

AMENDED AND RESTATED BYLAWS

- of -

THE EAST LYME PUBLIC LIBRARY, INC.

Adopted by the Board of Trustees May 3, 2021

Last Amended November 13, 2023

TABLE OF CONTENTS

ARTICLE I DEFINITIONS	
Section 1.01 “Board”	4
Section 1.02 “Code”	4
Section 1.03 “Corporation or Library”	4
Section 1.04 “CRNCA”	4
Section 1.05 “FOIA”	4
Section 1.06 “Foundation”	4
Section 1.07 “Signed”	4
Section 1.08 “Trustee”	4
ARTICLE II IDENTIFICATION	
Section 2.01 Amended and Restated Bylaws	4
Section 2.02 Office	4
Section 2.03 Fiscal Year	4
Section 2.04 Tax-Exempt Status	5
ARTICLE III TRUSTEES	
Section 3.01 Powers and Duties of Trustees	5
Section 3.02 Qualifications of Trustees	5
Section 3.03 <i>Ex-Officio</i> Trustees	5
Section 3.04 Special Student Trustees	5
Section 3.05 Election of Trustees	5
Section 3.06 Term	6
Section 3.07 Classes of Trustees	6
Section 3.08 Trustees Emeriti and Honorary Trustees	7
Section 3.09 Regular Meetings	7
Section 3.10 Special Meetings	7
Section 3.11 Presiding Officer	7
Section 3.12 Telephonic and Video Meetings	7
Section 3.13 Action Without Meeting	7
Section 3.14 Leave of Absence	7
Section 3.15 Trustees Not Compensated	8
ARTICLE IV OFFICERS	
Section 4.01 Election	8
Section 4.02 President	8
Section 4.03 Vice President	8
Section 4.04 Secretary and Assistant Secretary	8
Section 4.05 Treasurer and Assistant Treasurer	8
Section 4.06 Term of Officers	9
Section 4.07 Officers Not Compensated	9

ARTICLE V MEETINGS	
Section 5.01 Regular Meetings	9
Section 5.02 Rules	9
Section 5.03 Procedure for Amendment	9
Section 5.04 Delegations from the Public	9
ARTICLE VI COMMITTEES OF THE BOARD	
Section 6.01 Standing Committees	10
Section 6.02 Executive Committee	10
Section 6.03 Administrative and Policy Committee	10
Section 6.04 Budget Committee	10
Section 6.05 Nominating Committee	10
Section 6.06 Personnel Committee	10
Section 6.07 Public Relations Committee	11
ARTICLE VII EXECUTIVE DIRECTOR	
Section 7.01 Executive Director	11
Section 7.02 Other Full-Time Personnel	11
Section 7.03 Interim Salaried Personnel	11
ARTICLE VIII LIBRARY FOUNDATION	
Section 8.01 <i>Ex-Officio</i> Members of the Foundation	11
ARTICLE IX NON-PROFIT STATUS	
Section 9.01 Appropriate Conduct	11
Section 9.02 Other Prohibited Activities	12
Section 9.03 Conflict of Interest	12
Section 9.04 Actions on Conflicts	12
ARTICLE X DISSOLUTION OF THE LIBRARY	
Section 10.01 Dissolution	12
ARTICLE XI AMENDMENTS AND REVISIONS	
Section 11.01 Changes to Bylaws	12
ARTICLE XII OTHER PROVISIONS	
Section 12.01 Indemnification and Advances	13
Section 12.02 Compliance with FOIA	13
SCHEDULE OF AMENDMENTS	14

**AMENDED AND RESTATED BYLAWS OF
THE EAST LYME PUBLIC LIBRARY, INC.**

**Article I
Definitions**

As used herein, the following terms have the meanings set forth below:

Section 1.01 “Board” means the body of Trustees referred to in Article III hereof. The Board is the “board of directors” of the Corporation, within the meaning of CRNCA § 33-1080(a).

Section 1.02 “Code” means the Internal Revenue Code of 1986, as amended, and, to the extent relevant, the corresponding provisions of any successor or future federal income tax code.

