

# **BY-LAWS OF JUDGES AND LAWYERS BREAST CANCER ALERT**

**Amended as of April 5, 2017**

## **ARTICLE I Purposes**

**Section 1.1.** The mission of Judges and Lawyers Breast Cancer Alert (“JALBCA” or the “corporation”) is as follows:

Focusing on the intersection of the law and breast cancer, to leverage the legal community’s strength, passion, resources and expertise to promote awareness, early detection, treatment and support for all those affected by breast cancer; to provide programs that educate members of the profession about critical medical, legal and personal issues around breast cancer; to support the breast cancer community at large by supporting and funding major, well-integrated legal and legally-related counseling support programs, as well as state-of-the-art early detection initiatives.

To further the foregoing.

## **ARTICLE II Offices; Books; Seal**

**Section 2.1. Principal Office.** The principal office of the corporation shall be located in the City and County of New York, State of New York. The corporation may establish and maintain offices at any other place or places, within or without the State of New York, as the Board of Directors may from time to time determine, including such branches or local chapters as the Board of Directors may from time to time approve.

**Section 2.2. Corporate Seal.** The seal of the corporation shall be circular in form bearing the name of the corporation and the words and figures “Incorporated - New York - 1992”.

## **ARTICLE III Members**

**Section 3.1. Number, Qualification.** Judges and lawyers who are interested in furthering the mission of the corporation, shall be eligible to become members (“Members”) of the corporation and shall become Members upon executing a membership application and paying the membership dues. All others may join as adjunct lay members (the “Lay Members”), who shall not be entitled to vote on any matter. The Board of Directors of the corporation may establish different classes of membership and shall from time to time fix the amount of the dues payable by the different classes of the membership.

**Section 3.2. Meetings.** There shall be at least one meeting of the Members of the corporation each year, which shall be held on a date to be fixed by the Board of Directors usually to coincide with the annual meeting of the Board of Directors, at which the Members shall elect by a plurality vote a Board of Directors and Officers and transact such other business as may properly be brought before the meeting.

There may also be special meetings of the members of the corporation at such times and places as the Board of Directors or a request in writing by 30 Members entitled to vote may direct such requests shall state the purpose or purposes of said meeting. The business transacted at a special meeting of Members shall be limited to the purpose stated in the request.

**Section 3.3. Quorum, Proxies.** At all meetings of the membership, the presence in person or by proxy of a minimum of thirty (30) Members or one-tenth (1/10th) of the total number of Members entitled to vote at such meeting, whichever is greater, shall be necessary to constitute a quorum. Every

Member shall have the right to vote at such meetings by proxy in writing, and every call for such a meeting addressed to the membership shall so state.

**Section 3.4. Notice of Meeting.** Written or printed notice of each meeting of the Members, whether annual or special, stating the place, date and hour of meeting shall be given either personally or by regular mail, electronic mail, or facsimile transmission to each Member of record entitled to vote at such meeting at the address of such member as it appears on the record of Members of the corporation, not less than ten (10) days nor more than fifty (50) days before the date of the meeting. Notice of special meeting shall also state the purpose or purposes for which the meeting is called and shall indicate that it is being issued by or at the direction of the person or persons calling the meeting.

**Section 3.5. Waiver of Notice.** Any Member who attends a meeting without protesting the lack of notice will be deemed to have waived such notice. A Member may deliver a waiver notice in writing, including electronically. If written, the waiver must be executed by the Member signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

## **ARTICLE IV Board of Directors**

**Section 4.1. Number.** The number of directors constituting the Board of Directors shall consist of not less than thirty (30) nor more than sixty (60), with the specific number determined by the Board before the annual nomination and election of directors.

**Section 4.2. Qualifications.** Any judge or lawyer who meets such other qualifications as may be required from time to time by the Board of Directors or the Members, may be elected to the Board of Directors.

**Section 4.3. Election.** The directors shall be elected at the annual meeting of Members except as provided in Section 4..5.

