SECOND RESTATED BY-LAWS OF
FACING HISTORY AND OURSELVES, INC.

ADOPTED: November 13, 2015

ARTICLE I. MEMBERSHIP

Section 1. No Members. From and after November 16, 2014, the Corporation shall not have members.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Duties and Powers. The affairs of the Corporation shall be managed under the general direction of the Board of Directors, who shall have and may exercise all of the powers of the Corporation. The Board of Directors may delegate any or all of such powers, except those which by law may not be delegated. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper. The Chair of the Leadership Council shall be selected from among the Directors, in accordance with Section 4 of Article III hereto.

Section 2. Number of Directors. The number of Directors shall be not less than seven and not more than thirty Directors, plus representatives of each Regional Advisory Board of the Corporation as may be determined by the Board of Directors in accordance with Article II, Section 3 hereto.

Section 3. Election of Directors and Terms of Office. Directors shall be elected by the Board of Directors. The members of the Board of Directors shall be divided into three classes of approximately equal size. Each class shall serve staggered three year terms of office. Each year, the Board of Directors, voting at the annual meeting of the Board of Directors, shall elect successors to each class whose term is then expiring. If the total number of Directors of the Corporation changes, any increase or decrease in Directors shall be apportioned among the classes so as to maintain all classes as equal in number as practicable provided that a decrease in the number of Directors shall not affect any Director whose term has not yet expired, and any additional Director elected to any class shall hold office for a term which shall coincide with the terms of the other Directors in such class. Nothing herein shall be deemed to restrict the right of a Director to resign at any time nor preclude the election of a Director to successive, consecutive terms, subject to any limits on length of service as may be established by the Board of Directors and memorialized in a Policy Statement, changes to which shall not constitute an amendment to these By-Laws.

Representation of the Regional Advisory Boards on the Board of Directors shall be determined by the Board of Directors from time to time, and memorialized in a Policy Statement, changes to which shall not constitute an amendment to these By-laws.

The Chair of the Board of Scholars, if one has been appointed, shall serve as a Director of the Corporation ex officio.
Each Board of Directors, constituted as provided above, at the time of the annual meeting of Directors or special meeting in lieu thereof, shall elect from among themselves a Chair, who, shall not be an employee of the Corporation. The Chair shall serve for a term of one year and may serve successive, consecutive terms if so re-elected.

**Section 4. Chair of the Board.** The Chair of the Board shall preside over meetings of the Board of Directors of the Corporation; shall fix the date, time, and place of the annual meeting of the Board of Directors; shall have the right to call special meetings of the Board of Directors; and shall carry out all policies established by the Board of Directors. In case of the temporary absence of the Chair of the Board of Directors, or his or her temporary inability from any cause to act, the Chair of the Committee on Governance may act in his or her stead. When so acting, he or she shall have all of the responsibilities of the office of the Chair of the Board of Directors. In the event of the death or incapacity of the Chair of the Board of Directors, the Chair of the Committee on Governance shall act in his or her stead. Within sixty days of the date of such death or the start of such incapacity, a Special Meeting of the Board of Directors shall be called, on not less than ten days prior notice, to elect a new Chair of the Board of Directors or to take such other action as may be appropriate. The Committee on Governance, after consultation with the Board of Directors and the officers of the Corporation, shall propose a nominee for such position if it deems it appropriate.

**Section 5. Vice-Chair.** The Board of Directors may, but shall not be required to elect one or more Vice-Chairs. Each Vice-Chair shall perform such duties and functions as the Board of Directors or the Chair thereof may prescribe from time to time which shall be memorialized in a Policy Statement, changes to which shall not constitute an amendment to these By-Laws.

**Section 6. Meetings of Board of Directors.** The annual meeting of the Board of Directors shall be held on the date which may be fixed by the Board of Directors from time to time. Regular meetings of the Board of Directors shall be held on such dates and at such times as may be determined by the Board of Directors and memorialized in a Policy Statement, changes to which shall not constitute an amendment to these By-Laws. Special meetings of the Board of Directors shall be called by the Clerk of the Corporation, or such other persons as may be designated by the Clerk, at the direction of the President and CEO or the Chair of the Board of Directors, or by Directors representing thirty percent (30%) of the Directors then in office, such special meeting to be scheduled as soon as practicable after the receipt of such request.

