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(revised October 2020)

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**Board of Directors/Officers:**

President  
Vice President  
Vice President  
Treasurer  
Secretary

**Standing Committees:**

Audit & Finance Committee  
Governance Committee  
Nominating Committee

**Special Committees:**

- Program
  1. Speaker Series
  2. Grant
  
- Fundraising:
  1. Annual Appeal
  2. Directory Sales
  
- Outreach:
  1. Membership
  2. Volunteers
  3. Public Relations/Communication
  4. Class Representatives

**BY-LAWS  
OF  
CONCORD-CARLISLE HIGH SCHOOL PARENTS ASSOCIATION, INC.**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this corporation is Concord-Carlisle High School Parents Association, Inc., (“CCHSPA”). The address of the corporation shall be 500 Walden Street, Concord, MA 01742 as set forth in the Articles of Organization, or any such other address as CCHSPA shall from time to time select.

**ARTICLE II - MISSION**

CCHSPA is a nonprofit, charitable corporation which provides a framework for promoting educational excellence and the general well-being of the students, faculty & staff, and parents/guardians of the Concord-Carlisle Regional High School (CCRHS) community in Concord and Carlisle, Massachusetts; to sponsor and financially support programs, activities and events directed to the needs of the CCRHS community through fundraising efforts, including, but not limited to, a humanistic, academic and social environment in Concord-Carlisle Regional High School; to provide a means for parents, guardians, teachers, school administrators and staff, students and school committee members to discuss philosophy, goals, objectives and programs at CCRHS; to encourage appropriate parental and community involvement and volunteer opportunities at CCRHS.

**ARTICLE III. LIMITATIONS ON ACTIVITIES**

1. The CCHSPA shall be non-profit, non-commercial, non-sectarian, and non-partisan.
2. The CCHSPA is organized exclusively for educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986.
3. The CCHSPA shall not endorse any commercial enterprises or political candidates. Its name shall not be used in connection with commercial concerns, partisan interests, political campaigns, or for any purpose other than the regular work of the CCHSPA.

4. No part of the net earnings of the CCHSPA shall inure to the benefit of any member or officer of the CCHSPA or any private individual (except that reasonable compensation may be paid for services rendered to or for the CCHSPA) and no member or officer shall be entitled to share in the distribution of any of the CCHSPA's assets upon dissolution of the CCHSPA.

#### **ARTICLE IV. MEMBERS AND MEMBERSHIP**

1. Membership. The membership of the CCHS Parent Association shall consist of parents/guardians of students enrolled at CCHS who shall uphold its basic policies and subscribe to its by-laws.
2. Annual dues. Annual dues, if any are required, for the following year will be set by the Board and shall be specified in the annual membership form.
3. Members In Good Standing. In the event that dues shall be required for membership in the CCHSPA, then a member shall be considered to be in "good standing" if all outstanding dues have been paid and failure to pay dues shall terminate a member's membership without further notice or action by CCHSPA; however, subsequent payment of dues shall reinstate membership as of the date fully paid.
4. Removal of Members and Termination of Membership. Any member may be removed for cause by the affirmative vote of two-thirds (2/3) of the members present by secret ballot at Annual Meeting or Special Meeting called for the purpose. Cause for removal includes but is not limited to conduct detrimental to the interests of CCHSPA. Any such member proposed to be removed for cause shall be entitled to at least ten (10) day notice for the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.
5. Notice to Members. Notice shall be considered served to a member if sent to either the mailing address, e-mail address or a designated social media account(s) as it appears on the books of CCHSPA. Notice shall be considered served if all current members have been notified accordingly. Each member is responsible for notifying the Clerk of any contact information changes.
6. Determining Membership Eligibility. Subject to the requirements of these by-laws and powers reserved to the members, the Board of Directors (hereinafter "the Board") shall have sole authority and discretion to resolve any and all disputes regarding membership eligibility and dues status.

