

**BYLAWS OF
PEOPLE UNITED
FOR SUSTAINABLE HOUSING, INC.
A NEW YORK NOT-FOR-PROFIT CORPORATION**

ARTICLE I. GENERAL PROVISIONS

1. **Name.** The name of the Corporation is People United for Sustainable Housing, Inc. (the Corporation).
2. **Principal office.** The principal office of the Corporation in the State of New York will be located in the City of Buffalo, County of Erie. The Corporation may have such other offices, either within or without the County of Erie, State of New York, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
3. **Fiscal Year.** The fiscal year of the Corporation is the calendar year.
4. **Seal.** The Board of Directors may adopt, use and modify a corporate seal. Failure to affix the seal to corporate documents will not affect the validity of such document.

ARTICLE II. MEMBERS

1. **Classes of Members.** The Corporation will have two classes of Members. The designation of such classes and the qualifications and rights of the Membership of such classes will be as follows:
 - a. **Individual Members:** Individuals residing in Erie or Niagara Counties, at least 18 years of age, who meet the criteria for Membership set by the Board of Directors.
 - b. **Organizational Members:** Organizations with a primary business address in Erie or Niagara counties who meet the criteria for Membership set by the Board of Directors. Excluding charitable entities (as defined by 13 NYCRR 90.2) , At least 51 percent of Organizational Members must be owned or controlled by individuals who meet the criteria for Individual Membership.
2. **Approval of Members.** Member applications will be approved by the board under the supervision of the Executive Director.
3. **Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by each class of Member.
4. **Membership Record Date.** Forty-five days prior to the Annual Meeting, the Executive Director will establish a list of all Members entitled to notice of or to vote at the Annual

Meeting. The Executive Director will examine the records of the Corporation to determine the Members who have paid Annual Dues within the 365 days prior to the Membership Record Date.

5. **Default and Termination of Membership.** When any Member of any class is in default in the payment of dues for a period set by Section 4 above, their Membership may thereupon be terminated by the Board of Directors in the manner provided in Article II.7 below.
6. **Voting rights.** Each Member will be entitled to one vote on each matter submitted to a vote of the Members. Organizational Members must designate one person to represent the Organizational Member. No one person may vote as both an Individual Member and as a representative of an Organizational Member.
7. **Termination of Membership.** A Member's Membership may be suspended or terminated for cause after an appropriate hearing by either a two-thirds affirmative vote of the Board of Directors, or by affirmative majority vote of Members present at any appropriately constituted Member meeting. A Member's Membership will also be terminated if a Member becomes ineligible for Membership or for non-payment of dues for the period fixed in Article II.4 of these Bylaws.
8. **Reinstatement of Terminated Members.** If a Member has been Terminated as described in Article II.7., the Member may reapply for membership by submitting a Membership Application to the Secretary, who will request approval from the Executive Director and submit the application either to the Membership for majority approval at an appropriately constituted meeting, or to the Board of Directors for a two-thirds affirmative vote. The Membership or Board of Directors may condition the reinstatement upon such terms as they deem appropriate.
9. **Resignation.** Any Member may resign by filing a written resignation with the Secretary.
10. **Transfer of Membership.** Membership in this Corporation is not transferable.
11. **Certificate of Membership.** The Board of Directors may provide for the issuance of certificates evidencing Membership in the Corporation, which will be in such form as may be determined by the Board. Such certificates will be signed by the Chairperson and by the Secretary or an Assistant Secretary and may be sealed with the seal of the Corporation.
12. **Issuance of Certificates.** When a Member has been elected to Membership and has paid any initiation fee and dues that may then be required, a Certificate of Membership may be issued in their name and delivered to them at the direction of the Executive Director.
13. **Minimum Number of Members.** The membership will never be comprised of fewer than three persons.

