

**ROOFTOP OF VIRGINIA CAP, INC.
BY-LAWS**

ARTICLE I - PURPOSE

Rooftop of Virginia CAP, inc. shall be exclusively charitable, shall be a non-profit, non-stock corporation. The Corporation shall have no Directors. All rights which would otherwise vest in the Directors shall vest in the Board of Directors and any action or vote required or permitted by Rooftop of Virginia CAP, Inc. or by any other law, rule, or regulations to be taken by the Directors of the Corporation shall be taken by action or vote of the same percentage of the Corporation's Board of Directors. None of its Directors shall be entitled to receive from the Corporation any dividends or profits of a pecuniary nature by reason of serving on the Board of Directors, and no part of the net earnings of the Corporation shall incur to the benefit of any individual.

The purpose for which the Corporation is organized shall be as follows:

1. To provide stimulation and incentive for the communities of Carroll and Grayson Counties and the City of Galax, Virginia and to mobilize their resources to combat poverty through community action and other appropriate programs.
2. "To help eliminate the paradox of poverty in the midst of plenty in our nation by offering to everyone the opportunity for education and training, the opportunity to work, and the opportunity to live in decency and dignity."
3. To purchase or other acquire, sell, dispose of, lease or deal in real estate and property of all kinds.
4. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any firm, person, corporation; federal, state or local agency; or with any private individual or organization for the purpose of running programs, providing services or implementing any appropriate action and to secure the same by mortgage, pledge, deed of trust or otherwise.
5. To receive and disburse grants and other financial assistance from any and all governmental agencies, whether state, federal, or local, and to carry out these purposes and to implement and supplement the costs of any community action programs sponsored or planned by said Corporation.

ARTICLE II - DIRECTORS

Section 1: Number and Qualifications

The affairs of the Corporation shall be governed by a Board of Directors composed of eighteen (18) persons (revised 9/10/90) as follows:

1. One-third of the Directors of the Board shall be elected public officials holding office on the date of selection, or their representatives, except that if the number of such elected officials reasonably available and willing to serve on the board is less than one-third of the Directorship of the Board, appointive public officials or their representatives may be counted in meeting such one-third requirement.
2. At least one-third of the Directors shall be persons chosen in accordance with democratic selection procedures adequate to assure that these Directors are representative of low-income individuals and families in the neighborhood served by organizations whose composition is predominantly comprised of low-income individuals. Selection shall be made by a democratic process of nominations and elections at open meetings of each participating organization.
3. The remainder of the Directors shall be officials or Directors selected or appointed by community groups, business, labor, religious, law enforcement, welfare, education, or other major groups and interests in the corporation's service area.
4. Of the Directors listed above, at least one Director should have a background and expertise in fiscal management or accounting, at least one Director should have a background and expertise in early childhood education and development and at least one Director should be a licensed attorney familiar with issues that come before the governing body. However, if a person described in any one of the three preceding sentences is not available to serve as a Director, the Board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the Board. Other Directors shall: (1) reflect the community to be served and include parents of children who are currently, or were former, enrolled in Head Start programs, and (2) be selected for their expertise in education, business administration, or community affairs.

Section 2: Selection Process

The Board of Directors determines who will serve on the Board, and the Board is able to re-elect or re-appoint current Directors as their terms

expire. The Board of Directors will use its Executive Committee to establish a process to determine what skills, experience, etc. the Board needs.

1. Public Officials:

The Board of Directors designates that the chief elected public officials of the local governments of Carroll and Grayson Counties and the City of Galax may select the elected public officials or their representatives to serve on the Board. If the number of elected officials reasonably available and willing to serve on the Board is less than one-third of the Board, the Corporation may select appointed public officials to serve. If a public official selected cannot serve him- or herself, s/he may designate a representative. The representative may, but need not be, a public official. Should a public official fail, within the period specified by the Corporation's Board to accept the seat him- or herself or to designate a representative to serve, the Corporation's Board shall select another public official to fill the seat or to appoint a representative, subject to approval of the Corporation's Board, to fill the seat.

2. Low-Income Representatives:

The Board shall adopt and implement written democratic selection procedures for low-income sector Directors, which it may revise from time to time. Such procedures may include, either alone or in combination: (1) election by ballots cast by the Corporation's clients and/or by other low-income people in the Corporation's service area; (2) selection at a community meeting in a low-income neighborhood in the Corporation's service area and/or on a topic of interest to low-income people in the Corporation's service area; and/or (3) designation by organizations in the Corporation's service area composed of a majority of low-income people.