## **ARTICLE V – MEETINGS OF THE MEMBERS**

1. Annual Meeting of the Corporation. The Annual Meeting of the members/CCHSPA shall be the Annual Meeting of the Corporation (the “Annual Meeting”) and shall be held in the month of May on a date specified by the Board. Notice of the time, place and purpose or purposes of the Annual Meeting shall be sent to all members not less than five (5) days before the meeting.
2. Quorum and Action by the Members. At any properly called meeting of Membership, at least three members who may also be Directors and Officers, including the President or Vice President(s) shall constitute a quorum. If at any meeting there is less than a quorum present, a majority of those present may continue the meeting informally, or adjourn the meeting, without further Notice to any absent member.
3. Special Meetings of the Members. Special meetings of the members may be called at any time by the President or Treasurer, or by any two Directors/Officers. Notice of the time, place and purpose or purposes of a Special Meeting of the members shall be sent to all the Members not less than five (5) days before the meeting.
4. Voting. Each Member in Good Standing shall be entitled to one vote in person, via email, or video conference meetings. All elections to be held and all questions presented for vote shall be decided by a majority of the Members present, unless otherwise required by these by-laws, the Articles of Organization, or law. No proxies or absentee voting may be permitted.
5. Waiver of Notice. If Notice requirements are waived in writing by the person or persons entitled to such Notice or entitled to participate in the action to be taken, before or after such action is completed, CCHSPA, the Board, or any committee may take any action after Notice to the Members, after the lapse of a period of time prescribed in such Notice, without Notice or without the lapse of any period of prescribed time, provided such action is authorized under the provisions of any law, the Articles of Organization, or these by-laws.
6. Action by Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing or by email and the written consents are filed with the records of the meetings of members. Such consents shall be treated for all purposes as a vote at a meeting.

## **ARTICLE VI – RESERVE RIGHTS AND POWERS OF MEMBERS**

1. Rights of the Members. The following rights and powers shall be reserved to the Members as follows:
  - a. to elect CCHSPA’s Officers and Directors at the Annual Meeting in May, or at any Special Meeting called for such purpose;
  - b. to receive Notice either by mail, e-mail address or on a designated social media account(s) as it appears on the books of CCHSPA and act on any such other matters which may be reserved to the Members by law, or referred by the Board from time to time.
2. No Right to Distribution. No Member shall be entitled to share in the distribution of the Corporation’s assets upon dissolution of CCHSPA.

## **ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS**

1. Powers. CCHSPA shall be managed by a Board of Directors consisting of at least four and no more than eleven members, including the Officers who are enumerated in Article VIII below and who shall also be considered Board Directors. The Board may adopt any policies and procedures it finds appropriate and in the best interests of CCHSPA.
2. Qualification of Directors/Officers. Each Director/Officer shall be a parent or guardian of a student currently enrolled in CCHS. Directors/Officers shall be chosen with a view toward maintaining a balanced Board having the kinds of skills and experience which can contribute to the purpose and mission of the CCHSPA. Each Director/Officer must be in a position to attend Board meetings regularly, to serve on committees, to devote a substantial amount of time to the affairs of CCHSPA, to become and remain acquainted with current developments and to ensure financial sustainability of CCHSPA. No person may simultaneously hold more than one office on the Executive Board. No person may hold more than one position within the organization with the responsibility for the depositing or dispersing of funds. Furthermore, no current member of the Concord Carlisle Regional School Committee shall be eligible to be a Director or Officer in the CCHSPA.
3. Nomination, Election & Term of Directors/Officers. The initial Directors/Officers of CCHSPA shall be those persons who are members of the Board at the time these by-laws are adopted. Thereafter, CCHSPA members shall elect the Directors/Officers at the Annual Meeting, which is usually held in May of each year, as referenced below in item 7, unless a different election date is set forth.