ARTICLE III. MEETINGS OF MEMBERS

1. **Annual Meeting.** An Annual Meeting of the Members will be held, in December or at a time and date specified by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors is not held at the Annual Meeting, or at any adjournment of the Meeting, the Board of Directors will cause the election to be held at a Special Meeting of the Members as soon it can be conveniently scheduled.
2. **Special Meetings of Members.** Special meetings of the Members may be called by the Chair, the Board of Directors, or not less than one-tenth of the Members having voting rights.
3. **Place of Meeting of Members.** The Board of Directors may designate any place in Erie or Niagara counties in the State of New York, as the place of meeting for any special Members' meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting will be the principal office of the Corporation in the State of New York.
4. **Notice of Meetings of Members.** Written or printed notice stating the place, day, and hour of any meeting of Members will be delivered, either personally or by mail, to each Member entitled to vote at such meeting, not less than 10 nor more than 30 days before the date of such meeting, by or at the direction of the Chair, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called will be stated in the notice. If mailed, the notice of a meeting will be deemed to be delivered when deposited in the United States mail addressed to the Member at their address as it appears on the records of the Corporation, with postage prepaid.
5. **Informal Action by Members.** Any action required by law to be taken at a meeting of the Members, or any action that may be taken at a meeting of Members, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all the Members entitled to vote with respect to the subject matter.
6. **Quorum for Meeting of Members.** The Members holding twenty-five percent (25%) of the votes that may be cast at any meeting will constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.
7. **Proxies by Members.** At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by their duly authorized attorney in fact. No proxy will be valid after 30 days from the date of its execution, unless otherwise provided in the proxy.

8. **Members Voting by Mail.** Where Directors or officers are to be elected by Members, such election may be conducted by mail in such manner as the Board of Directors will determine.
9. **Member Code of Conduct.** In supporting the mission of the Corporation, each Member will conduct themselves in a manner that reflects the importance of the Corporation to the community. This includes support for the values, actions, and initiatives of the Corporation, and civility to fellow Members, Directors, employees, and volunteers at all times.

When making public statements, Members should be clear that while they are Members of the Corporation, they are not a spokesperson for the Corporation unless specifically designated as a spokesperson for the Corporation by the Executive Director.

In no way will this “Member Code of Conduct” be construed to limit or sanction robust, substantive and appropriate participation of any Member.

ARTICLE IV. BOARD OF DIRECTORS

1. **Powers and Duties.** The Board has general power to control and manage the affairs, property, and interests of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these bylaws.
 - a. The Board may
 - i. Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation.
 - ii. Employ and discharge persons for the furtherance of the purposes of the Corporation.
 - iii. Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Certificate of Incorporation and these bylaws.
 - b. The Board will
 - i. Direct the Chair and Treasurer of the Corporation to present a financial report at the Annual Meeting of the Board. The report will be verified by the Chair and Treasurer, a majority of the Directors, a certified public accountant, or other independent accounting professional. This report will be filed with the records of the Corporation and a copy or abstract entered into the minutes of the proceedings of the Annual Meeting of the Board.
 - ii. Select all Officers for the Corporation.
2. **Number and Qualifications of Directors.**
 - a. The number of Directors will be not less than three (3) and no more than thirteen (13).
 - b. Frontline Community Directors. No less than seventy-five percent (75%) of the Directors at any time must be Members of the Corporation and members of Frontline Communities as defined by policy of the Board of Directors.
 - c. Appointed Directors. No more than twenty-five percent (25%) of the Directors at any time are Directors appointed by the elected Board of Directors. The Board of Directors

may appoint these Directors because they have skills, knowledge, resources, expertise, or other assets deemed necessary for the Board of Directors to fulfill their duties.