Low-income representatives shall be elected by groups or organizations determined by the Board to be bona fide groups or organizations representing low-income individuals. Election of representatives shall be conducted by a process of nomination and election of said organizations. Notice of time and place for such elections shall be provided by newspaper notice, radio announcement, or by posting in a public place accessible to low-income individuals at least one week before said election.

3. Representatives of the Private Sector:

To fill private sector Director seats, the Board of Directors shall select organizations representing business, industry, labor, religious, law

enforcement, education, or other major groups and interests in the Corporation's service area to designate, from among their officials or Directors, individuals to serve on the Corporation's Board of Directors. Each such organization shall be entitled to designate one individual to serve as a Director. Should such an organization fail, within the period specified by the Corporation's Board, to designate an individual to serve as a private sector Director, the Corporation's Board shall select another organization to designate such an individual. This selection can be delegated to the Executive Committee. Methods of selection of representatives shall be determined by the group represented. Community groups to be represented shall be chosen on the basis of interest in the purposes and goals of the community action agency. Whenever there are more organizations willing to serve than there are seats available, seats will be rotated upon expiration of terms of office of said representatives.

4. Petition Procedures:

In the event that any group, including but not limited to the low-income, feels itself inadequately represented on the Board of Directors of this Corporation, such group may petition the Board of Directors for adequate representation on this Board of Directors by the following procedure hereinafter set out:

A. Prepare a petition bearing the signatures of no less than twenty-five (25) persons belonging to the group concerned, stating that they are not adequately represented on the Board of Directors and reasons therefore. Such petition then shall be presented to the Board of Directors.

B. Upon receipt of the petition, the Board of Directors shall instruct the Executive Committee to determine the merits of such petition. The Executive Committee shall, within thirty (30) days from receipt of the petition, file a report with the Secretary of the Board of Directors including recommendations.

C. At the next meeting of the Board of Directors following the date of filing of the committee report, the entire Board of Directors shall consider the recommendations of the Executive Committee and determine whether or not the group is adequately represented on the Board of Directors. During its deliberations, the Board shall allot and determine amount of time for the spokesperson of the petitioning groups to present its case. The presentation may be either verbal or written.

D. The Board of Directors will appropriately deliberate and subsequently determine if representation or additional representation shall be given to the

petitioning group. If the petition is denied, the response to the spokesperson of the group shall include reasons in support of the Board's decision. In any event, a copy of the petition, a copy of the Committee's report and recommendation, and a copy of the Board of Director's action on the petition shall be sent to the Virginia Department of Social Services' Office of Community Services. If it is determined that additional representation is needed, then the Board of Directors shall declare that equal representation shall be provided for the remaining categories on the Board of Directors and shall take such steps as are necessary to implement such action, including amendment of the By-Laws of the Corporation, if necessary.

Section 3. Terms of Office

Public officials or their representatives serve at the pleasure of the designating officials and as long as the public official is currently holding office.

Low-income representatives and representatives of the private sector may be elected for terms of five years. After serving five consecutive years, low-income representatives and representatives of the private sector may continue to serve at the discretion of the group represented for another five year term.

Section 4. Powers and Duties

The Board of Directors shall generally have and exercise the powers enumerated for non-stock, non-profit corporations in Section 13.1-204.1 of the Code of Virginia of 1950, as amended. In addition to these general corporate powers the Board shall possess the power and authority to:

1. Enter into legally binding agreements with any federal, state, or local agency or private funding organization or individual for the purpose of running programs or providing services.
2. Supervise, control, and direct the business and affairs of the corporation. All directors shall fully participate in the development, planning, implementation and evaluation of the programs offered by the corporation in its service of low-income individuals and families.
3. Appoint and dismiss the Executive Director of the community action agency.

