

**BYLAWS
OF
LOWER MERION HISTORICAL SOCIETY**

A Pennsylvania Nonprofit Corporation

ARTICLE 1 - DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- (a) “Act” means the Pennsylvania Nonprofit Corporation Law of 1988, as amended.
- (b) “Code” means the Internal Revenue Code of 1986, as amended.
- (c) “Board” means the Board of Directors of the Society.
- (d) “Society” means Lower Merion Historical Society.
- (e) “Officer” means a person elected by the Board for an office specified in Article 9.
- (f) “Director” means an individual serving on the Board.
- (g) “Recklessness” means conduct that involves a conscious disregard of a substantial and unjustifiable risk.
- (h) “Representative” means a person occupying the position or discharging the functions of a Director, Officer, fiduciary, employee, or agent, regardless of the name or title by which the person may be designated.

ARTICLE 2 - PURPOSES

Section 2.1. Purposes.

The purposes of the Society are set forth in its Articles of Incorporation.

ARTICLE 3 - OFFICES

Section 3.1. Offices.

The registered office of the Society shall be located in Pennsylvania. The Society may have any number of other offices at such places as the Board may determine.

ARTICLE 4 - SEAL

Section 4.1. Seal.

The Society may use a Corporate Seal. The Corporate Seal shall bear the name of the Society, the year of its incorporation, and the words “Corporate Seal, Pennsylvania.”

ARTICLE 5 - MEMBERS

Section 5.1. No Members.

The Society shall have no members, as defined under the Act, entitled to vote on any matter or for any other reason. The Society shall, however, offer non-voting membership to individuals and organizations in a manner determined by the Board (the "Society Members").

ARTICLE 6 - BOARD OF DIRECTORS

Section 6.1. Board of Directors.

The business and affairs of the Society shall be managed under the direction of the Board. The powers of the Society shall be exercised by, or under the authority of, the Board except as otherwise provided by the Act, its Articles of Incorporation, these Bylaws, or a resolution adopted by the Board.

Section 6.2. Qualifications of Directors.

Each Director shall be a natural person at least eighteen (18) years of age who need not be a resident of Pennsylvania.

Section 6.3. Number and Election of Directors.

The Board shall consist of a minimum of nine (9) and a maximum of fifteen (15) Directors. The Directors shall be elected by the Board at its annual meeting.

Section 6.4. Term of Office; Staggered Terms.

Each Director shall hold office for a term of three (3) years and until (a) the expiration of the term for which they were elected and until their successor has been elected and qualified, or (b) their earlier death, resignation, or removal.

Directors are subject to a limit of two (2) consecutive three (3) year terms, provided, however, that a Director may be permitted to serve for an additional year on the Board in order to complete their term as an Officer. After a minimum of a one (1) year absence from the Board, a former Director will be eligible for election to another term on the Board.

Directors shall be elected for staggered terms so that, as nearly as possible, one-third (1/3) of the Directors shall be elected each year. Except as otherwise provided in these Bylaws, each Director shall hold office until (a) the expiration of the term for which they were elected and until their successor has been elected and qualified, or (b) their earlier death, resignation, or removal.

Section 6.5. Procedure for Nomination of Candidates for Director.

The chair of the meeting shall announce at the meeting of the Board the number of Directors to be elected at the meeting, shall declare that the nominations of candidates for election as Director are open, and shall call for nominations from the floor. Any

Director who is entitled to vote at the meeting may make nominations. Nominations need not be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Directors shall cast their votes.

Section 6.6. Vacancies.

Vacancies in the Board, including vacancies resulting from: (a) an increase in the number of Directors; or (b) the death, resignation, or removal of a Director, shall be filled by a majority vote of the remaining Directors, even if less than a quorum, or by a sole remaining Director. Each person so selected shall be a Director to serve for the balance of the term of the vacant position. When one (1) or more Directors resign from the Board effective at a future date, the Directors then in office, including those who have so resigned, shall have the power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 6.7. Removal of Directors.

Any Director may be removed from office, without assigning any cause, by a majority vote of the remaining Directors, even if less than a quorum, at any meeting of the Board. If any Director is removed, the resulting vacancy may be filled by the Board at the same meeting.

Section 6.8. Resignations.

