

**AMENDED AND RESTATED BYLAWS  
OF  
ASPIRA OF DELAWARE CHARTER OPERATIONS, INC.**

**Adopted as of June 25, 2015**

**Article I  
Title**

Section 1. Name. The name of the corporation shall be ASPIRA of Delaware Charter Operations, Inc., hereinafter referred to as the “Corporation.”

**Article II  
Purpose**

Section 1. Purpose. The purposes for which the Corporation is established are as stated in its Certificate of Incorporation, to wit:

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes. No part of its earnings shall inure to the benefit of any member or officer nor shall any substantial part of its activities consist of carrying on propaganda or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended (the “Code”), or under the corresponding provision of any subsequent law.

Section 2. Business. The business of the Corporation is restricted to the operation of charter schools, including, without limitation, the charter school to be named Las Americas ASPIRA Academy (or such other name that may be chosen) (collectively, the “School”) and before school programs, after school programs, and educationally related programs related to the School

that are offered outside the traditional school year. The name of the School may be selected and changed at any time by the Board of Directors and approval of The Member(s) of the Corporation.

Section 3. Discrimination Prohibited. The Corporation shall not, in the operation of its activities in fulfillment of its corporate purposes, discriminate against students or applicants on the basis of race, color, religion, national origin, sex, marital status, age, sexual orientation, gender identity and expression, disability or on any other basis prohibited by applicable law; provided that Corporation may conduct school classes for children of certain specified ages.

Section 4. Definitions.

Director-Elected Director – shall mean a director that has been elected onto the Board of Directors by all directors presiding on the board at the time of the vote (Member-Appointed and Director-Elected Directors). Five (5) Director-Elected Directors shall be appointed and serve on the Board of Directors in accordance with these bylaws.

Member(s) - the Member of the Corporation shall be ASPIRA of Delaware, Inc. Any and all rights, privileges and duties of the member, including, but not limited to, additional of other member(s), shall comply with these bylaws.

Member-Appointed Director –shall mean a director that has been appointed to the Board of Directors by the member(s). Six (6) Member-Appointed Directors shall be appointed and serve on the Board of Directors in accordance with these bylaws.

Parent Director – shall mean one Director-Elected Director who is the parent and/or legal guardian of a student enrolled at the School. At least one (1) Parent Director shall always be included on the Board of Directors. Parent Director(s) shall be elected and serve on accordance with these bylaws.

Teacher Director – shall mean one Director-Elected Director who is a certified teacher and is employed at the School. At least one (1) Teacher Director shall always be included on the Board of Directors. Teacher Director(s) shall be elected and serve in accordance with these bylaws.

**Article III  
Offices**

Section 1. Registered Office. The principal office of the Corporation shall be 326 Ruthar Drive, Newark, New Castle County, Delaware 19711-8017. The registered agent for the Corporation is ATA Corporate Services, LLC with an address of 222 Delaware Avenue, Suite 1200, Wilmington, DE 19801. The Corporation shall have and continuously maintain its principal office in New Castle County, Delaware.

Section 2. Other Offices. The Corporation may also have office or offices at any other place or places that its business may require.

**Article IV  
Members**

Section 1. Eligibility. The initial member of the Corporation (the “Members”) shall be ASPIRA of Delaware, Inc. Additional Members may be admitted upon the affirmative vote or written consent of all of the then existing Members. No member of the Board of Directors shall be a Member of the Corporation, unless admitted in accordance with this section.

Section 2. Annual Meeting. An annual meeting of the Members, for the appointment of Member-Appointed Directors as set forth in Article VI, Sections 2 and 5 hereto, and the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as shall have been established by the Board of Directors.

Section 3. Special Meetings. Special meetings of the Members of the Corporation may be held at the call of the Board of Directors, or by written petition by at least one-third of the Members, for any purpose or purposes. Such request shall state the purpose or purposes of the proposed meeting.