4. Approve grants, contracts, annual program budget requests, and operational policies of the community action agency.
5. Have an annual audit performed by an independent auditor.
6. Convene public meetings to provide low-income and other persons the opportunity to comment upon public policies and programs to reduce poverty.
7. Determine major personnel, organization, fiscal and program policies within the guidelines set by its funding agencies and develop local policy as required.
8. Determine rules and procedures under which the governing Board will operate, within guidelines set by its funding agency.
9. Elect the officers and appoint committee Directors of the Board.
10. Annually evaluate the policies and programs of the local community action agency and submit the evaluation and recommendations for improvement to the Executive Director of the local community action agency, its state funding agency, and local governing bodies through the Board representatives.
11. Carry out the duties as requested by local governing bodies or as delegated by its state funding agency.
12. Enforce compliance with conditions of all grants and other funding received by the agency.
13. Perform all duties as directed in the Head Start Performance Standards 45 CFR 1304.50(g)(1) &(2), the Head Start Act, and Appendix A.

Section 5: Residence

Each Director of the Board selected to represent a specific geographic area within a community must reside in the area in which he represents.

Section 6: Conflict of Interest

No person may sit on the Board who is an officer or employee of an organization receiving funds under contract from the community action agency. No employee of the community action agency may serve on the Board. No person may sit on the Board if a Director of their immediate

family is employed by the community action agency. For this purpose, the term "immediate family" means: a spouse, parents, and grandparents, children and grandchildren, brothers and sisters, mother-in-law and father-in-law, brothers-in-law and sisters-in-law, daughters-in-law and sons-in-law, and adopted and step family Directors. Directors who are federal employees are prohibited from serving in any capacity that would require them to act as an agent of or attorney for the Corporation in its dealings with any federal government departments or agencies. No other federal employee may serve on the Board in a capacity which will require him to represent the community action agency in its dealings with any other federal agency.

All Board Directors will be required to sign a Conflict of Interest Disclosure Statement on an annual basis.

Section 7: Expansion of Number of Directors

The number of Directors shall be expanded to include representatives from any group representing low-income individuals whose petition, signed by at least twenty-five (25) individuals, has been received by the Board and has received approval. Fair opportunity shall be provided for the petitioning agency to present its case. In no case shall the total Directorship exceed fifty-one Directors. In the event of an increase in total Directorship, all local governing bodies shall be notified within thirty (30) days of such increase and shall be authorized to increase their Directorship proportionately. Copies of the petition, minutes of the hearing and recommendation, or statement of reasons for a decision shall be sent to the Office of Community Services.

Section 8: Vacancies During Term

The Board shall take steps to ensure that vacant seats are filled in a timely manner. When a vacancy occurs in a public sector Board seat held by a public official, the Board shall request that another public official serve as a replacement Director or to appoint a representative. When a vacancy occurs in a public sector Board seat held by the representative of a public official, the Board shall request that the public official either take the seat him- or herself or name another representative, to serve as a replacement Director. This replacement must occur within sixty (60) days of notification. If the public official fails to take the seat him- or herself or to name another representative within the period specified by the Board, the Board shall select another public official to serve as a replacement Director him- or herself or to appoint a representative to so serve.

Vacancies in the low-income sector shall be filled using the same democratic process originally used to fill the seat.

When a vacancy occurs in a seat held by an individual designated by a private sector organization, the Board shall ask the private sector organization that designated that individual to designate another individual, subject to approval by the Corporation's Board, to fill the vacancy. Should that private sector organization fail, within the period specified by the Corporation's Board, to designate an individual to fill the vacancy, the Corporation's Board shall select another private sector organization to designate an individual to fill the vacancy.

Each successor shall hold office for the unexpired term of his/her predecessor until the successor sooner dies, resigns, is removed, or becomes disqualified.

Section 9: Removal of Directors

1. Grounds for Removal.

- (a) Incapacity. The Board may remove a Director, if in the opinion of the Board, the Director is incapacitated or otherwise unable to carry out the duties of his/her office.
- (b) Cause. The Board of Directors may remove a Director for cause for one or more of the following reasons: conduct the Board deems contrary to the best interests of the Corporation; violations of the Corporation's Articles of Incorporation, By-Laws, Conflict of Interest Policy, Board Resolutions or other policies; absence from three (3) or more consecutive Board meetings; repeated disruptions of Board and/or Committee meetings; or false statements on documents completed in connection with serve as a Director or Officer of the Corporation.

Any Director who misses more than three consecutive meetings without showing just cause shall be removed from the Board. The following process shall be used:

After he/she has missed three consecutive meetings, the Director shall be notified in writing that he/she will be removed from the Board unless he/she shows just cause for said absences. A copy of the notification shall be sent to the sponsoring organization, with a request that the organization respond by endorsing the just cause

set forth by the Board representative or by appointment of another representative.

