

**THIRD AMENDED BYLAWS OF  
THE COLLABORATIVE FAMILY LAW PROFESSIONALS OF SOUTH  
FLORIDA, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION  
adopted and approved by the Board, June 7, 2019**

**ARTICLE I. NAME, LOCATION AND PURPOSE**

Section 1.1 Name. The name of this Corporation shall be the Collaborative Family Law Professionals of South Florida, Inc.

Section 1.2. Location. The principal location of the organization shall be Broward County.

Section 1.3. Purpose. The Corporation is organized exclusively to provide education, training, resources and networking opportunities for Collaborative professionals and to increase the access of people with limited financial means to obtain trained Collaborative representation for divorce and other family matters.

**ARTICLE II. MEMBERSHIP**

Section 2.0. There shall be three classes of members as set forth in this Article.

Section 2.1. Regular Member. Any family law attorney, mental health professional or financial professional who:

- a) is licensed and in good standing with his/her respective Florida state licensing agency;
- b) submits an application for membership or renewal of membership and pays membership dues and fees as determined by the Board of Directors;
- c) completes a Collaborative interdisciplinary training course, consisting of a minimum of two (2) days of training, or completes such a course within six (6) months of acceptance into membership. To qualify, the training courses must be approved by the Board, in its absolute discretion;
- d) provides documented proof of the training described in Section 2.1(c) to the Board; and
- e) if a family law attorney, maintains membership in the Family Law Section of either the Florida Bar or of a Florida county bar association.

Section 2.2. Affiliate Member. An Affiliate Member is:

- a) a professional licensed and in good standing, if such licensure is required, who practices in disciplines related to family law, such as appraisers, business valuers, actuaries, mediators, QDRO specialists and such other disciplines as approved by the Board;
- b) submits an application for membership or renewal of membership and pays membership dues and fees as determined by the Board of Directors;
- c) has completed a Collaborative interdisciplinary training program consisting of three (3) hours at the time of application or completes such course within six (6) months of acceptance as a member. To qualify, the training courses must be approved by the Board, in its absolute discretion; or

- d) attends, as a substitute for the three-(3) hour training, a conference held by either the International Academy of Collaborative Professionals or the Florida Academy of Collaborative Professionals; and
- e) provides documented proof of the training required by Section 2.2 (c) or (d);

Section 2.3. Student Member. A Student Member is someone who:

- a) is enrolled in an accredited Florida graduate program as a mental health or financial professional or attorney; and
- b) has completed either (1) a course in Collaborative divorce as part of the accredited graduate program or (2) a basic Collaborative interdisciplinary training program consisting of a minimum of three (3) hours approved by the Board or (3) attended a conference provided by the International Academy of Collaborative Professionals or the Florida Academy of Collaborative Professionals; and provides written proof with the application for membership; or
- c) is enrolled in a relevant field of study if that field of study does not have a graduate program; and
- d) submits an application for membership or renewal of membership.
- e) There shall be no application or membership fee charged to student members.

Section 2.4. Voting Rights. Regular members have voting rights and are eligible to serve as officers and members of the Board of Directors. Affiliate and Student members have no voting rights and cannot serve as either officers or Board members.

Section 2.5. Additonal Recognition. The Board may, in its discretion, designate a person as “Founding” or “Honorary”, or other appropriate membership status by certification, expertise, or other criteria. “Founding” Members are those Members who have continuously been in good standing since November 30, 2001.

Section 2.6. Continuing Membership Requirements. Continuing membership is conditional upon the following:

- a) timely payment of applicable annual dues;
- b) timely submission of a renewal application;
- c) attendance at a minimum of at least one third of the Corporation’s General Membership meetings during the prior calendar year;
- d) adherence to the principles, guidelines, policies and practices of the Corporation as defined from time to time by the Board of Directors;
- e) completion of continuing education in Collaborative practice as may be defined and required by the Board; and
- f) timely provision of the required proof of training;
- g) service on at least one Board Committee every two (2) years.