**Section 7. Telephonic Participation.** Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or any committee, as the case may be, by means of conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

**Section 8. Notice of Meetings.** Notice of the annual meeting of the Board of Directors and of any regular meeting or special meeting shall be served upon each Director in person, by fax, by electronic mail, or by mail, addressed to him or her at his or her last known address, fax number or electronic mail address, as applicable, as reflected in the records of the
A Director may update his or her contact information with the Corporation by notice to the Clerk of the Corporation. Notice of the annual meeting and any regular meeting shall be so served not less than ten days prior thereto and notice of any special meeting shall be so served not less than two days prior thereto. Each such notice shall specify the time, place and purpose of the meeting. Notice of any meeting may be waived by any Director in writing, and attendance at any meeting shall constitute waiver of notice of such meeting.

Section 9. Place of Meeting. The Board of Directors may hold any of its meetings either within or without the Commonwealth of Massachusetts at such place as may be designated in the notice of such meeting.

Section 10. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Directors shall constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of those Directors present may adjourn the meeting to some further time not more than sixty days later and the meeting shall be held as adjourned upon notice thereof to the absent Directors in the manner above provided.

Section 11. Voting. At all meetings of the Board of Directors, each Director shall have one vote. When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question and their act shall be the act of the Board of Directors except as otherwise provided by law, the Articles of Organization or these By-Laws.

Section 12. Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent which sets forth the action is signed by each Director in such manner as may be permissible under applicable law from time to time. Such written consent shall be treated for all purposes as a vote at a meeting and filed with the minutes of proceedings of the Board of Directors.

Section 13. Compensation of Directors. Directors shall not receive any salary for their services in their capacity as Directors, but nothing shall preclude any Director from serving the Corporation in any other capacity, and receiving compensation therefor, provided, however, that the Chair of the Board of Directors shall not be an employee of the Corporation.

Section 14. Removal of Directors. Any Director may be removed with or without cause by vote of the Board of Directors at the annual meeting or at a special meeting called for that purpose. The Director whose removal is proposed shall be entitled to vote on the question of such removal. A Director may be removed for cause only after a reasonable notice and opportunity to be heard before the Board of Directors.

Section 15. Resignation. Any Director may resign his or her seat on the Board of Directors at any time, such resignation to be in the form of a signed writing, mailed or delivered to the President and CEO or the Clerk of the Corporation. If no effective date is specified in such writing, the resignation shall take effect upon receipt. Any resignation shall be effective without acceptance.
Section 16. Vacancies. Any vacancy occurring in the Board of Directors by death, resignation, removal or otherwise may be filled at the next annual meeting of the Board of Directors or at a special meeting called for that purpose. Any Director so elected shall hold office until the next annual meeting of the Board of Directors. Any Director so elected may be re-elected for one or more full terms. No vacancy is required to be filled unless the number of Directors is less than seven.

ARTICLE III. LEADERSHIP COUNCIL

Section 1. Duties. The Leadership Council may assist the Board of Directors, the President and CEO and other members of the Corporation’s management team on an ad hoc basis with maintaining the mission and furthering the goals of the Corporation, and shall provide consultation services to the Board of Directors in support of the same, and also with respect to management issues and development of financial resources at the request of the Board of Directors, the President and CEO and other members of the Corporation’s management team. No member of the Leadership Council shall, in his or her capacity as a member of the Leadership Council, owe or be deemed to owe any fiduciary duty to the Corporation or to the Board of Directors.

Section 2. Number of Members of the Leadership Council. The Corporation may have an unlimited number of members of the Leadership Council.

Section 3. Appointment of Members of the Leadership Council and Length of Term. Members of the Leadership Council shall be appointed by the Board of Directors. The members of the Leadership Council shall be divided into three classes of approximately equal size. Each class shall serve staggered three year terms. Each year, the Board of Directors, voting at the annual meeting of the Board of Directors, shall elect successor members of the Leadership Council to each class whose term is then expiring. If the total number of members of the Leadership Council of the Corporation changes, any increase or decrease in members of the Leadership Council shall be apportioned among the classes so as to maintain all classes as equal in number as practicable provided that a decrease in the number of members of the Leadership Council shall not affect any member of the Leadership Council whose term has not yet expired, and any additional member of the Leadership Council appointed to any class shall serve for a term which shall coincide with the terms of the other members of the Leadership Council in such class. Nothing herein shall be deemed to restrict the right of a member of the Leadership Council to resign at any time nor preclude the appointment of a member of the Leadership Council to successive, consecutive terms.