Section 4. Notice. A notice of any annual or special meeting of the Member(s), setting forth the time, date, and place of the meeting, shall be given by the Secretary in person, by mail, by telephone, by facsimile, or by electronic mail not less than seven (7) days in advance of the meeting to each Member at the address last shown on the records of the Corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any annual or special meeting.

Section 5. Quorum. At any meeting of the Members, a quorum for the transaction of business shall consist of a majority of all of the Members either present at a meeting or represented by proxy, except to the extent that a greater number of Members may otherwise be required by law. An act of the majority of Members present and voting or represented by proxy shall be the act of the Members, except as may otherwise be required by these Bylaws.

Section 6. Waiver. The transaction of business at any meeting of the Members, however called and noticed and wherever held, shall be as valid as though held at a meeting after regular call and notice, if a quorum is present in person or by proxy.

Section 7. Action Without Formal Meeting. Any action that may be taken by the Members at a meeting may be taken by written consent without a meeting if such consent is signed by the requisite number of Members needed to approve such action as provided hereunder and such writing is filed with the minutes of the proceedings of the Members.

## **Article V Powers and Functions of Directors**

Section 1. Subject to limitations imposed by law, the Certificate of Incorporation, or these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors (the "Board"). The Board has the power to manage the property of the Corporation and the business of the Corporation, as described in Article II, Section 2, of these Bylaws. The

Members shall have no voting rights, other than as provided by the General Corporation Law of the State of Delaware and the provisions of these Bylaws.

Without limiting the foregoing, the Board shall conduct the business of the Corporation, including:

- i) Adopting the Bylaws of the Corporation, subject to the consent of a majority of the Members;
- ii) Determining the general policies and strategic planning of the Corporation;
- iii) Establishing the annual budget and approving major expenditures;
- iv) Selecting projects and approving the overall budget of said projects;
- v) Approving the budgets of the Corporation;
- vi) Approving the annual reports of the Corporation;
- vii) Approving the annual financial statements of the Corporation; and
- viii) Except as otherwise provided for herein, electing officers and filling vacancies in said offices as may occur from time to time during the year.

## **Article VI Board of Directors**

Section 1. Founding Board; Operating Board; Number. Prior to the School's First Instructional Day, as such term is defined in Chapter 5 of Title 14 of the Delaware Code and the regulations promulgated thereunder (the "First Instructional Day"), or such earlier time as the Board may decide in its sole discretion, the Board shall be designated the "Founding Board" and shall consist of five members. Upon the School's First Instructional Day, or such earlier time as the Founding Board may decide in its sole discretion, the Board shall consist of eleven members (hereinafter referred to as the "Board" or the "Operating Board"). However, the number of directors constituting the Board at any time may be reduced as a result of one or more vacancies.

Section 2. Election; Eligibility. All members of the Founding Board, and six of the members of the Operating Board (in either case, such members referred to herein as the “Member-Appointed Directors”) shall be appointed by the Members. The remaining members of the Board (such members referred to herein as the “Director-Elected Directors”) shall be elected by vote of the directors (both Member-Appointed Directors and Director-Elected Directors) then presiding on the Board at the time of the vote, provided, however, that the Board shall always include at least one certified teacher employed as a teacher at the School (any such director, a “Teacher Director”) and at least one parent or legal guardian of a student that is enrolled at the School (any such director, a “Parent Director”). A director will be designated as a Parent Director or a Teacher Director at the time of election, but no director may simultaneously serve as both a Parent Director and a Teacher Director for the purposes of this Section. A Parent Director who ceases to be a parent or legal guardian of a student enrolled in the School may continue in office until the next annual meeting of the Corporation. A Teacher Director shall be deemed to have resigned from the Board on the date the Teacher Director is no longer employed as a teacher at the School. The Board of Directors shall appoint a Nominating Committee, at least one member of which shall be a Member-Appointed Director, to solicit candidates who are interested in serving as Parent Directors or Teacher Directors. A report from the Nominating Committee shall accompany the notice of any special or annual meeting of the Board at which Director-Elected Directors are to be elected. The report of the Nominating Committee shall include the name, address, occupation, employer, educational background and such other information as the Nominating Committee shall choose to provide with respect to all candidates.

