

New England Association of Fire Chiefs, Inc. Bylaws

As Amended on _____

Article I ORGANIZATION AND PURPOSE

Section 1. This organization shall be known as the New England Association of Fire Chiefs (NEAFC), Incorporated.

Section 2. The purpose for which the Corporation is formed and its mission is as follows:

- A. To operate as a non-profit corporation; to encourage and cooperate in the development of new techniques, equipment, and practices; to improve public safety regarding fire prevention and control; to promote more effective organizations and functions of the firefighting services, including municipal fire departments, with a view toward greater protection of life and property from the dangers of fire and other related hazards.
- B. To aid in the dissemination of information among the Fire Chiefs of New England concerning: newly developed equipment and procedures for fighting fires and carrying out the other functions of fire departments; special hazards and problems presented by the development of new industrial and scientific processes and equipment; disasters caused by natural or human origin; practices in particular areas in the administration of fire departments; and, other matters affecting and concerning the Fire/Rescue/EMS services.
- C. To provide the means for: exchanging ideas between members; conducting conferences between the members and with those having specialized knowledge on particular matters affecting the Fire/Rescue/EMS services; and, the study of matters by its committees.
- D. To provide facilities and operate testing grounds for the display, demonstration, and testing of required equipment and techniques of operation used in the Fire/Rescue/EMS services.
- E. To cooperate with the manufacturers and dealers in equipment used in the Fire/Rescue/EMS services with a view toward the dissemination of information to the Fire/Rescue/EMS services on the various devices available; and, the development of better and more standardized equipment.

- F. To represent the interests of those in the profession of Firefighting/Rescue/EMS before legislative and other bodies considering matters in which they are concerned to the extent permitted to organizations exempt from taxation under Internal Revenue Code, Section 501(c)(3).
- G. To make charitable donations, including memorial and sickness remembrances, to members and their families, and other persons and communities who suffer financial hardships and losses through death, sickness, injury, conflagrations, and catastrophes as permitted under the provisions of Section 501(c)(3).
- H. Any request for a donation to a candidate running for office in a tax exempt organization connected with the mission of the NEAFC must be submitted to the Board of Directors for a recommendation to the Annual Meeting at least thirty (30) days prior to the said meeting.
- I. To receive gifts and bequests; raise such monies; and, own such real property as is necessary for the advancement of the foregoing purposes.

ARTICLE II MEANING OR INTENT

Section 1. Whenever required to effectuate the meaning or intent herein, the singular shall include the plural; the masculine shall include the feminine; and, vice-a-versa.

ARTICLE III OFFICERS

Section 1. The officers of the Corporation shall consist of President, First Vice President (1st VP), Second Vice President (2nd VP), Secretary/Treasurer (Sec/Treas), Clerk, and six (6) State Directors (one (1) from each of the six (6) New England states). Candidates for the elected positions of President, 1st VP, 2nd VP, and State Director shall make their intentions known that they are a candidate for office by submitting their candidacy to the Sec/Treas no less than ninety (90) days prior to the Annual Meeting for posting in conference mailings at least sixty (60) days prior to the Annual Meeting. All officers, except the State Directors, shall hold their office for one (1) year. The offices of President, 1st VP, and 2nd VP will be filled by the senior NEAFC officer from the state in the following rotation of the six (6) NE states: Maine, Massachusetts, Rhode Island, New Hampshire, Connecticut, and Vermont; unless otherwise voted by the members at the Annual Meeting. The President, the 1st VP, and the 2nd VP shall be elected by ballot at the Annual Meeting. In order to assure the continuity of the Organization, the 1st VP and the 2nd VP shall ascend to the next highest position upon the creation of a vacancy due to the end of a term, voluntary separation, or removal of an officer; and, this shall be confirmed by an affirmative vote of all State Directors. All Officers shall be Active Members in accordance with Article VII, Section 1.A. when elected to office.

Section 2. The Executive Board shall consist of the President, 1st VP, 2nd VP, and the Immediate Past President (Executive Officers). The Executive Board shall have the power to act on behalf of the Board of Directors between meetings and its actions shall be reported to the Board of Directors at the next Board Meeting for ratification and approval.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the six (6) State Directors and the four (4) Executive Officers. Each Director shall serve until his successor is duly elected.

The Board shall meet at such a time and place as may be designated by the President. The actual expenses of the Board; which includes travel at a mileage rate set by the Board of Directors each year, shall be paid by the Corporation. Each of the members of the Board shall have one (1) vote, the holding of more than one office notwithstanding.