A. Terms of Office.

1. Each Director/Officer shall be elected for a two (2) year term, commencing July 1st. No Director/Officer may serve for more than two (2) consecutive terms. Exemptions beyond these stated term limits must be considered on a case-by-case basis and be approved by a CCHSPA Board vote.
2. Upon the expiration of the term of office, or in case of resignation, each Director/Officer shall turn over to the President or forward electronically, without delay, all records, books and other materials pertaining to their position, and shall return to the Treasurer, without delay, all funds pertaining to their position or in their possession or control.
3. At the end of her/his term, each Director/Officer shall meet with her/his successor to assure continuity in the role and function of the position.

B. Elections. The following election procedures shall be followed:

1. The report of the Nominating Committee of its nominations for the Board and Committee Chair positions shall be publicized at least five (5) days prior to the date of the elections and shall also be presented by the Nominating Committee to the membership at the Annual Meeting.
2. Further nominations can be made from the floor by any member of the CCHSPA provided the consent of the nominee shall have been secured.
3. The election shall be by ballot, unless otherwise agreed by the majority of the Board, when there is more than one candidate; when there is but one nominee for any board position, the Secretary may be instructed to cast the ballot for the nominee. A simple majority vote of the members voting shall constitute an election.
4. Vacancies. Any vacancy in the Board may be filled for the unexpired portion of the term by vote of a majority of the Directors/Officers then in office.
5. Resignation. Any Director/Officer may resign by delivering his or her written resignation, by mail or email submission of such letter in scanned form, to the President or Secretary. Such resignations shall be effective upon receipt, unless specified to be effective at some

other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

6. Removal. A Director, Officer or Committee Chair may be removed from office with or without cause, considered to be failing to attend to his/her duties, by a vote of 2/3 of the Directors in the office.
7. Annual Meeting of CCHSPA. There will be an annual meeting, the (“Annual Meeting”), each year, usually in May. The time and place will be determined by the Board. The purpose of the Annual Meeting will be the election of officers/directors, appointment of committee chairs and approval of the budget. Also, the Annual meeting will provide an opportunity to conduct any other business as specified by the Board. Notice of the time, date and place of the meeting shall be given in writing or in electronic format, via the CCHSPA’s regular communication outlets, not less than five (5) days before the date of such meeting. If an Annual Meeting is not held, a special meeting may be held at any time for purposes of holding an election and/or any other business the Board may specify.
8. Other Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. All meetings shall be open to all members and published on the CCHSPA website or via a CCHS email or website based announcement at least five (5) days prior to the meeting. Special meetings may be called with 24 hours prior notice by the President and two (2) directors/officers, or otherwise provided by law. If necessary, directors/officers may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time. Participation in a meeting pursuant to the foregoing sentence shall constitute presence in person at such meeting. The board may meet in closed sessions as appropriate.
9. Quorum and Voting. At any meeting of the Board, a majority of the Directors/Officers then in office shall constitute a quorum. If a quorum is present, a majority of those present and voting shall decide any question.
10. Action at Meeting. At any meeting of the Board at which a quorum is present, a majority of those present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.
11. Action Without Meeting. Any action by the Board may be taken without a meeting if a written consent thereto is signed by all the Directors then in office and filed with the records

of the meetings of the Board. Such consents shall be treated as a vote of the Board for all purposes.

12. Waiver of Notice. Whenever any written notice is required to be given by these By-laws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Member at a meeting without protest as to notice shall have the effect of waiver of notice.
13. Committees. The Board may elect or appoint one or more committees as it sees fit and shall, by vote of a majority of the Directors then in office, elect as Standing Committees of the Board, Finance Committee and a Governance and Nominating Committee. The Chair of each Standing Committee shall be a Director. Each Committee shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely composed of Directors. Each Committee shall conduct its business as nearly as may be in the same manner as is provided by these By-laws for the Board.
14. Duties. A Director shall perform the duties of a Director in good faith, in a manner such Director believes to be in the best interest of CCHSPA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.
15. No Compensation. The Directors and Officers of CCHSPA shall serve as such on a volunteer basis, without compensation.