Section 1.03 “Corporation” or “Library” means The East Lyme Public Library, Inc., a Connecticut nonstock corporation.

Section 1.04 “CRNCA” means the Connecticut Revised Nonstock Corporation Act, CONN. GEN. STAT. §§ 33-1000 et seq., as hereafter amended, and any successor statute.

Section 1.05 “FOIA” means the Connecticut Freedom of Information Act, CONN. GEN. STAT. §§ 1-200 et seq., as hereafter amended.

Section 1.06 “Foundation” means East Lyme Library Foundation, Inc., a Connecticut nonstock corporation. The Foundation is not affiliated with the Library.

Section 1.07 “Signed” means executed or adopted by a person in any manner intended to provide authentication, including without limitation the affixation of an electronic signature, transmission of assent by electronic mail, or the use of any online electronic signing system.

Section 1.08 “Trustee” means a member of the Board.

**Article II
Identification**

Section 2.01 Amended and Restated Bylaws. These are the amended and restated Bylaws of the Library. The Library has been organized for the purpose of operating and administering the public library for the Town of East Lyme, Connecticut for the benefit of East Lyme residents and the general public.

Section 2.02 Office. The office of the Library will be located at the Municipal Complex, 39 Society Road, Town of East Lyme, County of New London, State of Connecticut or at such other locations as the Trustees may from time to time designate.

Section 2.03 Fiscal Year. The fiscal year of the Library shall be from July 1st to June 30th of the following calendar year.

Section 2.04 Tax-Exempt Status. The Library is organized and intended to be a tax exempt organization under Section 501(c)(3) of the Code and is organized exclusively for charitable and educational purposes. The Library has no “members,” within the meaning of CRNCA § 33-1055.

Article III Trustees

Section 3.01 Powers and Duties of Trustees. The affairs of the Library shall be managed by the Board, including all matters of personnel and assets of the Library and the direction and supervision of the officers. The Board shall have no more than twenty-one Trustees, including ex-officio members and student members.

Section 3.02 Qualification of Trustees. Trustees shall be residents or taxpayers of the Town of East Lyme, Connecticut. If any person's spouse is a Trustee or an employee of the Library, that person shall be disqualified from serving as a Trustee. Each director of the Foundation and his or her spouse shall be disqualified from serving as a Trustee. Section 3.03 E x-Officio Trustees. The Executive Director of the Library shall serve as ex-officio, nonvoting member of the Board in order to provide the Board with his other professional expertise and counsel in library matters. The First Selectman of the Town of East Lyme, or his or her designee, shall serve as ex-officio, voting member of the Board.

Section 3.04 Special Student Trustees. Special voting membership on the Board may be offered to not more than three East Lyme High School pupils who have shown an interest in the Library. During their special term of office of not more than two years, they will exercise the privileges and share all the responsibilities of Trustees. Their election to office will take place at the Annual Meeting of the Board.

Section 3.05 Election of Trustees. The election of Trustees shall be conducted in the following manner:

- A. Election of Trustees shall be held at the Annual Meeting of the Board. Election shall be by a majority vote of the Trustees, provided that a quorum is present.
- B. The Nominating Committee shall nominate a slate of candidates to serve as Trustees. The Nominating Committee shall present its slate to the Board at its May meeting for approval. The approved slate of Trustees shall then be presented at the Annual Meeting of the Board.
- C. The election shall be by voice vote of the Trustees.
- D. Vacancies on the Board occurring between Annual Meetings of the Board may be filled by the remaining Trustees by the following process: anyone interested in filling a vacancy on the Board shall contact the Nominating Committee. If the Nominating Committee votes to nominate said candidate, it shall contact and provide the candidate’s CV to both the President and Executive Director, who will place the nomination on the agenda for the next scheduled meeting of the Board. At said meeting, which the candidate shall not attend, the Board will

discuss and vote on the candidate. If the candidate is duly elected a Trustee by a majority of the Trustees present at said meeting, then the candidate will be notified in writing (electronic communication of such vote being acceptable) by the President. An appointment to fill a vacancy on the Board shall be limited to the remainder of the vacated term.