Section 3. Voting Rights. Except as otherwise provided in Section 2, each director shall have one vote.

Section 4. Liability. No director shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 5. Term. The initial directors of the Corporation shall be selected by the Incorporator pursuant to a written action. At the first annual meeting of Members, the Members shall appoint directors to the Board to serve one-year terms, each expiring upon a director's resignation or the appointment of his or her successor at the first annual meeting of the Members following his or her appointment. Upon the institution of the Operating Board, which institution must take place prior to the First Instructional Day:

(a) At the annual meeting of the Members, the Members shall appoint six Member-Appointed Directors to serve one-year terms, each expiring upon resignation or the appointment of his or her successor at the first annual meeting of the Members following his or her appointment;

(b) At the last annual meeting of the Board prior to the First Instructional Day, the newly elected Member-Appointed Directors shall elect five Director-Elected Directors, including at least one Teacher Director and one Parent Director, with (i) one Teacher Director and one other Director-Elected Director serving initial terms each expiring at the election of his or her successor at the first annual meeting of the Board following his or her election, (ii) one Parent Director and one other Director-Elected Director serving initial terms expiring at the election of his or her successor at the second annual meeting of the Board following his or her election, and (iii) the remaining Director-Elected Director serving an initial term expiring at the election of his or her successor at the third annual meeting of the Board following his or her election; and

(c) At any subsequent annual meeting of the Board, the Member-Appointed Directors, and any Director-Elected Directors that are currently serving on the Board, if any, shall elect a Director-Elected Director for each Director-Elected Director whose term is due to expire at such meeting, provided that the Board shall always include at least one Teacher Director and at least one Parent Director. After the initial terms described in enumerated items (a) and (b) above:

(x) Member-Appointed Directors shall serve at the pleasure of the member(s) for terms of one year, each to commence with his or her appointment at the annual meeting of the Members, and each to expire upon resignation or the appointment of his or her successor at the first annual meeting of the Members following the commencement of such term, and (y) the Director-Elected Directors shall serve terms of three years, each to commence with his or her election at the annual meeting of the Board, and each to expire upon resignation or the election of his or her successor at the third annual meeting of the Members following the commencement of such term. Director-Elected Directors shall be limited to serving two (2) three-year terms.

Section 6. Vacancies. Any vacancies created by the removal or resignation of a Member-Appointed Director shall be filled by appointment by the Members. The directors may, in their discretion, fill any vacancy created by the removal or resignation of a Director-Elected Director by an affirmative vote of three-quarters of the directors then serving; provided, however, that any vacancy that leaves the Board with no Parent Directors must be filled by a parent or legal guardian of a student enrolled in the School, and any vacancy that leaves the Board with no Teacher Directors must be filled by a certified teacher employed as a teacher at the School.



Section 7. Removal. A director may be removed from the Board, with or without cause, by an affirmative vote of both three-quarters of all directors and a majority of Member-Appointed Directors, provided that the removal of a Member-Appointed Director shall also require the consent of a majority of the Members.

Section 8. Compensation. Directors shall serve without compensation.

Section 9. Resignations. Any director may resign from a committee of the Board, an office of the Board, or the Board itself by giving written notice to the Chair/President or the Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Fiduciary Duties. A director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a director, including his or her duties as an officer or a member of any committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interest of the Corporation, and with such care, including reasonable inquiry, skill, and diligence as a person of ordinary prudence would use under similar circumstances. A director of the Corporation shall have no personal liability to the corporation or its members for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not eliminate the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its Members, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit

Section 11. Conflicts. The Board of Directors is subject to the State Code of Conduct as set forth in Title 29, Chapter 58 of the Delaware Code (the “Code of Conduct”) and any action of the Board of Directors shall be in accordance with the Code of Conduct.