Any Director may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time or upon such condition as may be specified in the notice of resignation.

Section 6.9. Compensation of Directors.

Directors are volunteering their time and talents and shall serve without monetary compensation. A Director may not be a salaried employee, contractor, consultant, or agent of the Society (“Paid Individual”). Should any Director become a Paid Individual, such Director must immediately resign his or her position as a Director of the Society.

Section 6.10. Voting Rights.

Each Director shall be entitled to one (1) vote. Voting by proxy shall not be permitted.

ARTICLE 7 - COMMITTEES

Section 7.1. Establishment and Powers.

The Board may, by resolution adopted by a majority of the Directors, establish one (1) or more committees with: Board-delegated powers, to consist of one (1) or more Directors (“Board Committees”); or advisory powers, only, to consist of one (1) or more Directors and individuals who are not Directors (“Advisory Committees” and, together with Board Committees, “Committees”). Any Board Committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority

of the Board, except that no Committee, including the Executive Committee, shall have any power or authority as to the following:

- (a) the filling of vacancies in the Board;
- (b) the adoption, amendment, or repeal of the Bylaws;
- (c) the amendment or repeal of any resolution of the Board; or
- (d) action on matters committed by the Bylaws or by resolution of the Board to another Committee of the Board.

Section 7.2. Status of Board Committee Action.

Except as otherwise provided in **Section 7.1**, references to actions or procedures by the “Board of Directors” or “Board” in these Bylaws also include actions by the Executive Committee or any other Board Committee, to the extent such Committee has authority delegated by the Board.

Section 7.3. Term.

Committees shall serve at the pleasure of the Board.

Section 7.4. Committee Organization.

Except as otherwise provided by the Board, each Committee shall be chaired by a Director and each Committee shall establish its own operating procedures. Each Committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each Committee shall determine its times and places of meetings.

Section 7.5. Executive Committee.

The Executive Committee shall be composed of the Officers. The Executive Committee shall be authorized to act for the Board between its regular meetings. Except as otherwise provided by these Bylaws or by resolution of the Board, the Executive Committee shall have and may exercise all of the powers and authority of the Board in the management of the Society.

Section 7.6. Standing Board and Advisory Committees.

There shall be the following Standing Board and Advisory Committees:

- (a) Governance Committee. The Governance Committee shall be a Board Committee.
- (b) Finance Committee. The Finance Committee shall be a Board Committee.

The President shall appoint the members of the Standing Committees annually. The composition and duties of each Standing Committee shall be set forth in a Committee charter approved by the Board. The Board may, by resolution, determine not to constitute a Standing Committee for any year.

ARTICLE 8 - MEETINGS OF DIRECTORS

Section 8.1. Place of Meetings.

The Board may hold its meetings at such places as the Board may appoint or as may be designated in the notice of the meeting.

Section 8.2. Annual Meeting.

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Directors and the transaction of any other business which may be brought before the meeting, shall be held in April of each year. If the date fixed for the annual meeting is a legal holiday under the laws of Pennsylvania, the annual meeting shall be held on the next succeeding business day that is not a legal holiday under the laws of Pennsylvania.

Immediately after each annual election of Directors, the newly constituted Board shall meet without prior notice at the place where the election of Directors was held, or at any other place and time designated in a notice given as provided in **Section 10.1** for the purposes of organization, election of Officers, and the transaction of other business.

Section 8.3. Regular Meetings.

The Board may hold its regular meetings at such place and time as shall be designated by resolution of the Board. If the date fixed for any regular meeting is a legal holiday under the laws of Pennsylvania, the meeting shall be held on the next succeeding business day or at such other time as may be determined by resolution of the Board. The Board shall transact such business as may properly be brought before its meetings. Notice of regular meetings need not be given.

Section 8.4. Special Meetings.

The President or any two (2) Directors may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting. Five (5) days' notice of any special meeting shall be given to each Director pursuant to **Section 10.1** or by telephone. Such notice shall state the date, time, and place of such special meeting but need not state the purpose of the special meeting, except as provided in **Section 18.1** of these Bylaws.

Section 8.5. Quorum.

A majority of Directors shall constitute a quorum for the transaction of business. The acts of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the acts of the Board.

Section 8.6. Participation in Meetings.

