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# ACADEMY FOR SPIRITUAL AND CONSCIOUSNESS STUDIES, INC.

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## BYLAWS

### ARTICLE I PURPOSE

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Section 1. **PURPOSES.** The nature of the activities to be conducted or the purposes to be promoted by the Corporation as follows:

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The Academy for Spiritual and Consciousness Studies, Inc. (the "Corporation") is a nonprofit corporation organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), and regulations promulgated thereunder, and more specifically to:

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(1) to (a) encourage dialogue, exchange of ideas and cooperation between clergy and academics of religion and philosophy on the one hand and scientists, researchers and academics of all scientific and humanistic disciplines in the fields of psychical research, quantum physics, consciousness studies and new disciplines as well as the historic sciences in the area where religion and psychical research interface; (b) conduct an educational program for these scholars, the membership, and the general public, blending existing data with the interchange of views stimulated in these scholars to the end that both the scientific and religious communities may be better informed as to such facts and views, and as to then- propriety, value and respectability; and (c) work closely with, and offer good offices to, all reputable organizations having related interests in the fields of education, religion, science, and psychical research, and

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(2) to carry on any and all activities permitted to a nonstock corporation under the laws of the State of Connecticut as may be helpful or appropriate for the achievement of the foregoing goals and purposes.

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Provided, however, that the Corporation is organized exclusively for charitable and educational purposes; and provided further that no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and provided further that the Corporation shall not engage in (a) any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue

37 Code of 1986, as amended from time to time, the ("Code"), or in an equivalent section of  
38 the Code in effect at any time or (b) any activity which would be inconsistent with its  
39 classification as a corporation contributions to which are deductible under Section  
40 170(c)(2) of the Code, or in an equivalent section of the Code in effect at any time.

41 Section 2. **POWERS.** The Corporation shall have the power, either directly  
42 or indirectly, either alone or in conjunction and/or cooperation with others, to do any  
43 and all lawful acts and things and to engage in any and all lawful activities which may  
44 be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment,  
45 fostering or attainment of any or all of the purposes for which the Corporation is or-  
46 ganized, and to aid or assist other organizations whose activities are such as to further  
47 accomplish, foster, or attain any of the Corporation's purposes. Notwithstanding any-  
48 thing herein to the contrary, the Corporation shall exercise only such powers as are in  
49 furtherance of the exempt purposes of organizations as set forth in Section 501(c)(3) of  
50 the Code and the rules and regulations promulgated thereunder.

51 Section 3. **NON-PROFIT STATUS.** The Corporation is not organized for  
52 profit and no part of the net earnings of the Corporation shall inure to the benefit of  
53 any member, director or officer (except that reasonable compensation may be paid to  
54 members, director and officers for services rendered to and for the Corporation). In the  
55 event of the liquidation of the Corporation, whether voluntary or involuntary, no  
56 member, director or officer shall be entitled to any distribution or division of the Cor-  
57 poration's property or the proceeds thereof, and upon such liquidation, the balance of  
58 all money, assets and other property of the Corporation, after the payment of all its  
59 debts and obligations, shall be distributed to a non-profit organization free from  
60 federal income taxation under Section 501(c)(3) of the Code for one or more exempt  
61 purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section  
62 of any future federal tax code, or shall be distributed to the federal government, or to a  
63 state or local government, for a public purpose. Any such assets not so disposed of  
64 shall be disposed of by a court of competent jurisdiction in the State of Connecticut,  
65 exclusively for such purposes or to such organization or organizations, as such court  
66 shall determine, which are organized and operated exclusively for such purposes.

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68 **ARTICLE II**  
69 **OFFICES**  
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71 Section 1. **PRINCIPAL OFFICE.** The initial principal office of the Corporation  
72 shall be located in the County of Hartford, Connecticut. The Corporation may have  
73 such other offices or places of business, either within or outside the State of Connect-  
74 icut as the business of the Corporation may require and as the Board of Directors may  
75 from time to time establish.

76 Section 2. **REGISTERED OFFICE.** The registered office of the Corporation  
77 need not be identical to its principal office and shall initially be located in the County  
78 of Hartford, Connecticut. The registered office may be changed from time to time by  
79 the Board of Directors in compliance with the provisions of applicable law.

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81 **ARTICLE III**  
82 **MEMBERS**

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84 Section 1. **MEMBERSHIP, DUES AND/OR ASSESSMENTS.** The Corpo-  
85 ration shall create such membership catagories and/or designations or classifications as it  
86 feels is appropriate form time to time.