Section 4. Chair of the Leadership Council. The Chair (or Co-Chairs, as appropriate) of the Leadership Council shall be selected from among the Directors by the Board of Directors, and shall preside over meetings of the Leadership Council of the Corporation. The Chair of the Leadership Council shall have the right to call meetings of the Leadership Council; and shall carry out all policies established by the Board of Directors. In case of the temporary absence of the Chair of the Leadership Council, or his or her temporary inability from any cause to act, the Co-Chair of the Leadership Council, if applicable, shall perform the duties of Chair of
the Leadership Council. If there is no Co-Chair of the Leadership Council, or if the Co-Chair of the Leadership Council is unable or unwilling to serve, then the Chair of the Board of Directors, or such other person as the Chair of the Board of Directors may designate, shall perform the duties of Chair of the Leadership Council. In the event of the death or incapacity of the Chair of the Leadership Council, or in the event that the Chair (or last remaining Co-Chair) of the Leadership Council shall cease to be a Director, then on an interim basis, the Chair of the Board of Directors or such other person as he or she shall designate in the manner set forth above, shall act until a replacement Chair of the Leadership Council has been selected.

Section 5. Compensation of Members of the Leadership Council. Members of the Leadership Council shall not receive any salary for their services in their capacity as members of the Leadership Council, but nothing shall preclude any member of the Leadership Council from serving the Corporation in any other capacity and receiving compensation therefor.

Section 6. Removal of Members of the Leadership Council. Any member of the Leadership Council may be removed with or without cause by vote of the Board of Directors at an annual meeting or at a special meeting called for that purpose.

Section 7. Resignation. Any member of the Leadership Council may resign his or her seat on the Leadership Council at any time, such resignation to be in the form of a signed writing, mailed or delivered to the President and CEO or the Clerk of the Corporation. If no effective date is specified in such writing, the resignation shall take effect upon receipt. Any resignation shall be effective without acceptance.

Section 8. Vacancies. Any vacancy occurring in the Leadership Council by death, resignation, removal or otherwise may (but need not) be filled by the Board of Directors at the next occurring meeting of the Board of Directors. Any member of the Leadership Council appointed to fill a vacancy on the Leadership Council shall hold office for the unexpired term of his predecessor. Any member of the Leadership Council so appointed may be re-appointed for one or more full terms.

ARTICLE IV. BOARD OF SCHOLARS

The Board of Directors may, if it deems it appropriate at any time, establish a Board of Scholars which shall consist of such persons as designated by the President and CEO, in consultation with the Board of Directors, from time to time. The members of the Board of Scholars and/or the Board of Scholars as a group shall render advice and counsel to the President and CEO and staff of the Corporation regarding the mission, programs, goals and objectives of the Corporation as each member of the Board of Scholars shall, from time to time, deem appropriate, and shall provide additional service to the Board of Directors, the Leadership Council the President and CEO and/or other members of the Corporation’s management team as may be determined by the Board of Directors and memorialized in a Policy Statement, changes to which shall not constitute an amendment to these By-Laws. Except for the duties specified in this section, no member of the Board of Scholars shall, in his or her capacity as such, owe or be deemed to owe any fiduciary duty to the Corporation or to the Board of Directors. The Board of Scholars may meet formally or informally at such times and in such manner as may be
appropriate. The President and CEO, with the approval of the Board of Directors, may appoint a Chair and one or more Vice-Chairs of the Board of Scholars. In accordance with Section 3 of Article II, the Chair of the Board of Scholars, if one has been appointed, shall serve as a Director of the Corporation ex officio.