- E. If any Trustee not on leave of absence as defined in Section 3.14 fails to attend three meetings of the Board in a twelve-month period, the Secretary or Assistant Secretary shall notify the President of the Board and the Executive Committee. The Executive Committee will, after discussion with the member, consider requesting the resignation of said Trustee.
- F. Any Trustee may be removed with cause by concurrence of two-thirds of the votes of the Trustees in attendance at a regular meeting or special meeting of the Board of Trustees called for that purpose at which a quorum is present. Vacancies on the Board of Trustees so created may be filled by the Trustees at the same meeting or at a subsequent meeting.

Section 3.06 Term. The term of office of each Trustee is three years, and each Trustee shall serve no more than three consecutive terms. At the end of a term, a Trustee must be renominated and reelected in order to serve another term. A Trustee elected to fill a vacancy, as described in Section 3.05(D), shall be considered as serving a full three-year term if, when elected, more than one and a half years remain on the vacated position he or she was elected to fill.

Section 3.07 Classes of Trustees. Trustees shall be divided into three classes, based on their term of office: Classes A, B, and C. For the trustees serving as of the date of the adoption of this new Section of the Bylaws, the classes are as follows: the term of Trustees in Class A shall expire as of the 2022 annual meeting; the term of Trustees in Class B shall expire as of the 2023 annual meeting, and the term of Trustees in Class C shall expire as of the 2024 annual meeting. A committee comprised of the Executive Director, the Vice President of the Board and the chair of the Board's Personnel Committee shall determine which of the present Trustees to assign to each class so that their respective terms comport as closely as possible with the expiration of their present terms of office. The assignment made by said committee shall then be presented to the full Board for approval.

For Trustees appointed after the adoption of these Bylaws, classes shall be assigned as follows:

- Class A: terms beginning in 2022 and those beginning every three years thereafter
- Class B: terms beginning in 2023 and those beginning every three years thereafter
- Class C: terms beginning in 2024 and those beginning every three years thereafter

Student member's term shall expire upon their high school graduation if that occurs prior to when their class term would otherwise expire.

Section 3.08 Trustees Emeriti and Honorary Trustees. Trustees who complete three consecutive three-year terms may be elected Trustee Emeritus by a majority vote of the Trustees. Those persons who have demonstrated an exceptional interest in or have made a significant effort on behalf of the Library may be elected Honorary Trustee by a majority vote of the Trustees. Neither Trustees Emeriti nor Honorary Trustees shall have voting rights on the Board but shall be invited to attend and participate in meetings of the Board.

Section 3.09 Regular Meetings. The Board shall meet at least six times per year, during January, March, May, July, September, and November, at a regular time to be established by the Board. Notice of regular meetings shall be given by the Executive Director or his or her designee to each Trustee, personally, by telephone or by mail (regular or electronic) at least five days prior to the day scheduled for such meeting. Time and place of regular meetings shall be posted on the Library bulletin board and at Town Hall at least five days in advance of said meeting.

Section 3.10 Special Meetings. Special Meetings of the Board of Trustees may be called by the President and must be called by the Secretary at the written request of one-third of the members of the Board. Not less than five days' notice of a Special Meeting shall be given by the Executive Director or his or her designee personally, by telephone or by mail (regular or electronic). Said notice shall state the time, place, and purpose of the Special Meeting. The time and place of any Special Meeting shall be posted on the Library bulletin board and at Town Hall at least five days in advance of said meeting.

Section 3.11 Presiding Officer. The presiding officer at meetings of the Board shall be the President. In the absence of the President, the meeting shall be presided over by the Vice-President, or the Secretary or the Treasurer, in that order.

Section 3.12 Telephonic and Video Meetings. The Board may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.13 Action Without Meeting. Any action to be taken by the Board may be taken without a meeting if each Trustee signs a consent describing the action taken or to be taken and delivers it to the Library, which signature and delivery may be by electronic mail or otherwise. Action so taken is the act of the Board when one or more consents signed by all the Trustees are delivered to the Library. A consent signed under this section has the effect of action taken at a meeting of the Board and may be described as such in any document.