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88 In addition, the Corporation is further authorized to establish any dues structure,  
89 benefits, or levy assessments referencing said membership classifications, if any, as the  
90 Corporation feels is appropriate from time to time.

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92 Section 2. **VOTING RIGHTS.** The members shall not have voting rights.

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94 **ARTICLE IV**  
95 **BOARD OF DIRECTORS**

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97 Section 1. **GENERAL POWERS.** The Corporation shall be governed by a  
98 Board of Directors (sometimes referred to herein, as the "Board")whose sole duty and  
99 obligation is to set policy for the Corporation. The Board shall consist of persons,  
100 hereinafter designated as directors. The Board of Directors shall appoint members of  
101 the Executive Committee whose sole responsibility shall be to implement the policies  
102 established by the Board as well as implement and/or manage the activities, property  
103 and affairs of the Corporation delegated to it by the Board, or as otherwise established  
104 in these bylaws.

105 Section 2. **NUMBER.** The authorized number of directors shall be not less than  
106 five (5) nor more than fifteen (15) whose terms shall be in accordance with Section 4  
107 of this Article.

108 Section 3. **TENURE.** The Board, at the annual meeting of the Board of  
109 Directors, shall elect the directors. The term of office of a directors shall be for three  
110 (3) years in staggered terms. No director shall serve more than five (5) consecutive  
111 three (3) year terms. Each director of the Corporation shall hold office until his or her  
112 successor is elected and qualified or until such director's death, resignation or removal,  
113 in the manner provided hereinafter.

114 Section 4. **NOMINATION OF DIRECTORS; ELECTION.** Recom-

115 recommendations for director-nominees may be submitted by directors, and/or members to  
116 the Nominating Committee.

117 (a) The Nominating Committee shall- after giving due considera-  
118 tion to all such recommendations and to such other persons as it may wish to con-  
119 sider, present the slate of director-nominees to the Board to fill any and all positions  
120 which are to expire. These recommendations are to be made in writing to the Board, not  
121 less than ten (10), nor more than sixty (60) days before the date set for the next annual  
122 meeting of the Board. The names of all of the nominees to fill the directorship posi-  
123 tions shall be listed in alphabetical order on one ballot. At the annual meeting, di-  
124 rectors may vote in person, by proxy or by absentee ballot for their respective candi-  
125 dates. Each director shall vote for the number of directorship positions that are to be  
126 filled at the meeting, so that the necessary positions be filled. Each board member  
127 shall vote for the number of positions which are to be filled. The number of votes re-  
128 ceived by each nominee will determine the persons elected to fill the expiring or expired  
129 terms.

130 (b) The directors shall be elected at the Annual Meeting (as defined in Sec-  
131 tion 8 of this Article IV of these Bylaws) by those directors whose directorships are  
132 not then up for re-election. There shall be three (3) classes of directors. The terms  
133 of these three (3) classes shall be nominally as follows, or as otherwise determined  
134 by a resolution adopted by a majority vote of the Board:

135 Class One -- Three (3) years  
136 Class Two ~ Three (3) years  
137 Class Three - Three (3) years,  
138 year  
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140 The exact duration of these terms of office shall be determined by the exact date of the  
141 Annual Meeting of the Board of Directors at which a given directorship is up for election.

142 Sections. **VACANCIES.** Any vacancy occurring on the Board of Directors  
143 shall be filled by the affirmative vote of a majority of the remaining directors at a reg-  
144 ular meeting or a meeting called for that purpose. A director elected to fill a vacancy  
145 shall be elected for the unexpired term of that director's predecessor in office; any  
146 person elected to fill such vacancy shall be eligible to serve up to five (5) consecutive  
147 three (3) year terms as provided in this Article IV, Section 3 hereof. Any vacancy to be  
148 filled by reason of an increase in the number of directors shall be filled by the Board of  
149 Directors for a term of office continuing only until the next annual meeting of directors.

150 Section 6. **REMOVAL.** Any director may be removed by a majority vote  
151 of directors, at any meeting called for the purpose; said removal may be with or without  
152 cause.

153 Section 7. **RESIGNATIONS.** Any director may resign at any time by giving

154 written notice to the Board of Directors or the President. The resignation shall take  
155 effect at the time specified in the notice, and, unless otherwise specified in such notice,  
156 the acceptance of the resignation shall not be necessary to make it effective.

