

**BYLAWS
OF
“CASA/GAL Program”**

**ARTICLE I
OFFICES**

Section 1.1 Business Offices. The principal office of the corporation shall be located at:

The corporation may have such other offices, either within or outside the state, as the board of directors may designate or as the affairs of the corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the corporation required by the State Revised Non-Profit Corporation Act to be maintained in the state may, but need not, be the same as the principal office if in the state, and the address of the registered office may be changed from time to time by the board of directors.

**ARTICLE II
MEMBERS**

Section 2.1 Criteria and Procedures for Membership. The corporation shall not have members.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 Qualifications; Election; Tenure. Members of the board of directors of the corporation shall be natural persons at least twenty-one years of age or older. The directors, who need not be residents of the state, shall govern the affairs of the corporation. The minimum number of directors shall be 5 and the maximum number shall be 15.

The directors shall be divided into three groups as nearly equal in number as possible. Initially, the directors of the first group shall serve for a term of one (1) year, those of the second group for a term of two (2) years, and those of the third group for a term of three (3) years, commencing on the first day of July next succeeding the date of the meeting of board members at which such initial classification is affected. Each director shall hold office until his or her successor is elected and qualified, or until his or her death, resignation or removal. At each subsequent annual meeting of directors, the successors of those directors whose term then expires shall be elected to serve a term of three years and until their successors are elected and

qualified, or until their death, resignation or removal. Each director must attend a minimum of one board meeting per year. If a director fails to meet this minimum, his or her office shall become vacant at the end of such year for the remainder of the term. At the discretion of the chairperson of the board, this rule may be waived due to extenuating circumstances.

Section 3.2 Annual Meeting. The annual meeting of the board of directors shall be held within ninety (90) days following the annual meeting in each calendar year, or on such other date and at such time and at such place as the president may determine. The annual meeting of the board of directors shall be for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 3.3 Regular Meetings. There shall be no less than six (6) regular meetings of the board of directors, including the annual meeting, in each calendar year. The board of directors shall provide by resolution the time and place, either within or outside the state, for the holding of such regular and annual meetings.

Section 3.4 Special Meetings. Special meetings of the board of directors may be called by or at the request of the chair of the board, president or any directors. Special meetings shall be held at such time and place, either within or outside the state, as may be designated by the authority calling such meeting; provided that no meeting shall be called outside the state, unless two-thirds of the board has so authorized. Notice stating the place, day, and hour of every special meeting shall be given to each member of the board of directors by mailing such notice at least two days before the date fixed for the meeting. The notice of such special meeting need not specify the purpose of the meeting.

Section 3.5 Quorum/Voting. A quorum at all meetings of the board of directors shall consist of a majority of the officers. Less than a quorum may adjourn from time to time without further notice until a quorum is secured. Each director shall have one vote, and the act of a majority of the directors present at a meeting at which a quorum is the simple majority of the membership of the governing body.

For purposes of determining a quorum and for purposes of casting a vote, a director may be deemed to be present and to vote if the director grants a signed, written proxy to another director. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies are allowed.

A director who is present at a meeting of the board of directors is deemed to have assented to all action taken unless: (i) the director objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken; (ii) the director contemporaneously requests that the director's dissent or abstention as to any specific action taken be entered in the minutes; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment or by the corporation promptly after adjournment. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

Section 3.6 Vacancies. Any vacancy in the board of directors shall be filled by the board. A director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and until such person's successor is duly elected and shall have qualified. Any position on the board of directors to be filled by reason of an increase in the number of directors shall be filled as soon as practicable after the time such increase is authorized.