Section 3.14 Leave of Absence. Any Trustee seeking a leave of absence shall submit a request in writing (electronic communication of such request being acceptable) to the President. Said request shall include dates for the beginning and the end of the leave, and shall be not less than four (4) months in duration or more than the unexpired term of said Trustee. The President will submit said request to the Executive Committee for approval. If the Executive Committee

grants the Trustee a leave of absence, that Trustee shall be relieved of their respective authority and duties and, while they may attend and participate in Board and Committee meetings, shall not vote, or be counted for purposes of establishing a quorum in any Board or Committee meeting. A leave of absence shall not extend the term, as specified in Section 3.06, of any Trustee, nor shall a leave of absence be considered a vacancy, as specified in Section 3.05(D). In the event that the Trustee granted the leave of absence is an Officer, then at the next scheduled Board meeting the Board will elect a Trustee to serve as Acting Officer for the duration of the leave of absence. The Trustee may terminate the leave of absence at any time on written notice to the President of intent to return to active status. Such notice shall be effective upon receipt by the President.

Section 3.15 Trustees Not Compensated. The Trustees, other than the Executive Director, shall receive no compensation or benefits for any services rendered to the Library but may be reimbursed for reasonable expenses incurred upon approval of the Board of Trustees.

Article IV Officers

Section 4.01 Election. The officers of the Library shall be elected at the Annual Meeting of the Board. The officers of the Library shall be the President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. All officers shall be members of the Board of Trustees. The Nominating Committee shall nominate a slate of officers from among the Trustees and present its slate at the May Board meeting. Election shall take place at the July Board meeting and shall be by majority vote of the Trustees present.

Section 4.02. President. The President will preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees and committee chairs, execute documents authorized by the Board, be the sole official spokesperson for the Board to the media and the public, in conjunction with the Executive Director develop agendas for forthcoming meetings, and carry out all duties associated with the office of President. The President will serve no more than three one-year terms and will not be eligible for reelection to the Presidency for three ensuing years thereafter.

Section 4.03 Vice President. The Vice President, in the event of the absence or disability of the President or a vacancy in that office, will assume and perform the duties and functions of the President. In the event of permanent disability or vacancy, the Vice President shall assume the duties and functions of the President until the next regular election of officers.

Section 4.04 Secretary and Assistant Secretary. The Secretary will keep an accurate and true record of all meetings and attendance of the Board and will perform such other duties as are generally associated with that office. An Assistant Secretary shall be elected by the Board to assist the Secretary in the performance of these duties.

Section 4.05 Treasurer and Assistant Treasurer. The Treasurer will be the disbursing officer of the board; will sign all checks; oversee the preparation of annual financial reports to the town and a statistical report to the state; and will perform such duties as are generally associated with that office. The Assistant Treasurer will assist the Treasurer in the performance of these duties. In the absence or inability of the Treasurer to perform these duties, the Assistant Treasurer will

perform the duties of the Treasurer. The Board may elect to require either or both of such officers to be bonded by a reputable bonding company in an amount set by the Board. The financial records of the Library shall be maintained by or under the supervision of the Treasurer and the Assistant Treasurer in accordance with generally accepted accounting practices. The annual audit of the Library shall be available for inspection by any member of the Library or member of the public during regular Library business hours or by special appointment if necessary.

Section 4.06 Term of Officers. Officers shall serve a term of one year and may be reelected at the discretion of the Board.

Section 4.07 Officers Not Compensated. Officers of the Library shall receive no compensation or benefits for any services rendered to the Library but may be reimbursed reasonable expenses incurred upon approval of the Board.

Article V Meetings

Section 5.01 Regular Meetings. There shall be regular meetings of the Board of Trustees in January, March, May, July, September, and November of each year. An annual budget shall be submitted to the Board at its November meeting. The Annual Membership meeting shall be held on the second Monday in July of each year and the regular July meeting of the Board will immediately follow thereafter. The President will determine the date and time for all meetings, with the concurrence of the Board.

Section 5.02 Rules. All meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised.