Section 2.9. Termination of Membership. The Corporation may terminate membership in the Corporation of any Member on the occurrence of any of the following events:

- a) On the Corporation’s receipt of written notice of resignation from a Member. In such an event, the Member’s membership shall terminate on the date indicated in the notice, if any, or if no date is indicated, on the date of the Corporation’s receipt of such notice.
- b) On a determination of the Board of Directors that a Member has engaged in conduct in conflict with the

- interests or purposes of the Corporation.
- c) On the conviction of a Member of any felony.
  - d) On the suspension or revocation of any professional license held by a Member.
  - e) On the death of a Member.
  - f) At the discretion of the Board on the failure to meet any of the requirements for continuing membership.
  - g) A Member may be reinstated at the discretion of the Board

Section 2.10 Membership Dues. Annual membership dues (“Membership Dues”) and any fee for application for shall be in the amounts and payable on the dates and in the manner fixed from time to time by the Board of Directors.

### **ARTICLE III MEMBER MEETINGS**

Section 3.1 Annual Meeting. An annual meeting of the Members shall be held in November of each year, or on such other date as the Board of Directors may designate, at a time and place designated by the Board of Directors. The Members entitled to vote shall elect the number of Directors subject to election to the Board at each annual meeting of the Members.

Section 3.2 Regular and Special Meetings. Regular and Special meetings of the Members shall be held (a) when directed by the Board of Directors, or (b) when requested in a written demand signed and dated by not less than ten percent (10%) of all the Members entitled to vote, which written demand shall be delivered to the Corporation’s Secretary. A special meeting requested by the Members shall be called for a date not less than ten (10) nor more than sixty (60) days after the request is made. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors or Members requesting the meeting shall designate another person to do so.

Section 3.3 Notice of Meetings. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) nor more than thirty (30) days before the meeting, by email to the email address of each Member on file with the Corporation and by posting on the Corporation’s website.

Section 3.4 Notice of Adjourned Meetings. When a meeting is adjourned to another date, time or place, notice shall be given of the adjourned meeting as soon as possible and any business may be transacted at the adjourned meeting that might have been transacted on the original date of the meeting.

Section 3.5 Record of Members Having Voting Rights. Each Member in good standing and entitled to vote as of the date of a duly noticed meeting shall be entitled to vote at such meeting. The Secretary, or its designee, shall maintain a list of all Members in good standing and entitled to vote, which list shall be kept on file at the registered office of the Corporation or at the Corporation’s principal office, and upon the Corporation’s website.

Section 3.6 Quorum. Twenty-five (25) percent of Members entitled to vote, represented in person or by proxy at a duly noticed meeting of Members, shall constitute a quorum at such meeting. If a quorum is present, the affirmative vote of a majority of the Members represented at the meeting and entitled to vote on the subject matter shall be the act of the Members, unless the vote of a greater

number is required by The Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) or by the Articles of Incorporation. After a quorum has been established at a Members' meeting, the subsequent withdrawal of Members, so as to reduce the number of Members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

#### **ARTICLE IV BOARD OF DIRECTORS**

Section 4.1 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors, which may exercise all of the powers of the Corporation except as otherwise provided by law, the Corporation's Articles of Incorporation or these Bylaws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise restricted by law, may exercise the powers of the full Board of Directors until the vacancy is filled.

Section 4.2 Number, Election and Qualification. The number of Directors which shall constitute the whole Board of Directors shall be determined from time to time by resolution of the Board of Directors, but in no event shall be less than five (5) nor more than fifteen (15). The Directors shall be elected at the annual meeting of Members by the Members entitled to vote on such election. Each Director shall meet each of the following requirements:

- a) be a Regular Member in good standing; and
- b) who has been a member of the Corporation for a minimum of one (1) year; and
- c) who agrees to participate in at least one (1) Committee per year; and
- d) who agrees not to miss more than two consecutive Board meetings.