Section 3.7 Committees. The board of directors of the corporation may designate from among its members, by a resolution adopted by two-thirds of the entire board of directors, an Executive Committee and one or more other committees, each of which shall have and may exercise such authority in the management of the corporation as shall be provided in such resolution or in these bylaws. No such committee shall have the power or authority to authorize distributions; elect, appoint or remove any director; amend, restate, alter, or repeal the articles of incorporation; amend, alter, or repeal these or any other bylaws of the corporation; approve a plan of merger; approve a sale, lease, exchange, or other disposition of all or substantially all of the property of the corporation, with or without goodwill, other than in the usual and regular course of business; or to take any other action prohibited by law. The Executive Committee may, however, act on all other matters for which the board of directors is empowered by these bylaws, the corporation's articles of incorporation, or the act on behalf of the corporation, and such actions shall be deemed to have been taken by the corporation as if approved by its board of directors, unless such action is specifically required by these bylaws, the articles of incorporation, or the act to be ratified and approved by two-thirds vote of the board of directors. The Executive Committee shall act as the corporation's compensation, leadership and legal committees by and on behalf of the board of directors, with such authority in those matters as the board of directors deems appropriate, and all such actions taken by the Executive Committee with respect to such matters, unless otherwise required to be ratified by the board of directors, shall be deemed to be action taken by the board of directors of the corporation.

Section 3.8 Resignation. A director may resign at anytime by giving written notice of resignation to the corporation. The resignation is effective when the notice is received by the corporation unless the notice specifies a later effective date. A director who resigns may also deliver a statement to that effect to the state secretary of state.

Section 3.9 Removal. Any member of the board of directors of the corporation may be removed by the members of the board of directors only with or for cause at a meeting called for and stating that purpose. Any member of the board of directors elected by the board may be removed with or without cause by two-thirds of the directors of the corporation present at a meeting at which a quorum is present.

Section 3.10 Vacancy on the Board. If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors: (i) the voting members, if any, may fill the vacancy; (ii) the board of directors may fill the vacancy; or (iii) if the directors remaining in office constitute fewer than a quorum of the board of directors, they may fill the vacancy by an affirmative vote of two-thirds of all the directors remaining in office. If a vacant office was held by an appointed director, only the person who appointed the director

may fill the vacancy. If a vacant office was held by a designated director, the vacancy may not be filled by the board.

Section 3.11 Action Without a Meeting. Any action required by law to be taken at a meeting of the board of directors, or any committee thereof, or any other action which may be taken at a meeting of directors, or any committee thereof, may be taken without a meeting if a every member of the board in writing either: (i) votes for such action or (ii) votes against such action or abstains from voting and waives the right to demand that a meeting be held. Action is taken only if the affirmative votes for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. The action shall only be effective if there are writings which describe the action, signed by all directors, received by the corporation and filed with the minutes. Any such writings may be received by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy of the document including a copy of the signature. Actions taken shall be effective when the last writing necessary to effect the action is received by the corporation unless the writings set forth a different date. Any director who has signed a writing may revoke it by a writing signed, dated and stating the prior vote is revoked. However, such writing must be received by the corporation before the last writing necessary to effect the action is received. All such actions shall have the same effect as action taken at a meeting.

Section 3.12 Compensation. No member of the board of directors shall receive any compensation for serving in such office, provided that the corporation may reimburse any member of the board of directors for reasonable expenses incurred in connection with service on the board.

Section 3.13 Notice. Notice of the date, time and place of any special meeting shall be given to each director at least two days prior to the meeting by written notice either personally delivered or mailed to each director at the director's business address, or by notice transmitted by private courier, telegraph, telex, electronically transmitted facsimile or other form of wire or wireless communication. If mailed, such notice shall be deemed to be given and to be effective on the earlier of: (i) five days after such notice is deposited in the United States mail, properly addressed, with first class postage prepaid; or (ii) the date shown on the return receipt, if mailed by registered or certified mail return receipt requested, provided that the return receipt is signed by the director to whom the notice is addressed. If notice is given by telex, electronically transmitted facsimile or other similar form of wire or wireless communication, such notice shall be deemed to be given and to be effective when sent, and with respect to a telegram, such notice shall be deemed to be given and effective when the telegram is delivered to the telegraph company. If a director has designated in writing one or more reasonable addresses or facsimile numbers for delivery of notice, notice sent by mail, telegraph, telex or electronically transmitted facsimile or other form of wire or wireless communication shall not be deemed to have been given or to be effective unless sent to such addresses or facsimile numbers as the case may be.