ARTICLE V. REGIONAL ADVISORY BOARDS

The Board of Directors may, if it deems it appropriate at any time, establish one or more Regional Advisory Boards in various regions of the United States and in foreign countries. The Chair, or Co-Chairs if deemed appropriate, of any Regional Advisory Board will be appointed by the Chair of the Board of Directors, in consultation with the Regional Director and the President and CEO. The Chair of each Regional Advisory Board, in consultation with the Regional Director and the President and CEO, shall appoint the members of those Boards. In accordance with Section 3 of Article II hereto, representation of each Regional Advisory Board on the Board of Directors shall be determined by the Board of Directors from time to time and memorialized in a Policy Statement, changes to which shall not constitute an amendment to these By-Laws.

The Regional Advisory Boards shall provide ambassadorial and philanthropic leadership in regions where the Corporation deems it appropriate. Members of the Regional Advisory Boards shall work closely with regional staff and serve as ambassadors in the community bringing information about the Corporation to educators, community leaders and potential corporate and individual donors. Each Regional Advisory Board shall meet at least once per year. Regional Advisory Board members are encouraged to attend programs as well as make classroom visits and participate in community events.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee. The Board of Directors shall be empowered to appoint an Executive Committee, either as a standing committee or as a temporary committee to act on an ad hoc basis for a fixed period of time and/or for a fixed purpose. Any Executive Committee so appointed shall consist of not less than five Directors, with the composition of the Executive Committee to be determined by the Board of Directors from time to time after receiving a recommendation from the Chair of the Board of Directors and the President and CEO. The Chair of the Board of Directors shall serve as the Chair of the Executive Committee ex officio. The Chair of the Board of Directors may request that the Board of Directors designate one or more Directors as alternates to serve on the Executive Committee where a regular Executive Committee member is unable to participate at one or more meetings due to absence or in the event of a conflict of interest. The Executive Committee shall, to the extent permitted by law, possess and exercise such powers as the Board of Directors may, from time to time, prescribe. Meetings of the Executive Committee shall be called by the Chair of the Executive Committee. Rules of Procedure for Executive Committee meetings shall be determined by the Board of Directors from time to time. The Executive Committee shall maintain written records of its actions, and shall report such actions to the Board of Directors as promptly as circumstances require.
Section 2. Other Committees. Subject to the right reserved by the Board of Directors to (a) defer the appointment of any committee; (b) change the membership of any committee at any time; (c) fill vacancies therein; and (d) discharge any committee at any time, with or without cause, there shall be the following committees of the Board of Directors:

Finance Committee
Audit Committee
Development Committee
Committee on Governance
Compensation Committee

Each of the foregoing Committees shall consist of not less than three Directors and, except for the Committee on Governance, other persons to the extent described below, and each shall have the powers and purposes set forth in the following paragraphs. The Board of Directors may also create such other Committees as may be determined from time to time, consisting of not less than two Directors and other persons to the extent described below, and having such powers and duties as shall from time to time be prescribed by the Board of Directors. The Chair of the Board of Directors shall be a voting member of each Committee ex officio. The President and CEO shall be a voting member of each Committee listed above ex officio, except (a) the Executive Committee, meetings of which the President and CEO may attend as a non-voting observer, and (b) the Compensation Committee. The President and CEO may be made a voting member of any additional Committees created by the Board of Directors ex officio, if so determined of the Board of Directors. The Chair of the Board of Directors, in consultation with the President and CEO, shall appoint the Chair of each of the foregoing Committees. The Chair of each Committee in consultation with the Chair of the Board of Directors and the President and CEO, shall appoint the members of each such Committee, who, except for the Committee on Governance, which shall include only persons who are members of the Board of Directors, may include both persons who are now Directors or members of the Leadership Council of the Corporation as well as persons who are not now Directors or members of the Leadership Council of the Corporation. The Chair of each Committee, in consultation with the President and CEO, the other members of such Committee, and such other persons, including employees of the Corporation, as each such Chair deems appropriate, shall present to the Board of Directors a report on the activities of each such Committee for each year. Subject to the foregoing, the responsibilities of each of the Committees shall be as follows:

(a) Finance Committee. The Finance Committee, together with the Treasurer, shall review the annual budget and make recommendations for final approval of the budget by the Board of Directors. Other responsibilities of the Finance Committee include advising and recommending capital expenditures related to physical plant or other major investments, and oversight of the endowment and other investments.

