

Bylaws of Coney Island Brighton Beach Open Water Swimmers, Inc.

Article 1 Offices

Section 1. Principal Office

The principal office of Coney Island Brighton Beach Open Water Swimmers, Inc. (the “Corporation”) is hereby changed to 135 Ocean Parkway, 14B, Brooklyn, NY 11218.

The designation of the address of the Corporation’s principal office may, in the future, be changed by amendment of these Bylaws by the Board of Directors (as defined below). Alternatively, the Board of Directors may change the principal office from one location to another consistent with the law by noting, in a separate writing, the changed address and effective date, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

Section 2. Additional Offices

The Corporation may also have offices in addition to its principal office at such other places, within or outside its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

Article 2 Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Purposes

The specific purposes of the Corporation are encompassed by those embodied in the Articles of Incorporation (as set forth in the Certificate of Incorporation), and include, without limitation, the following:

- to provide opportunities for open water swim training over various distances and under various water temperatures and other conditions;
- to organize and host amateur open water swim races, including races that (i) highlight the history of New York’s boroughs as related to the waterfront, and (ii) involve local communities; and
- to engage with, and support, other Section 501(c)(3) organizations that promote (i) open water swimming, and (ii) the development and environmental protection of local communities.

Section 3. Members of the Corporation

The Corporation may maintain a membership (“Membership”, “Members” and “Member”, as appropriate). In exchange for a reasonable fee to be determined by the Board of Directors, each Member shall enjoy certain opportunities and services provided by the Corporation pursuant to this Article, as determined by the Board of Directors.

No Member of the Corporation shall have any control, voting right, or other form of authority over the Corporation, unless that Member is also a Director or an Officer as defined below.

Article 3 Directors

Section 1. Number

The Corporation shall have no fewer than three Directors and no more than eleven Directors (individually “Director”, and collectively the “Board of Directors”).

Section 2. Qualifications

Directors shall be of the age of majority in this state.

Section 3. Powers

Unless otherwise required by law or the Articles of Incorporation, the activities and affairs of the Corporation shall be conducted under, and all Corporate powers shall be exercised by or under the

direction of, the Board of Directors.

Section 4. Duties

It shall be the duty of the Directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers (as defined below), agents, and employees of the Corporation;
- Supervise all Officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- Meet at such times and places as required by these Bylaws; and
- Register their addresses with the Secretary of the Corporation.

Section 5. Compensation

Directors shall serve without compensation as Director. However, Directors shall be allowed reasonable advance payment of expenses to be incurred, or reimbursement of expenses incurred, in the performance of their duties. Any compensation paid to Directors for services outside of serving as Director shall be approved in advance in accordance with the Corporation's conflict of interest policy, as set forth in Article 9 of these Bylaws.

Section 6. Place of Meetings

Meetings shall be held at the principal office of the Corporation or other location agreed to by the Board of Directors.

Section 7. Meetings

Meetings of the Board of Directors shall be held at least six times during the calendar year, at dates and times to be agreed to by the Board of Directors. The Board of Directors shall publish the board meeting schedule at the first Board of Director's meeting held on or after September 1st of each year.

Section 8. Quorum for Meetings

A quorum shall consist of a majority of the members of the Board of Directors.

Except as otherwise provided under the law, the Articles of Incorporation or these Bylaws, no

business shall be considered by the Board of Directors at any meeting at which a quorum is not present.

Directors may attend meetings in person, telephonically and via other electronic means. Thus, when the majority of Directors meet in person, telephonically and/or via other electronic means, a quorum is present.

Section 9. Majority Action as Board Action

Unless otherwise required by law, the Articles of Incorporation or these Bylaws, every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board of Directors.

Section 10. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by (i) an Executive Director, or if no such person has been so designated, or in his or her absence, (ii) by a Director chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meeting of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 11. Informal Action

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, is agreed to by a quorum. For purposes of this section, consent via e-mail transmission constitutes consent in writing. The intent of this provision is to allow the Board of Directors to use e-mail to approve actions.

Section 12. Vacancies and Elections

Vacancies on the Board of Directors shall exist (i) on the expiration of a Director's term, (ii) on the death, resignation or removal of a Director, and (iii) whenever the number of authorized members of the Board of Directors is increased.

The Board of Directors shall elect one Director for each vacancy on the Board of Directors at the first Board of Director's meeting held on or after September 1st of each year. Voting shall be by written ballot. Each Director shall cast one vote per candidate for each vacancy. The candidate receiving the highest number of votes for each vacancy shall be elected to serve on the Board of Directors.

At least one week prior to the election of Directors, a list of the eligible candidates shall be provided to the Membership of the Corporation.

Unless otherwise agreed to by a majority vote of the Board of Directors, each candidate for the Board of Directors shall have served at least one year on the Board of Directors or on the Advisory Board (as defined in these Bylaws).

