Amended as of September 9, 2025

BYLAWS OF
MONTGOMERY CHILD CARE ASSOCIATION, INC.

ARTICLE I - NAME

The name of the Association shall be Montgomery Child Care Association, Inc., hereafter referred to as the "Association" or "MCCA." The logo of the Association, a circle in red and white, showing in white an adult and a child joined at the hands and feet, enclosing a heart-shaped space, with the words Montgomery Child Care Association stacked in grey scale to the right, shall be used as its service mark to identify it to the public.

ARTICLE II - MISSION

The Association is organized and shall be operated exclusively as a voluntary non-profit organization. Montgomery Child Care Association strives to provide the highest quality early care and play-based education for children in Montgomery County, Maryland; professional training for early care and education providers; and advocacy for affordable quality early care and education for families of all income levels, and for better training, pay and benefits for early care and education professionals

ARTICLE III - ACTIVITIES

Section I - Normal Activities

(a) The Association shall function, either directly or indirectly, as a vehicle for the planning and operation of early care and education services within Montgomery County, Maryland. In order to carry out the mission of the Association, the Association shall be authorized to engage in early care and education activities by operating child care centers.

(b) The Association may provide training, consultative and similar professional services. It may make such contributions as it deems proper, out of either income or principal or both, to other non-profit organizations that are engaged in early care and education work, provided that they are organized exclusively for charitable, religious, scientific, literary, or educational purposes (or for any combination thereof) and are exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954 or the corresponding provisions of subsequent United States revenue laws.

Section 2 - Principles Governing Activities

(a) Admission of any child to a child care center operated by the Association shall be on the basis of the best interests of the particular child involved and of his or her family.

(b) No child shall be denied admission to the Association's child care centers because of his/her family's inability to pay the cost of his/her care, provided that admission of any such child shall be granted (if at all) on a case-by-case basis and shall be subject to what is financially feasible

for the Association as determined in each case by the Association in its sole discretion. Any discrimination in admission or in employment, on the basis of sex, race, color, national origin, religion, creed, age, disability, or sexual orientation, will not be tolerated by the Association.

ARTICLE IV - PROHIBITED ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of any private individual. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Association shall not participate or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. The Association shall not engage in any transaction that is a prohibited transaction as defined in Section 503(c) of the Internal Revenue Code of 1954 or the corresponding provisions of any subsequent United States revenue laws.

ARTICLE V - BOARD OF DIRECTORS

Section 1 - Number, Election, and Term of Office

(a) The business and affairs of the Association shall be governed by a Board of Directors which shall be composed of an even number of Directors, which number shall be not less than four (4) and not more than twenty-two (22). The actual number of Directors shall be determined by resolution of the Board from time to time. Each such Director shall be a voting member of the Board except as otherwise provided in these Bylaws and shall have such qualifications and background as the Board may determine from time to time. In addition, the Board shall include such non-voting members (including ex-officio members) as may be required by these Bylaws or as may be permitted by these Bylaws and approved by the Board.

(b) Directors shall be sought from persons who are active or interested in the fields of early care, education, health, welfare, recreation, business, law and finance. Members of the Board of Directors shall be members of the Association. A Governance Committee of the Board shall prepare a slate of candidates for Directors from persons who are in this category. Any Director may submit the names of such possible candidates to the Governance Committee at any time. The Governance Committee shall prepare its slate of candidates to be presented for election by the Board at its annual meeting, and the Directors shall be elected at such meeting. Their terms shall begin June 1st.

(c) The Directors of the Board shall be elected by the then-serving Directors at the annual meeting of the Board, or at such other time as the Board may deem necessary or appropriate. Except as otherwise provided in these Bylaws, each Director (other than the Parent Director) shall serve for a term of three years or until his/her successor has been duly elected and qualified. For Board members elected after the annual meeting but before January of the following year, their partial term shall count as the first year of their 3-year term. For Board members elected in February through the date of the annual meeting, their partial term shall not count toward their three-year term, which shall begin on June 1st.