Section 2. A candidate for election as a State Director must be an Active Member in accordance with Article VII, Section 1.A. and a resident of the particular state which said Director will represent. He shall be nominated and elected by the NEAFC members eligible to vote (an active, five (5) bugle Chief of Department/District; and, Honorary Life Chief) of that state. Directors shall serve for a term of 3 years or until their successor is duly elected. The term of the Directors shall be staggered so that not more than one third (1/3) of the Directors are elected in any one year.

Each State Director shall request an eligibility list of qualified voters from the Sec/Treas prior to holding an election. The election of Directors will be at the respective state caucus held during the Annual Meeting with the results announced at the Annual Meeting.

All Active and Honorary Life Members shall be eligible to vote for the elective offices of their respective states.

Section 3. Action without a Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action is signed by all Directors and is filed with the minutes of the proceedings of the Board. Such consent shall have the same effect as a unanimous vote at the meeting of the Board of Directors.

Section 4. Telephonic Meetings. One or more Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section shall constitute a presence in person at the meeting.

Section 5. The President may call for an e-mail vote when decisions must be made in a timely fashion or when issues that have been previously discussed need to be finalized.

ARTICLE V DUTIES

Section 1. It shall be the duty of the President to preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee. The President shall be the official representative and spokesman of the NEAFC, subject to the approval of the Board of Directors. He shall call special meetings of the Board of Directors when so requested by the majority of the Board or whenever he deems such a meeting is necessary, provided that a minimum of a three (3) day notice of said meeting shall be given along with the reasons thereof. The President shall appoint Board members to serve on all committees. The President shall also appoint the Sergeant at Arms, Assistant Sergeant at Arms, and two (2) Chaplains; with the approval of the Board of Directors.

Section 2. It shall be the duty of the 1st VP to perform the duties of the President during his absence. He shall assist the President in conducting the business and policies of the Corporation and perform such other duties as prescribed by the Board of Directors.

Section 3. The 2nd VP shall assist the President and 1st VP to perform the duties of their offices and in the absence of the President and the 1st VP, assume all the duties and responsibilities of the President.

Section 4. It shall be the duty of the Sec/Treas to keep a complete record of the proceedings of Special and Annual meetings of the Corporation; the meetings of the Board of Directors; to receive and answer all communications pertaining to the Corporation; cause to be prepared a full report of the proceedings of each Annual Meeting, which shall be printed and one or more copies made available to each member of the Corporation. He shall receive all communications, contributed papers on topics, etc., designed to be presented to the meeting. He shall collect all monies due the Corporation. Any committee collecting monies shall, no less than weekly, transmit said monies to the Sec/Treas. The Sec/Treas shall have the custody of the funds of the Corporation; he shall keep a true account of all monies received and disbursed; pay all bills and at the Annual Meeting of the Corporation and before all regular and special meetings of the Board of Directors, make a full and correct report of the same. He shall also employ such assistance as he may need for the collection of dues at the Annual Meeting and report the proceedings of the same and other such expenditures for clerical assistance at other times as may be approved by the Board of Directors. He shall execute a bond to the Corporation in the sum of one million dollars (\$1,000,000.00) to be approved by the Board of Directors, the expense of procuring the same to be borne by the Corporation.

The Sec/Treas shall be appointed by the Executive Board with the approval of the Board of Directors. He shall perform such other duties as assigned to him by the President and/or the Executive Board. Neither he, nor any Officer shall assume any indebtedness exceeding one thousand dollars (\$1,000) without the approval of the Board of Directors. The Sec/Treas shall be a paid employee of the Corporation and

shall be considered and employee at will. A pay schedule will be determined by the Executive Board and approved by the Board of Directors.

Section 5. It shall be the duty of the Board of Directors to transact all the business of the Corporation during the time intervening between Annual Meetings. They shall have the full power to expunge from the Minutes, before printing, anything they deem objectionable to the Corporation or its members.

Section 6. The Board of Directors shall fill any vacancies occurring by death, or otherwise, during the time between Annual Meetings and the replacement shall be chosen from the State involved after conferring with the last President of the NEAFC from that State; and may vote, by a two thirds (2/3) majority of the total number of Directors, to remove any Officer for cause. A quorum of six (6) Directors or two thirds (2/3) of the acting Directors, whichever is less, shall be required to transact any business. The Board of Directors shall meet as necessary at a time, place, and date(s) set by the President or a majority vote of the Board of Directors.

