

**NEW ENGLAND
ASSOCIATION OF FIRE CHIEFS
INC.**

**A DIVISION
OF THE
INTERNATIONAL
ASSOCIATION
OF
FIRE CHIEFS**

**CONSTITUTION
AND
BY – LAWS**

Merge Vote 2/22/20
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Article I - NAME AND TITLE

Section 1. This organization shall be known as the New England Association of Fire Chiefs Inc., a Massachusetts non-profit corporation qualified under Section 501(c)(6) of the Code (the "**Code**")

Article II - PURPOSE AND OBJECTIVE

1. To operate as a non-profit corporation to encourage and cooperate in the development of new techniques, equipment and practices in the more efficient organization and functioning of firefighting services, with a view towards greater protection of life and property from the dangers of fire and other hazards.
2. To aid in the dissemination of information among the fire chiefs and departments of the various municipalities of New England concerning newly developed equipment and procedures for fighting fires and carrying out other functions of the fire service; special hazards and problems presented by the development of new industrial, scientific and technological processes and equipment, and caused by disasters of natural or human origin
3. To coordinate services with the International Association of Fire Chiefs, itself a non-profit organization organized under New York law with a principal place of business at Chantilly, Virginia ("**IAFC**"), with a common goal and common efforts undertaken. The Corporation is an integral arm of the IAFC in consistent purposes and objectives in the delivery of services and products and administers and runs the organization process with the IAFC. All members of the Corporation are members of the IAFC and vice versa. as an integral part of the IAFC with consistent purposes and objectives.
4. To bring the membership and their associates together in conference at least once per year to discuss ways and means for the betterment and advancement of the fire and emergency services.

5. To assist the membership in maintaining high standards of personal and departmental efficiency through study and application of modern and advanced methods of fire department administration, techniques of firefighting, fire prevention and emergency medical services.
6. To cooperate with government agencies to promulgate and effectuate plans for all phases of emergency management in which all fire and emergency services may best serve their individual communities.
7. To assist in formulating plans for mutual aid for communities that may be afflicted by wide scale disasters.
8. To help develop and expand public relations of the fire and emergency services at local, state and national levels.
9. To cooperate with all agencies in promoting fire prevention and public education programs.
10. To aid in establishing standards for organizing, equipping and training volunteer, part paid, and career fire and emergency services and encourage their adoption.
11. To sustain the high traditions of the fire and emergency services and to promote the welfare of all its members.
12. To aid in the establishment of standards for apparatus, equipment and methods in public and private fire and emergency service organizations.
13. To coordinate the efforts of all those engaged in the field of fire and emergency services in order that such concerted action shall gain the confidence of the public and achieve steady progress against the ravages of natural and man-made disasters.

Article III - COMPOSITION OF THE ASSOCIATION

The Corporation shall consist of members residing in the following states: Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island and Vermont.

Article IV - CLASSIFICATION OF MEMBERSHIP

1. The individual membership of the Corporation shall consist of:

A. ACTIVE MEMBERS---Active members shall be comprised of the chief officers of regularly organized public, governmental or industrial fire departments, all state fire marshals, and active members in retirement, fire commissioners and/or fire Directors who devote full time to administration of firefighting operations. Active members shall be entitled to vote on all matters requiring a vote unless otherwise prohibited by the constitution and by-laws and shall be entitled to hold elective office, serve as members of the Board of Directors and to participate fully in the affairs of the Corporation.

B. ACTIVE LIFE MEMBERS--- Active life members shall include only active members who have retired from the fire service, provided that they have been members of the Corporation continuously for (15) years, and further provided that they are not identified with protection commercially or have become a chief, assistant chief, commissioner, fire marshal, fire Director of another public or industrial fire department, Active life members shall be entitled to participate fully in the affairs of the Corporation. Active life members are not eligible to hold elective office other than that specified in Article VIII of these by-laws. Active life membership may be obtained by application to and certification from the Executive Director of the IAFC.

C. ASSOCIATE MEMBERS

a) Associate members shall be individuals, associations, individual employees or officers of corporations and businesses that are interested in the goals and objectives of the Association who are not eligible for regular, affiliate or departmental membership. Present or past elected or appointed officials (i.e., members of a fire

commission or board, city or county managers, mayors and city or town council members) shall be eligible for Associate Membership.

b) Associate members shall have all the benefits of Regular membership, except they are not eligible to hold IAFC or NEAFC elective office, serve on the IAFC or NEAFC Board of Directors, have IAFC or NEAFC voting privileges, or be eligible for IAFC life membership. Associate members who are not individuals are eligible for attendance of one representative at a discounted rate for IAFC functions and related IAFC activities.