Section 5.03 Procedure for Amendment. A quorum for the transaction of business at any meeting of the Board shall consist of one-half of the voting members of the Board then in office. In the absence of a quorum, the Trustees present may adjourn the meeting to a date determined by them, with written notice thereof sent to all Trustees in accordance with the provisions of Section 3.08 or Section 3.09, as applicable.

Section 5.04 Delegations from the Public. Delegations from the public relating to items of interest to the business of the Board may appear before the Board at a scheduled meeting of the Board if, at least seven (7) days prior to said meeting at which the Delegation wishes to appear: (a) the Delegation submits their request to appear before the Board in writing to the President, clearly outlining the intended presentation and subject matter to be presented by the Delegation and the name of the spokesperson for the Delegation; and (b) the President has advised the Delegation that they may appear at said meeting. A presentation by a Delegation shall be limited to five (5) minutes and shall be confined to the subject which was indicated in their written request. The five (5) minute time limit may be extended by vote of a majority of the Trustees present at said meeting. There shall be a maximum of three (3) Delegations per meeting and requests to appear shall be in the order that they are received by the President. The Board may, in accordance with Section 3.13, approve additional delegations for any Board meeting beyond the maximum of three (3). Where an individual or group wishes to appear at more than one Board meeting on the same subject matter, their request to appear as a Delegation shall be granted only if the President is satisfied with the rationale provided for the subsequent appearance. All Delegations shall be

subject to and at all times in compliance with the Library's Code of Conduct as posted by the front door of the Library and on the Library's website.

Article VI Committees of the Board

Section 6.01 Standing Committees. The committees of the Board shall consist of the Executive Committee and the following permanent standing committees: Administrative & Policy, Budget, Nominating, Personnel, and Public Relations. The Board may add or detract from this enumeration of committees at any meeting. The President may appoint ad hoc committees as deemed necessary. Ad hoc committees shall meet as required until the specific need for which they were established has been satisfied. Committee chairs shall call meetings of their respective committees as business at hand dictates. The President shall be notified by the respective chairs in advance of all committee meetings. A quorum of any committee shall consist of the committee's chair and at least one half of the committee members then serving, including the committee chair.

Section 6.02 Executive Committee. The President, Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer will constitute the Executive Committee. The Executive Committee may act for the Board in the interim between Board meetings if emergencies arise, but it shall not have the authority to alter or reverse any action or policy previously set by the Board, nor may it amend or suspend these Bylaws. The President will preside at all meetings of the Executive Committee. Four members of the Executive Committee will constitute a quorum at any meeting thereof. All Executive Committee action will be reported at the next regular meeting of the Board.

Section 6.03 Administrative and Policy Committee. This committee has the responsibility of reviewing and presenting to the Board updates to the Bylaws, as well as any other policies and practices of the Library either as deemed appropriate by this committee or referred to it by the Board or the President.

Section 6.04 Budget Committee. This committee will have general supervision over the financial affairs of the Library. This committee, in conjunction with the Executive Director, will prepare the annual budget of the Library for presentation to the Board at its November meeting. This committee will have the authority to make line-item adjustments within an adopted budget so long as these adjustments do not increase the total annual budget. Any such adjustments will be reported to the Board at its next regular meeting.

Section 6.05 Nominating Committee. The Nominating Committee shall recommend and nominate a slate of Trustees and of Board officers, as prescribed in Section 3.05(B) and Section 4.01, respectively. This committee will also be responsible for nominating candidates to fill vacancies occurring during the year either on the Board or of an officer.

Section 6.06 Personnel Committee. This committee confers with the Executive Director on staff and employment matters and reports to the Board on significant Library staff personnel matters. In the employment of members of the professional staff, including the Executive Director, this committee serves as a search and screening committee and makes its recommendations to the Board. The Personnel Committee shall have primary oversight of the performance and evaluation of the Executive Director. Under this responsibility, the committee shall negotiate, jointly with the

Executive Director, annual goals and objectives for the Executive Director. The Executive Director shall write a self-assessment of his or her annual goals and objectives for the review and consideration of this committee for the annual appraisal of the Executive Director's performance.