(b) Audit Committee. The Audit Committee will oversee the annual audit process and issues relating to financial reporting and disclosure. The Audit Committee will assist the Board with the oversight of the integrity of the Corporation’s financial statements, compliance with legal and regulatory requirements, the
qualification and independence of the Corporation’s independent auditors and the performance of the Corporation’s internal audit function and that of the independent auditors. Other responsibilities of the Audit Committee include review of risk management on a regular basis and review of matters relating to conflicts of interest among Directors, members of the Leadership Council, officers of the Corporation and members of the Corporation’s senior management.

(c) **Development Committee.** The Development Committee will work closely with the development staff to formulate policies for development and provide counsel and leadership in building and executing the Corporation’s fundraising and stewardship programs.

(d) **Committee on Governance.** The Committee on Governance will solicit recommendations from the Board of Directors for proposed members of the Board of Directors, respectively, and will propose to the Board of Directors for approval, and then submit to the Board of Directors a slate of officers, members of the Board of Directors, and members of the Leadership Council, with appropriate terms of office, for election at the annual meeting of the Board of Directors. Other responsibilities of the Committee on Governance include recommending policies on the role and responsibilities of Directors and members of the Leadership Council; the orientation of new Directors and new members of the Leadership Council, and evaluating the performance of Directors and members of the Leadership Council.

(e) **Compensation Committee.** The Compensation Committee is responsible for reviewing the performance of the President and CEO and recommending to the Board of Directors, as applicable, the appropriate compensation for the President and CEO. If so requested by the President and CEO, the Compensation Committee shall consult with the President and CEO on matters related to reviewing the performance of members of the Corporation’s management team, and setting compensation for members of the Corporation’s management team.

**Section 3. Rules of Procedure.** At any meeting of any Committee, the presence of a majority of the Committee members shall constitute a quorum for the transaction of business and the approval of a majority of the Committee members shall be the act of the Committee. A majority of the members of any Committee may fix its rules of procedure. All actions by any Committee shall be reported to the Board of Directors, as promptly as circumstances require.

**Section 4. Action by Committee Without a Meeting.** Any action required or permitted to be taken at a meeting of any Committee may be taken without a meeting, if a written consent which sets forth the action is signed by each member of the Committee and filed with the records of proceedings of that committee.

**ARTICLE VII. OFFICERS**
Section 1. Officers. The officers of the Corporation shall be a President and CEO, a Treasurer, a Clerk and such other officers as the Board of Directors may designate. Any two offices, except the offices of President and CEO and Clerk, may be held by the same person.

Section 2. Election. The President and CEO, Treasurer and Clerk, and any other officers of the Corporation designated by the Board of Directors, shall be elected by the Board of Directors.

Section 3. Term of Office. All officers shall hold office until their successors have been duly elected and qualified unless they sooner resign or are removed as provided herein.

Section 4. Resignation or Removal of Officers. (a) Any officer may resign his or her office at any time, such resignation to be in the form of a signed writing delivered to the President and CEO or the Clerk of the Corporation. If no effective date is specified in such writing, the resignation shall take effect immediately. Any resignation shall be effective without acceptance.

(b) Any officer may be removed either with or without cause by the Board of Directors or by the Executive Committee subject to prompt ratification by the Board of Directors.

Section 5. Vacancies. All vacancies in any office shall be filled promptly by the Board of Directors either at its next annual meeting or at a special meeting called for that purpose.

Section 6. Duties of Officers. The duties and powers of the officers of the Corporation shall be as follows and as hereafter determined by resolution of the Board of Directors.

(a) President and CEO. The President and CEO shall be the chief executive officer of the Corporation, and shall have general charge, supervision and control over the operations and affairs of the Corporation; shall, in the absence of the Treasurer, perform the duties of Treasurer; shall cause all books, reports, statements and certificates to be properly kept and filed; and shall enforce these By-Laws and perform all duties which are required by law. For the avoidance of doubt, the President and CEO shall be an employee of the Corporation.

(b) Treasurer. The Treasurer shall be the chief financial officer of the Corporation. At each annual meeting of the Board of Directors, the Treasurer shall render a report of the condition of the finances of the Corporation and shall render such a report to the Board of Directors at such other times as shall be required of them by the President and CEO, the Board of Directors. For the avoidance of doubt, the Treasurer shall be an employee of the Corporation.