Section 3.14 Waiver of Notice. A director may waive notice of a meeting before or after the time and date of the meeting by a writing signed by the director. Such waiver shall be

delivered to the corporate secretary for filing with the corporate records, but such delivery and filing shall not be conditions to the effectiveness of the waiver. Further, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless at the beginning of the meeting, or promptly upon the director's later arrival, the director objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 3.15 Telephone Meetings. The board of directors may permit any director (or any member of any committee designated by the board) to participate in a regular or special meeting of the board of directors or a committee thereof through the use of any means of communication by which all directors participating in the meeting can hear each other during the meeting. A director participating in a meeting in this manner is deemed to be present in person at the meeting.

Section 3.16 Standard of Conduct for Directors and Officers. Each director and officer shall perform their duties as a director or officer, including without limitation their duties as a member of any committee of the board, in good faith, in a manner the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In the performance of their duties, a director or officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by the persons designated below. However, a director or officer shall not be considered to be acting in good faith if the director or officer has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A director or officer shall not be liable to the corporation for any action the director or officer takes or omits to take as a director or officer if, in connection with such action or omission, the director or officer performs their duties in compliance with this section. A director or officer, regardless of title, shall not be deemed to be a trustee with respect to the corporation or with respect to any property held or administered by the corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

The designated persons on whom a director or officer are entitled to rely are: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters which the director or officer reasonably believes to within such person's professional or expert competence; (iii) religious authorities or ministers, priests, rabbis or other persons whose position or duties in the corporation or in a religious organization with which the corporation is affiliated, the director or officer believes justify reliance and confidence and who the director or officer believes to be reliable and competent in the matters presented; or (iv) a committee of the board of directors on which the director or officer does not serve if the director reasonably believes the committee merits confidence.

ARTICLE IV
OFFICERS AND AGENTS

Section 4.1 Number and Qualifications. The officers of the corporation shall be a president, one or more vice presidents, a secretary and a treasurer. The board of directors may also elect or appoint such other officers, assistant officers and agents, including a chairman of the board, an executive director, a controller, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time, except that no person may simultaneously hold the offices of president and secretary. Officers need not be directors of the corporation. All officers must be at least twenty-one years old. Officers shall be nominated by a nominating committee established by the board of directors pursuant to section 3.7, above.

Section 4.2 Election and Term of Office. The elected officers of the corporation shall be elected by the board of directors at each regular annual meeting and shall begin serving at the conclusion of the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

Section 4.3 Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

Section 4.4 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the corporation, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term from nominees proposed by the nominating committee.

Section 4.5 Authority and Duties of Officers. The officers of the corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the president, the board of directors, or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law. Nothing herein shall prohibit the delegation by an officer of any duty of that officer described below, but no such delegation shall operate to relieve the delegating officer from any responsibility imposed by law or these bylaws.

4.5.1 President. The president shall, subject to the direction and supervision of the board of directors (i) be the chief executive officer of the corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) see that all orders and resolutions of the board of directors are

carried into effect; and (iii) perform all other duties incident to the office of president and as from time to time may be assigned to him by the board of directors.

4.5.2 Vice Presidents. The vice president or vice presidents shall assist the president and shall perform such duties as may be assigned to them by the president or by the board of directors. The vice president (or if there is more than one, then the vice president designated by the board of directors, or if there be no such designation, then the vice presidents in order of their election) shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president. In the absence of a chairman of the board, the vice president shall preside at all meetings of the board.

4.5.3 Secretary. The secretary shall: (i) keep the minutes of the proceedings of the board of directors and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the corporation; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

4.5.4 Treasurer. The treasurer shall: (i) be the principal financial officer of the corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the board of directors; (ii) receive and give receipts and acquittance for moneys paid in on account of the corporation, and pay out of the funds on hand all bills, payrolls and other just debts of the corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file all local, state and federal tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the president and the board of directors statements of account showing the financial position of the corporation and the results of its operations; (iv) upon request of the board, make such reports to it as may be required at any time; and (v) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or the board of directors. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

Section 4.6 Surety Bonds. The board of directors may require any officer or agent of the corporation to execute to the corporation a bond in such sums and with such sureties as shall be satisfactory to the board, conditioned upon the faithful performance of such person's duties and for the restoration to the corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under his or her control belonging to the corporation.