- d. Each Director must be at least 18 years of age and will be qualified by agreement with the purposes of the Corporation, and motivation and experience to accept responsibility for the governance of the Corporation. No employee or relative of an employee as defined by the Not-for-Profit Corporation Law, or any domestic partner as defined by the Public Health Law is eligible to serve on the Board of Directors.
 - e. No person who has been an employee or contractor of the Corporation may be a Director until at least 18 months have elapsed since the final date of employment or the expiration of any contract terms regarding the termination of employment; or the end of the contractual relationship, including date of final payment for services.
 - f. No current resident of a facility owned or controlled by the Corporation may serve as a Director until at least one full year has elapsed since the end of the lease agreement or residency of the tenant.
3. **Executive Director.** If the Board of Directors has appointed an Executive Director, the Executive Director may participate in the Board of Directors ex-officio and has no vote.
4. **Election and Appointment of Directors.**
- a. **Appointment.**
 - i. Directors, as defined in Article IV.2.c, may be appointed by a majority vote of the Board of Directors for one-year terms, and may be appointed multiple times. Appointed Directors, if qualified for election to the Board of Directors, may later choose to run in an election.
 - ii. A person may be appointed to fill an unexpired term (whether resulting from the death, resignation or removal, or created by an increase in the number of Directors) and will hold office until the expiration of the term for which they were appointed or until the Director's successor is elected or appointed and qualified. If the former Director filled a "frontline community member" slot, the replacement Director will also be a member of a frontline community as defined by the board.
 - b. **Election.** Prospective Directors will be nominated by a current Director or Member at least 60 days prior to the Annual Meeting. Each candidate will be elected to the Board of Directors by written ballot and must receive a majority of votes cast for their position. If the ballot contains more candidates than available positions, the candidates with the highest total vote counts will be elected to the Board to fill the available positions. The Board may appoint a committee to interview candidates, certify nominations and candidacies, and supervise the election process.
5. **Term of Office.**
- a. **Elected Directors.** The elected Directors of the Corporation will be elected for two-year terms at the Annual Meeting of the Members, with approximately half of the Board being elected each year in staggered classes. Each Director will hold office until the second Annual Meeting of the Board following their election, and until their successor will have been elected and qualified, or until their death, resignation, or removal.

- b. Appointed Directors. The Board of Directors may appoint these Directors for one-year terms.
6. **Meetings of the Board of Directors.** Meetings of the Board of Directors may be held at any time and place as the Board may from time to time fix. The presiding officer may determine the order of business and all other matters of procedure at every meeting of Directors.
- a. **Notice.** Notice of meetings will specify the place, day, and hour of meeting and may be delivered to each Director in person or by email, telephone, facsimile, or mail at least five days before the day for which the meeting is scheduled. The purpose of the meeting need not be specified except when called to remove a Director. To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by email, facsimile, or telephone, or given personally, no less than 48 hours before the time at which such meeting is to be held, unless the meeting must be held within 48 hours. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If emailed, such notice will be deemed to be delivered when sent to the address on record with the Corporation, with no record of failed delivery.
 - b. **Waiver of Notice.** Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting the lack of notice before the meeting's end. No notice need be given of any adjourned meeting. Waiver of notice sent by email must be able to be reasonably determined to be sent by the board member.
 - c. **Annual Meetings.** An Annual Meeting of the Board will be held in the month following the Annual Meeting of the Members.
 - d. **Regular meetings.** The Board may meet at other times in the calendar year in addition to the Annual Meeting at times and places to be determined by the Board, but no less than three times per year.
 - e. **Special meetings.** Special meetings of the Board will be held whenever called by the chair, vice chair, secretary, or treasurer, or any two other directors at such time and place as may be specified in the respective notice or waivers of notice.
 - f. **Quorum.** A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
 - g. **Manner of Acting.**
 - i. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
 - ii. Directors may act via a vote conducted via email, so long as any vote is

noticed per Article IV.6.a., is sent to the email addresses of all the Directors, from an address recognizable as that of a director or sent on behalf of the Board, and is included in the minutes at the next meeting.