Section 7. The Clerk of the Corporation shall be appointed annually by the Board of Directors and shall be the Director residing in Massachusetts. The Clerk shall also serve as the resident agent for the Corporation and perform the duties required under the Laws of the Commonwealth of Massachusetts for Corporations.

Section 8. The Exhibits Coordinator shall be appointed by the Executive Board with the approval of the Board of Directors. S/He shall perform such duties as assigned to him by the President and/or the Executive Board. He shall work closely and collaboratively with the Exhibits Committee Chair. The Exhibits Coordinator shall be a paid employee of the Corporation and shall be considered an employee at will. A pay schedule will be determined by the Executive Board and approved by the Board of Directors.

Section 9. The Conference Coordinator shall be appointed by the Executive Board with the approval of the Board of Directors. S/He shall perform such duties as assigned to him by the President and/or the Executive Board. S/He shall work closely and collaboratively with the Board and all Committee Chairs. The Conference Coordinator shall be a paid employee of the Corporation and shall be considered an employee at will. A pay schedule will be determined by the Executive Board and approved by the Board of Directors.

Article V.A. Reimbursement of Board of Director Expenses

Section 1. NEAFC Executive Officers, Board of Directors, and employees may be eligible for reimbursement of expenses from the NEAFC when participating in legitimate business-related matters, training sessions, and meetings while representing the NEAFC and its membership. Examples include: CFSI, State Association Meeting visits, Annual Meeting/Conference business meetings, and/or various other events as assigned by the Board and/or President which uphold the mission of the NEAFC.

Section 2. Receipts are required for all reimbursements. All reimbursement requests must be submitted to the Secretary/Treasurer within 10 days of the end of the particular trip or meeting. Any reimbursements requested for "Networking" must include a note justifying and explaining the value of the occurrence. The Secretary/Treasurer shall provide a written report to the Board of Directors detailing reimbursed expenditures at the next Business Meeting of the Board.

Section 3. Actual expenses of the Board for attendance at Quarterly Meetings shall be paid by the Corporation (see Article 4, Section 2, paragraph 2), as follows: Travel mileage by car, or the cost of train or bus travel; lodging and parking, as arranged by the Secretary/Treasurer; and, meals on travel days, to and from the location of the meeting. Any other charges are the individual's responsibility.

ARTICLE VI ANNUAL MEETING

Section 1. The Annual Meeting of the Corporation shall be held each year at such date and place designated by the Board of Directors. Proposals of sites for the Annual Meeting or Conference shall be forwarded to the Sec/Treas not less than sixty (60) days prior to the start of the Annual Meeting by a member of the Association or a Company or Corporation in business for this purpose. Proposals shall describe the features of the site, amenities and services to be provided and the cost that would be applicable for the current year that the proposal was presented. The cost information is for comparison purposes, only. All site proposals shall be investigated by a Site Committee as appointed by the President. Proposed sites must be at a fully-sprinklered facility and a facility in full compliance with State Fire Codes. The Site Committee shall submit all information relative to the proposals to the Sec/Treas for disposition as provided above.

Section 2. A Special Meeting of the Corporation may be called by the Board of Directors upon at least ten (10) days notice by mail to the members; said notice stating the time, place, and purpose of said Special Meeting.

Section 3. Any exhibits and/or apparatus display shall at all times be under the sole control of the Exhibit Committee under such rules that the Board of Directors may adopt.

Section 4. A registration fee may be charged to every member registering at the Annual Meeting; the amount to be determined by the Board of Directors. A registration fee may also be charged to every non-member registering at the Annual Meeting; the amount to be determined by the Board of Directors. Entrance to the Exhibit Hall or educational sessions will require a registration badge or a day pass.

Section 5. The Board of Directors shall have full power to levy an assessment and collect from the members an amount sufficient to cover the entire expense of the Annual Meeting.

Section 6. All proposed changes in the Bylaws and/or any resolution to be presented at the Annual Meeting of the Corporation shall be forwarded to the Bylaws Committee no later than February 15th, unless waived by a vote of the Board of Directors. All proposals shall be made available to each member in good standing not less than fifteen (15) days prior to the Meeting. All proposals shall be posted in the vicinity of the registration area. A Special Meeting of the Corporation shall be held on the first full day of the Annual Meeting at which time the proposals shall be read. The proposals shall be voted on at the Annual Meeting. A two thirds (2/3) vote of the members present and entitled to vote and that are voting shall be necessary for adoption. The Membership by majority vote may request a Secret Ballot.