(d) At least one parent of a child then attending an Association center as a student (a "Qualified Parent") shall serve as a voting Director (the "Parent Director") on the Board for a one-year term that shall begin June 1st of each year, subject to the procedures and other terms set forth below. No parent of a child attending an Association center as a student shall have any decision-

making authority, operational responsibilities, or other involvement in the operations or governance of the Association and its centers, except as provided in this paragraph or any relevant manual or other document (including but not limited to the Family Handbook, as amended from time to time) approved by the Board or unless any such parent is otherwise appointed as a Director or Officer of the Association in accordance with these Bylaws.

(1) Prior to May 15th of each year, the Executive Director will call for nominations for Qualified Parent representatives to serve for a one-year term on the Board. A qualified parent may self-nominate to be considered.
(2) Not later than May 15th of each year, the Executive Director shall provide the President with a list of nominees together with contact information for and a brief written biography of each such nominee; and the President shall promptly thereafter provide such information to the Board in advance of the annual meeting.
(3) At such Board meeting, the Board shall vote on whether to accept or reject each primary nominee's service on the Board and, if any primary nominee is rejected, the Board shall vote on whether to accept or reject an alternative nominee's service on the Board; provided that the Board shall approve at least one Qualified Parent to serve on the Board unless none of the primary nominees and alternative nominees are fit for service on the Board because he/she has been convicted of (or pleaded "no contest" to) any felony, any crime involving moral turpitude, or any act of fraud, embezzlement, theft, misrepresentation, misappropriation, or dishonesty.

(e) The President, Vice-President, Secretary, and Treasurer shall serve as Directors with voting rights. In addition, the Executive Director shall serve as a Director, but without voting rights. In each of the foregoing cases, each such Officer shall serve as a Director during the period in which such person holds his/her position as an Officer, and thereafter as an at-large Director for the remainder of his/her Director term described above in this Article.

(f) If upon the end of the President's term as President, his/her term as a Director on the Board has also come to an end because of his/her resignation or otherwise, then he/she may serve as (x) an ex-officio, non-voting member of the Board for one year and (y) an ex-officio, non-voting member of the Executive Committee for one year, unless in either case (i) he/she was previously removed from the Board for cause, (ii) he/she was terminated from his/her position as President for cause, or (iii) the Board votes in favor of precluding such continued service. During the one year period referred to in the prior sentence, any such former President serving in the capacity described in clause (x) or (y) above shall have the title of "Immediate Past President."

Section 2 – Annual and Regular Meetings; Reports

(a) At least four (4) regular meetings of the Board shall be held each year, including an annual meeting to be held each year at a date and time determined by the Board, which date shall be prior to June 1st to the extent practicable.

(b) Minutes of the Board meetings and, if requested by the Board, of all Association Committee meetings will be mailed or emailed to all Board Members.

(c) An Annual Report for the prior fiscal year will be presented to the Board by the Executive Director as soon as it become available in accordance with audit and other filing requirements.

Section 3 - Duties and Powers

(a) The Board shall be responsible for controlling and managing the affairs, property, finances, and interests of the Association.

(b) The Board shall set overall Association policy, review operations, be responsible for Association-wide activities and act on applications and contracts. The Board shall develop and oversee long-range planning goals and annual business plans.

(c) Without limiting the foregoing, the Board shall have the power and authority customarily held by corporate boards and conferred by applicable law.

(d) Members of the Board shall comply with the Associations' policies and rules regarding Director conduct.

Section 4 - Annual and Regular Meetings: Notice

Notice of any annual or regular meeting of the Board shall be delivered to each Director by mail at his/her residence or usual place of business, or by email to the email address on file with the Association, in either case at least five (5) days in advance of such meeting and no more than thirty (30) days before the day of the meeting.

Section 5 - Special Meetings: Notice

Special meetings of the Board shall be held whenever called by the President, or by one-third of the number of Directors, or by the Executive Committee, at such time and place as may be specified in the respective notices. Notice of such special meetings shall state that it is a special meeting being called and include subject matter and shall be delivered to each Director by mail at his/her residence or usual place of business, or by email to the email address on file with the Association, in either case at least forty-eight (48) hours before the meeting time.

Section 6 – Quorum and Voting

At least fifty percent (50%) of the voting Board members then serving, including two officers, shall constitute a quorum for the transaction of business, and all actions of the Board shall be taken by a majority of those present or participating via telephone or other remote access and voting unless these Bylaws specify otherwise.