**Section 4.4. Term.** Except as provided in Section 4.5, below, each director shall hold office for a term of three (3) years, following which he or she may be re-nominated and re-elected for two additional terms of three (3) years, for a total possible term of service of nine (9) years. In special circumstances, a director who has served three (3) terms may be re-nominated and re-elected for an additional term, or invited to reapply for appointment after a one-year hiatus, if approved by a majority of the Board of Directors.

**Section 4.5. Term. Existing Directors.** Each director serving on the Board on January 12, 2017 shall serve through the term set forth on Exhibit A hereto, and shall not be eligible for appointment to another term, except in the event of special circumstances, as provided in Section 4.4, above.

**Section 4.6. Director Responsibilities.** Each Director is expected to be an active Member of the corporation, an active member of at least one Committee, and to attend, in person (and not electronically) at least two (2) of the four (4) meetings of the Board of Directors per year. A Director who fails to meet these requirements may be removed by a vote of the Board provided there is a quorum of not less than a majority of the entire Board present at the meeting of Directors at which such action is taken.

**Section 4.7. Advisory Board and Honorary President.** There shall be an Advisory Board, members of which shall serve until such time as they resign or are removed by a vote of the Board provided there is a quorum of not less than a majority of the entire Board present at the meeting of directors at which such action is taken. Each Advisory Board member shall have all of the rights and privileges of a member of the Board except that he or she shall not be counted in determining the presence of a quorum at meetings of the Board and he or she shall not be entitled to vote at meetings of the Board. Advisory Board members must be Members, but need not be judges or lawyers. An Honorary President may be appointed by the Board of Directors in its discretion.

**Section 4.8. New Directors and Vacancies.** New Directors to be appointed to fill a vacancy or for any other reason, may be proposed by the Nominating Committee and then elected by a majority of the Directors then in office, at a meeting at which a quorum is present. Directors who are elected to fill a vacancy shall serve the remainder of the term of the Director he or she replaced, and thereafter may be re-nominated and re-elected for up to two three-year renewal terms.

**Section 4.9. Powers and Duties.** The corporation shall be managed by its Board of Directors, which shall have complete and exclusive discretion, except as specifically delegated, to determine all investments and reinvestment of assets and all expenditures, disbursements, contracts, grants , , distributions made in carrying out the purposes of the corporation.

**Section 4.9.1. Grants and Contributions.** Without limiting the generality of the foregoing, (i) the Board of Directors shall have the power to make or refuse to make grants and contributions and otherwise to render financial assistance for the purposes specified in these By-Laws and (ii) if in the judgment of the Board of Directors, a project as originally approved shall have become impracticable or if there be any default on the part of the Grantee in carrying out the terms or purposes of the Grant, the Board of Directors may withdraw its approval of such project or grant and use the funds raised therefore or allocated thereto for such purposes specified in the By-Laws and as the Board of Directors shall determine.

**Section 4.9.2. Grants and Contributions Procedure.** The procedure to be followed by the Board of Directors in making grants and contributions and rendering assistance in accordance with the purposes of the corporation shall include: (i) review by the Grants Committee of all requests for funds and all suggestions for proposed projects, which requests and suggestions shall specify in detail the use or uses to which the requested funds are to be put and the nature of the proposed projects; (ii) report and recommendation by the Grants Committee to the Board of Directors that requests be approved or rejected, in part or in whole; and (iii) approval or rejection by the Board of Directors of all requests for grants, projects and/or contributions to be made by the corporation and (iv) the inclusion in all grants of a condition that the Grantee shall furnish a periodic accounting to the Board of Directors of the expenditure of the funds transmitted by the corporation and a condition that the representatives of the corporation may at reasonable times inspect the project in order to determine whether the terms of the project or grant are being met. At the option of the Board of Directors, each recipient of a grant from the corporation may be required to make a presentation to the Board of Directors regarding the use of the funds received from the corporation during that grant year.

**Section 4.10. Place of Meetings.** The Board of Directors may hold its meetings at such place or places within or without the state of New York as it may from time to time determine.

**Section 4.11. Annual or Regular Meetings.** An annual meeting of the Board of Directors shall be held for the purpose of designating such standing or special Committees as the Board of Directors may determine. Such meeting shall be held as soon as practicable after the annual meeting of Members, on notice pursuant to Section 4.13 of this Article IV. In addition to the annual meeting, regular meetings of the Board of Directors shall be held at least 3 times per year, at such times and places as may be fixed by the Board at its annual meeting or if not so fixed by the notice provided in Section 4.13.