#### **ARTICLE VIII. RESPONSIBILITY OF BOARD OF DIRECTORS**

1. A Director/Officer shall perform the duties of a Director/Officer in good faith, in a manner such Director/Officer believes to be in the best interest of CCHSPA and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.
2. The Board shall have the following duties:
  - A. Set member dues as appropriate,
  - B. Approve the expenditure of all funds outside the annual fiscal year budget,
  - C. Prepare and submit for adoption a budget for the year,
  - D. Transact necessary business in the intervals between CCHSPA meeting and such other business as may be referred to it,
  - E. Present a status report at the regular meetings of the CCHSPA,



- F. Any further duties as determined by the Board and necessary for the proper and efficient running and management of the CCHSPA,
- G. Create standing committees as deemed necessary to promote the purposes and carry on the work of the association,
- H. Create Special committees as deemed necessary from time to time to serve a special purpose
- I. Appoint all committee chairs
- J. Appoint Nominating Committee, Finance Committee, Governance Committee
- K. Receive and evaluate committee reports on a regular basis.
- L. Attend all scheduled meetings

### **ARTICLE IX. OFFICERS**

1. Enumeration. The Officers of the CCHSPA shall be President, President-Elect, Vice President(s), a Treasurer and a Clerk and may include any such other Officers as the Board may determine from time to time. The Officers of CCHSPA shall be elected at the Annual Meeting in May from among the Directors for two-year terms. All Officers are also Board Directors and shall comply with the provisions of Articles VII and VIII above.
2. Vacancies – Any vacancy on the Executive Board, however arising, may be filled for the unexpired portion of the term thereof by a majority vote of the Board.
3. Resignation – Any Officer may resign by delivering his or her written resignation, by mail or email submission of such letter in scanned form, to the President or Secretary/Clerk.
4. Removal – An Officer can be removed from the office for failure to fulfill his/her duties, after reasonable notice, by a majority vote of the Executive Board.
5. President – The President shall preside at all meetings of CCHSPA, except as the Directors may otherwise determine, and shall have supervisory responsibility for the affairs of CCHSPA.
6. Vice-President(s)– The Vice President will oversee the committee system of the CCHSPA, assist the President, and chair the meetings in the absence of the President.
7. Clerk/Secretary – The Clerk/Secretary shall attend each meeting of the Board and shall keep minutes reflecting actions taken by the Directors/Officers.

8. Treasurer – The Treasurer shall oversee the financial affairs of CCHSPA, including banking, billing, financial record-keeping, and shall report the financial position of CCHSPA at each meeting of the Board. The Treasurer shall ensure that all annual reports required by the Massachusetts Secretary of State’s Office, the Massachusetts Office of the Attorney General Division of Public Charities, and the Internal Revenue Service are filed in a timely manner. The Treasurer shall be a resident of Massachusetts, unless another Resident Agent is appointed.
9. Other Powers and Duties – Each Officer shall, subject to these By-laws, and in addition to the duties and powers specifically set forth in these By-laws, have such duties and powers as are customarily incident to his or her office.

## **ARTICLE X – CONFLICT OF INTEREST**

The Board shall adopt a Conflict of Interest Policy and Procedures consistent with the requirements of state and federal law and best practices governing charitable organizations operating in the Commonwealth of Massachusetts.

## **ARTICLE XI –**

### **NO PERSONAL LIABILITY- INSURANCE - INDEMNIFICATION**

1. No Personal Liability - The directors and officers of CCHSPA shall not be personally liable for any debt, liability, or other obligation of CCHSPA.
2. Insurance and Indemnification – The Board shall review the insurance requirements of CCHSPA on a regular basis and may procure general liability coverage including Directors & Officers insurance and any such other coverage it deems advisable to:
  - A. ensure the best interests of CCHSPA are served; and
  - B. to the extent legally permissible, and subject to Article IV ((F) of CCHSPA Articles of Organization, indemnify past or present directors, officers, employees or volunteers against expenses and liabilities (including court costs, attorneys’ fees, judgments, fines, excise taxes, penalties, and the amount of any judgment or reasonable settlement) reasonably incurred by such person in connection with any threatened, pending or completed claim, action, suit or other proceeding, whether civil, criminal, administrative, or investigative, in which such person may become involved by reason of serving or having served in such capacity.