D. AFFILIATE MEMBERS

a) Affiliate members shall be individuals interested in the affairs of the IAFC/NEAFC and the fire service who are employed by (or members of) a fire department, or emergency medical services or equivalent emergency-services delivery agency, or work for an agency which performs direct services in support of a fire department's primary missions (e.g., local or state safety code enforcement, federal, state or local fire service training delivery agencies) and who are not eligible for regular membership.

b) Affiliate members shall have all the benefits of Regular membership, except they are not eligible to hold IAFC or NEAFC elective office, serve on the IAFC or NEAFC Board of Directors, have IAFC or NEAFC voting privileges, or be eligible for IAFC or NEAFC life membership.

E. HONORARY LIFE MEMBERS--Honorary life membership may be conferred upon any person who has rendered conspicuous service to the Corporation and its aims and does not meet the requirements for life membership in Article IV Section B provided that such membership shall be approved by the Board of Directors. Honorary life members shall be entitled to participate fully in the affairs of the

Corporation, with the exception of holding office and voting privileges.

F. DEPARTMENTAL MEMBERSHIP- Departmental membership shall include those Fire/EMS departments serving populations of 10,000 or less. Departmental members shall be entitled to the same privileges as an active member with the exception of serving in an elected position. Dues for departmental members shall be the same as for active members. Departments in this membership classification shall have only one (1) vote.

G. CORPORATE SPONSORSHIPS - Corporate sponsorship status shall be to persons and/or businesses engaged in the manufacture or sale of emergency apparatus, supplies or service and/or persons or businesses otherwise interested in the field of fire or emergency services, upon payment of an annual fee which shall be determined by the Board of Directors.

Article V - POWER TO VOTE

A. **VOTING** - Every active member in good standing shall be entitled to vote. No other member shall be qualified or entitled to vote. The right of an active member to vote shall only be exercised by such manner in person and may not be delegated to any person. A current, paid membership card or inclusion on the current IAFC membership list shall be proof of eligibility to vote.

B. **VOTING IN COMMITTEE** - All members, in any category shall be considered full voting members of any committees or task forces on which they serve.

Article VI - MEETINGS

Section 1. The annual meeting of the Corporation shall be held at the time and place as determined by the Board of Directors, with written notification to all members at least thirty (30) days prior to the meeting. In case of an extraordinary emergency or unusual

circumstance, the Board of Directors shall have the authority to change the time and place of the annual meeting.

Section 2. Special meetings may be called by a majority vote of the Board of Directors or shall be called by the Board of Directors upon written request of twenty (20) members qualified to vote at least ten (10) days prior. The notice of such special meeting shall clearly state the object thereof and action taken be limited thereto.

Article VII - QUORUM

A quorum for the transaction of business shall consist of twenty (20) members qualified to vote.

Article VIII - OFFICERS AND STATE DIRECTORS

A. MEMBERS SEEKING ELECTION AS OFFICERS SHALL:

- a. Be an active member in good standing of both the New England Association of Fire Chiefs and the IAFC.
- b. Have paid all dues and assessments and attend the annual conference of the membership.
- c. Have not retired from the fire service prior to seeking an elective office.
- d. If in the event that an officer retires from the fire service while holding an elective office, he may continue to hold said office until the next annual conference of the members when a successor shall be elected.
- e. The Secretary-Treasurer may be elected to, and hold office as an Active Life Member, as provided in Article IV, provided the candidate has served on the executive board holding the offices of 2nd vice President, 1st vice President, President, and has served on the Board of Directors.

B. OFFICERS: The officers of this Corporation shall consist of President, First Vice President, Second Vice President, Secretary-Treasurer and Director to the IAFC. The President, First and Second Vice President shall serve a one-year term and are elected by the Corporation's members at the annual meeting. They shall serve until their successors have been qualified and installed into office.

The Secretary-Treasurer is elected by the Corporation's members and shall serve a three (3) year term and may succeed himself/herself. He/she shall have previously been a member of the Board of Directors of this Corporation. He or she shall serve until a successor has been qualified and installed into office.

The office of Second Vice President shall be rotated equitably among the six (6) New England states. If a state does not nominate a candidate for Second Vice President, that state shall forfeit its turn in the rotation schedule. If a vacancy occurs in the rotation of Second Vice President during the state's tenure, the Board of Directors shall at their next regular meeting fill this vacancy by electing an alternate from the same state. If it is not possible to fill the remainder of the term from the same state, it shall be filled by an alternate appointed by the Board of Directors at their next meeting from the next state in rotation, to finish the remainder of the term only. The by-laws shall prescribe the duties of all officers. The rotation for Second Vice President shall be as follows: Rhode Island, New Hampshire, Connecticut, Massachusetts, Maine, and Vermont.