157 Section 8. **ANNUAL MEETING; REGULAR MEETINGS.** Regular meetings  
158 of the Board of Directors shall be held at such time and place as the Board of Directors  
159 may designate. The President or Executive Director shall give written notice of each  
160 such meeting to each director at least ten (10) days in advance thereof. The Board of  
161 Directors may provide by resolution, the time and place for the holding of additional  
162 regular meetings without notice other than such resolution. If mailed, such notice shall  
163 be deemed to be given when deposited in the United States mail, postage prepaid,  
164 addressed to the respective directors at the addresses listed on the records of the Cor-  
165 poration. Notice may also be given by confirmed e-mail and/or confirmed facsimile.  
166 Regular meetings shall occur a minimum of one (1) time each year. One of these meet-  
167 ings shall be designated by the Board as the Annual Meeting.

168 Section 9. **SPECIAL MEETINGS AND NOTICE THEREOF.** Special meet-  
169 ings of the Board of Directors may be called by or at the request of the President, or by  
170 one-third (1/3) of the members of the Board of Directors. The President shall fix the  
171 manner and the place for holding any special meeting of the Board of Directors.

172 Notice of any special meeting shall be given at least five (5) days prior thereto by  
173 written notice delivered personally or mailed to each director at the director's address, or  
174 by confirmed facsimile or confirmed e-mail setting forth the purpose for such meeting.  
175 If confirmed e-mail and facsimile notice cannot be given, then written notice can be  
176 mailed, such notice shall be deemed to be given when deposited in the United States  
177 mail, postage prepaid, addressed to the respective directors at the addresses listed on  
178 the records of the Corporation.

179 Section 10. **QUORUM.** A majority of the directors in office shall constitute a  
180 quorum for the transaction of business at any meeting of the Board of Directors, but if  
181 less than such majority is present at a meeting, no formal binding action by the Board  
182 may be taken however, until a quorum of the Board of Directors has been achieved. The  
183 meeting may be adjourned from time to time without the giving of the requisite five  
184 days notice in order to achieve a quorum.

185 Section 11. **MANNER OF ACTING.** Any action authorized, or decision  
186 made by the majority of the directors present at a meeting duly held at which a quorum  
187 is present, shall be the act of the Board of Directors, unless a greater number is required  
188 pursuant to these by laws or otherwise required by the Certificate of Incorporation.  
189 Meetings of directors may be held by means of a telephone conference circuit and con-  
190 nection to such circuit, shall constitute presence at such meeting. Proxy voting shall not  
191 be permitted at any meeting of the Board.

192 Section 12. **BOARD ACTION WITHOUT A MEETING.** Any action taken

193 by the Board without the approval of a majority of the Board, or at a meeting at which  
194 there is no quorum, shall not be deemed a "legal" action of the Board and shall be  
195 nonbinding, and of no legal effect, unless said action is affirmed and/or authorized by  
196 a majority vote of the Board at a special, regular or annual meeting at which time, the  
197 prior action taken by the Board shall be on the agenda to be either affirmed or re-  
198 jected – prior written notice to be given to all Board members in accordance with  
199 these bylaws

200 Section 13. **PROHIBITION OF COMPENSATION.** A Director, acting in  
201 another capacity other than as a Director, shall not be precluded from serving the  
202 Corporation in any other capacity and receiving compensation for any such services, or  
203 prohibited from receiving reimbursement for services performed or monies paid on be-  
204 half of the Corporation subject to the dictates of Section 14 of this Article. Directors, of-  
205 ficers, Committee Members and members shall not be compensated for any services  
206 provided however, as directors, officers, members and/or committee members except as  
207 set forth in Article 14.

208 Section 14. **CONFLICT OF INTEREST.** No contract or transaction between the  
209 Corporation and one or more of its directors, members, officers or committee mem-  
210 bers, or between the Corporation and any corporation, partnership, association, or  
211 other organization in which one or more of the Corporation's directors, members,  
212 officers or committee members are directors or officers, or have a financial interest in -  
213 either directly or indirectly, shall be void or voidable, provided that the following  
214 conditions are satisfied:

215 a. The material facts as to his or their direct or indirect interest, or re-  
216 lationship with the entity providing such service or other item of value, is fully and  
217 completely disclosed and made known to the Board of Directors or the Committee or  
218 other entity which is involved or otherwise acting on behalf of the Corporation, and the  
219 Board of Directors or committee authorizes, approves or ratifies the contract or trans-  
220 action by the affirmative votes of a majority of the disinterested directors, even though  
221 the disinterested directors be less than a quorum; or

222 b. The contract or transaction is fair and reasonable as to the Cor-  
223 poration. Common or interested directors may be counted in determining the pres-  
224 ence of a quorum at a meeting of the Board of Directors or of a committee, which au-  
225 thORIZES the contract or transaction.