**Section 4.12. Special Meetings.** Special meetings of the Board of Directors may be called by either Co-President or by a request signed by 25% of the entire Board.

**Section 4.13. Notice of Meetings.** Reasonable notice of the time and place of each regular meeting (if not previously fixed by the Board of Directors at its annual meeting) and special meeting of the Board of Directors, and of each annual meeting not held immediately following the annual meeting of members at the same place, shall be given to directors at least ten (10) days before the meeting by mailing the notice to their residence or usual place of business, or by personally delivering, telephoning, e-mailing or faxing the notice. Notice need not be given to any director who submits a signed Waiver of Notice in writing or electronically (as in Section 3.5 above with the substitution of director for Member) before or after the meeting or who attends the meeting without protesting the lack of notice to them, prior thereto or at its commencement. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which such an adjournment shall be taken.

**Section 4.14. Resignation and Removal of Directors.** Any Director may resign at any time. Any and all the Directors may be removed at any time, either with or without cause, by vote of the Members. Any of the Directors may be removed for dereliction of duty or malfeasance by the Board of Directors, provided there is a quorum of not less than a majority of the entire Board present at the meeting of Directors at which such action is taken.

**Section 4.15. Quorum, Adjournment of Meeting; Electronic Participation.** At any meeting of the Directors, except as otherwise required by law or these bylaws, a quorum for the transaction of business shall consist of a number equal to a minimum of five (5) Directors plus one (1) additional Director for every ten (10) directors in excess of fifteen (15) directors then in office. The Directors present may adjourn the meeting despite the absence of a quorum, without notice other than by announcement at

the meeting by a majority vote of the Directors present, and entitled to vote thereat. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting, subject to like requirements with respect to a quorum. Participation of a Director by teleconference, videoconference or other similar electronic means shall be permitted, and shall constitute presence at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board. Notwithstanding the foregoing, attendance through such electronic means is not "in-person" attendance and will not count toward fulfilling the two (2) meeting requirement of Section 4.6.

**Section 4.16. Voting.** At any meeting each Director shall be entitled to one (1) vote. Unless otherwise required by law or these by-laws, all questions shall be decided by a majority vote of the directors present, if a quorum is present at such time.

**Section 4.17. Written Consents.** Any action required or permitted to be taken by the Board or by any of its Committees may be taken without a meeting if all members of the Board or the Committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If written, the consent must be executed by the Director by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail or facsimile and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or Committee.

## ARTICLE V Officers

**Section 5.1. Number and Qualification of Officers.** The Officers of the corporation shall be two Co-Presidents, one or more Vice Presidents, a Treasurer, Assistant Treasurer, Secretary, Assistant Secretary and Executive Director.

**Section 5.2. Election of Officers; Filling of Vacancies.** The Officers of the corporation shall be elected by a majority vote of the Members present at the annual meeting of the Members at which a quorum is present. Any vacancy in any office caused by any reason whatsoever, including the creation of a new office, may be filled by the Board of Directors at any meeting by a vote of a majority of directors then in office.

**Section 5.3. Term of Office; Removal of Officers.** Except as otherwise provided herein, the term of each Co-President shall be two (2) years, and such terms shall be staggered, and the terms of all other Officers shall be three (3) years also, to the extent possible, staggered so that at no time is an entirely new slate of Officers in office. Officers may be removed with or without cause by a vote of the Members or, for dereliction of duty or malfeasance, by the Board.

**Section 5.4. Other Officers and Agents.** The Board of Directors may appoint such other Officers and agents as it may deem advisable, including Honorary Officers, who shall hold their respective offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the members or Board of Directors.

**Section 5.5. Co-Presidents.** The Co-Presidents are the senior officers and chief policy officers of the corporation. One Co-President will be a present or retired member of the judiciary and the other Co-President will be an individual duly admitted to practice law. The term of office of a Co-President shall be for two years. In exceptional circumstances, a Co-President may be re-elected for no more than two additional successive one year terms. They shall preside over meetings of the Board of Directors as well as membership meetings.