One (1) or more Directors may participate in a meeting of the Board or a Committee thereof by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear each other.

Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting.

Section 8.7. Organization.

Every meeting of the Board shall be presided over by the President, or in the absence of the President, an Officer designated by the President to act as chair, or in the absence of the President and a designated Officer, a chair chosen by a majority of the Directors present. The Secretary, or in their absence, a person appointed by the chair, shall act as secretary.

Section 8.8. Consent of Directors in Lieu of Meeting.

Any action required or permitted to be approved at a meeting of the Directors may be approved without a meeting if a consent or consents to the action in record form are signed, before, on or after the effective date of the action, by all Directors in office on the date the last consent is signed. The consent or consents must be filed with the Secretary and may be escrowed and effective upon the happening of a later, specified event.

ARTICLE 9 - OFFICERS

Section 9.1. Number.

The Officers shall include a President, Vice President, Secretary, and Treasurer. The Officers may include one (1) or more Assistant Secretaries, one (1) or more Assistant Treasurers, and such other Officers as the Board may determine by resolution. Each Officer position must be held by a separate person.

Section 9.2. Qualifications of Officers.

The Officers shall be natural persons at least eighteen (18) years of age. Officers must be Directors.

Section 9.3. Election and Term of Office.

The Officers shall be elected by the Board at any meeting of the Board for terms of two (2) years. Each Officer shall hold office until (a) the later of the term for which they were elected or until their successor has been elected and qualified, or (b) until their earlier death, resignation, or removal.

Section 9.4. Removal of Officers.

The Board may remove any Officer, without assigning any cause, whenever in its judgment the best interests of the Society will be served.

Section 9.5. Vacancies.

Vacancies in Officer positions resulting from: (a) the creation of additional Officer positions; or (b) the death, resignation, or removal of an Officer, shall be filled by a majority vote of the Directors, though less than a quorum. Each person so elected shall be an Officer to serve for the balance of the term.

Section 9.6. Resignations.

Any Officer may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be specified in the notice of resignation.

Section 9.7. The President.

The President shall have general supervision over the business and operations of the Society, subject to the control of the Board. The President shall chair all meetings of the Board and the Executive Committee. The President shall execute in the name of the Society, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other Officer or agent of the Society. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

Section 9.8. Vice Presidents.

In the absence or disability of the President or when so directed by the President, any Vice President may perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Each Vice President shall perform such other duties as may be assigned by the Board or the President.

Section 9.9. The Secretary.

The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. Such records may be kept in electronic form. The Secretary shall see that required notices of meetings of the Board are given and that all records and reports are properly kept and filed by the Society. The Secretary shall be the custodian of the seal of the Society. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or by the President.

Section 9.10. Assistant Secretaries.

In the absence or disability of the Secretary or when so directed by the Secretary, any Assistant Secretary may perform all the duties of the Secretary, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Each Assistant Secretary shall perform such other duties as may be assigned by the Board, the President, or the Secretary.

Section 9.11. The Treasurer.

The Treasurer shall be responsible for corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Society. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Society, and to endorse checks, drafts, and warrants in its name and on its behalf, and to give full discharge for the same. The Treasurer shall deposit all

funds of the Society, except such as may be required for current use, in such banks or other places of deposit as the Board may designate. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

Section 9.12. Assistant Treasurers.

In the absence or disability of the Treasurer or when so directed by the Treasurer, any Assistant Treasurer may perform all the duties of the Treasurer, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. Each Assistant Treasurer shall perform such other duties as may be assigned by the Board, the President, or the Treasurer.

Section 9.13. Compensation of Officers.

The Officers are volunteering their time and talents and will serve without monetary compensation.

ARTICLE 10 - NOTICE

Section 10.1. Written Notice.

When written notice is required, it may be given either personally or by sending a copy as set forth below.

- (a) By first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's postal address appearing on the books of the Society or, in the case of Directors, supplied by the Director to the Society for the purposes of notice. Notice is deemed to have been given when deposited in the United States mail or with a courier service for delivery to that person.
- (b) By facsimile transmission, e-mail, or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Society for the purpose of notice. Notice under this subparagraph is deemed to have been given when sent.