A person elected to fill a vacancy on the Board of Directors shall hold office until the expiration of his or her term (as defined below) or until his or her death, resignation, or removal from office.

Section 13. Term of Office, Resignation and Removal

Each Director shall hold office for a period of two years.

Each Director may hold office for a plurality of terms, whether consecutive or otherwise, if duly elected under the provisions of these Bylaws.

Each Director may resign from the Board of Directors upon written notice thereto, for any reason prior to the expiration of the two-year term being served. To the extent possible, the resigning Director shall notify the Board of Directors of the intended resignation at least one month prior to resigning.

The Board of Directors may remove a Director from the Board of Directors by a majority vote, so long as the basis for doing so is consistent with the law and is reasonably related to preserving the Board of Directors' ability to carry out its functions hereunder. Bases for removing a Director that are reasonably related to preserving the Board of Directors' ability to carry out its functions hereunder include, without limitation, conduct which (i) adversely affects the operation or interests of the Corporation, or (ii) which creates a reasonable likelihood of same.

Section 14. Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 15. Indemnification of Directors and Officers by Corporation

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

Section 16. Insurance for Corporate Agents

Except as otherwise provided under the law, the Board of Directors may authorize the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the law, the Articles of Incorporation or these Bylaws.

Article 4

Officers

Section 1. Designation of Officers

The Officers of the Corporation shall be Executive Director, Treasurer and Secretary. and other such Officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications

Any person may serve as an Officer of the Corporation, so long as that person (i) is of the age of majority in this state, and (ii) in the opinion of the Board of Directors, possesses the skills necessary to fulfill the duties required of that position, as set forth below.

Section 3. Elections and Term of Office

The Board of Directors shall elect Officers at the first meeting of the Board of Directors on or after October 1st. Each Officer shall hold office until he or she resigns, or is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

At least one week before the election of Officers, a list of the eligible candidates shall be provided to the Membership of the Corporation.

Section 4. Removal and Resignation

Each Officer may resign from their position upon written notice thereto, for any reason. To the extent possible, the resigning Officer shall notify the Board of Directors of the intended resignation at least one month prior to resigning.

The Board of Directors may remove an Officer by a majority vote, so long as the basis for doing so is consistent with the law and is reasonably related to preserving the Board of Directors' ability to carry out its functions hereunder. Bases for removing an Officer that are reasonably related to preserving the Board of Directors' ability to carry out its functions hereunder include, without limitation, conduct which (i) adversely affects the operation or interests of the Corporation, and (ii) which creates a reasonable likelihood of same.

Section 5. Vacancies

Bylaws. In the event of a vacancy in any office, such vacancy may be filled temporarily by appointment by an Executive Director until such time the Board of Directors shall fill the vacancy.

The Board of Directors shall determine whether Vacancies occurring with respect to Officers appointed at the discretion of the Board of Directors are to be filled.

Section 6. Duties of Executive Director or Directors

There may be co-Executive Directors. The Executive Director (s) shall be a member of the Board of Directors and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or

which may be prescribed from time to time by the Board of Directors.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

The Executive Director shall permanently assume the title of “Executive Director Emeritus” once he or she has completed his or her tenure as Executive Director, so long as (i) he or she is not presently serving a subsequent term as Executive Director and (ii) he or she is in good standing as determined by the Board of Directors. The Executive Director Emeritus shall, if he or she so desires, be entitled to permanently serve on the Advisory Board as defined herein. Bases for determining a lack of good standing include, without limitation, conduct by the Executive Director during or after his or her tenure which (i) adversely affects the operation or interests of the Corporation, or (ii) which creates a reasonable likelihood of same.

Section 7. Duties of Managing Director

When the office of Managing Director is being served, the following powers, obligations and limitations shall apply to that office. In the absence of the Executive Director, or in the event of his or her inability or refusal to act, the Managing Director shall perform all the duties of the Executive Director. When so acting, the Managing Director shall have all the powers of, and be subject to all the restrictions on, the Executive Director. The Managing Director shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation, or these Bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of Secretary

The Secretary shall:

- Certify and keep at the principal office of the Corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date;
- Keep at the principal office of the Corporation, at such other place as the Board of Directors may determine, and/or electronically, as appropriate, a book of minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees of Directors and other individuals, recording therein the time and place of holding, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- Be custodian of the records and of the seal of the Corporation (if any, pursuant to these Bylaws) and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Corporation;
- Keep at the principal office of the Corporation, and/or electronically, as appropriate, Membership records containing (i) the name and address of each Member, and (ii) for each Membership that has ended, the date on which such Membership ended;
- Exhibit at all reasonable times to any Director, or to his or her agent or attorney, on request therefor, the Bylaws, the Membership records, and the minutes of the proceedings of the Board of Directors; and
- In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- The corporation may have co secretaries.