**Section 5.6. Vice Presidents.** Each Vice President shall have such powers and duties as may from time to time be delegated to them by the Board of Directors.

**Section 5.7. Treasurer.** The Treasurer shall be responsible for managing, together with the corporation's Executive Director, and reporting to the Board of Directors on the financial affairs of the corporation. The Treasurer will be a member of the Audit Committee, and, in general, shall coordinate the financial activities of the corporation and shall perform all duties incident to the office of Treasurer, and have such powers and duties as may from time to time be delegated by the Board of Directors.

**Section 5.8. Assistant Treasurer.** The Assistant Treasurer shall have such powers and duties as may from time to time be delegated by the Board of Directors. In the absence or disability of the Treasurer, the Assistant Treasurer, unless the Board of Directors otherwise determines, shall be vested with all the powers and perform all the duties of the Treasurer.

**Section 5.9. Secretary.** The Secretary shall be ex-officio Secretary of the Board of Directors and shall also act as Secretary at all meetings of the Members of the corporation; shall give or cause to be given all required notices of meeting of Directors and members; shall record all meetings of the Board of Directors and Members in a book to be kept for that purpose; and, in general, shall perform all duties incident to the office of Secretary, and have such other powers and duties as may from time to time be delegated by the Board of Directors. The Secretary shall have custody of the seal of the corporation and shall affix the same to any instrument when duly authorized to do so and shall attest to the same.

**Section 5.10. Assistant Secretary.** The Assistant Secretary shall have such powers and duties as may from time to time be delegated by the Board of Directors. In the absence or disability of the Secretary, the Assistant Secretary, unless the Board of Directors otherwise determines, shall be vested with all the powers and perform all the duties of the Secretary.

**Section 5.11 Executive Director.** An Executive Director of the corporation, as well as such additional permanent or temporary staff as the Board deems necessary or advisable to assist the Executive Director in the performance of his or her duties may be appointed by the Board. The Board is authorized to cause such Executive Director and staff to be paid for their services from the funds of the corporation. The duties and responsibilities of the Executive Director, acting under the supervision of the Board, shall include, without limitation:

- (i) Advising and collaborating with the Board regarding the strategic direction of the corporation;
- (ii) Performing the day-to-day management of the corporation;
- (iii) Organizing meetings of the Board, including without limitation ensuring that notice of such meetings is provided to Directors in compliance with these by-laws;
- (iv) Overseeing the finances and financial health of the corporation, including without limitation ensuring that the books of the corporation are kept in a orderly, accurate and complete fashion;
- (v) Maintaining and monitoring the calendars, constituencies and activities of the corporation, the Board, the Advisory Board and the Committees;
- (vi) Ensuring compliance with calendar deadlines, including without limitation, regarding grants, audits, and the like;
- (vii) Ensuring that the Executive Board and Board are advised of and kept up to date on Committee activities
- (viii) Assisting in fundraising by and for the corporation;
- (ix) Assisting in the administration of grants by the corporation, including without limitation, identifying and recommending the solicitation of prospective grantees; regularly liaising with applicants, grantees and the Grants Committee; and coordinating audits of grantees;
- (x) Assisting in educational efforts by the corporation; and
- (xi) Being the "face" of the corporation, including in public relations, marketing and promotion.

**Section 5.12. Compensation.** No Officer other than the Executive Director shall receive compensation from the corporation unless specifically authorized by the Board of Directors by the vote of a majority of the directors present at the time of the vote, a quorum being present at such time, for their services to the corporation. In no event will either of the Co-Presidents be compensated by the Corporation.

## ARTICLE VI Committees

**Section 6.1. Committees.** There will be the following standing Committees of the Board of Directors: Executive, Audit, Nominating, Programs, Dinner & Developments, and Grants. Only Independent Directors as defined in Section 6.7 may serve on the Audit Committee.

