

BYLAWS
OF
SILVER LAKE GRIDIRON

Adopted: February 13, 2019

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ARTICLE I

STRUCTURE AND PURPOSES

Section 1. Structure. Silver Lake Gridiron (the “Corporation”) is a non-profit corporation organized under the General Laws of the Commonwealth of Massachusetts (“**General Laws**”). The Articles of Organization of the Corporation (as amended from time to time, the “**Articles of Organization**”) was filed in the office of the Secretary of the Commonwealth of Massachusetts on July 10, 2018.

Section 2. Purposes. The purposes for which the Corporation is organized and to be operated are exclusively religious, charitable, scientific, and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation’s purposes include, but are not limited to: (1) fundraise for Silver Lake Regional High School’s football team and encourage and advance the football program and related activities of the Silver Lake Regional School District and thereby cultivate clean, wholesome school spirit, promote good sportsmanship, and develop high ideals of character and (2) engage in any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation.

ARTICLE II

OFFICES

Section 1. Principal Place of Business. The principal place of business of the Corporation shall be located within or without the Commonwealth of Massachusetts, at such place as the Board of Directors of the Corporation (the “**Board**”) shall from time to time designate.

Section 2. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the Commonwealth of Massachusetts a registered office and a registered agent whose office is the Corporation’s registered office. The registered office may but need not be identical to the principal office of the Corporation in the Commonwealth of Massachusetts, and the address of the registered office may be changed from time to time by the Board in accordance with applicable law. For practical purposes, the registered agent and office shall be one of the elected board members and his or her home address unless otherwise agreed to by the board.

ARTICLE III

MEMBERS

Section 1. Members. The Corporation shall members who have the right to vote for positions on the Board of Directors. All parents or guardians of current players on the Silver Lake Varsity, Junior Varsity or Freshman teams are automatically considered members and until the player graduates or leaves Silver Lake Regional High School. Adults over the age of 21 who have a professed interest in the football program may petition for membership and must be approved by a majority vote of the current Board.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Powers. The property, business, and affairs of the Corporation shall be managed and controlled by the Board and, subject to the restrictions imposed by law, the Articles of Organization and these Bylaws, the Board shall exercise all of the powers of the Corporation.

Section 2. Number. The Board shall consist initially of the four (4) directors named in the Articles of Organization as originally filed with the Secretary of Commonwealth of Massachusetts. The number of directors may be increased or decreased from time to time by amendment of these Bylaws in accordance with the provisions of Article X, provided that the number of directors shall never be less than three (3), and provided further that no decrease in number shall have the effect of shortening any term of any incumbent director.

Section 3. Appointment and Term. Directors shall be appointed by a majority vote of the Board, and shall serve until the next succeeding Annual Meeting at which directors are elected. Directors may, but need not, be divided into classes and the terms of office of the several classes need not be uniform. Each person serving as a director shall hold office until the earlier to occur of (a) the expiration of such person's term and until a successor has been appointed and qualified or (b) such person's death, resignation, or removal as hereinafter provided.

Section 4. Removal. A director may be removed by an affirmative vote of two-thirds (2/3) of the members of the Board present at any regularly scheduled or special meeting of the Board at which a quorum is present, whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5. Election and Vacancies. Any vacancy (other than resulting from completion of a term) occurring in the office of a director, whether by death, resignation, removal, or otherwise, shall be filled by a majority vote of the membership. A director appointed to fill a vacancy arising other than as a result of the completion of the term of a director shall be elected for the unexpired term of, and shall be a member of the same class as,

such person's predecessor in office. Any vacancy to be filled by reason of an increase in the number of directors shall be filled by a majority vote of the Board.

Section 6. Meetings of Directors. The directors may hold meetings, maintain an office, and keep the Corporation's books and records at such place or places within or without the Commonwealth of Massachusetts as the Board may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Corporation's principal office in the Commonwealth of Massachusetts.

Section 7. Annual Meetings. The annual meeting of the Board ("*Annual Meeting*") shall be held at such time and place as shall be designated from time to time by resolution of the Board at the Corporation's registered office for the purpose of (a) electing officers for the ensuing year, and (b) transacting such other business as may be properly brought before such Annual Meeting. Notice of Annual Meetings shall not be required.

Section 8. Regular Meetings. Regular meetings of the Board ("*Regular Meetings*") shall be held not less than quarterly at such times and places as shall be designated from time to time by resolution of the Board. Notice of Regular Meetings shall be required. A minimum of 6 meetings per year must take place. All regular meetings should include at least a review of the minutes from previous meeting, a presentation of current financial report, reports from active committees and old or new business.

Section 9. Special Meetings. Special meetings of the Board ("*Special Meetings*") shall be held at such times and places as shall be designated from time to time by (a) Chairman of the Board, (b) a Vice-Chairman of the Board, (c) the President or (d) by the Secretary, if the Secretary is requested to do so in writing by any two (2) directors. Notice of Special Meetings shall be required.