226 c. The Director or other such person including any committee member  
227 shall not vote on the matter in which that individual is directly, or indirectly involved.

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229 **ARTICLE V**  
230 **OFFICERS AND THE POSITION OF EXECUTIVE ADMINISTRATOR**  
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232 Section 1. **NUMBER AND QUALIFICATION.** The officers of the Corpo-  
233 ration shall be a President, one (1) Vice-President, a Secretary, a Treasurer, and other  
234 such offices as may be deemed necessary by the Board of Directors. The officers shall  
235 be chosen from among the directors.

236 Section 2. **ELECTION AND TERM OF OFFICE.** The officers of the Corporation  
237 specifically designated in Section 1 of this Article V, shall be elected to hold office for a  
238 term of three (3) years. Each officer shall hold office until his or her successor is elected  
239 and qualified, or until his or her death, resignation or removal in the manner provided  
240 in these bylaws. Except as otherwise specifically provided in this Article, no officer  
241 shall serve for more than five (5) consecutive three- (3-) year terms.

242 Section 3. **PRESIDENT.** The President shall be the principal executive officer  
243 and spokesperson of the Corporation. The President shall oversee the implementation  
244 of the policies implemented by the Board of Directors for the operation and control of  
245 the business, affairs and property of the Corporation, and shall have supervision  
246 over the officers, agents, committees, members and employees of the Corporation. The  
247 President shall preside at all meetings of the Board of Directors and shall be an  
248 ex-officio member of all committees of the Corporation. The President shall execute, on  
249 behalf of the Corporation, any deeds, mortgages, bonds, contracts, or other instru-  
250 ments which the Board of Directors has authorized to be executed, and shall have the  
251 authority to delegate such power of execution and signing to the Executive Adminis-  
252 trator, except in cases where the signing and execution or delegation thereof shall be  
253 otherwise delegated by the Board of Directors to third parties, or by these bylaws to  
254 some other officer or agent of the Corporation, or shall be required by law to be  
255 performed by third parties. The President shall do and perform all duties incident to the  
256 office of President and such other duties as may be assigned to the President by these  
257 bylaws, or by the Board of Directors who shall oversee that the duties and responsibili-  
258 ties of the President are being effectively carried out.

259 Section 4. **VICE-PRESIDENT.** In the absence of the President, or in the  
260 event of the President's death, inability or refusal to act, the Vice-President shall per-  
261 form the duties of the President, and when so acting, shall have all the powers of, and  
262 shall have all the duties and responsibilities of, the President. In addition, the  
263 Vice-President shall perform such duties as from time to time may be assigned to him  
264 or her by the President or by the Board of Directors.

265 Section 5. **SECRETARY.** The Secretary shall: (a) keep the minutes of the  
266 proceedings of the Board of Directors in one or more books provided for that purpose;  
267 (b) see that all notices are duly given in accordance with the provisions of these bylaws  
268 or as required by law; (c) be custodian of the corporate records and of the seal of the  
269 Corporation and see that the seal of the Corporation is affixed to all documents the  
270 execution of which on behalf of the Corporation under its seal is duly authorized; (d)

271 keep a record of the post office address of each director which shall be furnished to the  
272 Secretary by such director; and (e) in general perform all duties incident to the office of  
273 Secretary and such duties as from time to time may be assigned to the Secretary by the  
274 President or by the Board of Directors.

275 Section 6. **TREASURER.** The Treasurer shall, (a) have charge and custody of  
276 and be responsible for all funds and securities of the Corporation; and (b) in general,  
277 perform all of the duties incident to the office of Treasurer and such other duties as  
278 from time to time may be assigned to the Treasurer by the President or by the Board of  
279 Directors. If required by the Board of Directors, the Treasurer shall give a bond for the  
280 faithful discharge of his or her duties in such sum and with such surety or sureties as the  
281 Board of Directors shall determine.

282 Section 7. **EXECUTIVE ADMINISTRATOR.** The Executive Administrator  
283 shall: (a) manage the office of the Corporation, handling all correspondence via mail,  
284 e-mail, telephone, etc. as appropriate; (b) send and process membership renewal no-  
285 tices; maintain current membership mailing lists with all pertinent information; (c) co-  
286 ordinate and communicate with officers and directors as needed; (f) coordinate the  
287 production and mailing of all corporate publications; and (g) in general perform all  
288 other duties incident to the office of Executive Administrator and such duties as  
289 from time to time may be assigned to the Executive Administrator by the President or  
290 the Executive Committee.