**Section 6.2. Other Committees.** The Board may, from time to time, and by resolution adopted by the Board, and only as consistent with applicable law, the Certificate of Incorporation and these Bylaws, establish and define other standing or ad hoc Committees that further the purposes of the corporation, whose members shall serve at the pleasure of the Board. To the extent such Committee noted includes other than Board Members, the Committee will be deemed a Committee of this corporation and not the Board.

**Section 6.3. Quorum and Voting.** For Committees established hereunder, forty percent (40%) of all of the voting members of each such Committee shall constitute a quorum at any meeting thereof, and at a Committee meeting at which a quorum is present the vote of a majority of the Committee members present at the time of the vote shall be the act of the Committee. No corporation employee shall be a voting member of any standing Committee of the Board or the corporation, or of any other Committee established under these Bylaws, except Committees of the corporation.

**Section 6.4. Electronic Participation.** Participation of a Director by teleconference, videoconference or other similar means shall be permitted at any Committee meeting, and such participation by a director shall constitute presence at a meeting as long as all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Committee, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Committee.

**Section 6.5. Minutes and Reports.** All Committees shall keep written minutes reflecting all business conducted. Committees shall regularly report to the Executive Committee and, at the request of the Executive Committee, shall report to the full Board of Directors.

**Section 6.6. Committee Goals and Activities; Executive Committee Representation on All Committees.** The Board may, from time to time, provide each Committee with a written description (or charter) of its mission, responsibilities and goals. Each Committee shall have at least one member who also a member of the Executive Committee.

**Section 6.7. Executive Committee.**

(a) **Composition and Duties.** The Executive Committee shall consist of the then-current Officers of the corporation, the immediately outgoing Co-President, and such other members of the Board as the Board may designate from time to time. The Executive Committee shall be comprised of at least eight (8) and no more than fourteen (14) directors. The Executive Committee shall transact the business of the corporation, and have such authority to act for the Board of Directors in the periods between meetings of the Board as is consistent with the Not-for-Profit Corporation Law.

(b) **Meetings.** The Executive Committee shall meet ten (10) times per year and, in addition, when called by either of the Co-Presidents or by a majority of the Executive Committee, upon written or electronic notice to every member.

**Section 6.8. Audit Committee.** The Audit Committee shall be comprised solely of Directors who are "independent directors," as defined in subsection (b), below. The Audit Committee shall consist of not less than three (3) directors. A director shall be eligible to serve on the Audit Committee only if he or she is and remains a director of the corporation throughout his or her term of service. Upon the invitation of the Audit Committee, a Co-President may attend Audit Committee meetings as a nonvoting participant. In addition:

- (a) **Duties and Powers.** The responsibilities of the Audit Committee shall include:
- (i) Overseeing the accounting and financial reporting processes of the corporation and the audit of the corporation's financial statements;
  - (ii) Annually retaining or renewing the retention of an independent auditor that is a certified public accountant to conduct the audit, and annually considering the performance and independence of the independent auditor;
  - (iii) Upon completion of the audit, reviewing and discussing with the independent auditor the results of the audit and any related management letter, including, without limitation, any material risks and weaknesses in internal controls identified by the auditor, any restrictions on

the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management, and the adequacy of the corporation's accounting and financial reporting;

(iv) establishing audit guidelines, reviewing with the independent auditor the scope and planning of the audit prior to the audit's commencement, and overseeing the implementation of the auditor's recommendations;

(v) Overseeing the adoption, implementation of and compliance with any conflict of interest policy or whistleblower policy adopted by the corporation;

(vi) monitoring and reporting to the Board regarding the corporation's compliance program, and the corporation's compliance with all applicable laws, regulations and standards;

(vii) reporting on the Audit Committee activities to the Executive Committee and the Board; and

(viii) performing such related functions as may be assigned to it by the Board.

(b) **Independent Director.** For purposes of this Section 6.7, "independent director" means a director who:

(i) is not, and has not been within the last three years, an employee or Key Person of the corporation, and does not have a Relative (as such terms are defined in Article VII, below) who is, or has been within the last three years, a Key Person (as such terms are defined in Article VII, below) of the corporation;

(ii) has not received, and does not have a Relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the corporation (other than reimbursement for expenses reasonably incurred as a director); and

(iii) is not a current employee of or does not have a substantial financial interest in, and does not have a Relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of \$25,000 or two percent of such entity's consolidated gross revenues.