2. Removal Procedures. The Board shall provide all Directors, including the Director proposed to be removed with at least thirty days' notice of the meeting at which the removal is to be considered. The notice must specify that a purpose of the meeting is to consider removal of the Director. The Director proposed to be removed shall be entitled to an opportunity to be heard at that meeting. A vote of two-thirds of the non-vacant seats of Directors is required to remove the Director.
3. Resignation of Directors. A Director may resign by delivering his or her written resignation to the Chairperson to a meeting of the Directors or to the Corporation at its principal office. The resignation shall be effective upon receipt unless specified to be effective at some other time. A Director who has ceased to meet the qualifications for service as a Director, as specified in these By-Laws and by the Board from time to time, and/or for the Board seat to which s/he was elected, is deemed to have resigned as of the date s/he ceased to meet those qualifications.

Section 10: Alternates

One alternate may be selected for each Board Director by the organization or group making the selection of the Board Director and by the same process used in the selection of said Board Director. Each alternate may substitute for only one Board Director. No alternate may serve as an officer of the Board.

Section 11: Compensation of Directors.

Directors may not receive compensation for serving on the Corporation's Board of Directors or for providing services to the Corporation. However, they may receive reimbursement (in the case of low-income sector Directors) from the Corporation for reasonable and documented expenses incurred in the course of performing services as Directors or Officers. To the extent the Corporation makes any such reimbursements, it shall do only in accordance with financial policies established from time to time by the Board.

Section 12: Distribution of By-Laws

These bylaws will be provided to each director within two weeks of approval by the board via personally, U.S. Mail, or email. A Director may request an additional copy from the Board Chairperson by written notice.

Section 13: Meetings

- A. Annual Meeting. The annual meeting of the Board of Directors shall be held on the fourth Monday of July each year. The purposes of the annual meeting are to elect officers and to transact such other business as may become before the meeting. If the annual meeting is postponed, a special meeting may be held in its place, and any business transacted shall have the same force and effect as if transacted at the annual meeting.
- B. Regular Meetings. Regular meetings of the Board shall be held at least six times per year on such dates and at such times and places as the Board may determine.
- C. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson on notice to each Director. Special meetings may also be called by one of the Vice-Chairpersons or by the Secretary in a like manner and on like notice on written request of at least three of the Directors.
- D. Committee Meetings. Committee meetings may be called by the Chairperson of that respective meeting on notice to those Directors by e-mail, U.S. mail, telephone, or in person at least twenty-four (24) hours prior to the day named for such meeting.
- E. Notice of Meetings. Notice of meetings and an agenda shall be given to each Director personally, by U.S. mail, e-mail, or by telephone at least five (5) days prior to the day named for such meeting. Special meetings of the Board of Directors may be called by the Chairperson on notice to each Director personally, by U.S. mail, e-mail, or by telephone which shall state time, place and purpose of the meeting.
- F. Participation in Meetings. Directors are allowed to participate in meetings telephonically with the following restrictions: 1) the Director will be allowed to listen and provide committee reports; 2) the Director's participation will not count toward a quorum; and 3) the Director will not be allowed to participate in executive session.

Section 14: Waiver of Notice

Before or at any meeting of the Board of Directors, any Director may in writing waive notice of such meeting. Attendance by a Director at any meeting of the Board of Directors shall be a waiver of notice by him/her of the time and place thereof, unless he goes only to protest. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 15: Quorum

At all meetings of the Board of Directors, at least fifty percent of the non-vacant seats of Directors shall constitute a quorum. If no quorum is present at any meeting, the Executive Committee shall be authorized to act for the Board. Any action made in this manner by the Executive Committee shall be reported in writing to each Board Director within ten (10) days of the said action and shall be final unless rescinded at the next Board meeting following the meeting at which the action is taken.