## **Article VII Meetings of the Board**

Section 1. Compliance with the Provisions of the Freedom of Information Act. The Board shall conduct its meetings as if it were a “public body” as defined in 29 Del. C. § 10002(a) and according to the requirements of Chapter 100 of said Title 29 (the “Act”). In addition to the published notices required by the Act, notices of each meeting of the Board shall be forwarded to its members by any method which preserves proof of such notice.

Section 2. Meetings. A regular meeting of the Board shall be held once a year, on the same day as the annual meeting of the Members, and shall constitute the annual meeting of the Board. The schedule of regular meetings for the coming year, which schedule shall contain at least nine meetings in addition to the annual meeting, will be established at the annual meeting of the Board. Special meetings of the Board may be held at the call of any three directors, for any purpose or purposes. Such request shall state the purpose or purposes of the proposed meeting.

Section 3. Notice. A notice of any annual or special meeting, setting forth the time, date, and place of the meeting, shall be given by the Secretary in person, by mail, by telephone, by facsimile, or by electronic mail not less than seven (7) days in advance of the meeting to each director at the address last shown on the records of the Corporation. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any annual or special meeting.

Section 4. Quorum. A quorum for the transaction of business at any meeting of the Board shall consist of the majority of the voting directors then serving, provided that there also

exists a majority of the Member-Appointed Directors then serving, except as may otherwise be required by law. An act of the majority of directors present and voting at a duly called meeting shall be the act of the Board, except as may otherwise be provided elsewhere by these Bylaws.

Section 5. Participation by Conference Telephone or Other Telecommunications System. Notwithstanding any provision of these Bylaws to the contrary, and unless otherwise prohibited by law, members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone, telecommunications or information technology system, or similar communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Section 6. Action Without Formal Meeting. Any action that may be taken by the Board at a meeting may be taken by written consent without a meeting if such consent is signed by the requisite number of members of the Board needed to approve such action as provided hereunder and such writing is filed with the minutes of the proceedings of the Board; provided, however, that no such action without a meeting may be taken if such action were to be regarded as the sort of action that may only be taken at a public meeting as required by the Act.

Section 7. Reliance. A member of the Board, or of any committee or office thereof, shall in the performance of his or her duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports, or statements presented to the Corporation by any of its officers, employees, or committees of the Board, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

**Article VIII**  
**Committees of the Board**

Section 1. Establishment by Board. The Board may appoint, or may provide for the appointment of, committees consisting of directors with such duties and powers as the Board may, from time to time, designate and prescribe. In the absence or disqualification of any member of any committee and any alternate member in his or her place, the Board may appoint another director to act at the meeting in the place of any such absent or disqualified member. The Board may, from time to time, suspend, alter, continue, or terminate any of such committees or the powers and functions thereof.

Section 2. Action. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the members of the whole committee shall constitute a quorum unless the committee shall consist of one or two members, in which case one member shall constitute a quorum. All matters properly brought before the committee shall be determined by a majority vote of the members present.

Section 3. Action Without Formal Meeting. Any action that may be taken by a committee at a meeting may be taken without a meeting if all members thereof consent thereto in writing, and such writing is filed with the minutes of the proceedings of such committee; provided, however, that no such action without a meeting may be taken if such action were to be regarded as the sort of action that may only be taken at a public meeting as required by the Act.

Section 4. Procedures. Each committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided by law. Adequate provision shall be made for notice to all members of any committee of all meetings of that committee.

## **Article IX Officers**

Section 1. Officers. The officers of the Corporation shall consist of a Chair/President, a Vice Chair/Vice Chair/President, a Secretary, a Treasurer, and such assistants as the Board may deem necessary. The officers shall perform such duties as described in this Article and shall receive no compensation for these services, except as otherwise expressly noted or agreed. Only directors may serve as the Chair/President or Vice Chair/Vice President. Any person may hold more than one office. Notwithstanding any provision of these Bylaws to the contrary, no Member or Officer has the express or implied authority to unilaterally bind the Corporation through the execution of any agreement, contract, written instrument, or other legal obligation of any kind, unless the Board has specifically authorized one or more Officers or Members to execute an agreement, contract, written instrument, or other legal obligation pursuant to a majority vote of the Board Members.