For purposes of this subsection (b), "payment" does not include charitable contributions.

**Section 6.8. Nominating Committee.** This Committee shall propose candidates for election to the Board of Directors at the annual meeting of Members or as vacancies may arise, as provided in Section 4.8. The Nominating Committee shall be composed of at least 5 members.

**Section 6.9. Grants Committee.** This Committee shall investigate grants and review grant requests submitted to the corporation and shall make specific recommendations to the Board of Directors on the making of grants as well as general recommendations on grant policy.

**Section 6.10. Advisory Committees.** The President and the Board of Directors may create Advisory Committees as they may deem desirable which shall perform such duties, not inconsistent with law, as may be assigned to it by them. Advisory Committees shall not have any powers of the Board, but may make recommendations to the Co-Presidents and the Board.

## ARTICLE VII Related Party Transactions

**Section 7.1. Certain Definitions.** For purposes of this Article VII:

(a) **"Key Person"** means any person other than a director or officer, whether or not an employee of the corporation, who (i) has responsibilities, or exercises powers or influence over the corporation as a whole similar to the responsibilities, powers, or influence of directors and officers; (ii) manages the corporation, or a segment of the corporation that represents a substantial portion of the activities, assets, income or expenses of the corporation; or (iii) alone or with others controls or determines a substantial portion of the corporation's capital expenditures or operating budget.

(b) **"Related Party"** means:

(i) any Director, Officer or Key Person of the Corporation;

(ii) any Relative of any Director, Officer or Key Person of the Corporation; or;

(iii) any entity in which any individual described in clauses (1) and (2) of this subsection (b) has a thirty-five percent or greater ownership or beneficial interest or, in the case

of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

(c) **“Related Party Transaction”** means any transaction, agreement or any other arrangement in which a Related Party has a financial interest (defined as payments, property or revenue in excess of 2% of the corporation’s gross revenue but not less than \$25,000) and in which the Corporation is a participant.

**“Relative”** of an individual means his or her spouse, domestic partner, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.

**Section 7.2.** The Corporation shall not enter into any Related Party Transaction unless the transaction is determined by the Board to be fair, reasonable and in the Corporation’s best interest at the time of such determination. Any Director, Officer or Key Person who has an interest in a Related Party Transaction shall disclose in good faith to the Board, or an authorized Committee thereof, the material facts concerning such interest.

**Section 7.3.** With respect to any Related Party Transaction in which a Related Party has a substantial financial interest, the Board or an authorized Committee thereof, shall:

(a) Prior to entering into the transaction, consider alternative transactions to the extent available;

(b) Approve the transaction by not less than a majority vote of the Board or Committee members present at the meeting; and

(c) Contemporaneously document in writing the basis for the Board or authorized Committee’s approval, including its consideration of any alternative transactions.

**Section 7.4.** No Related Party may participate in deliberations or voting relating to matters set forth in this Article VII; provided that nothing in this Article VII shall prohibit the Board or authorized Committee from requesting that a Related Party present information concerning a Related Party Transaction at a Board or Committee meeting prior to the commencement of deliberations or voting relating thereto.

**Section 7.5.** Members of the Board and all officers will complete a Conflict of Interest Questionnaire upon joining the Board and annually thereafter.

## **ARTICLE VIII Fiscal Year**

**Section 8.1.** The fiscal year of the corporation shall be determined from time to time by the Board of Directors.

## **ARTICLE IX Amendments**

**Section 9.1. By Members.** By-Laws may be amended, repealed or adopted by the vote of a majority of the Members present in person or by proxy at any meeting of the Members, if a quorum is present at such meeting and if the Members have received at least twenty (20) days notice of the proposed amendments.

**Section 9.2. By the Board of Directors.** The Board of Directors, by the vote of two-thirds of the Directors present at any meeting of the Directors shall have received at least twenty (20) days notice of the proposed changes, may amend, repeal or adopt By-Laws of the corporation, but any By-Law adopted by the Board of Directors may be amended or repealed by the Members.