291 The office of Executive Administrator is not an Officer of the Corporation. The  
292 Executive Administrator need not be chosen from among the members of the Board of  
293 Directors, or from the members of the Corporation. In addition, the Executive Admin-  
294 istrator shall not have a specified term, but shall serve at the pleasure of a majority of the  
295 members of the Executive Committee.

296 Section 8. **REMOVAL OF OFFICERS.** Any officer may be removed by a  
297 vote of a majority of directors with or without cause.

298 Section 9. **RESIGNATIONS.** Any officer may resign at any time by giving  
299 written notice to the President or Secretary. The resignation shall take effect at the time  
300 specified in the notice. The acceptance of the resignation by the appointing authority,  
301 shall not be necessary to make it effective.

302 Section 10. **VACANCIES.** A vacancy in any office because of death, resigna-  
303 tion, disability, removal, disqualification or otherwise, shall be filled by the Board of  
304 Directors at any regular meeting of the Board or at any special meeting of the Board  
305 called for the purpose of filling such vacancy. In the case of a vacancy in any of the of-  
306 fices specifically designated in this Article V, Section 1, such vacancy shall be filled for  
307 the unexpired portion of the vacated term in accordance with the bylaws.

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## ARTICLE VI



310 OPERATIONAL MANAGEMENT

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312 Section 1. **EXECUTIVE COMMITTEE.** The president, vice-president, secretary,  
313 and treasurer shall make-up an Executive Committee. Other members may be ap-  
314 pointed to the Executive Committee by the President. The responsibilities and duties of  
315 the Executive Committee shall be to implement the policies and purposes established  
316 by the Board of Directors.

317 Section 2. **ASSIGNMENT OF RESPONSIBILITES.** The Board or the  
318 Executive Committee may, at their discretion, appoint individuals and/or  
319 committees to oversee particular areas of corporate operations, or to accomplish  
320 specific functions. Such positions may include, but are not limited to, those of Edi-  
321 tor-In-Chief, Webmaster, Event Coordinator, Librarian, Marketing Director, and Publi-  
322 cations Coordinator. Those appointees may, with the advice and consent of the Presi-  
323 dent, appoint associates or form committees as they see fit to assist them in their duties.

324 Section 3. **LENGTH OF SERVICE.** The appointments described in this article  
325 may be for set terms, or for indefinite periods as deemed appropriate by the appointing  
326 authority. Any such terms may be terminated at the pleasure of the appointing author-  
327 ity with or without cause.

328 Section 4. **OVERSIGHT.** Committee chairs, and individual appointees are to  
329 report promptly to the Executive Committee . Committee chairs, committee members,  
330 and individual appointees may be removed from their positions, with or without cause,  
331 at the discretion of their appointing authority.

332 Section 5. **LIMITATION OF POWERS.** No committee, or individual  
333 committee chairperson, shall have the authority of the Board of Directors to  
334 amend, alter or repeal these bylaws; to amend the Certificate of Incorporation of the  
335 Corporation; to restate the Corporation's Certificate of Incorporation; to adopt a plan  
336 of merger or adopt a plan of consolidation with another Corporation; to authorize the  
337 sale, lease, exchange or mortgage of all or substantially all of the property and assets of  
338 the Corporation; to authorize the voluntary dissolution of the Corporation or to revoke  
339 proceedings therefor; to adopt a plan for the distribution of the assets of the Corpora-  
340 tion; to amend, alter or repeal any resolution of the Board of Directors; or as otherwise  
341 may be prohibited by law.

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343 **ARTICLE VII**  
344 **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

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346 Section 1. **CONTRACTS.** The Board of Directors and/or by majority vote of  
347 the Executive Committee if so authorized by the Board, may authorize any officer  
348 or agent to enter into any contract or execute and deliver any instrument in the name of

349 and on behalf of the Corporation. Said authority may be general or confined to specific  
350 instances.

351 Section 2. **LOANS.** No loans shall be contracted on behalf of the Corporation  
352 and no evidences of indebtedness shall be issued in its name unless authorized by a reso-  
353 lution of the Board of Directors and/or by majority vote of the Executive Committee if  
354 authorized to do so by the Board. Such authority shall be confined to specific in-  
355 stances. No loan shall be made by the Corporation to any director or employee except  
356 upon the satisfaction of the criteria set forth in Article IV, Section 14.