Section 6.07 Public Relations Committee. This committee is responsible for developing programs to foster and encourage the public interest in reading and in the activities and services offered by the Library. The committee, in cooperation with the professional library staff, works to present a positive image of the Library to the community through media announcements, promotional materials, programs and other activities.

Article VII Executive Director

Section 7.01 Executive Director. The Board of Trustees will appoint a qualified executive director of the Library, who will be the executive and administrative officer of the Library and serve under its review and its direction. The Board, with the advice of its Personnel Committee, will set the compensation and terms of employment of the Executive Director.

Section 7.02 Other Full-Time Personnel. The Executive Director will recommend the appointment of all full-time salaried personnel to the Board's Personnel Committee for their final approval. All hourly personnel may be hired by the Executive Director or his or her assistant within the fiscal limitations of the budget. The Executive Director will be responsible to outline, oversee, supervise, and direct the responsibilities of all Library employees, subject to approval of the Board.

Section 7.03 Interim Salaried Personnel. The Executive Director shall have interim authority to hire salaried personnel, subject to approval of the Board's Personnel Committee.

Article VIII Library Foundation

Section 8.01 Ex-Officio Members of the Foundation. The President and the Executive Director shall, if invited to do so, serve as ex-officio, non-voting members of the board of directors of the Foundation in accordance with the bylaws of the Foundation. The Foundation is autonomous and independent of the Library.

Article IX Non-Profit Status

Section 9.01 Appropriate Conduct. No part of the net earnings of the Library shall inure to the benefit of, or be distributed to, its officers or Trustees, except that the Library shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the non-profit purposes for which it was organized. No substantial part of the activities of the Library shall be the carrying on of lobbying or otherwise attempting to influence legislation, and the Library shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Library shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 9.02 Other Prohibited Activities. Any other provisions of these Bylaws notwithstanding, the Board and officers will not engage in or activate self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investment in such a manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 9.03 Conflict of Interest. Any Trustee or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Library's interest.

Section 9.04 Actions on Conflicts. The body to which such disclosure is made shall thereupon determine by a majority vote of the non-interested members thereof present, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or respond to questions) in the discussion or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or committee takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

Article X Dissolution of the Library

Section 10.01 Dissolution. Upon dissolution of the Library, the assets, with approval of the Board, shall be distributed to one or more tax-exempt organizations within the meaning of Section 501(c)(3) of the Code, or, at the Board's discretion, to the Town of East Lyme. Any such assets not disposed of as described above shall be disposed of by the Superior Court for the Judicial District of New London, Connecticut, exclusively for such purposes to such organization(s) as the Court shall determine, which are organized and operated exclusively for such purposes.

Article XI Amendments and Revisions

Section 11.01 Changes to Bylaws. The Board may amend these Bylaws by majority vote of all members present, provided notice of amendment or revision has been provided to each member of the Board at the prior regularly scheduled bimonthly meeting of the Board. No change shall be made in these By-laws which will affect the exempt status of the Library under Section 501(c)(3) of the Code.

Article XII Other Provisions

Section 12.01 Indemnification and Advances. The Library shall indemnify its Trustees, officers, employees, and agents to the fullest extent permitted by law. In this regard, the Board may cause the Library to advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law. The Board may cause the Library to enter into an indemnification and advance agreement with any person and may maintain insurance for any purpose related to the indemnification of Trustees, officers, and employees in such amounts and with such indemnities as it may from time to time determine in its discretion.

Section 12.02 Compliance with FOIA. Nothing contained in these Bylaws shall be deemed in derogation of the rights of any person under FOIA. In the event of any failure of these Bylaws to provide such rights of inspection, notice, attendance or otherwise, as are required under FOIA, the provisions of FOIA shall be controlling.

SCHEDULE OF AMENDMENTS

1. Added Section 3.07. Approved by the Board November 21, 2021
2. Amended Sections 3.05 (D) and (E). Amended Section 3.11. Added Section 3.14. Amended Section 3.15. Amended Section 4.01. Amended Section 4.04. Added Section 5.04. Amended Section 6.02. Approved by the Board November 13, 2023.