Section 10. Notice of Meetings. The Secretary shall give notice of the time and place of each Regular or Special Meeting to each director at least ten (10) days before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Corporation's purposes may be considered and acted upon at such meeting. At any such meeting at which every director shall be present even though without notice, any matter pertaining to the Corporation's purposes may be considered and acted upon.

Section 11. Quorum. A majority of the then-acting directors shall constitute a quorum for the consideration of any matters pertaining to the Corporation's purposes. If at any meeting of the Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. 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, unless the act of a greater number is required by law, the Articles of Organization or these Bylaws, including but not limited to the acts outlined in Section 12 below.

Section 12. Significant Corporate Actions. The following significant corporate actions shall require an affirmative two-thirds (2/3) vote of the members of the Board present at a meeting at which a quorum is present:

- a. Merging with, acquiring or being acquired by any other entity;
- b. Dissolution of the Corporation; and
- c. Entering into any contract obligating the Corporation to pay greater than One Hundred Fifty Dollars (\$150.00) over the course of the contract term.

Section 13. Voting. Proxy voting shall not be allowed.

Section 14. Conduct of Business. At meetings of the Board, matters pertaining to the Corporation's purposes shall be considered. At all meetings of the Board, the Chairman of the Board shall preside, and in the absence of the Chairman, any Vice-Chairman of the Board shall preside, and in the absence of any Vice-Chairman, the President shall preside, and in the absence of the President, a Chairman shall be chosen by the Board from among the directors present. The Secretary of the Corporation shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the Chairman may appoint any person to act as secretary of the meeting.

ARTICLE V

COMMITTEES

Section 1. Board Committees. The Board may from time to time designate members of the Board to constitute committees that shall have and may exercise such powers as a majority of the Board may determine in the resolution that creates the committee. The Board may appoint individuals who are not members of the Board to any committee; provided, however, that a majority of the committee members shall be members of the Board if such committee exercises the authority of the Board in the management of the Corporation. Other committees, not having and exercising the authority of the Board in the management of the Corporation, may be designated and members appointed by a resolution adopted by the Board, or by the President if authorized by a resolution of the Board or by these Bylaws. Membership of such committees may, but need not, be limited to directors.

Section 2. Procedures; Meetings; Quorum. Any committee created by the Board or these Bylaws, unless otherwise expressly provided herein, shall (a) have a chairman designated by the Board, (b) fix its own rules or procedures, (c) meet at such times and at such place or places as may be provided by such rules or by resolution of such committee or resolution of the Board, and (d) keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation, and report the same to the Board at its next succeeding meeting. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any action, unless otherwise expressly provided in the committee's rules or procedures, these Bylaws or by the Board.

The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting of such committee and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint the designated alternate director to act at that meeting in the place of the absent or disqualified member.

Section 3. Removal. Any officer or agent or member of a committee elected or appointed by the Board may be removed by an affirmative two-thirds (2/3) vote of the members of the Board present at a meeting at which a quorum is present, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE VI

OFFICERS

Section 1. Number, Titles, and Term of Office. The officers of the Corporation shall consist of, a President, a Vice President, a Secretary, a Treasurer, a Fundraising Assistant, and such other officers and assistant officers as the Board may from time to time elect or appoint. Such other officers and assistant officers shall have such authority and responsibility as may be assigned to them by the Board. Any two (2) or more offices may be held by the same individual, except the offices of President and Secretary. The term of office for each officer shall be two years. The President and Vice President will be elected for a two year term on odd years. The Secretary, Treasurer and Fundraising Assistant will be a elected for a two year term on even years. A duly-elected officer shall serve in such office until a successor has been duly elected and qualified, or until such person's earlier death, resignation or removal.

Section 2. Removal. Any officer or agent or member of a committee elected or appointed by the Board may be removed by the Board, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy occurring in any office of the Corporation may be filled by the Board.

Section 4. Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board, the President shall have general executive charge, management, and control of the properties, business, and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board; and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to such officer from time to time by the Board. The President shall preside at all meetings of the Gridiron when in attendance. The President shall prepare an agenda for all meetings. The President shall personally represent the Gridiron or appoint a

delegate where representation is deemed advisable. The President shall establish committees and name committee chairperson when authorized by the membership.

Section 5. Powers and Duties of a Vice-President. The Vice-President shall have such powers and duties as may be assigned to such officer by the Board including the performance of the duties of the President upon the death, absence, or resignation of the President or upon the President's inability to perform the duties of such office. Any action taken by a Vice-President in the performance of the duties of the President shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 6. Powers and Duties of the Treasurer. The Treasurer shall have custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board; may sign or cause to be signed all receipts and vouchers for payments made to the Corporation either alone or jointly with such other officer as may be designated by the Board; whenever required by the Board, shall render or cause to be rendered a statement of the cash account; shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board; and shall, if required by the Board, give such bond for the faithful discharge of such officer's duties in such form as the Board may require. The Treasurer shall maintain the inventory of all of the property of the Gridiron. The inventory will also identify who currently has control of that property.