(d) Clerk. The Clerk, who may also be known as the Secretary, shall keep the minutes of meetings of the Board of Directors; shall attend to the giving of notice
of meetings of the Board of Directors; and shall perform such additional duties and functions as may be prescribed by resolution of the Board of Directors. The Clerk need not be a resident of Massachusetts provided that the Corporation has appointed a registered agent. If the Clerk is absent at any meeting of the Board of Directors, a Temporary Clerk shall be chosen at the meeting and shall thereupon exercise the duties of the Clerk. An Assistant Clerk, who may be a member of the Corporation’s staff, may also be designated to take and distribute minutes of meetings. For the avoidance of doubt, the Clerk (and Assistant Clerk, if applicable) need not be an employee of the Corporation.

(f) Other Officers. Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.

Section 7. Compensation of Officers. The President and CEO shall receive such salary or compensation as may be fixed by the Board of Directors or, if one is so appointed, the Executive Committee, upon recommendation of the Compensation Committee, if one is so appointed. The compensation of other officers shall be fixed by the President and CEO, with input from the Compensation Committee.

ARTICLE VIII. AMENDMENTS

Section 1. Manner of Amending. These By-Laws may be altered, amended or repealed in whole or in part by vote of a majority of all of the Board of Directors. The notice of meeting at which the By-Laws are proposed to be amended shall specify the nature of the proposed amendment. Any amendment shall be effective on the date of its adoption by the Board of Directors.

ARTICLE IX. PERSONAL LIABILITY

None of the Directors, members of the Leadership Council, members of the Regional Advisory Boards, Board of Scholars, officers, employees, consultants or agents of the Corporation shall be personally liable for any debt, liability or obligation of the Corporation. All persons and entities extending credit to contracting with or having any claim against the Corporation may look only to the funds and property of the Corporation or the performance and payment of any such contract or claim or for any money that may otherwise become due or payable to them for or on behalf of the Corporation.

ARTICLE X. INDEMNIFICATION

Indemnification of the Directors, members of the Leadership Council, employees and other agents of the Corporation shall be as provided in the Articles of Organization.

ARTICLE XI. EXECUTION OF DOCUMENTS
1. Any recordable instrument purporting to affect an interest in real estate executed in the name of the Corporation by two of its officers, one of whom is the President and CEO, and the other the Treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organizations, By-Laws, resolutions or votes of the Corporation.

2. A certificate by the Clerk or any Assistant Clerk as to any action taken by the Directors or any officer of the Corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action. The exercise of any power which by law, the Articles of Organization, these By-Laws or any vote of the Board of Directors may be exercised by an officer of the Corporation only in the event of the absence of another officer or any other contingency shall bind the Corporation in favor of anyone relying thereon in good faith, whether or not such absence or contingency existed.

ARTICLE XII. NON-DISCRIMINATION

The Corporation is committed to a policy of equal opportunity. The Corporation shall comply with all applicable laws and regulations regarding employment and shall ensure that there will be no discrimination on the basis of race, color, religion, gender, sexual orientation, national origin, age, disability, ancestry or any other legally prohibited basis in its selection of Directors, members of the Leadership Council, officers, employees or agents, applicants for employment, grant recipients or students. The Board of Directors and all officers and employees of the Corporation are required to implement this policy, and to govern themselves accordingly in connection with all business of the Corporation.

ARTICLE XIII. MISCELLANEOUS

1. Any matter not covered by these By-Laws shall be governed by the Articles of Organization. If any part or provision of these By-Laws is in conflict with the Articles of Organization, the Articles of Organization shall be followed.

2. If any part or provision of these By-Laws is unenforceable or ruled invalid for any reason, or threatens the non-profit, tax exempt status of the Corporation, then such offending part of provision shall be of no force or affect, and the remaining provisions hereof shall not be affected.

3. If any part or provision of these By-Laws is ambiguous or uncertain with respect to its application, its interpretation shall be governed by the principle that the conduct of the affairs of the Corporation is intended to be delegated by the members of the Board of Directors to the Executive Committee, if one is so appointed, and other Committees of the Board, and in turn to the officers of the Corporation to the maximum extent permissible under law.

Date of adoption: November 13, 2015