Section 4.3 Classes of Directors. Commencing with the year 2020, the Board of Directors shall be and is divided into two (2) classes: Class I and Class II. No one class shall have more than one Director more than any other class

Section 4.4 Terms of Office. The Board shall be divided into two (2) approximately equal classes in January 2020. Directors elected to Class I shall serve a one-(1) year term. Directors elected to Class II shall serve a two-(2) year term. In January 2021, the Class I Directors that were elected for a one-(1) year term in 2020 shall be elected for a two (2) year term. The term of each Director shall continue until the next election for that Director's class and qualification of a successor, subject to such Director's earlier death, resignation or removal.

Section 4.5 Allocation of Directors Among Classes in the Event of Increases or Decreases in the Authorized Number of Directors. In the event of any increase or decrease in the authorized number of Directors, (i) each Director then serving as such shall nevertheless continue as a Director of the class of which such Director is a member until the expiration of such Director's current term, subject to such Director's earlier death, resignation or removal and (ii) the newly created or

eliminated Directorships resulting from such increase or decrease shall be apportioned by the Board of Directors among the two (2) classes of Directors in accordance with the provisions of Section 4.3. To the extent possible, consistent with the provisions of Section 4.3, any newly created Directorships shall be added to those classes whose terms of office are to expire at the latest dates following such allocation, and any newly eliminated Directorships shall be subtracted from those classes whose terms of offices are to expire at the earliest dates following such allocation, unless otherwise provided from time to time by resolution of the Board of Directors.

4.6 Quorum. A majority of the Directors at any time in office shall constitute a quorum for the transaction of business. In the event one or more of the Directors shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each Director so disqualified. If at any meeting of the Board of Directors there shall be less than such a quorum, a majority of the Directors present may adjourn the meeting from time to time but shall provide for notice by email or other electronic means, until a quorum shall be present.

4.7 Action at Meeting. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number is required by law, by the Corporation's Articles of Incorporation or by these Bylaws.

4.8 Removal. Directors of the Corporation may be removed with or without cause by the affirmative vote of a majority of the Directors in office or a majority of the Members who would be entitled to vote in any annual election of Directors. Additionally, Directors of the Corporation may be removed without the need for a vote or any other approval, notice or consent on a Director's failure to attend more than half of the duly noticed Board meetings in any calendar year, or if a Director fails to attend two consecutive duly noticed Board meetings, unless the failure to attend was excused by the Board. A Director who no longer qualifies as a Member will be removed from the Board of Directors upon no longer qualifying as a Member. In each of the circumstances stated in this Section 4.8, the removed Director shall be given an opportunity to appeal the removal to the Board.

4.9 Vacancies. Any vacancy in the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board, shall be filled by the vote of a majority of the remaining Directors. A Director selected to fill a vacancy shall hold office until the next election of the Class for which such Director shall have been chosen, subject to the election and qualification of a successor and to such Director's earlier death, resignation or removal.

4.10 Resignation. Any Director may resign by delivering a resignation in writing to the Corporation at its principal office or to the President or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time or upon the happening of some later event.

4.11 Time, Notice and Call of Meetings.

a. The Annual meeting of the Board of Directors shall be held in January of each year. Written notice of the time and place of the annual meeting of the Board of Directors shall be given to each Director by either personal delivery, email or facsimile transmission at least ten (10) days before the meeting. The Board shall meet bi-monthly thereafter or at such frequency as the Board, in its discretion may determine. Other regular or special meetings may be held at such times thereafter as the

Board of Directors may fix, and at such other times as called by the President. Written notice of the time and place of regular or special meetings of the Board of Directors shall be given to each Director by either personal delivery, email or facsimile transmission at least one week before the meeting.

b. Notice of a meeting of the Board of Directors need not be given to any Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting (or upon the Director's arrival, if later), any objection to the transaction of business because the meeting is not lawfully called or convened.

c. Members of the Board of Directors may participate in any meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by a Director by such means shall constitute presence in person at a meeting.

#### 4.12 Director Conflicts of Interest.

(a) No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association, or entity in which one or more of the Directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his, hers or their votes are counted for such purpose, if:

(i) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(ii) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board or a committee.

