

**BYLAWS**  
**OF**  
**CENTER FOR SNOW & AVALANCHE STUDIES**  
**A Colorado Nonprofit Corporation**

**Effective as of February 1, 2003**

**Amended as of October 10, 2009**

**Amended as of December 18, 2023**

**BYLAWS**  
**OF**  
**CENTER FOR SNOW & AVALANCHE STUDIES**  
**(a Colorado Nonprofit Corporation)**

**ARTICLE I.**  
**ORGANIZATION**

The Center for Avalanche and Snow Studies (CSAS) was organized on September 27, 2003 by filing Articles of Incorporation pursuant to the Colorado Revised Nonprofit Corporation Act (Act). The provisions of the Articles of Incorporation are incorporated by this reference, and shall control over any conflicting provisions of these bylaws.

The primary and specific purposes for which CSAS was formed are as follows:

- a. Promote, host, and conduct field-based, interdisciplinary, snow system research,
- b. Develop relationships with American academic institutions, public agencies, and industry,
- c. Operate long-term snow system study sites in Colorado's San Juan Mountains,
- d. Provide high-quality, field-based snow system education resources,
- e. Provide support for undergraduate, graduate, and post-graduate research,
- f. Establish and operate a North American snow system data collection network, and
- g. Promote international snow science collaboration and scientific development.

CSAS shall have all the powers permitted to corporations organized under the laws of Colorado consistent with a corporation to be organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) or Section 170(c)(2) of the Internal Revenue Code of 1986 or any superseding section or sections thereof.

**1. Business Offices.** The principal office of the corporation in the State of Colorado shall be located at 1428 Greene Street, Suite #103, Silverton, CO 81433. The corporation may have

such other offices, either within or without the State of Colorado, as the Board of Directors (Board) may determine or as the affairs of the corporation may require from time to time.

**2. Registered Office.** The corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the corporation as long as the proper filings are made with the Secretary of State of Colorado.

## **ARTICLE II. NO VOTING MEMBERS**

The corporation shall have no voting members.

## **ARTICLE III. BOARD OF DIRECTORS**

**1. General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Colorado, but they shall be natural persons who are at least eighteen years of age. The Board of Directors may create advisory, non-voting Board members.

**2. Number, Tenure and Qualifications.** The number of Directors shall be between 5 and 7, and in all cases, there shall be an odd number of Directors. Each Director shall hold office until his or her successor shall have been elected.

**3. Removal.** Directors and officers may be removed, with or without cause, by the vote of at least 2/3 super majority (greater than 70%) of the Directors then in office, but such removal shall

be without prejudice to the contract rights, if any, of the Director or officer so removed. See Table 1.

**Table 1**

<b>Votes Required to Pass / Quorum</b>	<b>5 Board Members</b>	<b>7 Board Members</b>
Conduct Business	3	4
Admit New Director	4	5
Removal of Director	4	5
Removal of Officer	4	5
Dissolve Organization	5	7
Amend Bylaws	4	5
Emergency Meetings	3	4

**4. Regular Meetings.** The Board of Directors may provide, by consensus, the time and place, either within or without the State of Colorado, for the holding of the annual meeting and other regular meetings of the Board without other notice than such resolution. The annual meeting of the corporation shall be held before July 1, if possible, to elect Officers and approve the annual budget. The fiscal year of the corporation is July 1- June 30.

**5. Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board called by them. Emergency meetings shall be called by a simple majority of elected officers (See Table 1).

**6. Notice of Meetings.** Notice of each meeting of Directors, whether annual, regular or special, shall be given to each Director. If such notice is given either (a) by personally delivering written notice to a Director, (b) electronic e-mail notice to a Director, (c) by personally telephoning such Director, or (d) by depositing a written notice in the United States mail, postage prepaid, and it shall be so given at least fourteen (14) days prior to the meeting. The notice of all

meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.

**7. Quorum.** A simple majority of the Board of Directors, including at least one officer, shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Once a quorum has been established it shall remain for the duration of the meeting, even if individuals leave the meeting. See Table 1.