Section 7 - Vacancies

Any vacancy in the Board shall be filled by a majority vote of the remaining voting Directors (even if less than a quorum) for the unexpired term, at any regular meeting or special meeting of the Board called for the purpose.

Section 8 - Absence from Meetings

Board members are required to attend at least seventy-five percent (75%) of regularly scheduled board meetings per year or the board member shall be regarded as having resigned from the Board, unless there is an extenuating circumstance, which will be reviewed and a determination

made by the President and Executive Director. The Secretary shall notify the Board Member in writing regarding his/her Board standing.

Section 9 – Removal and Resignation

A Director may be removed for cause or without cause by the majority vote of the Directors present at any meeting at which there is a quorum. For purposes of this Section, the term ”cause” shall include, but not be limited to, failure to participate in the activities of the Board of Directors as evidenced by the failure to attend at least seventy-five percent (75%) of regularly scheduled board meetings per year. If a Director has been convicted of a felony or crime of moral turpitude by a court of competent jurisdiction, the Director shall be removed immediately. A Director may resign only by submitting his/her resignation to the President or, if the resigning Director is the President, to the other Directors, such resignation (including the name of the resigning Director, the effective date of the resignation, the date the resignation was submitted and to whom it was submitted), to be noted in the minutes of the Board meeting immediately following the effective date of such resignation.

Section 10 – Telephonic Attendance

A voting Director may participate in and vote at any meeting of the Board (or any committee of the Board) in person or by electronic or telephonic conferencing, provided that all Directors can contemporaneously communicate with each other. Notice of any meeting in which all of the Directors will be participating telephonically (or by other electronic means) shall be provided as required and in the same manner for any in-person meeting except that, in lieu of giving the physical location of such meeting, such notice shall instead include a dial-in number or other electronic mechanism by which the public can listen to such meeting.

Section 11 – Action Without Meeting

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Section 12 – Duties of Directors

Each voting and non-voting Director shall (i) fulfill his/her legal and fiduciary duties as a director in accordance with these Bylaws, the Articles of Incorporation, and applicable law, and (ii) shall keep confidential all matters involving the Association that have not been disclosed to the public with Board approval, such confidentiality being critical to encouraging candid discussions at Board meetings and collaboration among Directors, sustaining boardroom effectiveness, and preserving the bond of trust between the Board and the Association’s management.

ARTICLE VI - OFFICERS

Section 1 - Number, Qualifications, Election, and Term of Office

(a) The officers of the Association shall consist of a President, a Vice-President, a Secretary, a Treasurer, an Executive Director, an Immediate Past President (if any), and such additional Assistant Secretaries or Assistant Treasurers as the Board may from time to time elect.

(b) The officers of the Association other than the Executive Director shall be elected by the Board from among the members of the Board at the May meeting of the Board.

(c) Each officer shall hold office for two years, until his/her successor shall have been duly elected, or until he/she resigns or is removed, whichever occurs first, provided that no person may serve as an officer for more than four (4) two-year terms. New officers shall assume office as of June 1 or at any such other time determined by the Board. For officers elected after June 1st and before January 1st of the following year, their partial term shall count as the first year of their two-year term. For officers elected in February through the date of the annual meeting, their partial term shall not count toward their two-year term, which shall begin June 1st.

Section 2 – Vacancies

A vacancy in any office not otherwise provided for shall be filled by the Board for the unexpired term, at any regular or special meeting.

Section 3 - President

(a) General Responsibilities. The President leads the Board of Directors to ensure the Board is performing all its responsibilities and, in that role, (i) sets the Board agenda (with input from the Executive Director), (ii) manages the Board follow-through, and (iii) ensures that the Board holds itself accountable to the Association's mission and stakeholders.

(b) Specific Responsibilities. Without limiting the foregoing, the President shall:

(1) Convene and preside as chairperson at all meetings of the Board and of the Executive Committee**.**
(2) Work with the Executive Director in achieving the Association's mission.
(3) Provide leadership to the Board of Directors and serve as the Officer to whom the Executive Director is accountable.
(4) Encourage the Board's role in long range and strategic planning.
(5) Appoint the chairpersons of committees (except the Governance Committee and the Personnel Committee), with approval of the Board.
(6) Serve ex officio as a member of all committees (except the Governance Committee).
(7) Discuss issues confronting the organization with the Executive Director.
(8) Guide and help mediate Board actions with respect to organizational priorities, governance concerns and Board performance.
(9) Review with the Executive Director any issues of concern to the Board.
(10) Serve as the Association's chief spokesperson, or delegate the role in whole or part to either the Vice President or Executive Director.
(11) Formally evaluate the performance of the Executive Director, unless the Board assigns that role to another Officer or other appropriate committee.
(12) Sign and execute in the name of the Association all legal and financial agreements, contracts, deeds, mortgages and other documents approved by the Board unless this duty is delegated by the Board to the Executive Director or another Officer.
(13) Perform other responsibilities assigned by the Board.