A notice of meeting will specify the date, time, and place of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned to another time or place, it will not be necessary to give notice of the rescheduled meeting or the business to be transacted at that meeting, other than by announcement at the original meeting of the new time and place for the rescheduled meeting.

Section 10.2. Waiver by Writing.

When notice of a meeting is required, the person or persons entitled to such notice may submit a written, signed document to the Secretary waiving their need to receive this notice, before or after the meeting time. The waiver will be equivalent to the required meeting notice and neither the business to be transacted at, nor the purpose of the meeting, need be specified in the waiver.

Section 10.3. Waiver by Attendance.

Attendance by a person at any meeting constitutes a waiver of notice of the meeting, except if the person attends the meeting expressly to object, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 11 - CONFLICTS OF INTEREST

Section 11.1. Interested Directors and Officers.

A contract or transaction between the Society and one (1) or more of its Directors or Officers or between the Society and another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other association in which one (1) or more of its Directors or Officers are directors or officers, or have a financial or other interest, shall not be void or voidable solely for that reason, or solely because the Director or Officer is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because the vote of the Director or Officer is counted for that purpose, if:

- (a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or
- (b) the contract or transaction is fair as to the Society as of the time it is authorized, approved, or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes the contract or transaction.

Section 11.2. Interested Directors and Officers and Subsidiaries.

A contract or transaction between the Society and a wholly owned or controlled subsidiary shall not be void or voidable solely on the grounds that a Director or Officer of the Society is also a director, officer, or trustee of the wholly owned subsidiary.

A contract or transaction between the Society and a subsidiary that is not wholly owned by the Society shall not be void or voidable solely on the grounds that a Director or Officer of the Society is also a director or officer or trustee of the subsidiary if:

- (a) one (1) of the conditions set forth in **Section 11.1** is satisfied; or
- (b) the Director or Officer does not participate personally and substantially in negotiating the transaction for either the Society or subsidiary; and
- (c) if the transaction is approved by either the Directors of the Society or the directors of the subsidiary, the person that is a director or officer of both the Society and the subsidiary does not cast a vote that would be necessary at a meeting to approve the transaction on behalf of the Society or the subsidiary.

ARTICLE 12 - EMERGENCY BYLAWS

Section 12.1. Notice of Meetings, Quorum.

During any emergency resulting from an attack on the United States, a nuclear disaster, an epidemic or pandemic, or a state of emergency under federal or state law covering a geographic area in which the Society has its principal office or a significant regional office or operation, or another catastrophe as a result of which a quorum of the Board cannot readily be assembled, a special meeting of the Board may be called by any Director or Officer with as much notice and by such method as is feasible under the circumstances. The Directors and Officers in attendance at the meeting shall constitute a quorum of the Board, and they may act as the Board and adopt emergency bylaws (“Emergency Bylaws”) to make any provision that may be appropriate for the circumstances of the emergency to the extent authorized under the Act, including procedures for designating additional or substitute Directors.

Section 12.2. Corporate Actions.

A corporate action to further the ordinary affairs of the Society that is taken in good faith in accordance with any Emergency Bylaws in effect at the time or otherwise in accordance with the Act shall be valid and binding on the Society.

A Representative of the Society acting in accordance with any Emergency Bylaws in effect at the time or otherwise in accordance with the Act shall not be liable for monetary damages except for: (a) self-dealing, willful misconduct, or Recklessness; (b) violation of a criminal statute; or (c) payment of taxes pursuant to federal, state or local law.

A Representative of the Society shall not be liable for any action taken by the Representative in good faith in an emergency in furtherance of the ordinary affairs of the Society even though not authorized by the Emergency Bylaws or other Bylaws in effect at the time.

Section 12.3. Duration of Effectiveness.

To the extent that the Bylaws are not inconsistent with any Emergency Bylaws adopted, the Bylaws shall remain in effect during any emergency, and, upon its termination, the Emergency Bylaws shall cease to be effective.

ARTICLE 13 - LIMITATION OF LIABILITY; INSURANCE

Section 13.1. Limitation of Liability of Directors.

A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

- (a) the Director has breached or failed to perform the duties of their office under Subchapter B of Chapter 57 of the Act; and
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct, or Recklessness.

This Section shall not apply to: (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Section 13.2. Insurance.

The Society shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer or is or was serving at the request of the Society as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Society would have the power to indemnify them against that liability under the Act. The Society's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Society. To the extent that such insurance coverage provides a benefit to the insured person, the Society's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code.

ARTICLE 14 - INDEMNIFICATION

Section 14.1. Representative Defined.

For purposes of this Article, "representative" means any present or former Director or Officer or a person serving at the request of the Society as a director, officer, partner, fiduciary, or trustee of another domestic or foreign corporation for profit or not-for-profit partnership, joint venture, trust, or other enterprise.

Section 14.2. Third-Party and Derivative Actions.

The Society is required under the Act to indemnify any Director or Officer against expenses (including attorneys' fees) actually and reasonably incurred if they are successful on the merits or otherwise in defense of any third party or derivative action or proceeding or in defense of any claim, issue, or matter therein.

The Society shall indemnify any individual who was or is a representative of the Society and who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative, formal or informal (including an action or proceeding by or in the right of the Society), by reason of the fact that they were or are a representative of the Society, against expenses (including reasonable attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with the action or proceeding if: (a) the representative, reasonably informed, acted in good faith and in a manner (i) reasonably believed to be appropriate under the circumstances and (ii) rationally believed to be in the best interests of the Society; and (b) with respect to any criminal proceeding, had no reasonable cause to believe their conduct was unlawful; and (c) with respect to non-criminal proceedings, was not an act of self-dealing. If a representative is not entitled

to indemnification for a portion of any liabilities to which they may be subject, the Society may indemnify them to the maximum extent for the remaining portion of the liabilities.

Section 14.3. Advancing Expenses.

The Society shall pay expenses (including reasonable attorneys' fees) actually and reasonably incurred in defending any action or proceeding referred to in **Section 14.2** in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that they are not entitled to be indemnified by the Society as authorized in this Article or otherwise.

Section 14.4. Supplementary Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding that office. The provisions of these Bylaws relating to Conflicts of Interest shall be applicable to any bylaw, contract, or transaction authorized by the Directors under this Article.

Section 14.5. Prohibited Indemnification.

No indemnification may be made by the Society under this Article or otherwise to or on behalf of any person to the extent that:

- (a) the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or Recklessness; or
- (b) the Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Code, as amended.

Section 14.6. Duration and Extent of Coverage.

The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Society and shall inure to the benefit of the heirs and personal representatives of that person.

Section 14.7. Reliance and Modification.

Each person who shall act as a representative of the Society shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Society to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Society and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, their right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE 15 - ANNUAL REPORT

Section 15.1. Annual Reports.

The President and Treasurer shall present the Board at its annual meeting a financial report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- (a) the assets and liabilities, including the trust funds, of the Society as of the end of the fiscal year immediately preceding the date of the report;
- (b) the principal changes in assets and liabilities, including the trust funds, during the year immediately preceding the date of the report;
- (c) the revenue or receipts of the Society, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society; and
- (d) the expenses or disbursements of the Society, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Society.

The annual financial report for the Board shall be filed with the minutes of the annual meetings of the Board.

On and after January 1, 2025, the Society shall file an annual report as required by the Act, with the Pennsylvania Bureau of Corporations and Charitable Organizations before July 1st of each year.

ARTICLE 16 - TRANSACTION OF BUSINESS

Section 16.1. Negotiable Instruments.

All checks or demands for money and notes of the Society shall be signed by such Officer or Officers as the Board may designate.

ARTICLE 17 - CORPORATE RECORDS

Section 17.1. Corporate Records.

The Society shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the meetings of the Board and Board Committees, a copy of the bylaws and any amendments thereto, a list of the names and business addresses of its current Board and Officers, and a copy of the most recent annual reports delivered to state and Federal officials.

Section 17.2. Transparency.

The Society shall ensure that its IRS Forms 990, annual financial reports, and financial statements are complete and accurate and are posted to the Society's website or otherwise made available to the public.

ARTICLE 18 - AMENDMENTS

Section 18.1. Amendments.

The Bylaws of the Society may be amended by a vote of at least (2/3) two-thirds of the Directors present at any meeting of the Board at which a quorum is present, after notice of such purpose has been given in accordance with the Act.

Adopted: October 12, 2023.