## **ARTICLE XII – STANDING AND SPECIAL COMMITTEES**

1. Committees. The Board shall have the authority to create Standing Committees and Special Committees by a vote of majority of the Directors/Officers then in office, to promote the purposes and carry on the work of the CCHSPA. The Standing Committees shall include an Audit and Finance Committee, a Governance Committee and a Nominating Committee, as described below. The Special Committees shall be created throughout the year, as ad hoc committees, as the Board deems necessary. The following provisions shall apply to such committees:
  - A. Such Standing & Special committees shall conduct their affairs in the same manner as the directors and officers of the CCHSPA as described in these By-Laws and shall have only such power and authority as the Board, in its discretion, shall choose to delegate, provided, however, that the Board shall not delegate its powers to any committee not solely comprised of Directors. No committee work shall be undertaken without the consent of the Board.
  - B. The Board shall appoint all Standing & Special Committee Chairs and the Committee Chairs shall appoint the members of each committee. The Chair of each Standing Committee, shall be a Director. The term of each Committee Chair shall be one year or until the selection of a successor. The Chair of each committee shall present a plan of work for approval if requested by the Board and shall report regularly to the Board on the work of the committee. A final report shall be submitted to the Board within thirty (30) days of the end of the school terms.

### **AUDIT AND FINANCE COMMITTEE**

1. Composition – The Audit and Finance Committee shall consist of a minimum of two members appointed by the Board, each of whom shall be an independent Director, including the Treasurer, who shall be the Chair of this committee.
2. Duties – The Audit and Finance Committee shall be responsible for the development of sound financial policies and guidelines, which shall be in writing, and adopted by the Board of Directors. These guidelines shall be reviewed periodically by the Committee and the Board, and the Committee shall periodically present modifications to the financial policies to the Board for approval, as the Committee deems necessary. To the extent a review report or annual audit examination is required under Massachusetts law, the Committee shall

recommend to the Board of Directors the independent public accountant to be retained to conduct the examination.

3. The Committee shall (a) review the CCHSPA's projected financial requirements; (b) prepare and recommend the adoption of the annual budget; (c) maintain control over expenditures through evaluation of periodic management and financial reports of the CCHSPA; (d) report the financial position of the CCHSPA to the Directors/Officers at each regular meeting of the Board; (e) ensure that the CCHSPA's annual state and federal financial reports, including the IRS Form 990, are reviewed by the Board of Directors prior to filing, and (f) carry out such other tasks as the Board of Directors may specify.

## **FINANCE**

1. Balances - A minimum balance as determined necessary by the Board shall be kept in the CCHSPA account at all times.
2. Budget - The Treasurer shall prepare a preliminary budget for the next school year based upon information provided by the Board, committee chairs and membership at large. The budget as recommended by the Board, shall be presented and voted upon at the Annual Meeting.
3. Authorization - Only the Board may authorize expenditure of the CCHSPA funds, and only the President or Treasurer shall be authorized to sign checks.
  - Non-budgeted expenditures or any requests for budget overages equal to or less than \$500 shall be approved by the President, Vice President and Treasurer in a 2/3 vote, required to approve and disperse funds. The Executive Board will be notified of the request and decision. Non-budgeted expenditures or any requests for budget overages greater than \$500 shall be approved by the Executive Board. A simple majority vote of the Executive Board members present and voting is required to approve of and disburse funds. Any non-budgeted individual allocation of monies of \$3,000 or more shall be voted upon at a CCHSPA meeting, and only if there has been written or electronic notification of the proposed allocation to the membership at least five (5) days prior to that meeting.
  - The funds of the CCHSPA shall be deposited with the bank or banks approved by the Board.
  - The Board must approve all fund raising projects.