**8. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

A Director who is part of a quorum, and is present at a meeting, or leaves a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless they shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail or documented email to the Secretary of the Board immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**9. Vacancies.** A person in consideration for Director shall be vetted by Board. Any vacancy occurring in the Board of Directors including any vacancy resulting from an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, which may be less than a quorum of the Board of Directors. See Table 1. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

**10. Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in some other capacity and receiving compensation; this does not include the Executive Director.

**11. Informal Action by Directors.** Any action taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting and electronically if: each and every Director in writing either (a) votes for such action; or (b)(I) votes against such action or abstains from voting; and (II) waives the right to demand that action be taken at a meeting. Action is taken under this Section only if the affirmative vote for such action is unanimous and in writing.

**12. Remote Participation in Meetings.** Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone, or via computer conference (e.g., Zoom, GoTo, MS Teams, etc.) or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time. Votes taken electronically shall not be by secret ballot. A Director participating in a meeting by this means is deemed to be present in person at the meeting. Recordings of such meetings may be allowed as necessary, to provide valid documentation.

**13. Resignation.** Any Director may resign at any time by giving written notice to the president or to the secretary of CSAS. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A Director who fails to attend three regularly scheduled meetings

of the Board within two consecutive calendar years may, at the discretion of the Board, be deemed to have resigned, and may be replaced.

#### **ARTICLE IV. OFFICERS**

**1. Officers.** The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Vice Presidents, Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. With the exception of the offices of Secretary and President, any two or more offices may be held by the same person. The officers must be natural persons who are at least eighteen years of age and have been on the Board for at least one year.

**2. Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the next regular meeting of the Board of Directors at, or following the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and vetted.

**3. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**4. President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. He may sign, with the Secretary

or any other proper officer of the corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**5. Vice President.** In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**6. Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**7. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance

with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each Director which shall be furnished to the Secretary by such Director and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**8. Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **ARTICLE V. COMMITTEES**

**1. Committees of Directors.** The Board of Directors may create one or more committees of the Board and appoint one or more Directors to serve on them, by vote of a majority of all Directors in office, which committees shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to authorizing distributions, electing, appointing or removing any Director, amending articles of incorporation, amending, altering or repealing the bylaws; approving a plan of merger, or approving a sale, lease exchange or other distribution of all, or substantially all of the corporation's property, with or without goodwill, otherwise than in the usual and regular course of business.

- 2. Other Committees.** The corporation may have other committees similarly appointed which shall not have the authority of the Board of Directors in the management of the corporation.
- 3. Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.
- 4. Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.
- 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 6. Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- 7. Rules.** The same rules described herein regarding meetings, action without meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors similarly apply to the committees of the Board and their members.

**ARTICLE VI.  
STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS**

Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each officer with discretionary authority shall discharge the officer's duties under that authority: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c)

in a manner the Director or officer reasonably believes to be in the best interests of the corporation. A Director or officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the Director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or other person as to matters the Director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

A Director or officer is not acting in good faith if the Director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Director or officer is not liable as such to the corporation for any action taken or omitted as a Director or officer, if, in connection with such action or omission, the Director or officer performed the duties of the position in compliance with this Article.

## **ARTICLE VII. CONFLICTING INTEREST TRANSACTIONS**

- 1. Conflicting Interest Transactions.** As used in this Article, "conflicting interest transaction" means: a contract, transaction, or other financial relationship between the corporation and a Director of the corporation, or between the corporation and a party related to a Director, or between the corporation and an entity in which a Director of the corporation is a Director or officer or has a financial interest.
- 2. Prohibition Against Loans to Directors, Officers, or Entities.** No loans shall be made by the corporation to its Directors, officers, employees or any entity whatsoever. Any Director or

officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

**3. Voidability of Conflicting Interest Transactions.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the corporation, solely because the conflicting interest transaction involves a Director of the corporation or a party related to a Director or an entity in which a Director of the corporation is a Director or officer or has a financial interest or solely because the Director is present at or participates in the meeting of the corporation's Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the Director's vote is counted for such purpose if:

- (A) The material facts as to the Director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum; or
- (B) The conflicting interest transaction is fair as to the corporation.

**4. Approval of Conflicting Interest Transactions.** Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

**5. Party Related to Director.** For purposes of this Article, a "party related to a Director" shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling,

an estate or trust in which the Director or a party related to a Director has a beneficial interest, or an entity in which a party related to a Director is a Director, officer, or has a financial interest.