- iii. Directors may appear at any meeting via teleconference or other remote means, so long as all those attending may hear all others present.
7. **Compensation.** Directors as such will not receive any stated salaries for their services, but by resolution of the Board of Directors any Director may be indemnified for expenses and costs, including attorneys' fees, actually and necessarily incurred by them in connection with any claim asserted against them, by action in a court or otherwise, by reason of their being or having been such director, except in relation to matters as to which they will have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought. For the purposes of the provisions hereof regarding reimbursement and indemnity, references to "the Corporation" include all entities to which the Corporation is a controlling Member.
8. **Removal.** A Director may be removed by a two-thirds (2/3) vote of the remaining Directors at any meeting with a quorum of Directors, or by a vote of a majority of Members then entitled to vote.
9. **Liability.** No director will be personally liable for any debt, obligation or liability of the corporation.
10. **Employees and Other Agents.** The Board may appoint such employees and other agents as it will deem necessary, each of whom will hold office at the pleasure of the Board, and will have such authority and perform such duties and receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective titles, terms of office, authorities, and duties.
11. **Annual Conflict of Interest Certification.** All Directors, officers, and those with the power to bind the Corporation will complete or update the conflict of interest certification in the month of January.
12. **Director Code of Conduct.** In addition to duties under the Non-Profit Corporations law, all Directors will conduct themselves in a manner that reflects their role as a leader of the Corporation. In particular, this requires non-disparagement of the Corporation and civility to Members, fellow Directors, officers, employees, and volunteers at all times. At all times the Directors will strive for a respectful and honest environment, without abuse or rancor.

In no way will this Code of Conduct be construed to limit or allow for the sanction of robust, substantive, and appropriately critical comments to fellow Board Members and others.

ARTICLE V. OFFICERS

1. **Officers.**
 - a. The officers of the Corporation will be a Chairperson (“Chair”) of the Board, an Executive Director, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article V.
 - b. The Board of Directors may elect or appoint such other officers, including Vice Chair, one or more assistant secretaries, and one or more assistant treasurers, as it will deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of chairperson and secretary.
2. **Election and Term of Office.** The officers of the Corporation will be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until their successor will have been duly elected and will have been qualified.
3. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.
4. **Vacancies.** A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. **Chairperson.** The Chairperson will preside at all meetings of the Members and of the Board of Directors. They may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution of such documents is expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and, in general, will perform all duties as may be prescribed by the Board of Directors from time to time.
6. **Treasurer.** The Treasurer will keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the Corporation, and will deposit or cause to be deposited all moneys, evidences of indebtedness, and other valuable documents of the Corporation in such banks or depositories as the Board may designate. At the Annual Meeting, the Treasurer will render a report of the Corporation’s accounts showing in appropriate detail.

- a. The assets and liabilities of the Corporation as of the most recent fiscal year end for which such financial statements have been prepared;
- b. The principal changes in assets and liabilities during that period;
- c. The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during that period; and
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes for that period. The Treasurer's accounts will be examined annually by an auditor or an auditing committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, will sign a statement of that fact at the end of the report. The auditing committee will be appointed by the Board of Directors at least two weeks before the Annual Meeting.

The Treasurer's report to the Board may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service which includes the information specified above. The Treasurer will, at all reasonable times, exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and whenever required by the Board, render a statement of the Corporation's accounts, and perform all duties incident to the position of Treasurer, subject to the control of the Board. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

7. **Secretary.** The Secretary will keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the name, event participation, post-office address, email, and telephone number of each Member which will be furnished to the Secretary by such Member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Board of Directors.
8. **Executive Director.** The Executive Director will be the principal executive officer of the Corporation and will, in concert with the direction and guidance of the Board, supervise and control all of the business and affairs of the Corporation. The Executive Director will serve at the pleasure of the Board of Directors and will take direction from the Board as a whole. The Executive Director will make an Annual Report and periodic reports to the Board of Directors concerning the programs of the Corporation.

ARTICLE VI. COMMITTEES

1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which will consist of three or more Directors, which committees, to the extent provided in the resolution, will have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation of authority to the committees will not operate to relieve the Board of

Directors, or any individual Director, of any responsibility imposed on it or them by law. Each committee of the Board is to serve at the pleasure of the Board. The designation of any such committee and the delegation of authority to it does not alone relieve any director of their duty to the Corporation.