Section 4 - Vice President

(a) General Responsibilities. During the absence or disability of the President, the Vice President shall exercise all the functions of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. If the office of the President should become vacant for any reason, the Vice President shall assume such office for the unexpired term.

(b) Specific Responsibilities. Without limiting the foregoing, the Vice President shall work closely with and report to the President.

Section 5 - Secretary

(a) General Responsibilities. The Secretary shall (i) ensure all legal, regulatory and Association documents are current, in good order, available when necessary, and kept in accordance with legal, regulatory, and Association requirements; (ii) cause all Board minutes and related documents to accurately reflect all Board meetings and decisions, and to be available in a timely manner; (iii) notify the Board and the MCCA community regarding Board meeting times and other related communications; (iv) perform all other duties incident to such office, and (v) perform such other functions as are determined by the Board of Directors .

(b) Specific Responsibilities. Without limiting the generality of the foregoing, the Secretary shall:

(1) Ensure effective management of the Association's and the Board's records.
(2) Manage accurate minutes of Board meetings.
(3) Ensure minutes are distributed to Board members shortly after each meeting.
(4) Maintain familiarity with legal documents (Articles of Incorporation, Bylaws, IRS letters, etc.) pertinent to the Association and note applicability where appropriate during meetings.
(5) Cause all official notices of the Board to be distributed as appropriate.
(6) Assume the position of President if neither the President nor the Vice President can perform their duties.

Section 6 - Treasurer

(a) General Responsibilities. The Treasurer shall provide oversight of the Association's finances, perform all other duties incident to such office, and perform such other functions as are determined by the Board of Directors. He/she shall have charge of and supervision over the funds, securities, receipts, and disbursements of the Association. He/she also shall either chair the Finance Committee, or see to it that it is chaired by another.

(b) Specific Responsibilities. Without limiting the foregoing, the Treasurer shall:

(1) Keep or cause to be kept all the books of account of all the business transactions of the Association.
(2) Be knowledgeable about nonprofit finance.
(3) Provide oversight for the preparation of the Association's annual budget.
(4) Monitor expenditures and income.
(5) Report to the Board about the Association's financial condition on a regular basis.

(6) Consult with the Executive Director regarding Association matters which impact the budget, identify issues and proposals for Board review and/or approval and present those issues to the Board.
(7) Help monitor the Association's long-term investments.
(8) Chair the Finance Committee or, alternatively, the Resource Development Committee (if any), but not both simultaneously.

Section 7 - Executive Director

The Executive Director of the Association shall serve as a non-voting member of the Board, without specific responsibilities except as related to her/his function as Executive Director. The Executive Director may sign and execute in the name of the Association such documents and instruments as are duly authorized by the Board, except in cases where such power shall have been specifically reserved or expressly delegated to the President or some other officer or agent by the Board or pursuant to these Bylaws. The Executive Director may sign checks upon the bank account of the Association and, where appropriate, may incur obligations on behalf of the Association.

Section 8 - Removal and Resignation of Officers

An Officer may be removed for cause or without cause, as determined by majority vote of the Directors present at any meeting at which there is a quorum. If an Officer has been convicted of a felony or crime of moral turpitude by a court of competent jurisdiction, the officer shall be removed immediately. An Officer may resign only by submitting his/her resignation to the President or, if the resigning Officer is the President, to the Board, such resignation (including the name of the resigning Officer, the effective date of the resignation, the date the resignation was submitted and to whom it was submitted) to be noted in the minutes of the Board meeting immediately following the effective date of such resignation.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1 - Composition

The Executive Committee shall consist of:

(a) The President, Vice President, Secretary, and Treasurer, who shall be voting members of such Committee; and
(b) The Executive Director and the Immediate Past President (if any), who shall each be a non-voting member of such Committee.

Section 2 - Duties and Powers

In instances where special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and the minutes shall be submitted to the Board of Directors. The Executive Committee may also call special meetings of the Board of Directors.

Section 3 – Meetings: Notice

Meetings of the Executive Committee shall be held whenever called by any officer at such time and place as may be specified in the respective notices. Notice of each meeting shall include a brief description of the subject matter to be addressed at such meeting and shall be telephoned or emailed to each member at his/her residence or usual place of business at least twenty-four hours before the meeting time.

Section 4 - Quorum

Three members of the Executive Committee (including at least two voting members) shall constitute a quorum for the transaction of business.

ARTICLE VIII - OTHER COMMITTEES

Section 1 - Composition

(a) Standing Committees. There shall be the following standing committees in addition to the Executive Committee, all of which shall be composed solely of Board members: (i) the Governance Committee; (ii) the Personnel Committee; (iii) the Audit Committee; and (iv) the Finance Committee.

(b) Additional Committees. The Board may authorize and create additional committees as it deems necessary and appropriate in its discretion, the members of which may be appointed from time to time by the Board and may include both Board members and interested volunteers who are not Board members. The Board may authorize and create ad hoc committees and advisory committees, and all of the foregoing committees shall be composed of such persons and shall comply with such requirements as may be set forth in these Bylaws and any manuals or other documents prepared and approved by the Board.

(c) The President shall appoint the chairperson of each committee (except the Governance Committee and the Personnel Committee) with the advice and approval of the Board, to serve for no longer than the duration of the President's term of office. The chairperson of the Governance Committee and the Personnel Committee shall be selected by the Board. Members of the Board may, with the approval of the Board, serve ex officio (and in a non-voting capacity) on such committees as the Association's needs and the individuals' interests and time available permit. The chairpersons of committees other than the Executive Committee, Governance Committee, and the Personnel Committee may appoint non-voting committee members.

Section 2 - Committee Procedures

Most committee recommendations to the Board shall be agreed upon by consensus of the members of such committee, if necessary reporting any dissenting minority views. If a committee member requires a vote to be recorded, it shall be taken and recorded. A secretary shall be selected by each Committee, and such secretary shall keep minutes for each meeting. Such secretary shall distribute a draft of such minutes to members of the Committee and the Board before the next meeting of the Committee.

ARTICLE IX- STAFF

Section 1 - Principles Governing Staff Conduct

The Staff of the Association shall be subject to the supervision of the Executive Director within the requirements of these Bylaws and other policies established by the Association.

Section 2 - Executive Director

(a) A qualified Executive Director shall be appointed by the Board. He/she shall hold such position subject to the pleasure of the Board and shall perform such duties and responsibilities as are assigned to him/her by the Board and as may be set forth in a manual or other document approved by the Board.

(b) The Executive Director shall be an ex officio, non-voting member of all Association Committees except the Governance Committee, the Personnel Committee, and any committee specifically concerned with the terms of service of the Executive Director.

(c) The Executive Director shall appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe or delegate the authority to prescribe the duties and fix the compensation, if any, of all employees and agents of the Association, subject to the authority and oversight of the Board.

ARTICLE X – CONFLICT OF INTEREST

(a) **Disclosure**. Any Board member, officer, employee or committee member having an interest in a contract or other transaction, arrangement, or determination presented to the Board of Directors or an Association Committee for recommendation, authorization, approval or ratification shall give prompt, full and frank disclosure of his/her interest to the Board or committee prior to its acting on such transaction, arrangement, or determination. For purposes hereof, a person will be deemed to have an "interest" in any such transaction, arrangement, or determination if such person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Association has a transaction or arrangement; (ii) a compensation arrangement with any entity or individual (including an employee of the Association) with which the Association has a transaction, or arrangement; or (iii) a potential or actual ownership or investment interest in, or potential or actual compensation arrangement with, any entity or individual with which the Association has or is negotiating a transaction or arrangement; provided, however, that the foregoing is intended to be an inclusive but not exclusive list. "Compensation" for purposes of this Article includes direct and indirect remuneration (including but not limited to salary, fees, bonuses, and benefits) as well as gifts or favors that are not insubstantial. For the sake of clarity, an interest is not necessarily a "conflict of interest," the existence of which shall be determined by the Board (or other body to which proper disclosure is made) pursuant to paragraph (b) below.

(b) **Determining Existence of a Conflict of Interest; Protective Procedures**. After giving the foregoing disclosure, the interested person shall thereupon leave the meeting and the body to which such disclosure is made shall thereupon determine, by majority vote of the voting members then present (even if less than a quorum), whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. Notwithstanding the foregoing, a conflict of interest will be deemed to exist, and no such determination by vote will be necessary with respect to, any

transaction, arrangement, or determination relating to a compensation arrangement that is not insubstantial and that has or could reasonably be expected to have an effect on or involve a family relative of the interested person. If a conflict of interest is determined or deemed to exist in accordance with the foregoing, such interested person shall not (i) vote on, (ii) use his/her personal influence on, or (iii) participate (other than to present factual information upon request or respond to direct questions) in the discussions or deliberations with respect to such transaction, arrangement, or determination. In addition, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or determination involving the possible conflict of interest. Whether or not a conflict of interest is deemed to exist, such interested person may not in any event be counted in determining the existence of a quorum at any meeting where the transaction, arrangement, or determination is under discussion or is being voted upon.

(c) **Alternative Transactions**. If a conflict of interest is deemed to exist, the Board or Committee (as applicable), after exercising due diligence, shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from another individual or entity that would not give rise to a conflict of interest. If no such alternative transaction or arrangement is available, the Board or Committee shall determine by majority vote of the disinterested members (even if less than a quorum) whether the transaction or arrangement is in the Association's best interest, whether it is fair and reasonable, and accordingly whether to enter into the transaction or arrangement.

(d) **Violations of Policy**. If the Board or Committee (as applicable) has reasonable cause to believe a member has failed to disclose actual or possible interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(e) **Records of Proceedings**. The minutes of the meeting(s) shall reflect the name of the interested person, the nature of the interest and the disclosure made, the determination as to whether a conflict of interest in fact existed and the vote thereon, any abstentions from voting, any recusal and/or participation by the interested person, whether a quorum was present, and consideration of alternative transactions or arrangement as required above.

(f) **Compensation**. A voting member of the Board or Committee (as applicable) who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.

(g) **Annual Statements**. Each member of the Board or Committee with governing Board delegated powers (as applicable) shall annually complete and sign the Board Member Commitment Form in the form approved by the Board, and submit such signed form to the Governance Committee no later than June 30 of each year. Such form shall among other things affirm that the signing member has received a copy of the conflicts of interest policy, read and understands the policy, has agreed to comply with the policy, and understands that the Association is charitable and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

(h) **Periodic Reviews**. To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted in the manner set forth in the Governance Manual.

ARTICLE XI - PARLIAMENTARY LAW

All matters of procedure shall be governed by these Bylaws and the Articles of Incorporation, to the extent either is applicable. In the event that a question or dispute should arise concerning a matter of procedure or parliamentary law that is not addressed by these Bylaws or the Articles of Incorporation, the current editions of Robert's Rule of Order and Robert's Parliamentary Law shall apply and govern.

ARTICLE XII – FISCAL YEAR

The fiscal year of the Corporation shall be from September 1st to August 31st.

ARTICLE XIII - DURATION

The duration the Association shall be perpetual, subject to dissolution only in the manner and with the approval required by the Association's Articles of Incorporation. In the event of dissolution, the Board shall distribute all assets of the Association in the manner required by the Association's Articles of Incorporation.

ARTICLE XIV - INSURANCE

The Association shall have the power to purchase and maintain insurance in such types and amounts as determined by the Board of Directors on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or who, while a Director, Officer, employee or agent of the Association is or was serving any other entity at the request of the Association, and in any capacity, against any liability, asserted against and incurred by such person in any such capacity or arising out of such person's position, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of the Articles of Incorporation or the Bylaws.

ARTICLE XV - AMENDMENTS

These Bylaws may be altered, amended or repealed only by a vote of the members representing at least three-fourths of the then-authorized number of Directors, at any regular or special meeting, provided that notice of the proposed amendment shall have been mailed or emailed to each Director at his/her residence or usual place of business at least ten (10) business days in advance of such meeting.

Amended as of March 20, 2019

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