Section 16: Committees

Executive Committee: An Executive Committee consisting of officers and one additional Director, Director-at-large, shall be established to conduct the affairs of the Corporation between meetings of the Board, and/or in lieu of the Board in case mentioned in the foregoing Section 15 of Article II of these by-laws. The Executive Committee shall: (1) oversee board Director recruitment (including administering the Low-Income Sector board Director democratic selection process, recommending candidates for Public Official and Private Sector board seats, and ensuring that the board fills vacancies promptly), orientation, and training; (2) coordinate the board's periodic evaluation process of itself and the governance structure, policies and procedures; (3) coordinate periodic review of the articles of incorporation and bylaws; and (4) have such other powers and perform such other duties as the board may specify from time to time. One-third shall be elected public officials or their representatives; at least one-third shall be representatives of organizations whose Directorship is comprised of citizens at or below the poverty income level; and the remaining (one-third) shall be representatives of other groups such as business, civic, education, welfare, religious or other major groups. At least fifty (50) percent of the committee Directors shall constitute a quorum. All decisions and actions of the Executive Committee must be ratified by the Board of Directors at its next meeting in order to continue to be effective beyond the date of such meeting, unless the Executive Committee has been authorized by the Board to take final action.

Finance Committee: The Finance Committee shall have responsibility of oversight for the proper administration and expenditure of all funds.

1. This Committee shall arrange for an annual audit of the books of the Corporation, including oversight for properly bidding out such services;
2. Ensure that established fiscal controls and fund accounting procedures are in place to ensure the proper disbursement of and accounting for funds administered by the Corporation;
3. Ensure that the accurate and timely submission of required Corporation documents are submitted to appropriate funding sources or regulatory agencies;
4. Ensure that cost and accounting standards of the Office of Management and Budget are applied;
5. Review monthly financial statements, balance sheet, and credit card reports;
6. Work with staff in the development of the agency's comprehensive budget;
7. Work with staff to develop and monitor the agency's financial strategic plan, including long-term financial planning and method for achieving a fund balance or a fund for replacing capital assets;
8. Annually review and update financial policies and procedures;
9. Review 990;
10. Accept annual audit;
11. Review tax filings;
12. Review any fiscal findings included in monitoring reports issued by funders; and
13. Periodically review the salary scale to reflect equity for each position.

Finance Committee Directors will be recruited based on their basic understanding of financial reports, ability to explain the difference between cash flow and net income or loss, understanding annual audits, and understand the need for an demonstration of internal controls.

At least fifty (50) percent of the committee Directors shall constitute a quorum.

Personnel Committee: The Personnel Committee shall establish and annually review personnel policies and job descriptions, as needed, for the Corporation. The Personnel Committee shall interview, hire and/or terminate the Executive Director, subject to ratification by the Board of Directors. In addition, the Personnel Committee shall recommend to the Board of Directors the approval or disapproval for the hiring and/or termination of the Head Start Director. The Personnel Committee shall annually evaluate the

performance of the Executive Director.

At least fifty (50) percent of the committee Directors shall constitute a quorum.

Planning and Evaluation Committee: The Planning and Evaluation Committee shall investigate, define, and recommend goals, objectives, outcomes, and timetables for actions by the Corporation. After individual programs are approved by the Board, and are operating, the Committee shall analyze and evaluate program effectiveness, recommending changes or improvements, as necessary. This shall be an on-going activity. They shall ensure that the Agency programs are using outcome measures to evaluate program results.

At least fifty (50) percent of the committee Directors shall constitute a quorum.

Nominating Committee: The Nominating Committee shall be appointed by the Chairperson prior to the annual meeting of each fiscal year. One-third shall be elected public officials or their representatives; one-third shall be representatives of organizations whose Directorship is comprised of citizens at or below the poverty income level; and one-third shall be representatives of other groups such as business, civic, education, welfare, religious or other major groups. The Nominating Committee shall present a slate of officers and Executive Committee Directors sufficient to fill all positions at the annual election.

Other Committees: Other ad hoc committees may be appointed by the Chairperson and may make recommendations on policy and programs to the Board. One-third shall be elected public officials or their representatives; one-third shall be representatives of organizations whose Directorship is comprised of citizens at or below the poverty income level; and one-third shall be representatives of other groups such as business, civic, education, welfare, religious or other major groups. Non-board Directors may serve on these committees. At least one Board Director shall serve on each committee.

Section 17: Minutes

The Board shall keep for each meeting written minutes which include a record of votes on all motions. Minutes of previous meetings shall be available to all Directors before each meeting and shall be made available to the public upon written request.

Section 18: Proxy Voting

Voting by proxy is not permitted at meetings of the Board. This prohibition applies equally to all Directors of the Board.