Section 2. Election and Term. The officers of the Corporation shall be elected by, and serve at the pleasure of, the Board for terms to expire at the first meeting of the directors following the next annual meeting of the Members, provided that an officer appointed to fill a vacancy shall serve for the remainder of the term of his or her predecessor, and provided further that an officer shall serve until his or her successor is elected and qualified in accordance with these Bylaws. The Members will nominate a Chair/President and a Vice Chair/Vice President. The Board will nominate a Treasurer and Secretary.

Section 3. Vacancies. A vacancy in any of the offices of the Corporation may be filled for the unexpired term by the Board.

Section 4. Chair/President. The Chair/President shall preside at all meetings of the Board. The Chair/President shall have such other powers and duties as may be prescribed from

time to time by the Board. The Chair/President shall serve as the principal executive officer of the Corporation. The Chair/President shall see that all orders and resolutions of the Board and the Executive Committee or other committees of the Board are carried into effect. The Chair/President shall also have general supervision and direction of the officers and shall see that their duties and those assigned to other directors are properly performed.

Section 5. Vice Chair/Vice President. The Vice Chair/Vice President shall have such powers and duties as may be prescribed from time to time by the Chair/President or by the Board. In the absence or disability of the Chair/President, the Vice Chair/Vice President shall perform all the duties of the Chair/President.

Section 6. Secretary. The Secretary shall keep or cause to be kept a record of the proceedings of the Board, shall make service of all such notices as may be required under the provisions of these Bylaws or by law, shall be custodian of the corporate records and of the corporate seal, and shall have such other powers and duties as may be prescribed from time to time by the Chair/President or the Board.

Section 7. Treasurer. The Treasurer shall be responsible for the oversight of the custody of all funds of the Corporation, shall generally supervise the accounting and bookkeeping of the Corporation, shall regularly report to the Board as to the financial condition and results of the operation of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the Chair/President or the Board. The Treasurer shall not authorize the release of any funds of the Corporation requested for the payment for any goods or services unless the Treasurer has first received a certification from the Head of School that the procurement of any such goods or services for which payment is requested has been included in the school's annual operating budget, is within the discretionary spending power of the Head of School or others vested

by the Board with this authority, has been approved by the Board of Directors through the budget process or otherwise, and has been conducted in accordance with the school's board approved procurement policies and procedures.

## **Article X Indemnification**

Section 1. Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "proceeding") by reason of the fact the he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person. The Corporation shall be required to indemnify a person in connection with a proceeding (or part thereof) initiated by such person only if the proceeding (or part thereof) was authorized by the Board.

Section 2. Prepayment of Expenses. The Corporation shall pay the expenses (including attorneys' fees) incurred in defending any proceeding in advance of its final disposition, provided, however, that the payment of expenses incurred by a director or officer in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the director or officer to repay all amounts advanced if it should be ultimately determined that the director or officer is not entitled to be indemnified under this Article or otherwise.

Section 3. Claims. If a claim for indemnification or payment of expenses under this Article is not paid in full within sixty days after a written claim therefore has been received by the Corporation, the claimant may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the claimant was not entitled to the requested indemnification or payment of expenses under applicable law.

Section 4. Nonexclusivity of Rights. The indemnification and advancement rights conferred on any person by this Article X shall not be exclusive of, shall be in addition to, and may be broadened by, any other rights that such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these Bylaws, an agreement, vote of Members or disinterested directors, or otherwise.

Section 5. Other Indemnification. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise, or nonprofit enterprise.

Section 6. Liability Insurance. The Corporation may purchase and maintain insurance on behalf of any person who was or is a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power or the obligation to indemnify him or her against such liability under the provisions of this Article X.