- C. **STATE DIRECTORS:** There shall be created one (1) Director from each state, embraced by, and represented in this Corporation, and such Director shall be selected by the Corporation upon the recommendation of the active members in each state. Each state Director shall serve a two (2) year term with the ability to succeed himself/herself as determined by each state.

In addition to the State Directors, the Members shall elect an International Director to the IAFC, who shall serve a three (3) year term and may succeed himself/herself. He or she shall have previously been a member of the Board of Directors of this Corporation or the New England Division prior to the merge. He or she shall serve until a successor has been qualified and installed into office.

- D. The transition period for the merger of the Corporation and the former New England Division of the International Association of Fire Chiefs, a Vermont non-profit corporation merged with and into the Corporation to a singular association shall have the following

provisions. Representatives from the following New England States shall be Co-Presidents beginning in 2020: Connecticut & Maine followed by Massachusetts & Vermont and concluding in 2023 with Vermont & Maine, the rotation will then follow the rotation as stated in Section B above.

HISTORICAL NOTES

I. The First Election of a 2nd Vice President would occur at the Annual meeting in 2021

II. Rhode Island, New Hampshire, and Connecticut would vote for a State Director in 2021.

Article IX - ELECTIONS

All elections shall be by ballot of the Members, if required. The candidate receiving most of the votes cast shall be declared elected. Election to fill vacancies shall be held at the next regular meeting of the Board of Directors, after such vacancy occurs. Where the vacancy existing is in an office having a definite term, the election shall be for the remainder thereof, otherwise the election shall be for an indefinite term. Election by the Members to the offices of President, First and Second Vice President, Secretary-Treasurer and International Director shall be at the annual meeting of this Corporation.

Article X -- EXECUTIVE BOARD

The Executive Board shall consist of the President, First and Second Vice Presidents, the Secretary-Treasurer, the IAFC Director, the immediate Past President. They shall be elected (as their respective terms expire) at the annual meetings of the Members. They shall all serve until duly qualified successor has been elected and installed into office.

Special committees may be constituted by resolution of the Association or by action of the Board of Directors or by the President, when creation of these committees is necessary or desirable. Vacancies may be filled for the unexpired time in the same manner as the original appointment was made.

Article XI - DUES

Annual dues shall be due and payable on the member's anniversary date of each year and shall be in such amount as may be provided for from time to time in the Constitution and By-Laws of the IAFC; and in addition, such amount as is decided annually for Corporation requirements. The Secretary-Treasurer shall make a report of all dues and fees collected at least once year to the Board of Directors of the Corporation.

Article XII - BY-LAWS

The by-laws may prescribe the powers and duties of the officers and special committees of the Corporation, and they may prescribe such other rules of practice as may be needful and are not elsewhere provided. However, no by-law may be adopted detrimental to the interest of the public, members or not in conformity with provisions of this constitution.

Article XIII - AMENDMENTS

The constitution and by-laws may be altered at any regular meeting of the Corporation or at any special meeting called for that purpose by an affirmative vote of two-thirds of the members present and qualified to vote, provided that previous notice of the proposed alteration or amendment has been mailed to all such members at least thirty (30) days prior to the meeting.

Article XIV - DUTIES OF OFFICERS AND DIRECTORS

PRESIDENT: The duties of the President shall be:

1. The official representative and spokesperson of the Corporation.
2. Preside at meetings of the Corporation and at meetings of the Board of Directors.
3. Shall sign papers executed by, or on behalf of the Corporation and shall require the signature of the President, or his designee.

4. Receive and present to the members at their meetings and at such other times as deemed necessary, the reports of the Board of Directors, officers and committees.
5. Generally, do and perform such duties pertaining to his office as are required of him by the constitution and by-laws, or as are not otherwise specifically provided to be performed by some other officer or officers and as may be required by the Board of Directors.
6. To have the authority to instruct the secretary to poll the membership for opinions on any subject considered urgent by him, and to set a date on which replies must be returned to the secretary.
7. To appoint all committees not otherwise provided for. To act as ex-officio with the power to vote as a member of all committees.
8. To act as chairman of the Board of Directors.
9. To approve all expense allowances for members of the Board of Directors in attending meetings called of transact business of the Corporation.
10. To appoint a Sergeant – At –Arms each year for the annual meeting. This position shall be in effect for the annual meeting only.
11. Perform such other duties as may be required of his office by the annual meeting or the Board of Directors.