## **ARTICLE VIII. INDEMNIFICATION**

**1. Indemnification.** To the extent permitted or required by the act (as defined below) and any other applicable law, if any Director or officer (as defined below) is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or officer of the corporation, the corporation (I) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (II) shall advance to such person expenses incurred in such proceeding.

The corporation may in its discretion (but is not obligated in any way) to indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a Director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its Directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by

or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this article, the following terms have the following meanings:

(A) *Act*. The term “act” means the Colorado Revised Nonprofit Corporation Act as it exists on the date this Article is adopted, and as the Colorado Revised Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Revised Nonprofit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Revised Nonprofit Corporation Act permitted prior to the amendment.

(B) *Director or Officer*. The term “Director” or “officer” means (I) a Director or officer of the corporation and (II) while an individual is a Director or officer of the corporation, the individual’s serving at the corporation’s request as a Director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and (III) any other position (not with the corporation itself) in which a Director or officer of the corporation is serving at the request of the corporation and for which indemnification by the corporation is permitted by the act.

(C) *Proceeding*. The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

(D) *Code*. The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

**2. Limitation.** Notwithstanding any other provision of this Article VIII, during any period that the corporation is a “private foundation” within the meaning of section 509 of the Code, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

## **ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

**1. Contracts.** The Board of Directors may authorize any officer or officers, agent(s) or employee(s) of the corporation, in addition to the officers so authorized by these bylaws, 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.

**2. Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the

Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

**3. 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.

**4. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

#### **ARTICLE X. BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors. All books and records of the corporation may be inspected by any Director or his or her agent or attorney for any proper purpose at any reasonable time.

#### **ARTICLE XI. DISSOLUTION**

**1.** If the Board of Directors determines that a proposal to dissolve CSAS should be submitted and considered by the Board of Directors, it shall adopt a proposal to dissolve. The Board of Directors shall recommend the proposal to dissolve unless it determines that, because of conflict of interest or other special circumstances, it should make no recommendation. A proposal to dissolve CSAS shall include a plan for distributing any assets of CSAS which remain after

payment of all creditors; such plan must comply with all applicable laws and regulations of the State of Colorado.

2. A proposal to dissolve CSAS must be approved by all of the Directors of the Board of Directors (Table 1) present at a meeting of the Board of Directors called for the purpose of considering the proposal.

3. The real and personal property of CSAS is and shall be irrevocably dedicated to the purposes shall comply with all applicable laws and regulations of the State of Colorado. Upon the liquidation, dissolution or abandonment of CSAS, other than incident to a merger or consolidation with another non-profit and tax-exempt organization, the assets of CSAS shall be dedicated to a governmental entity or any other nonprofit, tax exempt organization which is organized exclusively for purposes which qualify for exemption under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or any superseding section or sections thereof.

## **ARTICLE XII. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Colorado Revised Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a Director may waive any notice required to be given to such Director by the Act or these bylaws: (i) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the corporation which is signed by the Director entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (ii) by a Director's attendance at the meeting whereby such Director waives objection to lack of notice or defective notice, unless the Director at the beginning of the meeting objects to the holding thereof or transacting

business at the meeting because of lack of notice or defective notice and the Director also does not vote for or assent to action taken at the meeting. Further, even if a Director attends or participates in a meeting, the Director does not waive any required notice if special notice was required of a particular purpose and the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

**ARTICLE XIII.  
AMENDMENTS TO BYLAWS**

The Board of Directors, by at least two-thirds (2/3) vote (Table 1), may amend these bylaws at any time to add, change, or delete a provision. Amendments shall take effect at the time stated in the proposal for their adoption, or, if no such time is stated, immediately upon their adoption. The date of the most recent amendment to the bylaws shall be indicated in the Certification, herein.

**CERTIFICATION**

The undersigned Secretary of the Center for Snow and Avalanche Studies certifies that the foregoing bylaws, which consist of thirteen (13) Articles on seventeen (19) pages, and which amend and restate all previous bylaws, were adopted on December 18, 2023 by the affirmative vote of at least two-thirds (2/3) (Table 1) of the Board of Directors.

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Secretary

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Date



**BYLAWS**  
**OF**  
**CENTER FOR SNOW & AVALANCHE STUDIES**  
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