(b) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

4.13 General Standards of Care. Directors shall discharge their duties as a Director, including their duties as a member of a committee:

a) In good faith;

b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

- c) In a manner he or she reasonably believes to be in the best interests of the Corporation.

4.14 Compensation of Directors. Directors shall not receive any compensation for their services or reimbursement for expenses of attendance at meetings as the Board of Directors. However, the Corporation may contract, in the due course of business, with its Officers or Directors for services rendered to the extent permissible under the Articles of Incorporation, laws of the State of Florida and these Bylaws.

4.15 Advisors. The President may appoint persons who are not Members to serve as advisors to the Board of Directors with the consent of the Board of Directors (“Board Advisors”). Board Advisors will serve at the pleasure of the Board of Directors in such capacity for a term of up to one (1) year. Board Advisors will have no right to vote as Directors of the Board of Directors, will not otherwise be considered as Directors nor will they have the authority to act as members of the Board of Directors in the business and affairs of the Corporation.

4.16 Honorary Directors. The Board may elect one or more Honorary Directors who may attend Board meetings, but who shall not have the right to vote. Each such Honorary Director shall serve for such term as specified upon his or her election, but if none is specified, the term shall be one (1) year. Other provisions of these Bylaws relating to vacancies and removal of Directors shall apply to Honorary Directors. Unless otherwise specified in these Bylaws, all references to Directors shall be to voting Directors and not to Honorary Directors.

Section 4.17. Action by Directors Without a Physical Meeting. Actions required or permitted to be taken at a meeting of the Board may be taken by email or electronic communication if the action is taken by a majority of the Directors and the consents are in writing describing the action taken and is signed, electronically or otherwise, by each consenting Director. The action taken is effective on the date specified in the consent. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Section 4.18 Proxy Voting. Proxy voting shall be permitted under the following conditions:

- a) The proxy shall be in writing, signed by the member and dated, and shall direct and authorize the President or, in his or her absence, the Secretary, to vote on behalf of the member for or against a particular agenda item or issue;
- b) The proxy shall be in the form determined by the President;
- c) The proxy shall be forwarded directly to the President, and received no later than twenty-four (24) hours prior to the scheduled meeting;
- d) The President may have the proxy reviewed or scrutinized by one or more Directors if there are questions as to its scope or validity, and may contact the Director voting by proxy to clarify such questions;
- e) Any Director who has cast his or her vote by proxy may, at any time prior to the time scheduled for the meeting to begin, attend the meeting in lieu of casting a vote by proxy and/or revoke the proxy in writing;
- f) No proxy votes shall be permitted to be voted on whether or not to adopt, amend, or repeal bylaws or Articles of Incorporation, unless otherwise determined by the President on a case-by-case basis.
- g) Proxy votes may be counted when determining whether a quorum is present at any meeting.

## **ARTICLE V OFFICERS**

Section 5.1 Titles. The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer. The Board may appoint such other officers as it may deem appropriate and such other officers shall serve for such terms and have such duties as may be determined by the Board. All officers shall be voting members of the Board of Directors.

Section 5.2 Election. Each officer shall be elected by the Board of Directors at its annual meeting in January and shall serve until its successor is chosen and qualifies.

Section 5.3 Term of Office. Except as otherwise provided by law, the Corporation's Articles of Incorporation or these Bylaws, each officer shall hold office for a period of one (1) calendar year or until such officer's earlier death, resignation or removal.

Section 5.4 Qualification. Each officer must be a Regular Member in good standing.

Section 5.5 Resignation and Removal. Any officer may resign by delivering a written resignation to the Corporation at its principal office or to the President or the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time or upon the happening of some later event. Any officer may be removed at any time, with or without cause, by vote of two-thirds (2/3) of the entire number of Directors then in office. In such event, the officer will be provided with an opportunity to be heard.

Section 5.6 Vacancies. The Board of Directors may fill any vacancy occurring in any office for any reason and may, in its discretion, leave unfilled for such period as it may determine any offices other than those of President, Treasurer and Secretary. Each such successor shall hold office for the unexpired term of such officer's predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Section 5.7 Compensation. No compensation shall be paid by the Corporation to its officers for services rendered as officers. No officer shall be prevented from receiving compensation for other properly approved services to the Corporation by reason of the fact that he or she is an officer of the Corporation.