FIRST VICE PRESIDENT: The duties of the First Vice President shall be:

1. During the absence or disability of the President, or in case of his neglect, or refusal to perform such duties, or in case a vacancy occurs in the office of President, shall perform the duties and be vested with the powers of the President.
2. To assist the President in conducting meetings, business and policies of the Corporation.
3. To serve as chairman of the audit committee.
4. To perform such other duties as are prescribed by the President or the Board of Directors.

SECOND VICE PRESIDENT: The duties of the Second Vice President shall be:

1. In the absence or disability of the First Vice President, or in case of his neglect or refusal to perform such duties, or in case a

vacancy occurs in such office, he or she shall perform the duties and be vested with the power of the First vice President.

2. To assist the President and First Vice President in conducting the business and policies of the Corporation.
3. To serve as chairman of the membership committee.
4. To perform such other duties as are prescribed by the Board of Directors.

SECRETARY-TREASURER: The duties of the Secretary-Treasurer shall be:

1. To generally do and perform the duties which usually pertain to his or her office, or as may be directed of him or her by the President and/or the Board of Directors.
2. To attend all meetings of the Corporation, the annual convention of the IAFC, and keep full minutes of the proceedings and actions there at.
3. Report data according to IAFC guidelines, on membership and dues from the Corporation.
4. To cause to be prepared and issued to the Board of Directors, and all others to whom it may be directed by the Board of Directors, a complete report of each annual meeting and such other reports as may be required from time to time.
5. To employ, with the consent of the Board of Directors, such assistance as deemed necessary to discharge the duties of his or her office.
6. To provide the Board of Directors with a written statement of income and disbursements since their last meeting, and current net worth of the Corporation. He or she shall establish an agenda for each meeting of the Board of Directors.
7. To submit at each annual meeting of the Corporation, a written statement of the work of his or her office for the preceding twelve

months and submit a report of the financial condition of the Corporation.

8. To collect all monies, dues and fees due to the Corporation, and shall keep an active and correct record of all monies, dues and fees belonging to the Corporation, and of all disbursements on behalf of the Corporation, making all payments of account by Corporation check.
9. To, with the approval of the Board of Directors, select a bank or banks, in which funds of the Corporation shall be deposited subject to such safeguards as the Board of Directors may from time to time determine.
10. To incur expenses in the name of the Corporation for the necessary expenses of the office.
11. To sign as such officer, on proper warrants, checks and papers executed on behalf of the Corporation, as may be required by the Board of Directors.
12. Bonded as provided and in an amount as determined by the Board of Directors.
13. To be ex-officio of all committees.

DIRECTOR TO THE INTERNATIONAL:

The Director to the IAFC shall represent the Corporation at the meetings of the Board of Directors of the IAFC and shall carry out the directives and instructions of the Board of Directors of the Corporation and/or its members.

EXPENSES:

No officer or member of the Corporation shall incur any expense in the name of the Corporation without the approval of the Board of Directors or of the Corporation in the annual meeting assembled.

All officers at the expiration of their term of office shall deliver to their successors all monies, records and other property in their charge belonging to or held in trust for the Corporation.

BOARD OF DIRECTORS:

Membership of the Board of Directors shall be President, First Vice President, Second Vice President, Secretary-Treasurer, IAFC Director, the immediate Past President and the state Directors from each of the six (6) states represented by the Corporation.

The duties of the Board of Directors shall be:

1. To hold meetings at such time and place as the President may designate.
2. To hold meetings called by the President upon the request of the majority of the members thereof.
3. To transact the business of the Corporation when the Corporation is not in meeting assembly.
4. To exercise jurisdiction and authority over all standing and special committees.
5. To construe the provisions of the constitution and by-laws.
6. To supervise and control all expenditures of the Corporation.
7. To have authority to make a reasonable allowance for expenses incurred by the officers or its members in the transaction of business of the Corporation.
8. To prepare a budget covering contemplated expenditures for each ensuing year, and the Secretary-Treasurer of the Corporation shall be governed by such budget.
9. To have the receipts and disbursements of the Corporation audited by a committee at least once a year.
10. To arrange for topics, papers, reports, order of business, approve conference arrangements and all other subjects or business to come before the annual meeting.
11. To have power and authority to levy a convention registration fee and collect from members an amount sufficient to defray expenses of the annual meeting.
12. To direct the secretary to publish to the membership such reports and papers as it deems of importance.
13. To have authority and power to elect a Second Vice President in the event of a vacancy occurring in the office of President and/or First vice President.

14. To participate in 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.
15. 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.
16. The Board of Directors shall have the power to employ or appoint any employees it deems necessary to operate the Association in the best interest of its members.
17. 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.