357 Section 3. **CHECKS, DRAFTS OR OTHER SIMILAR ORDERS.** All checks,  
358 drafts or other orders for the payment of money, notes or other evidences of indebtedness  
359 issued in the name of the Corporation shall be signed by such officers or agent or agents  
360 of the Corporation and in such manner as shall from time to time be determined by reso-  
361 lution of the Board of Directors.

362 Section 4. **DEPOSITS.** All funds of the Corporation not otherwise employed  
363 shall be deposited from time to time to the credit of the Corporation in such banks, trust  
364 companies or other depositories as the Executive Committee may select.

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## ARTICLE VIII INDEMNIFICATION

369 Section 1. **AUTHORITY.** The Corporation shall, to the extent legally permissi-  
370 ble and only to the extent that the status of the Corporation as a corporation exempt under  
371 Section 501(c)(3) of the Code is not affected thereby, indemnify persons against expenses  
372 (including attorneys' fees), judgments, fines and amounts paid in settlement arising from  
373 any threatened, pending or completed action, suit or proceeding, as provided by the  
374 Connecticut Revised Nonstock Corporation Act. In such connection, the Board may ad-  
375 vance funds for payment of legal expenses to a director or officer in the defense, of any  
376 claims for which indemnification may be available to the fullest extent permitted by law.  
377 The Executive Committee may authorize the Corporation to purchase and maintain in-  
378 surance on behalf of any person who is or was a director, officer, employee, agent or mem-  
379 ber of the Corporation, or is or was serving at the request of the Corporation as a director,  
380 officer, employee or agent of another corporation, partnership, joint venture, trust or other  
381 enterprise, against any liability asserted against such person and incurred by such person  
382 in any such capacity or arising out of his status as such, but such insurance shall only cover  
383 a member to the extent the member purports to act on behalf of the Corporation.

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## ARTICLE IX GENERAL PROVISIONS

388 Section 1. **FISCAL YEAR.** The fiscal year of the Corporation shall begin on the  
389 first day of January and end on the last day of December.

390 Section 2. **CORPORATE SEAL.** The Corporation shall have a corporate seal,  
391 which shall be circular in form and shall have inscribed thereon the name of the Corpora-  
392 tion, the state of incorporation and the year of incorporation.

393 Section 3. **PARLIAMENTARY AUTHORITY.** The parliamentary authority shall  
394 be Robert's Rules of Order to the extent they are applicable and to the extent they are not  
395 inconsistent with these bylaws.

396 Section 4. **WAIVER OF NOTICE.** Whenever any notice is required to be given to  
397 any person under the provisions of these bylaws or under the provisions of the Certificate  
398 of Incorporation or under the provisions of applicable law, a waiver thereof in writing  
399 signed by the person or persons entitled to such notice, whether before or after the time  
400 stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a  
401 person at a meeting shall constitute a waiver of notice of such meeting, except when a  
402 person attends a meeting for the express purpose of objecting to the transaction of any  
403 business because the meeting is not lawfully called or convened. Neither the business to  
404 be transacted at, nor the purpose of, any regular or special meeting of the Board of Di-  
405 rectors or Executive Committee need be specified in any written waiver of notice of such  
406 meeting.

407 Section 5. **INTERPRETATION.** Whenever the context of these bylaws so dic-  
408 tates, (i) the singular shall include the plural and the plural shall include the singular and  
409 (ii) the masculine, feminine and neuter shall be deemed to have been used interchangeably.

410 Section 6. **SEVERABILITY.** If any provision of these bylaws is held to be inva-  
411 lid or unenforceable, all other provisions shall nevertheless be valid and remain in full  
412 force and effect.

413 Section 7. **BOOKS AND RECORDS.** The Corporation shall keep correct and  
414 complete books and records at its principal office. Such books and records shall be open to  
415 any member, at any reasonable time. Also, the Corporation shall keep at the principal office  
416 its three most recent annual federal informational returns filed with the Internal Revenue  
417 Service ("IRS"), along with a copy of any tax exemption application and IRS determination  
418 letter, such documents to be available for public inspection during regular business hours.

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## ARTICLE X AMENDMENTS

423 These bylaws may be altered, amended or repealed and new bylaws may be  
424 adopted by the Board of Directors pursuant to the vote of a majority of its directors, at any  
425 annual, regular or special meeting (provided that the notice of such meeting states the  
426 proposed change in the bylaws).