Section 7. Powers and Duties of Assistant Treasurers. Each Assistant Treasurer shall have the usual powers and duties pertaining to such office, together with such other powers and duties as may be assigned to such office by the President and Chief Executive Officer or the Board or the Treasurer. An Assistant Treasurer shall exercise the powers of the Treasurer during the Treasurer's absence, inability or refusal to act.

Section 8. Powers and Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Board in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Articles of Organization, may sign with the President in the name and on behalf of the Corporation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board may direct, all of which shall be open at reasonable times to the inspection of any director upon application at the Corporation's office during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board. The Secretary shall keep the current roster, which is made up of the officers of the Gridiron, the parents/guardians of the football teams, and other people who

have expressed interest in being a member of the Gridiron. The Secretary shall prepare and distribute all correspondence to the general membership, including the monthly newsletters. The newsletter will include such things as meeting dates, constitution and bylaw changes, and individuals nominated for election to the Board as well as any other information relating to the Gridiron of interest to the membership.

Section 9. Powers and Duties of Assistant Secretaries. Each Assistant Secretary shall have the usual powers and duties pertaining to such office, together with such other powers and duties as may be assigned to such office by the President and Chief Executive Officer or the Board or the Secretary. An Assistant Secretary shall exercise the powers of the Secretary during that officer's absence or inability or refusal to act.

Section 10. Powers and Duties of the Fundraising Assistant. The Fundraising assistant shall assist the President as the head point person for all fundraising efforts and subcommittees.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Corporation's fiscal year shall be as determined from time to time by the Board.

Section 2. Notice and Waiver of Notice. Whenever any notice is required under the provisions of these Bylaws, such notice may be given in person or by mail, facsimile transmission, electronic message or telephone. Notice by mail shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. If transmitted by facsimile or electronic message, such notice shall be deemed to be delivered upon successful transmission of the facsimile or electronic message. Any person entitled to notice may waive notice of any meeting. Attendance or participation at a meeting shall constitute a waiver of notice of such meeting unless such attendance or participation is for the purpose of objecting to the failure of notice. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

Section 3. Resignations. Any director, officer, committee or advisory board member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 4. Action Without a Meeting by Directors, or Committees; Telephone Meetings.

a. Any action required or authorized to be taken under the General Laws or the Articles of Organization at a meeting of the Board or a committee may be taken without holding a meeting, providing notice, or taking a vote if each person entitled to vote on the action signs a written consent or consents stating the action taken. Such consent shall have the same force and effect as a unanimous vote at a meeting.

b. Subject to the requirements of law for notice of meetings, unless otherwise restricted by the Articles of Organization or these Bylaws, members of the Board or members of any committee may participate in and hold a meeting of the Board or committee, as the case may be, by means of a conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. Participation in such meeting shall constitute presence in person at such meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened. If voting is to take place at the meeting, the Corporation must:

(i) Implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and

(ii) Keep a record of any vote or other action taken.

Section 5. Concession Stand Operations

a. The Treasurer shall withdraw \$400 in cash to provide \$1's, \$5's and \$10's for the cashbox for change. The volunteer running the concession stand will sign a form acknowledging receipt of the \$400 in the cash box.

b. The concession stand manager shall acknowledge beginning inventory of all goods to be sold and sign inventory sheet with any discrepancies.

c. The concession stand manager shall keep a running tally of product sold during daily operations and create an ending inventory sheet.

d. The concession stand manager shall reconcile product missing with total sales during operations and complete a record of sales for the day. The treasurer or other board member shall sign the ending inventory sheet and record of sales for the day, returning all proceeds of sales and original \$400 to the treasurer for deposit into the bank. All inventory and sales documents shall be copied and provided to the Secretary for record keeping.

Section 6. Cash Fundraisers

a. When the Gridiron participates in any cash fundraisers such as the “Gold Card” sales, at least 2 board members shall count the proceeds and prepare the deposit. A record of the fundraiser shall be provided to the Secretary for record keeping.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Corporation shall, to the fullest extent permitted by applicable law, including Chapter 180 of the General Laws, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by an affirmative two-thirds (2/3) vote of the members of the Board present at a meeting at which a quorum is present and who are not at that time parties to the proceeding.

Section 2. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 3. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

Section 4. This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 5. The indemnification provided by this Article is in addition to any other rights to which any such indemnified party may be entitled under any other agreement, document, certificate, instrument or applicable law. The Corporation is authorized to enter into agreements with any such person or persons providing them rights to indemnification or advancement of expenses in addition to the provisions therefor in this Article to the fullest extent permitted by the laws of the Commonwealth of Massachusetts or any other applicable laws as presently or hereafter in effect.

ARTICLE IX

CONFLICTS OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

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

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

1. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

Section 3. Procedures.

a. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or committee meeting while the determination of a

conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the Board or committee meeting, but after such presentation, such person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy.

1. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 5. Compensation Committees.

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement affirming that such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE X

AMENDMENTS

These Bylaws may be altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board present at a meeting at which a quorum is present.