Article XV - RULES OF ORDER

1. **PRESIDING OFFICER**---The presiding officer shall preserve order and decorum and shall take no part in debates while presiding. All questions of order shall be decided subject to an appeal to the conference and upon such appeal, the vote shall be taken without debate. The presiding officer may state reasons for the decision given and shall put the question as follows: "Shall the decision of the chair be sustained?" A two-thirds majority of those voting shall be necessary the reverse the decision of the chair.
2. **DECORUM**---Every member when speaking or offering a motion shall rise in place, state his name, give place of residence, and respectfully address the presiding officer and when finished speaking shall be seated at once. Comments shall be confined to the questions under debate and avoid all personal or indecorous language and if required, the member shall put the motion in writing.

3. PRECEDENCE---When two (2) or more members rise to speak at the same time, the presiding officer shall decide who is entitled to the floor.
4. CALL TO ORDER---A member called to order shall immediately cease speaking and be seated until the point or order in question has been decided, then may be entitled to the floor again.
5. PREVIOUS QUESTIONS---A motion to take the previous question shall always be in order except when a member is in possession of the floor and must be put without debate, and if supported by a majority of the members present and voting, shall be declared carried, and no further debate or amendments shall be in order until the main question shall have been decided.
6. ADJOURNMENT---A motion to adjourn shall always be in order, except when member is in possession of the floor or a vote is being taken, or it has been decided that a vote be now taken. A motion to adjourn is not debatable, but a motion to adjourn to a given time is open to debate.
7. AMENDMENTS---The consideration of any proposed amendments to the constitution, by-laws or rules of order, of which notice has been given previous to the opening of the conference, shall be scheduled in the agenda of the conference by the President.
8. RULES OF ORDER---The rules contained in Roberts's Rules of Order, revised, shall govern the Corporation in all cases to which they are applicable, except when they are inconsistent with the by-laws or such other rules of order.
9. PROHIBITED DISCUSSIONS---Discussion of religious or political matters will not be allowed at any meeting of the Corporation.

12.10. ORDER OF BUSINESS-

President calls meeting to order

Invocation followed by Pledge to the flag
Introduce Guest
Report of secretary
Report of treasurer
Reading of Communications
Introduction of Resolutions
Reports of Standing Committees
Unfinished Business
New Business
Nomination of Officers
Election of Officers
Final Adjournment

Article XVI - REMOVAL OF OFFICERS

Any officer shall be removed from office for the following reasons:

1. conviction of a felony
2. malfeasance in office

provided however, that such removal shall not be effective unless and until the evidence has been reviewed and a determination made by the Board of Directors; provided further that the Board of Directors shall meet within 45 days of the date of filing of any charges made upon an officer to deliberate the issue, declare its findings and take necessary action.

Article XVII - PERCUNIARY GAIN

No part of the income of the corporation shall inure to the benefit of any Director or officer of the corporation or to any private individual (except that reasonable compensation may be paid for services rendered to, or for, the corporation affecting one or more of its purposes), and no Director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Article XVIII - LIMITATIONS ON ACTIVITIES

The Corporation as a Section 506(c)(6) non-profit corporation under the Code is established to promote common business interests among affiliated organizations organized for the same or similar purposes and is

not permitted to engage in a regular business of a kind ordinarily carried on for profit. The Corporation's activities must be directed to the improvement of practices and conditions for fire fighters and fire-fighting services.

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributed to its members, trustees, Directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(6) purposes and subject to the limitations, requirements and restrictions of Section 501(c)(6) of the Code and the regulations promulgated thereunder.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under section 501(c)(6) of the Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under section 170(c)(2) of the Code (or corresponding, section of any future Federal tax code).

Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

Article XIX - MISCELLANEOUS

1. SESSIONS---A session of this Corporation shall mean any number of meetings which have taken place on the same day. Each day's meeting being considered as one session.
2. DISSOLUTION---In the event of the dissolution of this Corporation, the Board of Directors shall donate all funds, monies and property then owned by the Corporation to the IAFC.

3. OATH FOR THE INSTALLATION OF OFFICERS---The installation of officers shall take place at the annual meeting at a time to be determined by the Board of Directors with appropriate ceremonies and officers shall swear to the following oath of office:

“I (name) hereby swear that I will support the constitution and by-laws and at all times bear true allegiance to the goals and purposes of this Corporation and the International 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 XX STANDING COMMITTEES AND APPOINTEES

Section 1. Appointees.

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

Section 2. Standing Committees

A. 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. Auditing Committee

A. 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 XXI 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 XXII 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 XXIV 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.

Revised By-laws January 21,2021.