- a. Permanent committees of the Board will be and consist of:
 - i. **Executive Committee.** The Executive Committee will consist of the Chair, Secretary, Treasurer, and other Officers who have been properly elected from the Members of the Board. The Executive Committee, upon a majority vote of all committee Members, will have the authority to act in the name of the Board as needed, and to address whistleblower and conflict of interest matters as governed by Board policy. All Members of the Executive Committee will be independent Directors as defined in the New York State Not-for-Profit Corporation Law.
 - ii. **Audit Committee.** The Audit Committee will consist of the Treasurer and other such Members of the Board as elected by the Board. The Audit Committee, will have the responsibility and authority to arrange, assess, and receive the annual audit, and to address any ongoing concerns in relation to same. All Members of the Audit Committee will be independent Directors as defined in the New York State Not-for-Profit Corporation Law.
 - iii. **Finance and Investment Committee.** The Finance and Investment Committee will consist such Members of the Board as elected by the Board. The Finance and Investment Committee, upon a majority vote of all committee Members, will have the responsibility and authority to recommend the annual budget to the Board, to retain such professionals needed to manage institutional funds, and to manage the investment of institutional funds. The members of the Finance and Investment Committee will include the Treasurers of the Corporation and all its controlled and affiliated entities. All Members of the Finance and Investment Committee will be independent Directors as defined in the New York State Not-for-Profit Corporation Law.
2. **Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Such committees' members may include appropriate persons other than Members and Directors, but unless designated as a youth representative, must be at least eighteen years of age. Any Member of a committee may be removed by the person or persons authorized to appoint such Member whenever in their judgment the best interests of the Corporation will be served by such removal. Other committees may include (but are not limited to, and are not required to address) Board oversight of matters such as: mission, community organizing, leadership and succession, facilities, tenant relations, strategic planning, fund-raising, external relations, and ad-hoc needs of the Corporation.

3. **Term of Office.** Each Member of a committee will continue as such until the next Annual Meeting of the Directors of the Corporation and until their successor is appointed, unless the committee will be sooner terminated, or unless such Member be removed from such committee, or unless such Member will cease to qualify as a Member of the committee.
4. **Committee Chairperson.** One Member of each committee will be appointed chairperson by the person or persons authorized to appoint the Members of the committee.
5. **Vacancies.** Vacancies in the Membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present will be the act of the committee.
7. **Committee Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.
8. **No Compensation.** No committee member will receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation, except that the Board may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. **Checks, Drafts, or Orders for Payment.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as will from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments will be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair or Executive Director of the Corporation.
3. **Deposits.** All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Corporation.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

1. **Indemnification.** The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they or their testator was a Director, Officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if
 - a. their acts were committed in bad faith or were the result of their active and deliberate dishonesty and were material to such action or proceeding; or
 - b. they personally gained in fact a financial profit or other advantage to which they were not legally entitled in the transaction or matter in which indemnification is sought.
2. **Insurance.** The Corporation will have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE IX. MISCELLANEOUS

1. **Books and Records.** The Corporation will keep correct and complete books and records of account regarding the Corporation and will also keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors, and will keep at the office a list or record containing the names and addresses of all Members.
2. **Whistleblowing.** The Corporation will maintain a policy and procedure to provide that no director, officer, employee or volunteer of the Corporation who in good faith reports any action or suspected action taken by or within the Corporation that is illegal, fraudulent or in violation of any adopted policy of the Corporation will suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence.
3. **Conflict of Interest and Related Party Transaction Policy.** The Board of Directors will adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

4. **Nondiscrimination Policy.** The officers, directors, committee members, employees, and persons served by this corporation will be selected entirely on a nondiscriminatory basis with respect to age, sex, gender identification, gender expression, race, color, ethnicity, ancestry, national origin, religion, creed, sexual orientation, marital status, mental or physical disability, veteran status, political service or affiliation, height, weight or other physical characteristic, or any category protected by local, state or federal law.
5. **Reference to gender.** These bylaws use gender-neutral pronouns (they/them/their) to refer to individuals.
6. **Reference to Certificate of Incorporation.** References in these Bylaws to the Certificate of Incorporation will include all amendments, restatements, or other changes unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation will govern.

ARTICLE X. AMENDMENTS

1. **Power of Members to Amend Bylaws.** The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a two-thirds ($\frac{2}{3}$) vote of all the Members entitled to vote *or* by the vote of a majority of a quorum at a meeting duly called for the purpose according to the certificate of incorporation or Bylaws.
2. **Restrictions.**
 - a. No amendment will be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code; and
 - b. All amendments be consistent with the Certificate of Incorporation.