Section 7. During the Conference, which may include the Annual Meeting, a portion of the Conference shall be set apart for the holding of a Memorial Service, in memory of departed members, at an appropriate time and setting, as designated by the NEAFC Chaplains and approved by the Board of Directors.

Section 8. Nomination of election of officers shall be by ballot at the Annual Meeting. A secret ballot may be requested by any member of the NEAFC that is present and in good standing; and that request must be recognized and honored by the President. All officers elected will be installed at a time and place designated by the Board of Directors and shall swear to the following Oath of Office: "I, (name) hereby swear that I will support the Constitution and Bylaws and at all times bear allegiance to the goals and purposes of the New England Association of Fire Chiefs, Inc. I further swear to perform the duties and responsibilities of my office to the best of my ability and at the end of my term of office, I will deliver to my successor all records of said office, so help me God."

ARTICLE VII MEMBERSHIP

Section 1. The membership shall consist of:

A. Active Members

- (1) Chief of the Fire Department of a regularly organized, public department;
- (2) Chief of a private Fire Department that provides municipal service;
- (3) Chief of an industrial Fire Department;
- (4) State Fire Marshal;
- (5) Full-time, employed Fire Commissioners;
- (6) Fire Directors

B. Associate Members:

- (1) City or Town officials, Fire Commissioners, Assistant or Deputy Chiefs, members of Fire Departments, individuals, and individuals representing firms and corporations interested in the protection of life and property against fire.
- (2) Associate Members shall be entitled to all the privileges of membership in the Corporation except for the right to vote and as otherwise provided in these Bylaws.

C. Honorary Life Members:

- (1) Honorary Life Members shall be entitled to vote on all matters. Honorary Life Members shall be entitled to all privileges of an Active Member except as otherwise proved in these By-Laws. Honorary Life Members shall not be required to pay Annual Dues; however, the Board of Directors may assess Honorary Life Members a fee to cover mailing costs. Honorary Life Membership may be conferred upon Active Members of the Corporation or its predecessor, the New England Association of Fire Chiefs, for a period of five (5) years immediately preceding the date of their retirement, and provided further that they are not identified with fire protection from a commercial standpoint, but may be reinstated by making application to the Corporation and receiving a positive vote at an Annual Meeting.

D. Life Membership:

- (1) Individuals, firms, and corporations interested in protection of life and property against fire, shall be eligible for Life Membership upon payment of the fee established in the Fee Schedule. The Board of Directors may assess Life Members a fee to cover mailing costs.
- (2) Life Members shall be entitled to all the privileges of membership in the Corporation except the right to vote and as otherwise provided in these By-Laws.

E. Special, Honorary, Life Membership maybe conferred by approval of the Board of Directors for Associate/Vendor Members.

Section 2. No member who is in arrears for dues and assessments shall be entitled to vote at any meeting of the Corporation, and any member who is in arrears shall receive a Second Notice and shall be dropped from membership if they remain in arrears.

Section 3. Dues and Fees Schedule:

- A. Dues and Fees for Active, Associate, Honorary Life, and Life Members shall be set by the Board of Directors and voted on by the Membership at the next Annual Meeting.

Section 4. Application for all classes of membership shall be received by the Sec/Treas. The proposed member has to be sponsored by a Member-in-good-standing with the Corporation. The Sec/Treas shall, after investigation, approve or disapprove the application, except as otherwise provided in these By-Laws. If a question of eligibility arises, a decision to approve or disapprove shall be determined by the Board of Directors.

Section 5. The Sec/Treas shall not register, give a badge, or extend any courtesies of the Annual Meeting to any member whose dues and assessments are not paid to date, in full.

Section 6. No Member shall be expelled from the Membership by vote of less than two thirds (2/3) of the Membership present at the Annual Meeting; nor, of a vote of less than 30 members present and voting on such expulsion.

Section 7. Code of Ethics with Guidelines:

- A. The Mission of the NEAFC is to pursue the protection of life and property by leadership, education, and support for its members and affiliate organizations. NEAFC members and appointees have a special responsibility to the community, as well as legal and ethical obligations ensuing from service.
- B. These responsibilities impose duties inherent to the fire service, including the promotion and protection of public trust and confidence, avoidance of conflicts of interest and appearances of impropriety, as well as careful and informed management of public finances. These duties must at all times guide the conduct of all NEAFC members and appointees.
- C. Guidelines:

Conflict of Interest: Situations in which private interests or personal considerations may compromise a Chief Officer's judgment and his or her responsibility to act in the best interest of the fire service. Members should always hold themselves to the highest stand of personal integrity by avoiding all conflicts of interest or the appearance of the same.

Appropriate Conduct: The NEAFC expects all members to maintain the highest standards of professionalism, judgment, maturity, and personal integrity; to comply with all applicable laws; and, to treat others with dignity and respect.

Equal Opportunity: All decisions pertaining to hiring practices, volunteer recruitment, appointments, pay adjustments, promotions, and discipline should prohibit discrimination because of race, color, religion, sex, national origin, sexual orientation, political affiliation, disability, age, or marital status.

Anti-Harassment and Non-Discrimination: The NEAFC believes that all employees and volunteers have the right to work in an environment where everyone can achieve their full potential without being impeded by discrimination or harassment. Members should have no tolerance for acts of inappropriate and illegal discriminatory behaviors in the fire and emergency service.

Partnerships/Relationships: Members should develop and maintain a healthy partnership/relationship for the purpose of improving the quality of life for fire service personnel and the citizens that they serve.

Wellness-Fitness: The NEAFC supports the “Wellness-Fitness-Safety Initiative”. Members have a responsibility to adopt policies to maintain fit, healthy, and capable fire fighters and EMS personnel.

Personal Information and Privacy: Members should strive to protect employee/volunteer privacy interests and to prevent inappropriate disclosures of information from an employee’s or volunteer’s personnel record.

Outside Employment: Members should not engage in, solicit, negotiate for, or promise to accept private employment; nor, should the render services for private interests or conduct a private business when such employment, service, or business creates a conflict with, or impairs the proper discharge of their official duties. Members shall not engage in outside work or business activities that run contrary to the central mission of the organization and damages the Association’s reputation with the general public.

Use of Association Property: Use of the Association’s property is limited to the conduct of official business and uses that are allowed to the general public.

Internet, E-mail, and Voice Mail: Internet access, e-mail, and voice mail are provided for business use. Incidental and appropriate personal use is permissible.

Public Speech: The NEAFC respects the rights of members for personal, self-expression. However, members who identify themselves as employees/volunteers of their departments in public communications must make it clear that the views expressed are their own and do not necessarily reflect the views of the their departments or the NEAFC.

Confidential Information: Members should not disclose to others, or use to further their personal interest, confidential information acquired by them in the course of their official duties.

Impression of Influence: NEAFC members should conduct their official and personal affairs in a manner that avoids any impression of influence and disclose any personal relationships that may give the impression of influence. Members should not accept gifts, money, discounts, or favors including a benefit to family members, friends, or business associates if the gift could by reasonably inferred or expected that the gift was

intended to influence them in the performance of their official duties, or acceptance of the gift is forbidden by State or Local law or Association policy.

Personal Appearance: Members are expected to dress in a clean and neat manner appropriate to their job responsibilities and consistent with the standards of professional appearance and dress.

Political Activities: NEFC members generally are entitled to exercise their rights to hold membership in or support a political party; to participate in and to express their opinions on political campaigns; to vote; and, to express their opinions on political subjects or candidates. Members should not, however, participate in political activity during the scheduled workday. Likewise, members should not participate in political activity as a representative of the NEAFC.

ARTICLE VIII AMENDMENTS OF BY-LAWS

Section 1. This Corporation shall have full power at a meeting called for that purpose, to alter, amend or repeal these By-Laws, but the same shall not be done except by a vote of two thirds (2/3) of the members present and entitled to vote at said meeting. The membership by majority vote can request a secret ballot. However, no such proposed amendment shall be considered that has not been read and posted as provided in Article VI, Section 6.

ARTICLE IX RULES OF ORDER

Section 1. The presiding officer shall preserve order and decorum. All questions of order shall be decided by him, subject to appeal by any member to the parliamentarian.

Section 2. In a decision of any question coming before the Annual Meeting for which no provisions are made in the By-Laws, the presiding officer shall be governed by the rules laid down in Robert's Rules of Order.

Section 3. Every member, when he speaks or offers a motion, shall rise in his place, properly identify himself, respectfully address the presiding officer, and, when finished, shall resume his seat. He shall confine himself to the question under debate and avoid all improper personal references and indecorous language.

Section 4. When two (2) or more members shall rise to speak at the same time, the presiding officer shall decide who shall have the floor.

Section 5. A member called to order by the presiding officer shall immediately cease speaking on the question before the house, and shall not resume his remarks until the question is settled.

ARTICLE X STANDING COMMITTEES AND APPOINTEES

Section 1. Appointees. Members appointed as Sergeant-at-Arms, Assistant Sergeant-at-Arms, and Parliamentarian shall be an Active Chief or Honorary Life Member. Clergy appointed as NEAFC Chaplains shall have no membership status.

Section 2. Standing Committees.

- A. The following are considered to be Standing Committees of the NEAFC: Advertising, Audit, By-Laws, Professional Development, Exhibit, Financial, Memorial Service, Red Book, Conference Format, and Registration.
- B. The members of each Standing Committee shall be a current Director or Officer of the Association.
- C. The President, with the approval of the Board of Directors, may, from time-to-time establish "working groups" intended to meet the organization's needs.

Section 3. The Past President, the 1st VP, and the 2nd VP shall constitute the Auditing Committee. The Auditing Committee will see that an outside auditing firm has audited the books each year before the Annual Meeting and shall review the results of the Audit with the Auditor and recommend to the Board of Directors any changes in accounting practices or procedures recommended by the auditor.

ARTICLE XI INDEMNIFICATION

Except as otherwise provided in this Section, the Corporation shall indemnify, defend, and hold harmless any Director, Officer, or employee of the Corporation who was, or is, a party, or is threatened to be made a party, to a threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative; and, whether formal or informal) as provided herein. The Corporation shall indemnify the Director, Officer, or employee against expenses, including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with the action, suit, or proceeding. The Corporation shall indemnify a Director, Officer, or employee only if the person acted in good faith with the care an ordinarily prudent person in a like-position would exercise under similar circumstances, and in a manner that the person reasonably believed to be in the interests of the Corporation. With respect to a criminal action or proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful. To the extent that the Director, Officer, or employee of the Corporation has been successful on the merits or otherwise in defense of an action, suit, or proceeding, or in defense of any claim, issue, or other matter in the action, suit, or proceeding, the Director, Officer, or employee shall be indemnified against the actual and reasonable expenses, including attorney's fees, incurred by him or her in connection with the action, suit, or proceeding, and any action, suit, or proceeding brought to enforce this indemnification provision.

Unless ordered by a court, any indemnification permitted under the Section shall be made after: (a) determining that the indemnification is proper under the circumstances because the person to be indemnified has met the applicable standard of conduct; and, (b) evaluating the reasonableness of the expenses and of the amounts paid in settlement. No indemnification shall be provided for in connection with (a) the receipt of a financial benefit to which the person is not entitled; or, (b) a knowing violation of the law.

ARTICLE XII LIABILITY

Section 1. Liability of Directors. No Director or Officer of the Corporation shall be personally responsible to its creditor for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, no Officer, Director, nor any of its individual members shall be liable for acts, neglects, or defaults of an employee, agent, or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith.

ARTICLE XIII RESTRICTIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall benefit or be distributed to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these By-Laws, no Director, Officer, employee, agent, or any other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation that is not permitted to be taken by an organization exempt under 501(c)(3) of the Internal Revenue Code, as it now exists or may hereafter be amended, or any corresponding section of any future Tax Code.

ARTICLE XIV CONFLICT OF INTEREST

Section 1. No person who is a Director, Officer, or administrative employee of the Corporation shall undertake, continue, or maintain any personal or business interest which is in conflict with, or adverse to the interests or activities of the Corporation; except to the extent that such Director, Officer, or administrative employee has, in good faith, fully disclosed, in writing, to the Board of Directors, or its designated Executive Committee the nature and circumstances of such personal or business interest, and received approval thereof. Any possible conflict of interest on the part of any Officer of the Corporation, member of the Board of Directors, or any member of the administration with the authority to act over others, shall be disclosed to the Board of Directors and made a matter of record.

Section 2. Any Director having a possible conflict of interest on any matter before the Board shall not vote; nor, shall he use his or her personal influence on any vote. The minutes of the meeting shall reflect that a disclosure was made and that the member abstained from voting.

Section 3. The foregoing requirements shall not be construed as preventing the governing Board member from briefly stating his or her position or from answering pertinent questions from other members of the Board.

Section 4. All persons subject to the Article shall be advised of this article before convening the Duties of the Office.