- Each project chairperson shall be accountable for any funds collected. All funds shall be submitted to the Treasurer within two business days and the treasurer must deposit such funds forthwith.
- No officer or member of the CCHSPA shall contract for or incur any debt or enter into any agreement or otherwise represent the CCHSPA except by authorization of the Board.

### **GOVERNANCE COMMITTEE**

1. Composition – The Governance Committee shall consist of the President, Vice-President Clerk/Secretary, and any additional persons deemed necessary, all of whom shall be Directors.
2. Duties – The Governance Committee shall be responsible for the development of sound policies, procedures and board practices to ensure the Board of Directors exercises its fiduciary oversight of the CCHSPA in a manner consistent with applicable state and federal law, regulatory requirements, and best practices in the field. The Governance Committee shall be responsible for on-going board education and for ensuring a process for nominating and orienting new Directors to the Board. The Governance Committee shall also be responsible for the Organization’s Conflict of Interest Annual Disclosure process and By-Law adherence.

### **NOMINATING COMMITTEE**

1. Composition – The Nominating Committee shall consist of five (5) members, including the immediate past president of the CCHSPA or at least one (1) current officer or director not standing for re-election to the Board, and at least two (2) members who are not current members of the Board. Persons seeking election as President of the Executive Board may not serve on the Nominating Committee.
2. Duties:
  - A. Identify and recruit potential candidates for Board of Directors, Officers, and Committee Chairs and maintain a list of suitable candidates in preparation for the annual election or to fill open seats which might occur throughout the year,
  - B. Present to the members at the CCHSPA April meeting, or at other regular or special meetings as specified by the Board, a slate of nominations for the Board to fill the positions as referenced in paragraph 1 above.

- C. The Nominating Committee shall solicit candidates for the Board and Committee Chairs, both from the CCHSPA and from parents of students entering CCHS the following year. The nominees shall be as generally representative of the community served by CCHS as possible, and consideration shall be given to ensuring some continuity of Board membership.
- D. This committee is advisory to the Board of Directors and has no authority to make commitments on the CCHSPA's behalf.

### XIII - MISCELLANEOUS PROVISIONS

1. Execution of Instruments – All contracts, financial instruments, and other obligations authorized to be executed by an officer of CCHSPA in its behalf shall be signed by the President or the Treasurer except as the Board may generally, or in particular cases, otherwise determine.
2. Non-profit Records – The original, or attested copies, of the Articles of Organization, these By-laws, and records of all meetings of the directors, which shall contain the names and the record address of all directors and officers, and any such other legally required records shall be kept in Massachusetts at the principal office of CCHSPA or at an office of its Secretary/Clerk. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for the inspection by any director or officer for any proper purpose.
3. Ratification – Any action taken on behalf of CCHSPA by a director or any officer or representative of CCHSPA which requires authorization by the Board shall be deemed to have been duly authorized if subsequently ratified by the Board, if action by it was necessary for authorization.
4. Fiscal Year – Except as from time to time otherwise determined by the Board, the fiscal year of the CCHSPA shall begin on July 1 and end on the following June 30.
5. Dissolution and Distribution. Upon the liquidation or dissolution of the CCHSPA, after payment of all of the liabilities, all of the assets of the CCHSPA shall be distributed to CCHS or to one or more non-profit, public, charitable or educational organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code such as the Board may designate.

#### ARTICLE XIV- AMENDMENT

The Board may amend these by-laws by a majority vote of those present at any regular or special meeting of the Board called for such purpose. Written notice of any such meeting shall be sent to each Board member at least 5 days prior to the meeting and shall include a description of the proposed By-Law amendments. Any amendment to Articles IV, V, VI or this Section XIV must also be approved by the members at the Annual Meeting or any Special Meeting called for the purpose. Where approval by the membership is required, a description of the proposed By-Law amendment will be included with the notice of the meeting.

#### ARTICLE XV - EFFECTIVE DATE

These restated By-Laws were adopted on the 22 of October, 2020, and shall remain in full force and effect, unless and until further amended by the Board as provided in ARTICLE XIV above.