Section 19: Compensation

No representative of local government or a community organization shall receive any remuneration for serving on the Board of Directors. Low-income representatives may be reimbursed for actual costs incurred in the performance of their Board duties. Eligible costs include mileage, taxi fare, babysitting and meals.

ARTICLE III - OFFICERS

Section 1

The officers of this Corporation shall be a Chairperson, three Vice-Chairpersons, Secretary/Treasurer and Director-at-large who shall be elected by the Board of Directors who serve for a term of one year commencing with the fourth Monday of July or each calendar year, and they shall serve until their successors are elected and qualified.

Section 2

At least ten (10) days prior to the election of officers, the Chairperson shall name a Nominating Committee of three persons selected by him/her from the Board of Directors of which one-third shall be elected public officials or their representatives; one-third shall be representatives of organizations whose Directorship is comprised of citizens at or below the poverty income level; and one-third shall be representatives of other groups such as business, civic, education, welfare, religious or other major groups, which shall select one nominee for each office to be presented at the election meeting of the Board of Directors. In addition there may be nominations made from the floor at the time of such meetings of the Board of Directors.

Section 3

The duties of the officers shall be as follows:

1. Chairperson shall: (1) be the chief volunteer officer of the corporation, subject to the direction and control of the Board; (2) preside at all meetings of the Board of Directors and (2) perform such other duties and have such other powers as the Board of Directors may determine from time to time.

2. Vice-Chairperson shall perform the duties of the Chairperson in the event of his absence, resignation, or inability to perform his duties. The Vice Chairperson shall also perform such other duties and have such other powers as the Board of Directors may determine from time to time.

3. Secretary/Treasurer shall record (or see to the recording of), maintain, and appropriately distribute records of all proceedings of the Board of Directors, including the attendance of Directors at meetings, in a book or books kept for that purpose, which shall be kept at the principal office of the Corporation and which shall be open at all reasonable times to the inspection of any Director. The Secretary/Treasurer shall perform such other duties and have such other powers as the Directors shall determine from time to time. If the Secretary/Treasurer is absent from any meeting of the Board of Directors, the Chairperson shall appoint a temporary Secretary/Treasurer at the meeting who shall exercise the duties at the meeting and be responsible for preparation of minutes for each meeting and for distribution of said minutes. S/he shall: (1) oversee the Corporation's financial management practices, subject to the direction and control of the Board; (2) ensure that the Directors understand the financial situation of the Corporation (including ensuring that financial statements for each month are available for each meeting of the Board of Directors and are kept on file at the Corporation's principal office, and (3) perform such other duties and have such other powers as the Board of Directors may determine from time to time. He/she shall also be responsible for insuring that adequate financial records are kept, that appropriate reports are prepared and submitted, that approved audit procedures are followed, and that all necessary steps are taken to insure adequate and complete security of all funds received and disbursed by the agencies from any and all sources.

4. Director-at-Large represents the interests of the combined jurisdictions included in the Agency's service area.

ARTICLE IV - FISCAL YEAR

The fiscal year of Rooftop of Virginia CAP, Inc. shall be July 1 through June 30.

ARTICLE V - BASIC POLICY

Section 1

The Corporation shall be non-sectarian and the name of the organization or the names of any Directors in their official capacity shall not be used for any other purposes than the regular work of the corporation.

Section 2

This Corporation shall cooperate with other groups having purposes similar to those of this Corporation but shall not be bound by any commitments made by representatives to conferences or otherwise unless as such commitments are approved by the Directors of this Corporation.

ARTICLE VI - PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Order* (revised) shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with the by-laws or special rules of order of the Corporation or with the terms of any grant, contract or other source of funding.

ARTICLE VII - AMENDMENTS

These by-laws may be amended at any meeting of the Board of Directors by a two-thirds vote of those present, providing a quorum is present, and providing the text of the amendment has been sent to each Director of the Board at least five (5) days prior to the meeting.

Any approved revisions of these By-Laws by the Board of Directors shall be sent to Directors by U.S. Mail, E-mail, or in person within thirty (30) days.

Reviewed: May 19, 2008

Revised: May 18, 2009

Revised/Effective: July 1, 2011

Revised: January 23, 2012

Revised: November 25, 2013

Revised: December 15, 2015