Section 5.8 President.

- a) The President shall perform such duties and possess such powers as are assigned by the Board of Directors. The President shall be the Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors and the Members. The President shall have general charge and supervision of the business of the Corporation consistent with the Corporation's Articles of Incorporation and these Bylaws and subject to the direction of the Board of Directors. The President shall perform such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.
- b) The President shall select the Chair of each Board committee and shall determine the duties of each Committee.

Section 5.9 Vice President. Any Vice President shall perform such duties and possess such powers as the Board of Directors, or the President may from time to time prescribe. In the event of the absence, inability or refusal to act of the President, the Vice President shall perform the duties of the President and when so performing shall have all the powers of and be subject to all the restrictions upon the President.

Section 5.10 Secretary. The Secretary or his/her designee shall perform such duties and shall have such powers as the Board of Directors, or the President may from time to time prescribe. In addition, the Secretary shall perform such duties and have such powers as are incident to the office of the secretary, including without limitation, timely filing of the Corporation's annual report to the State of Florida, the duty and power to give notices of all meetings of Members and the Board of Directors, to attend all meetings of Members and the Board of Directors and keep a record of the proceedings, to maintain a membership book and prepare lists of Members and their addresses as required, to be custodian of corporate records and the corporate seal and to affix and attest to the same on documents. In the absence of the Secretary at any meeting of Members or the Board of Directors, the President shall designate a temporary secretary to keep a record of the meeting.

Section 5.11 Treasurer. The Treasurer or his/her designee shall perform such duties and shall have such powers as may from time to time be assigned by the Board of Directors or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of treasurer, including without limitation the duty and power to keep and be responsible for all funds and securities of the Corporation, to deposit funds of the Corporation in depositories selected in accordance with these Bylaws, to disburse such funds as ordered by the Board of Directors, to make proper accounts of such funds, and to render as required by the Board of Directors statements of all such transactions and of the financial condition of the Corporation. The Treasurer shall ensure that the Corporation is compliant with all tax-related issues and filings. The Treasurer and/or the President have the authority to execute checks on behalf of the Corporation.

## VI COMMITTEES

Section 6.1 Committees. The following are standing committees of the Corporation:

**Governance Committee:** The Governance Committee is responsible for:

- a) maintaining the Corporation's Bylaws and updating as necessary;
- b) providing interpretations of the Bylaws upon request;
- c) drafting related policies and procedures regarding the governance of the Corporation; and
- d) financing and budgeting for the Corporation's activities

**Education/Programming Committee:** The Education/Programming Committee is responsible for:

- a) arranging speakers and presentations for each General Membership meeting;
- b) assessing the quality of the presentation developing increased skill and knowledge about the

Collaborative process;

- c) applying for and obtaining continuing professional education credits, as appropriate, for the presentations;
- d) recording the presentations, if permission is granted, for blogs and videos;
- e) promoting Collaborative practice building; and
- f) collecting research and reporting the results thereof.

**Marketing, Outreach, Social Media Committee:** This Committee is responsible for:

- a) formulating a strategy for each social media platform (Facebook, LinkedIn, Twitter);
- b) Maintaining a Facebook group for member networking.
- c) Developing outreach strategies to the professional community to expand the reach of Collaborative practice;
- d) Developing outreach strategies to the consumer to expand the use of Collaborative practice in family law matters;
- e) Overseeing *pro bono* projects; and
- f) Overseeing the Corporation's website.

**Membership/include application process/Mentoring:** This Committee is responsible for:

- a) developing a mentorship program for new members to integrate them into the organization and increase their skills in Collaborative practice;
- b) developing a packet of orientation materials for new members to acquaint them with the organization, its mission, history, structure and operations;
- c) reviewing initial applications for membership and making a recommendation to the Board;
- d) devising strategies to increase the diversity of the membership;
- e) providing positive "Sunshine" for member's accomplishments and needs;
- f) planning the Corporation's social events; and
- g) overseeing member's professionalism and ethics.

