set forth in these bylaws and in such other policy documents it deems to be appropriate.

Section 7.2. Membership and Term of Office.

(a) The Board shall consist of not less than nine (9) voting Directors and not more than seventeen (17).

(b) One Board member position can be shared by two parents (hereinafter, "shared Board position", but no more than one parent in a shared Board position shall vote on any single action or business matter for which a vote of the Board is taken.

(c) Directors shall serve for a period of two (2) years or until the next Annual Meeting or unless otherwise removed in accordance with Section 6.12 of this Article. The Center Director shall serve as an ex-officio member of the Board, without voting privileges.

Section 7.3. Nomination and Election of Directors.

(a) The Directors shall be elected by the Members (See Article IX for definition of "Member") in accordance with this Section 6.3. The Governance Committee shall solicit nominations from the Members and present the slate of nominees to the Members for election by confidential, email or paper ballot sent at least two calendar weeks in advance of the Annual Meeting with two weeks allowed for voting. In addition, any individual may be nominated to be a Director from the floor at the annual meeting provided that the individual's consent is obtained beforehand. Standing board members may also nominate non-member individuals who bring added value to the board through relevant expertise or ability to raise funds. The election results will be presented at the Annual Member meeting. Should less than fifty percent of the Members cast their votes upon the first ballot; then the Board of Directors will then vote upon the nominees. New Directors will be sworn in at the next scheduled Board meeting. Officers will be elected by the Board of Directors as the first order of business during the first scheduled Board Meeting following the Annual Meeting.

(b) No later than ten (10) days following the Annual Meeting, a confidential balloted election will be held to select one staff Member to serve as Staff Liaison to the Board. The Staff Liaison will serve as a resource to the Board during the "public" session of the Board. The Staff Liaison shall serve a one year term and no more than three consecutive annual terms. All Center staff members are eligible to serve in this role.

(c) In the case where full board membership is not achieved during the Annual Meeting election, the board may appoint persons to fill the vacant spots by a two-thirds vote. Any person so appointed will serve until the following Annual Meeting, at which time he or she may stand for election.

Section 7.4. Filling of Vacancies.

In the case of any vacancy in the Board through death, resignation, disqualification, removal (see Section 6.12) or other cause among the Directors elected by the Members, the remaining Directors, by affirmative vote of the majority thereof, may appoint a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant. Any person so appointed will serve until the following Annual Meeting, at which time he or she may stand for election.

In the case where full board membership is not achieved during the Annual Meeting election, then a special election will be held mid-year (March) to fill such vacancies and follow a paper or email ballot approach. Nominations will be solicited by the Governance Committee and follow the approach established within these bylaws for elections except for the convening of the Membership.

Section 7.5. Place of Meeting.

The Board may hold its meetings at such place or places as it may from time to time determine by resolution or by written consent of all the Directors. The Board may hold its meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland.

Section 7.6. Telephonic Attendance.

A voting Director may participate in and vote at any meeting of the Board (or any committee of the Board) in person or by electronic or telephonic conferencing, provided that all Directors can contemporaneously communicate with each other. Notice of any meeting in which all of the Directors will be participating telephonically (or by other electronic means) shall be provided as required and in the same manner for any in-person meeting except that, in lieu of giving the physical location of such meeting, such notice shall instead include a dial-in number or other electronic mechanism by which the public can listen to such meeting.

Section 7.7. Regular Meetings.

Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be given orally or in writing to each Director at least three (3) days before the first meeting held pursuant thereto. Any business may be transacted at any regular meeting of the Board. The Board structures its meetings to accommodate Members of the Center, Staff Liaison, and other invited guests by setting aside the first portion of the Board meeting as a "public" session used to provide comment or bring forth new matters. The remaining portion of the meeting is reserved to conduct primary Board business under a "Business Session" and/or "Executive Session." The Business session is attended by the Board members including the Center Director, and invited guests pertinent to Board business. The Executive Session is reserved for circumstances when discussion with the absence of the Center Director is required (such as the Center Director's performance review or salary setting.)

Section 7.8. Special Meetings.

Special meetings of the Board shall be held whenever called by the Chair(s), or by one-third of the number of Directors, or by the Executive Committee, at such time and place as may be specified in the respective notices. Notice of such special meetings shall state that it is a special meeting being called and include subject matter and shall be delivered to each Director by mail at his/her residence or usual place of business, or by email to the email address on file with the Center, in either case at least forty-eight (48) hours before the meeting time.

Section 7.9. Quorum and Voting.

At least fifty percent (50%) of the voting Board Members then serving, including two officers, shall constitute a quorum for the transaction of business, and all actions of the Board shall be taken by a majority of those present and voting unless these Bylaws specify otherwise. There shall be no proxy voting. Votes shall be taken by a show of hands with the vote first initiated with a motion and a second called by the Chair(s) or other presiding officer should the Chair(s) not be present.

Section 7.10. Action without Meeting.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all Members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Section 7.11. Compensation of Directors.

Directors shall not receive any stated salary for their services as such, but each Director shall be entitled to receive from the Center, upon approval by the other Directors, reimbursement of the expenses incurred by him or her in the furtherance of the activities of the Center or the work of the Board. Approval from other Directors occurs by majority vote at a regular Board meeting.

Section 7.12. Removal from Office.

(a) Any Director elected by the Members or the remaining Directors may be removed from office without cause by the affirmative vote of by a two-thirds majority vote of the Members entitled to vote at any special meeting of Members called for this purpose.

(b) The Board may, by a two-thirds majority vote, remove any Director for cause. "Cause" for the purpose of these bylaws is defined as (i) fraud, misappropriation or embezzlement, (ii) conviction of a felony or a misdemeanor of a nature which, in the sole discretion of the Board, compromises the individual Director's ability to serve on the Board, (iii) public conduct of an infamous nature that does or is likely to result in damage to the Center's reputation or business, or (iv) the Director's incapacity.

Section 7.13. Absence from Meetings.

Board Members (or, in the case of Directors who are also Members, a second parent or guardian) are required to attend at least two-thirds (66%) of regularly scheduled board meetings per six months or the board Member shall be regarded as having resigned from the Board, unless there is an extenuating circumstance, which will be reviewed and a determination made by the Board Chair and Center Director. The Secretary shall notify the Board Member in writing regarding his/her Board standing.

Section 7.14. Liability.

No director or officer of the Center shall be personally and/or individually liable to the Center or to its Members for money damages except (a) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (b) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (1) the result of active and deliberate dishonesty, or (2) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding. The private property of the officers and directors of the Center shall not be subject to payment of corporate debts to any extent whatsoever.

Section 7.15. Indemnification.

The Center may indemnify and advance expenses to a director or officer of the Center in connection with a proceeding to the fullest extent permitted by and in accordance with Section 2-418 of the Centers and Center's Article of the Annotated Code of Maryland (the "Indemnification Section"). With respect to an employee or agent, other than a director or officer, of the Center, the Center may, as determined by the Board, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE VIII: BOARD COMMITTEES

Section 8.1. Executive Committee.

(a) **Composition.** The Executive Committee shall consist of the Chairperson, Vice Chairperson, Secretary and Treasurer and Center Director. The Chairperson shall preside over the Executive Committee. The Center Director shall be a non-voting Member of such Committee.

(b) **Duties and Powers.** In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action

taken by the Executive Committee and the minutes shall be submitted to the Board of Directors. The Executive Committee may also call special meetings of the Board of Directors.

(c) **Meeting Notice.** Meetings of the Executive Committee shall be held whenever called by any officer at such time and place as may be specified in the respective notices. Notice of each meeting shall include a brief description of the subject matter to be addressed at such meeting and shall be telephoned or emailed to each Member at his/her residence or usual place of business at least twenty-four hours before the meeting time.

(d) **Quorum.** Four Members of the Executive Committee (including at least three voting Members) shall constitute a quorum for the transaction of business.

Section 8.2. Other Committees.

The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the Directors, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board, and may authorize the seal of the Center to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board.

(a) **Standing Committees.** There shall be the following standing committees in addition to the Executive Committee, all of which shall be composed solely of Board Members: (i) the Governance Committee; and (ii) the Finance Committee. A standing committee shall need at least two members to function as a committee.

(b) **Additional Committees.** The Board may authorize and create additional committees as it deems necessary and appropriate in its discretion, the Members of which may be appointed from time to time by the Board and may include both Board Members and interested volunteers who are not Board Members. These committees include but are not limited to: (i) the Development Committee; (ii) the Program Quality and Effectiveness Committee; (iii) the Personnel Committee; and, (iv) the Facilities Committee. Without limiting the foregoing, the Board may authorize and create ad hoc committees and advisory committees, and all of the foregoing committees shall be composed of such persons and shall comply with such requirements as may be set forth in these Bylaws and any manuals or other documents prepared and approved by the Board.

(c) The Chair of Board of Directors shall appoint the chairperson of each committee (except the Executive Committee – which the Chair of the Board always serves in this capacity) with the advice and approval of the Board, to serve for no longer than the duration of the Chair's term of office. The Center Director is a non-voting member of all committees. All other committees will consists of a chairperson (appointed by BOD Chair), the Center Director, and as many members as the chairperson deems appropriate. At the discretion of the Center Director, Center staff may serve in a non-voting capacity. For non-standing committees, none of the members other than the chairperson is required to be a Board Member, and members are appointed by the Committee chairperson.

Section 8.3. Committee Procedures.

Most committee recommendations to the Board shall be agreed upon by consensus of the Members of such committee, if necessary reporting any dissenting minority views. If a Committee Member requires a vote to be recorded, it shall be taken and recorded. A secretary may be selected by each Committee, and such secretary may keep minutes for each meeting. Such secretary or other designated Committee Member may distribute a draft of such minutes or a general meeting summary to Members of the Committee and the Board before the next meeting of the Committee.

ARTICLE IX: OFFICERS

Section 9.1. Election, Tenure and Compensation.

(a) The officers of the Board of Directors shall be the Chairperson (President), the Vice-Chairperson (Vice President), the Secretary, the Treasurer and the Center Director. The Center Director shall be an ex-officio status with no voting privileges. The officers of the Center may comprise two Co-Chair(s) instead of a single Chairperson should there be two candidates amendable to this scenario.

(b) The officers shall be elected annually by the Board, at its first meeting following the Annual Meeting of the Members. Any two or more of the above offices, other than the Chair and the Vice-Chair, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed, acknowledged or verified by any two or more officers.

(c) In the event that any office other than an office required by law shall not be filled by the Board, or, once filled, subsequently becomes vacant, then such office and all references thereto in these Bylaws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these Bylaws.

(d) Except where otherwise expressly provided in a contract duly authorized by the Board, all officers and agents of the Center shall be subject to removal at any time by the affirmative vote of a majority of the whole Board, and as officers, agents, and employees shall hold office at the discretion of the Board or of the officers appointing them.

Section 9.2. Powers and Duties of the Chair or Co-Chair(s) of the Board.

The Board Chair (or Co-Chair(s)) shall preside at all meetings of the Board (on an alternating basis for Co-Chair(s)), unless the Board shall by a majority vote of a quorum thereof elect a chair other than the Chair of the Board to preside at meetings of the Board. Should the Chair(s) not be present at a meeting, then the Vice Chair, Treasurer and Secretary in that order serve as Chair for that meeting. The Chair (or either Co-Chair) shall preside at all meetings of the Executive Committee. The Chair (or both Co-Chair(s), and/or the Secretary upon authorization from Chair, may sign and execute all authorized bonds, contracts or other obligations in the name of the Center; and the Chair (both Co-Chair(s)) shall be ex-officio Member of all the standing committees. A Chair should serve at least one year on the Board of Directors prior to being eligible for the Chair role. If there is no one who measures up to that criteria then this rule can be superseded.

Section 9.3. Powers and Duties of the Center Director.

(a) The Center Director shall be the chief executive officer of the Center and shall have general charge and control of all its business affairs and properties. He or she shall serve as an ex-officio Member of the Board without voting privileges. He or she shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

(b) The Center Director may sign and execute in the name of the Center such documents and instruments as are duly authorized by the Board, except in cases where such power shall have been specifically reserved or expressly delegated to the Chair(s) or some other officer or agent by the Board or pursuant to these Bylaws. The Center Director may sign checks upon the bank account of the Center and, where appropriate, may incur obligations on behalf of the Center.

(c) The Center Director shall serve as a non-voting ex-officio Member of the Board, without specific responsibilities except as related to her/his function as Center Director. The Center Director shall be ex-officio a Member of all the standing committees. He or she shall do and perform such other duties as may, from time to time, be assigned to him or her by the Board.

Section 9.4. Powers and Duties of the Vice Chairperson.

The Vice Chair (unless otherwise provided by resolution of the Board) may sign and execute authorized bonds, contracts, or other obligations in the name of the Center. The Vice Chair shall have other powers and shall perform such other duties as may be assigned to him or her by the Board or by the Chair, in case of the absence or disability of the Chair, the duties of that office shall be performed by the Vice Chair, and the taking of any action by the Vice-Chair in place of the Chair shall be conclusive evidence of the absence or disability of the Chair.

Section 9.5. Powers and Duties of the Secretary.

The Secretary shall give, or cause to be given, notice of all meetings of Members and Directors and all other notices required by law or by these Bylaws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chair, or by the Directors or Members upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of the Members and of the Directors in books provided for that purpose, and he or she shall perform such other duties as may be assigned to him or her by the Directors or the Chairs. He or she shall have access to the seal of the Center, which remains in the Center's possession, and shall affix the same to all instruments requiring it, when authorized by the Board or the President and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board and the Co-Chair(s).

Section 9.6. Powers and Duties of the Treasurer.

The Treasurer shall oversee the full and accurate accounting of receipts and disbursements in books belonging to the Center. He or she shall assure the deposit of all moneys and other valuables in the name and to the credit of the Center in such depository or depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Center or delegate same to the Center Director as may be ordered by the Board, taking proper vouchers for such disbursements. He or she shall render to the Chair and the Board, whenever either of them so requests, a financial account of the Center transactions and of the financial condition of the Center.

The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board and the -Chair (or Chair(s)).

ARTICLE X - STAFF

Section 10.1. Principles Governing Staff Conduct.

The Staff of the Center shall be subject to the supervision of the Center Director within the requirements of these Bylaws and other policies established by the Board.

Section 10.2. Center Director.

(a) A qualified Center Director shall be appointed by the Board. He/she shall hold such position subject to the pleasure of the Board and shall perform such duties and responsibilities as are assigned to him/her by the Board and as may be set forth in a manual or other document approved by the Board.

(b) The Center Director's role and responsibilities with respect to the Board and its Committees shall be as defined in Article 6, Section 6.2.(c); Article 7, Section 7.1; and Article 8, Sections 8.1.(a) and 8.3.(c).

(c) The Center Director shall appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe or delegate the authority to prescribe the duties and fix the

compensation, if any, of all Officers, agents, and employees of the Center, subject to the authority and oversight of the Board.

ARTICLE XI: CORPORATE SEAL

Section 11.1. Seal.

In the event that the Chair shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Center, the year of its organization and the word "Maryland."

ARTICLE XII: BANK ACCOUNTS AND LOANS

Section 12.1. Bank Accounts.

Such officers or agents of the Center as from time to time shall be designated by the Board shall have authority to deposit any funds of the Center in such banks or trust companies as shall from time to time be designated by the Board and such officers or agents as from time to time shall be authorized by the Board may withdraw any or all of the funds of the Center so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Center, and made or signed by such officers or agents; and each bank or trust company with which funds of the Center are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board until written notice of the revocation of the authority of such officers or agents by the Board shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Center are deposited the signature of the officers or agents of the Center so authorized to draw against the same. In the event that the Board shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money in the amount designated by the board shall be signed by either of the Chair (or both Co-Chairs) or the Vice Chair and countersigned by the Secretary or the Treasurer.

Section 12.2. Loans.

Such officers or agents of this Center as from time to time shall be designated by the Board shall have authority to effect loans, advances or other forms of credit at any time or times for the Center from such banks, trust companies, institutions, corporations, firms or persons as the Board shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, deposits and accounts receivable and other commercial paper and evidences of debt at any time held by the Center; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Center on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Center, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, Institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is

authorized to rely upon such certification until written notice of the revocation by the Board of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE XIII – CONFLICT OF INTEREST

Section 13.1. Disclosure.

Any Board Member, officer, employee or committee Member having an interest in a contract or other transaction, arrangement, or determination presented to the Board of Directors or an Center Committee for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his/her interest to the Board or committee prior to its acting on such transaction, arrangement, or determination. For purposes hereof, a person may be deemed to have an “interest” in any such transaction, arrangement, or determination if such person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Center has a transaction or arrangement; (ii) a compensation arrangement with any entity or individual (including an employee of the Center) with which the Center has a transaction, or arrangement; or (iii) a potential or actual ownership or investment interest in, or potential or actual compensation arrangement with, any entity or individual with which the Center has or is negotiating a transaction or arrangement; provided, however, that the foregoing is intended to be an inclusive but not exclusive list. “Compensation” for purposes of this Article includes direct and indirect remuneration (including but not limited to salary, fees, bonuses, and benefits) as well as gifts or favors that are not insubstantial. For the sake of clarity, an interest is not necessarily a “conflict of interest,” the existence of which shall be determined by the Board (or other body to which proper disclosure is made) pursuant to paragraph (b) below.

Section 13.2. Determining Existence of a Conflict of Interest; Protective Procedures.

After giving the foregoing disclosure, the interested person shall thereupon leave the meeting and the body to which such disclosure is made shall thereupon determine, by majority vote of the voting Members then present (even if less than a quorum), whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. Notwithstanding the foregoing, a conflict of interest will be deemed to exist, and no such determination by vote will be necessary with respect to, any transaction, arrangement, or determination relating to a compensation arrangement that has or could reasonably be expected to have an effect on or involve a family relative of the interested person. If a conflict of interest is determined or deemed to exist in accordance with the foregoing, such interested person shall not (i) vote on, (ii) use his/her personal influence on, or (iii) participate (other than to present factual information upon request or respond to direct questions) in the discussions or deliberations with respect to such transaction, arrangement, or determination. In addition, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or determination involving the possible conflict of interest. Whether or not a conflict of interest is deemed to exist, such interested person may not in any event be counted in determining the existence of a quorum at any meeting where the transaction, arrangement, or determination is under discussion or is being voted upon.

Section 13.3. Alternative Transactions.

If a conflict of interest is deemed to exist, the Board or Committee (as applicable), after exercising due diligence, shall determine whether the Center can obtain with reasonable efforts a more advantageous transaction or arrangement from another individual or entity that would not give rise to a conflict of interest. If no such alternative transaction or arrangement is available, the Board or Committee shall determine by majority vote of the disinterested Members (even if less than a quorum) whether the

transaction or arrangement is in the Center's best interest, whether it is fair and reasonable, and accordingly whether to enter into the transaction or arrangement.

Section 13.4. Violations of Policy.

If the Board or Committee (as applicable) has reasonable cause to believe a Member has failed to disclose actual or possible interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Board 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 13.5. Records of Proceedings.

The minutes of the meeting(s) shall reflect the name of the interested person, the nature of the interest and the disclosure made, the determination as to whether a conflict of interest in fact existed and the vote thereon, any abstentions from voting, any recusal and/or participation by the interested person, whether a quorum was present, and consideration of alternative transactions or arrangement as required above.

Section 13.6. Compensation.

A voting Member of the Board or Committee (as applicable) who receives compensation, directly or indirectly, from the Center for services is precluded from voting on matters pertaining to that Member's compensation.

Section 13.7. Annual Statements.

Each Member of the Board or Committee with governing Board delegated powers (as applicable) shall annually complete and sign the Board Member Commitment Form in the form approved by the Board, and submit such signed form to the Governance Committee no later than June 30 of each year. Such form shall among other things affirm that the signing Member has received a copy of the conflicts of interest policy, read and understands the policy, has agreed to comply with the policy, and understands that the Center is charitable and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 13.8. Periodic Reviews.

To ensure the Center 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 in the manner set forth in the Governance Manual.

ARTICLE XIV - DURATION

The duration the Center shall be perpetual, subject to dissolution only in the manner and with the approval required by the Center's Articles of Incorporation. In the event of dissolution, the Board shall distribute all assets of the Center in the manner required by the Center's Articles of Incorporation.

ARTICLE XV - INSURANCE

The Center shall have the power to purchase and maintain insurance in such types and amounts as determined by the Board of Directors on behalf of any person who is or was a Director, Officer,

employee or agent of the Center, or who, while a Director, Officer, employee or agent of the Center is or was serving any other entity at the request of the Center, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Center would have the power to indemnify him or her against such liability under the provisions of the Articles of Incorporation or the Bylaws.

ARTICLE XVI: MISCELLANEOUS PROVISIONS

Section 16.1. Fiscal Year.

The fiscal year of the Center shall begin on October 1 and end on the last day of September.

Section 16.2. Amendment of Bylaws.

(a) The Board shall have the power and authority to amend, alter or repeal these Bylaws or any provision thereof, and may from time to time make additional Bylaws.

(b) Proposed amendments shall be circulated to the Board in writing or by email at least one regular meeting prior to the meeting when the vote on the changes is scheduled.

(c) Amendments must be approved by a two-thirds majority of those present during any regular Board meeting.

Section 16.3. Parliamentary Law.

All matters of procedure shall be governed by these Bylaws and the Articles of Incorporation, to the extent either is applicable. In the event that a question or dispute should arise concerning a matter of procedure or parliamentary law that is not addressed by these Bylaws or the Articles of Incorporation, the current editions of Robert's Rule of Order and Robert's Parliamentary Law shall apply and govern.

Amended March 14, 2013

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