ARTICLE V INDEMNIFICATION

Section 5.1 Definitions. For purposes of this article:

5.1.1 The terms "director or officer" shall include a person who, while serving as a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, manager, trustee, employee, fiduciary or agent of another foreign or domestic corporation, nonprofit corporation or other person or employee benefit plan. A director or officer shall be considered to be serving an employee benefit plan at the request of the corporation if the director's or officer's duties to the corporation also impose duties on or otherwise involve services to the plan or to participants in or beneficiaries of the plan. The term "director or officer" shall also include the estate or personal representative of a director or officer, unless the context otherwise requires.

5.1.2 The term "proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or

investigative, whether formal or informal, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

5.1.3 The term "party" includes an individual who is, was, or is threatened to be made a named defendant or respondent in a proceeding.

5.1.4 The term "liability" shall mean any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expense incurred with respect to a proceeding.

5.1.5 When used with respect to a director, the phrase "official capacity" shall mean the office of director in the corporation, and, when used with respect to a person other than a director, shall mean the office in the corporation held by the officer or the employment, fiduciary or agency relationship undertaken by the employee or agent on behalf of the corporation, but in neither case shall include service for any foreign or domestic corporation or for any other person, employee benefit plan, or other enterprise.

Section 5.2 General Provisions. The corporation shall indemnify any person who is or was a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation, against expenses (including attorneys, fees), liability, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such person: [i] acted in good faith, [ii] reasonably believed, in the case of conduct in an official capacity with the corporation, that the conduct was in the best interests of the corporation, and, in all other cases, that the conduct was at least not opposed to the best interests of the corporation, and [iii] with respect to any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful. However, no person shall be entitled to indemnification under this section 5.2 either: [i] in connection with a proceeding brought by or in the right of the corporation in which the director or officer was adjudged liable to the corporation; or [ii] in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in that person's official capacity, in which the officer or director is ultimately adjudged liable on the basis that the director or officer improperly received personal benefit. Indemnification under this section 5.2 in connection with a proceeding brought by or in the right of the corporation shall be limited to reasonable expenses incurred in connection with the proceeding. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of solo contender or its equivalent shall not of itself be determinative that the person did not meet the standard of conduct set forth in this section 5.2.

Section 5.3 Successful Defense on the Merits/Expenses. To the extent that a director or officer of the corporation has been wholly successful on the merits in defense of any proceeding to which he was a party, such person shall be indemnified against reasonable

expenses (including attorneys' fees) actually and reasonably incurred in connection with such proceeding.

Section 5.4 Determination of Right to Indemnification. Any indemnification under section 5.2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in each specific case upon a determination that indemnification of the director or officer is permissible under the circumstances because such person met the applicable standard of conduct set forth in section 5.2. Such determination shall be made: [i] by the board of directors by two-thirds vote of a quorum of disinterested directors who at the time of the vote are not, were not, and are not threatened to be made parties to the proceeding; or [ii] if such a quorum cannot be obtained, by the vote of two-thirds of the members of the Executive Committee of the board of directors, provided that committee shall consist of two or more directors who are not parties to the proceeding (directors who are parties to the proceeding may participate in the designation of directors to serve on such committee); or [iii] if such a quorum of the board of directors cannot be obtained or there is no Executive Committee, or even if such a quorum is obtained or the Executive Committee exists, but such quorum or committee so directs, then by independent legal counsel selected by the board of directors in accordance with the preceding procedures. Authorization of indemnification and evaluation as to the reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that, if the determination that indemnification is permissible is made by independent legal counsel, authorization of indemnification and evaluation of legal expenses shall be made by the body that selected such counsel.

Section 5.5 Advance Payment of Expenses/Undertaking to Repay. The corporation shall pay for or reimburse the reasonable expenses (including attorneys, fees) incurred by a director or officer who is a party to proceeding in advance of the final disposition of the proceeding if: [i] the director or officer furnishes the corporation a written affirmation of the director's or officer's good faith belief that the person has met the standard of conduct set forth in section 5.2; [ii] the director or officer furnishes the corporation with a written undertaking, executed personally or on the director's or officer's behalf, to repay the advance if it is determined that the person did not meet the standard of conduct set forth in section 5.2, which undertaking shall be an unlimited general obligation of the director or officer but which need not be secured and which may be accepted without reference to financial ability to make repayment; and [iii] a determination is made by the body authorizing indemnification that the facts then known to such body would not preclude indemnification.