Section 9. Duties of Treasurer

The Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever;
- Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the

Board of Directors, taking proper vouchers for such disbursements;

- Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor;
- Render to the Board of Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors; and
- With the approval of the Executive Director, or Managing Director when that office is being served, work in conjunction with, and/or delegate to, one or more Directors, Officers and others to execute any of the above duties.

Section 10. Compensation

The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by Officers of the Corporation shall be reasonable and given in return for services actually rendered to or for the Corporation. All Officer salaries shall be approved in advance in accordance with the Corporation's conflict of interest policy, as set forth in these Bylaws.

Article 5 Committees

The Corporation may have such committees as the Board of Directors may from time to time designate. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

Article 6 Advisory Board

The Board of Directors may, at its discretion, maintain a group of advisors ("Advisory Board").

Members of the Advisory Board shall be of the age of majority in this state.

The sole role of the Advisory Board shall be to advise, and perform certain tasks under the direction of, the Board of Directors. The Board of Directors shall, at its discretion, approve all candidates for the Advisory Board.

The Board of Directors may dissolve the Advisory Board for any reason.

The Board of Directors may remove an Advisory Board member by a majority vote, so long as the basis for doing so is consistent with the law and is reasonably related to preserving the Board of Directors' ability to carry out its functions hereunder. Bases for removing an Advisory Board member that are reasonably related to preserving the Board of Directors' ability to carry out its functions hereunder include, without limitation, conduct which (i) adversely affects the operation or interests of the Corporation, or (ii) which creates a reasonable likelihood of same.

The Advisory Board shall not constitute a committee for the purposes of these Bylaws.

Article 7

Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation 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. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Deposits

All funds of the Corporation shall 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.

Section 3. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the Corporation.

Article 8

Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office, or electronically, as appropriate:

- Minutes of all meetings of Directors and committees of the Board of Directors, indicating the time and place of holding such meetings, how called, the notice given, and the names of those present and the proceedings thereof;
- Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- A record of its Members, if any, indicating their names and addresses and, if applicable, the class of Membership held by each Member and the termination date of any Membership; and
- A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to a corporate instrument, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Each Director shall have the right at any reasonable time to (i) inspect and copy all books, records, and documents belonging to the Corporation, and (ii) to inspect the physical property of the Corporation, whether or not doing so is required under the Articles of Incorporation, other provisions of these Bylaws, or the law.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the Members, if any, of the Corporation, to be so prepared and delivered within the time limits set by law.

Article 9 IRC 501(c)(3) Tax Exemption

Section 1. Limitations on Activities

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry out any activities prohibited to be carried out (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition of Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

Section 3. Distribution of Assets

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation (i) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; (iv) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 10 Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a. Interested Person.** Any Director, Officer, person with Board of Directors-delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the remaining Directors shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

If appropriate, the Board of Directors shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above

determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the Board of Directors has reasonable cause to believe a Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.

If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action including, without limitation, removal from the Board of Directors.

Section 4. Records of Board of Directors Proceedings

The minutes of meetings of the Board of Directors shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed.
- The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements

Each Director and Officer shall annually sign a statement which affirms such person:

- has received a copy of the conflicts of interest policy;
- has read and understands the policy;
- has agreed to comply with the policy; and
- understands that the Corporation is charitable and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining; and

- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 7. Use of Outside Experts

When conducting the periodic reviews as provided for in this Article, the Corporation may, but need not, use outside experts. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring that periodic reviews are conducted.

Article 11

Amendment of Bylaws

Except as otherwise specified under the law or the Articles of Incorporation, the Board of Directors may alter, amend or repeal these Bylaws, and may adopt new Bylaws.

Article 12

Nondiscrimination Policy; Financial and IRS Documents; Construction and Terms

Section 1. Nondiscrimination Policy

The Officers, Directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section 2. Financial and IRS Documents

Upon request, the Corporation shall provide its Internal Revenue Service Forms 990, 990-T, and Form 1023. (whichever are applicable), Bylaws, conflict of interest policy, and financial statements to members of the general public for inspection free of charge.

Section 3. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, articles of organization, certificate of incorporation, organizational charter,

corporate charter, or other founding document of the Corporation filed with an office of this state and used to establish the legal existence of the Corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to

such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the current Directors of the Corporation, and we consent to, and hereby adopt, the foregoing Bylaws as the Bylaws of the Corporation. The foregoing Bylaws hereby adopted shall supersede any previous Bylaws of the Corporation.

R. Cristian Vergara [signature] [date]

Capri Djatasmoro [signature] [date]

Jacqueline Broner [signature] [date]

Paula Croxson [signature] [date]

Jeanne DuBoise [signature] [date]