**Nominating Committee:** This Committee is responsible for:

- a) developing a slate of candidates for the Board of Directors for election at the Annual Meeting of the Members;

- b) developing a slate of candidates for Officers of the Board of Directors for election at the Annual Meeting of the Board; and
- c) this committee shall endeavor to have approximately equal representation on the Board of directors from each of the three professions which make up our Active Members.

Additional standing committees and *ad hoc* committees may be established from time to time by the Board of Directors.

Section 6.2. Conduct of Committees. The Chair of each Committee shall appoint the Committee members. Each committee shall keep minutes and the Chair or his designee, shall make such reports as the Board of Directors may from time to time request. Except as the Board of Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided in these Bylaws for the Board of Directors.

## **ARTICLE VII BOOKS AND RECORDS**

### **7.1 Books and Records.**

- a) The Corporation shall keep accurate accounting records, and shall keep, as permanent records, (i) minutes of all meetings of its Members, Board of Directors and committees of Directors and (ii) a record of all actions taken by the Members and Board of Directors without a meeting.
- b) The Corporation shall keep at the registered office of the corporation or at the corporation's principal office a membership book containing a record of its Members, giving the names and addresses of all Members.
- c) The Corporation shall keep a copy of the following records: (i) its Articles of Incorporation and all amendments currently in effect; (ii) its Bylaws and all amendments currently in effect; (iii) the minutes of all Members' meetings and records of all action taken by the Members without a meeting for the past three (3) years; (iv) written communications to all Members within the past three (3) years, including financial statements furnished to Members for the past three (3) years; (v) a list of the names and business street addresses of the Corporation's current officers and Directors; and (vi) the Corporation's most recent annual report delivered to the Florida Department of State under Section 617.1622 of the Florida Not for Profit Corporation Act.
- (d) Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

## 7.2 Member's Inspection Rights.

a) Any Member is entitled to inspect and copy, during regular business hours at the Corporation's principal office, any of the records of the Corporation described in *Section 7.1(c)* above, if he/she gives the Corporation written notice of his/her demand at least ten (10) business days before the date on which he/she wishes to inspect and copy.

b) Any Member of the Corporation is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Corporation, any of the following records of the Corporation if the Member meets the requirements of *Section 7.2(c)* below and gives the Corporation written notice of his/her demand at least ten (10) business days before the date on which he/she wishes to inspect and copy:

(i.) Excerpts from minutes of any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the Members, and records of action taken by the Members or Board of Directors without a meeting, to the extent not subject to inspection under *Subsection 8.2(a)* above;

(ii.) Accounting records of the Corporation;

(iii.) The record of Members; and

(iv.) Any other books and records.

(c) A Member may inspect and copy the records described in *Section 7.2(b)* only if:

(i.) His/Her demand is made in good faith and for a proper purpose;

(ii.) He/She describes with reasonable particularity his/her purpose and the records he/she desires to inspect; and

(iii.) The records are directly connected with this purpose.

## **ARTICLE VIII FISCAL YEAR**

Except as from time to time otherwise designated by the Board of Directors, the fiscal year of the Corporation shall be the calendar year.

## ARTICLE IX AMENDMENT

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority vote of the Board of Directors entitled to vote during a duly noticed meeting for the purpose of amending or repealing these Bylaws.

## ARTICLE X INDEMNIFICATION

Indemnification of Directors and Officers. The Corporation shall indemnify each of its Directors and officers and former Directors and officers to the full extent permissible under applicable law. in any action, suit or proceeding (including any appeal thereof) resulting from the fact that he/she is or was a Director or officer of this corporation or is or was serving at the request of this corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, if he/she acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceedings, had no reasonable cause to believe his/her conduct was unlawful. The determination of whether the applicable standard of conduct has been met shall be made by the Board of Directors by a majority vote of a quorum of Directors who were not parties to the action, suit or proceeding.