Section 7. Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Article X shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

## **Article XI Records**

Section 1. Corporate Records. The Corporation shall keep at its registered office in this State or at its principal place of business wherever situated an original or duplicate record of the proceedings of the directors and the original or copy of its Bylaws, including all amendments and alterations thereto to date, and a register, giving the names and addresses of the directors. The Corporation shall also keep complete and accurate books or records of account.

Section 2. Right of Inspection. Every director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, one reasonably related to the interest of such person as a director, books and records of account, and records of the proceedings of the directors, and to make copies or extracts therefrom.

Section 3. Execution of Written Instruments. Subject to Article IX, Section 1 of these By Laws, all contracts, deeds, mortgages, obligations, documents, and instruments, whether or not requiring a seal, may be executed by the Chair/President and attested by the Secretary or their designees. All checks, notes, drafts, and orders for the payment of money processed through the state's financial system will be the responsibility of the school's business manager under the direction of the Head of School and shall be governed by the school's financial policies and procedures. Said policies and procedures will also include safeguards, approved by the board, to avoid theft and fraud.

**Article XII**  
**Conflicts of Interest Policy**

Section 1. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Voting and Disclosure. In order to minimize any risk of any conflict of interest concerning the Board and officers of the Corporation, all directors and officers shall refrain from voting on any issue in which they have a financial interest. In particular, Teacher Directors are precluded from voting on issues related to teacher compensation at the School. All directors and officers must make a full disclosure annually of all organizations, together with any other relationships, which, in the judgment of the director or officer, has the potential for creating a conflict of interest. Furthermore, in the event that the Board considers any matter that may have a material impact on any organization of which a director or officer serves as a director, officer, or key employee or as to which a director or officer otherwise has a material relationship, such director or officer must disclose such relationship to the Board and must refrain from voting on such matter.

Section 3. Board Approval. No director or officer, or any spouse, sibling, parent, or child (in each case whether by birth, marriage, guardianship, or legal adoption) of such director or officer or any employee or other person or entity in which a director or officer has a material financial interest, shall receive any payment or other direct benefit from the Corporation for any services rendered, unless the Board, after full disclosure of the terms and conditions of such payments, approves such payment.

**Article XIII  
Corporate Seal**

Section 1. The Board shall provide a corporate seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary.

**Article XIV  
Gifts**

Section 1. The Board may accept, on behalf of the Corporation, any contribution, gift, bequest, or devise for the general purpose, or any special purpose, of the Corporation.

**Article XV  
Irrevocable Dedication; Dissolution And Reversion**

Section 1. Irrevocable Dedication. The Corporation is not organized, nor shall it be operated, for a pecuniary gain or profit. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable, scientific, or educational purposes, and no part of the profits or net income shall inure to the benefit of any officer or member thereof.

Section 2. Dissolution. Should the Corporation cease to act and be dissolved, its property and assets then remaining shall be paid over to and become the property of a charitable organization designated by the Board, provided, however, that payment shall be made hereunder only to such corporations, trusts, foundations, or other organizations that are organized and operated exclusively for charitable, educational, or scientific purposes and that are exempt from Federal income tax under Section 501(a) of the Code, or under the corresponding provision of any subsequent law, as organizations described in Section 501(c)(3) of the Code, or in the corresponding provision of any subsequent law, or to the federal government or a state or local government for a public purpose. In the event that an organization herein above named shall not qualify hereunder, the amount that it would have received upon dissolution shall be paid over to one or more other qualifying organizations.

**Article XVI  
Amendments**

Section 1. These Bylaws may be amended, suspended, or repealed by the affirmative vote of both three-quarters of all of the directors then serving and a majority of the Member-Appointed Directors then serving, at a meeting noticed and called for the purpose of amending, suspending, or repealing the Bylaws, provided that any such action is ratified by the affirmative vote of three-quarters of all of the Members.

**Article XVII  
Fiscal Year**

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of July of each year.

**Article XVIII  
Effective Date**

Section 1. Effective Date. These Bylaws shall take effect immediately.

Date: June 25, 2015