Section 5.6 Other Employees and Agents. The corporation shall indemnify such other employees and agents of the corporation to the same extent and in the same manner as is provided above in section 5.2 with respect to directors and officers, by adopting a resolution by two-thirds of the members of the board of directors specifically identifying by name or by position the employees or agents entitled to indemnification.

Section 5.7 Insurance. The board of directors may exercise the corporation's power to purchase and maintain insurance (including without limitation insurance for legal expenses and costs incurred in connection with defending any claim, proceeding, or lawsuit) on behalf of

any person who is or was a director, officer, employee, fiduciary, agent or was serving as a director, officer, partner, trustee, employee, fiduciary of another domestic or foreign corporation, nonprofit corporation or other person or an employee benefit plan of the corporation against any liability asserted against the person or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify that person against such liability under the provisions of this article.

Section 5.8 Non-exclusivity of Article. The indemnification provided by this article shall not be deemed exclusive of any other rights and procedures to which one indemnified may be entitled under the articles of incorporation, any bylaw, agreement, resolution of disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of such person's heirs, executors, and administrators.

ARTICLE VI MISCELLANEOUS

Section 6.1 Account Books, Minutes, Etc. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees. All books and records of the corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

Section 6.2 Fiscal Year. The fiscal year of the corporation shall be as established by the board of directors.

Section 6.3 Conveyances And Encumbrances. Property of the corporation may be assigned, conveyed or encumbered by such officers of the corporation as may be authorized to do so by the board of directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all or the property and assets of the corporation shall be authorized only in the manner prescribed by applicable statute.

Section 6.4 Designated Contributions. The corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the articles of incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax exempt purposes.

Section 6.5 Conflicts of Interest. If any person who is a director or officer of the corporation is aware that the corporation may or is about to enter into any transaction directly or indirectly with himself, any member of such person's family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of the corporation of such person's interest or position; (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from the standpoint of the corporation; and (c) not be entitled to vote on the decision to enter into such transaction. Voting on such transaction shall be conducted as follows:

- (i) Discussion of the matter, with the interested officer or director, shall be held by the board with such person present to provide information and answer any questions.
- (ii) The interested office or director shall withdraw from the meeting.
- (iii) Discussion of the matter, outside of the presence of the interested officer or director, shall be held by the board.
- (iv) The remaining members of the board shall vote. Such voting shall be by written ballot. Such ballots shall not reflect the name or identity of the person voting.

Section 6.6 Loans to Directors and Officers Prohibited. No loans shall be made by the corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until it is repaid.

Section 6.7 No Private Inurement. The corporation is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the corporation's articles of incorporation. The net earnings of the corporation shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No director or person from whom the corporation may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the operation thereof, and in no event shall any part of the funds or assets of the corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the board of directors; provided, however, that (a) reasonable compensation may be paid to any director while acting as an agent, contractor, or employee of the corporation for services rendered in effecting one or more of the purposes of the corporation; (b) any director may, from time to time, be reimbursed for such director's actual and reasonable expenses incurred in connection with the administration of the affairs of the corporation; and (c) the corporation may, by resolution of the board of directors, make distributions to persons from whom the corporation has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor's contributions.

Section 6.8 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 6.9 Amendments. The power to alter, amend or repeal these bylaws and adopt new bylaws shall be vested in the board of directors. Amendment of any section of these bylaws requiring that two thirds of the board of directors must be present or participate in order to constitute a quorum may be effected only by the approval of two thirds of the directors.

Section 6.10 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

BYLAWS CERTIFICATE

I hereby certify that the foregoing bylaws, consisting of ____ () pages including this page, constitute the bylaws of _____, a state nonprofit corporation, duly adopted by the board of directors of the corporation on the ___ day of _____, 200__.

By:
Secretary

Date: