

**AMENDED & RESTATED BYLAWS OF
WEST HARLEM DEVELOPMENT CORPORATION**

Adopted on September 16, 2014

**ARTICLE I
MEMBERS**

In accordance with the requirement set forth in Section 102(a)(4) of the Delaware General Corporation Law that nonstock corporations have members, the members (the “Members”) of the West Harlem Development Corporation (the “Corporation”) shall be the members of the Board of Directors of the Corporation (the “Board of Directors” or the “Board”, and each director, a “Director”).

**ARTICLE II
OFFICES**

The principal offices of the Corporation shall be in the area defined by the current boundaries of Manhattan Community District 9, south to north from 110th Street to 155th Street; east to west from St. Nicholas, Bradhurst, Edgecomb, Morningside and Manhattan Avenues to the Hudson River in the county of New York, State of New York (such area, “West Harlem”). The Corporation may also have offices at such places as the Board may from time to time determine or the business of the Corporation may require.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. Powers and Duties. The Board of Directors shall have general power to control and manage the property, affairs and activities of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation.

Section 2. Number. The Board of Directors shall consist of not more than nineteen (19) nor less than eleven (11) Directors. Except in the event of any vacancies, the entire Board of Directors shall consist of the number of persons currently serving as Directors. The Board of Directors shall have the power to increase or decrease the total number of Directors by a vote of a majority of the entire Board of Directors.

Section 3. Election. Directors shall be elected by a plurality of the votes cast by the Members at the annual meeting of the Board of Directors and Members (the “Annual Meeting”). A majority of the Members must be physically present in order to constitute a quorum for purposes of election of Directors at the Annual Meeting.

Section 4. Classification of Directors; Staggered Terms. Directors shall be divided into three (3) equal-as-possible classes with one-third of Directors in the first class (Class I), one third of Directors in the second class (Class II) and one-third of Directors in the third class (Class III). The term of office of Class I Directors shall expire at the second Annual

Meeting. The term of office of Class II Directors shall expire at the third Annual Meeting and the term of office of Class III Directors shall expire at the fourth Annual Meeting. At each Annual Meeting, Directors shall be elected for a term of three (3) years to replace those whose terms expire at that Annual Meeting.

Section 5. Qualifications and Requirements of Directors. The Directors shall be at least eighteen (18) years of age. Each of the following public officials shall appoint one Director to serve on the Board as his or her representative: the member of the U.S. House of Representatives representing the 13th Congressional District (or any successor district, as applicable); the member of the New York City Council representing the 7th Council District (or any successor district, as applicable); and the member of the New York State Assembly representing the 70th Assembly District (or any successor district, as applicable). The Manhattan Community Board 9 shall appoint two (2) Directors to serve on the Board as representatives of the community.

At all times, a majority of the Directors shall demonstrate a significant commitment to West Harlem through:

- (a) Residency in West Harlem;
- (b) Ownership of a business in West Harlem; or
- (c) Employment within West Harlem.

In addition, all Directors shall have a commitment to, interest in, or experience concerning West Harlem and expertise or experience with:

- (a) The programs of the Corporation; and/or
- (b) Not-for-profit board governance.

Directors are required to fulfill the mission of the Corporation through transparent and accountable activities that:

- (a) Safeguard the assets of the Corporation;
- (b) Oversee the work of the Chief Executive Officer of the Corporation;
- (c) Increase resources available to the Corporation; and
- (d) Communicate positively about the Corporation.

Section 6. Term Limits. Each Director shall be eligible to serve two (2) consecutive three-year terms. Directors will then be ineligible to serve on the Board of Directors until after a period of not less than one year has passed following the expiration of such Director's second term.

Section 7. Newly Created Directorships and Vacancies. Any newly created directorships or vacancies shall be filled by a majority vote of the Board of Directors, and Directors appointed thereby shall serve for the remaining term of his or her Class of Directors, or until his or her earlier death, resignation or removal.

Section 8. Resignations. Any Director may resign from the Board of Directors at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation's Chairperson. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective.

Section 9. Removal for Cause; Mandatory Removal.

(a) Any Director may be removed at any time for cause by a majority of the Board of Directors at any meeting of the Board of Directors called for that purpose; provided that at least seven (7) days' notice of the proposed action shall have been given to the entire Board of Directors.

(b) Without limiting the Board of Directors' right to remove a Director for cause pursuant to Section 9(a), or to make additional rules and regulations in this regard, the Board of Directors shall remove a Director upon a finding by a majority of the Board of Directors that a Director committed one or more of the following acts:

- (1) Legally discriminatory acts;
- (2) Illegal possession of firearms or illegal substances;
- (3) Crime – any allegation of an act or omission constituting a felony or misdemeanor under local, state, or federal law while engaged in any Corporation activity; provided that the allegation is demonstrated by proof satisfactory to the Board in its sole discretion. A grand jury indictment, conviction, or guilty plea shall be deemed conclusive evidence of any such act or omission for purposes of this provision, without limitation;
- (4) Acts endangering any person – any act engaged in by a Director or by a representative of such Director, while engaged in any Corporation activity which, in the opinion of the Board, materially endangers the life or physical health of any human being, whether or not a Director, demonstrated by proof satisfactory to the Board in its sole discretion; or
- (5) Acts which endanger or place in jeopardy the Corporation's New York State nonprofit registration or federal 501(c)(3) tax exempt status;

and any removal pursuant to this Section 9(b) shall be subsequently ratified by a two-thirds vote of the Board; provided that, for the avoidance of doubt, failure by the Board to so ratify shall not affect any removal pursuant to this Section 9(b). Prior to the removal of any Director pursuant to this Section 9(b), the accused Director shall be notified and have an opportunity to be heard in his or her own defense at the Board meeting at which mandatory removal is considered.

Section 10. Meetings. Regular or special meetings of the Board of Directors shall be scheduled by the Chairperson and held at an agreed-upon place. The Annual Meeting for the election of the Directors and to receive an annual report from the Corporation shall be held each year at a time and place fixed by a vote of the Board of Directors.

Section 11. Notice of Meetings. The schedule for regular meetings of the Board of Directors shall be set before or during each Annual Meeting. The Chairperson may change the date for a particular meeting; provided that the Directors are notified of the changed date within seven (7) days prior to the previously scheduled meeting. Notice of meetings may be given by electronic mail or regular mail.

Section 12. Quorum and Voting. A majority of the Board of Directors, whether present or by written/signed proxy, shall constitute a quorum for the transaction of business or of any specified item of business; provided that a majority of the Board of Directors must be physically present in order to constitute a quorum for the transaction of business or of any specified item of business at the Annual Meeting. The vote of a majority of the Directors, whether physically present or by written/signed proxy, at any meeting of the Board of Directors, if a quorum is present, shall be the act of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Once the Chairperson has certified the existence of a quorum, the quorum shall not be dissolved by the subsequent departure from the meeting of any Director, and business may continue to be conducted as if such Director remained present.

Section 13. Attendance by Telephone. Any Director, or any member of a committee of the Board of Directors, may participate in a meeting of the Board or of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Subject to the proviso in the first sentence of Section 12 of this Article III, participation by such means shall constitute presence at a meeting. Electronic mail meetings are not permitted, but unanimous consents may be obtained by use of electronic mail.

Section 14. Compensation. No Director shall receive, directly or indirectly, any salary or compensation of any kind for his or her services as Director.

ARTICLE IV

OFFICERS OF THE CORPORATION

Section 1. Number and Qualifications. The Officers of the Corporation shall be a Chief Executive Officer, a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer (collectively, the “Officers”) and other officers or assistant officers as the Board of Directors may from time to time determine by resolution creating the office and defining the duties thereof. The Chairperson, Vice-Chairperson, Secretary and Treasurer (collectively, the “Board Officers”) shall be Directors of the Corporation. One person may hold more than one Board Officer position, except that no one person may contemporaneously hold the offices of (x) Chairperson and Treasurer or (y) Chairperson and Secretary. The Chief Executive Officer shall not be a Director of the Corporation. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office.

- (a) The Board Officers shall be elected by a majority vote of the Board for a one-year term at the Annual Meeting. Each Board Officer shall continue in office until his or her successor shall have been elected or until his or her earlier death, resignation or removal.
- (b) The Chief Executive Officer shall serve at the will of the Board of Directors as an employee of the Corporation under the terms of his or her employment.

Section 3. Vacancies. In case of any vacancy in any office, such vacancy shall be filled as soon as is practicable, by a majority vote of the Board of Directors. Any Board Officer so elected shall hold office until the next Annual Meeting and the election of his or her successor.

Section 4. Chief Executive Officer: Powers and Duties. The Chief Executive Officer shall oversee the day-to-day business and affairs of the Corporation. The Chief Executive Officer shall regularly report to the Chairperson and shall use his or her best efforts to attend all meetings of the Board and its committees. The Chief Executive Officer may also be known as the Executive Director, it being understood that the Chief Executive Officer shall not be a member of the Board of Directors.

Section 5. Chairperson: Powers and Duties. The Chairperson shall preside at all meetings of the Board of Directors as well as of the Executive Committee. The Chairperson shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. The Chairperson shall have the power to sign and execute in the name of the Corporation all contracts authorized either generally or specifically by the Board of Directors, unless the Board of Directors shall specifically require an additional signature. The Chairperson shall perform all the duties customarily incident to the office of Chairperson, and shall perform such other duties as from time to time may be assigned by the Board of Directors. The Chairperson shall:

- (a) Ensure that the Board of Directors fulfills its responsibilities concerning the governance of the Corporation and optimizes the relationship between the Board of Directors and the Chief Executive Officer;
- (b) Oversee the Chief Executive Officer in achieving the mission of the Corporation by reflecting the concerns of the Board of Directors and other constituencies;
- (c) Evaluate annually the Chief Executive Officer and recommend a salary for the Chief Executive Officer for consideration by the Board of Directors;
- (d) Develop agendas for Board meetings and recommend Committee Chairpersons;
- (e) Review the mission of the Corporation periodically together with the Board of Directors and the Chief Executive Officer and review progress in achieving the mission;

- (f) Review together with the Board of Directors its own structure, role, and relationship to the Chief Executive Officer; and
- (g) Serve as the spokesperson for the Corporation.

Section 6. Vice-Chairperson: Powers and Duties. The Vice Chairperson shall have such powers and duties as may be assigned by the Board of Directors. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson.

Section 7. Secretary: Powers and Duties. The Secretary shall keep or cause to be kept the approved minutes of each Annual Meeting and all other meetings of the Board of Directors and of the various Board committees in books provided for that purpose. The Secretary shall be responsible for the giving and serving of official notices of the Corporation and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may from time to time be assigned by the Board of Directors.

Section 8. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the Annual Meeting and whenever else required by the Board of Directors, the Treasurer shall render a statement of the Corporation's books and accounts to the Board of Directors. The Treasurer shall perform all duties customarily incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 9. Sureties and Bonds. If required by a vote of the Board of Directors, any Officer or agent of the Corporation shall execute for the Corporation a bond in such amount and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his or her duties to the Corporation, including responsibility for such Officer's negligence and for the accounting for all property or funds of the Corporation that may come into such Officer's hands.

Section 10. Compensation. No Officer, employee or agent of the Corporation shall receive a salary or other compensation for services rendered to the Corporation unless authorized by a majority of the Board of Directors. Such authorization may be in the form of the approval of the annual budget of the Corporation and any subsequent amendments. The annual salaries and projected salary increases of all employees of the Corporation, including the Chief Executive Officer, shall be disclosed in the Corporation's annual budget that is approved by the Board.

ARTICLE V **COMMITTEES**

Section 1. Committees of the Board of Directors. The Board of Directors may designate one or more committees of the Board of Directors, each committee to consist of one or more of the Directors of the Corporation. The Board of Directors may designate one or more

Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of any such committee. In the absence or disqualification of a member of a committee, and in the absence of a designation by the Board of Directors of an alternate member to replace the absent or disqualified member, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any absent or disqualified member. Any committee of the Board of Directors, to the extent permitted by law and provided in the resolution or otherwise by the Board of Directors when establishing such committee, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation; provided that no such committee shall exercise its authority in a manner inconsistent with any action, direction, or instruction of the Board. Only Directors are entitled to serve as voting members of committees of the Board of Directors. Such committees may exist for either an indefinite or a limited duration, as provided in the resolution establishing such committee. Each committee shall keep regular minutes and report to the Board of Directors when required. Each committee shall have a chairperson selected by the Board of Directors (a "Committee Chairperson"). The committees of the Board of Directors are as follows:

(a) Executive Committee. The Board of Directors shall have an Executive Committee composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer and any other Director that the Board may designate. The Chairperson shall be the Committee Chairperson of the Executive Committee, and one member of the Executive Committee shall be the Committee Chairperson of either the Finance Committee or the Audit Committee. The Executive Committee shall exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board of Directors to the fullest extent permitted under the laws of Delaware and New York. Notwithstanding the foregoing, the Executive Committee shall not have the authority to:

- (1) Take action required by New York or Delaware law to be taken by the full Board of Directors;
- (2) fill vacancies on the Board of Directors or any committee of the Board of Directors; or
- (3) adopt, amend or repeal these bylaws.

To the extent required between meetings of the Board of Directors, the Executive Committee is reasonably entitled to make use of services of employees of the Corporation and to hire independent experts, lawyers and other consultants to assist and advise the Executive Committee. Prior to hiring any such experts, lawyers and other consultants, the Executive Committee shall advise the Chairperson of the anticipated costs of such services.

(b) Finance Committee. The Board of Directors shall have a Finance Committee composed of three (3) or more Directors, one of whom shall be the Treasurer. The

Finance Committee shall advise the Board of Directors in regard to investments and general fiscal policy of the Corporation.

(c) Audit Committee. The Board of Directors shall have an Audit Committee composed of three (3) or more Directors, one of whom shall serve as the Committee Chairperson of the Audit Committee. The Treasurer may not serve as the Committee Chairperson of the Audit Committee. The Audit Committee shall be responsible for overseeing the Corporation's outside auditors and overseeing the Corporation's internal fiscal controls and financial reporting.

(d) Affordable Housing Committee. The Board of Directors shall have an Affordable Housing Committee composed of three (3) or more Directors, one of whom shall serve as the Committee Chairperson of the Affordable Housing Committee. The Board of Directors may appoint additional non-Director, non-voting advisors ("Advisors") to serve on the Affordable Housing Committee. Advisors to the Affordable Housing Committee shall include, without limitation, representatives of the New York City Department of Housing Preservation & Development and may include, without limitation, representatives of the New York City Department of City Planning. Advisors to the Affordable Housing Committee shall not have the power to vote on Affordable Housing Committee matters or otherwise, and the participation by Advisors in the business and affairs of the Affordable Housing Committee shall be purely advisory in nature. The Affordable Housing Committee shall recommend candidates to the Board of Directors to serve as a housing administrator and shall supervise and consult on the work of the housing administrator. Supervisory functions shall include, without limitation, review the housing administrator's workflow supervision, performance appraisals, fee reviews, and recommendations for contract extensions and modifications.

(e) Other Committees of the Board of Directors. The Board of Directors may designate other committees of the Board of Directors, as adopted by a resolution of the Board of Directors, which shall consist of at least one Director and which shall perform the functions described in the resolution creating such additional committee. Such committees of the Board of Directors may include, without limitation and as needed, a Nominating and Governance Committee, a Resource Development and Communications Committee, and a Program Committee.

Section 2. Special Advisory Committees. There shall be four (4) special advisory committees of the Board of Directors:

- (a) A Community Advisory Committee, composed of residents of West Harlem and/or people who possess expertise in specific program areas;
- (b) A Public Housing Advisory Committee that shall include the presidents of the Manhattanville Houses and the General Ulysses S. Grant Houses tenants associations, a New York City Housing Authority representative, the director of the Manhattanville Houses Community Center, and that may include the Committee Chairpersons of the Corporation's Finance Committee and Affordable Housing Committee;

- (c) A Government Advisory Committee; and
- (d) A Business Advisory Committee.

The Board of Directors may designate other special advisory committees of the Board of Directors, as adopted by a resolution of the Board of Directors, which shall consist of at least one member and which shall perform the functions described in the resolution creating such additional special advisory committees. The members of such special advisory committees shall be appointed by the Chairperson of the Corporation. Special advisory committees shall have only the advisory powers specifically granted to them by the Board of Directors. Director members of special advisory committees may also serve on committees of the Board of Directors, subject to the provisions of the resolutions creating those committees. The Board of Directors may not delegate its authority to special advisory committees.

ARTICLE VI

CONTRACTS; CHECKS; BANK ACCOUNTS; INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select such banks and depositories as it shall deem proper for the funds of the Corporation. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 2. Signatories. The Board of Directors may authorize, by a resolution in writing and maintained in the books and records of the Corporation, any Director, Officer or agent of the Corporation to sign and enter into any contract or execute and deliver any check, note, endorsement, or other instrument in the name of and on behalf of the Corporation, and such authority shall be general or confined to a specific instance. Unless so authorized by the Board of Directors, or as otherwise provided herein, no Director, Officer, agent, or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or for any amount.

Section 3. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors. The Board of Directors shall not be restricted to the class of investments which the Directors are permitted by law to make; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction, would jeopardize the carrying out of its tax exempt purposes, or result in the denial or revocation of the Corporation's tax exempt status under the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE VII

BOOKS AND RECORDS

There shall be kept at the principal office of the Corporation correct books and records of account of the activities and transactions of the Corporation including a minute book, which shall

contain a copy of the Certificate of Incorporation, a copy of these bylaws, and all minutes of meetings and resolutions of the Board of Directors and the committees of the Board of Directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation begins on January 1 and ends on December 31.

ARTICLE IX
CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy. The Board of Directors has adopted the Conflict of Interest Policy attached to these bylaws as Annex A.

Section 2. Loans. The Corporation shall make no loans to any Officer, Director, employee or advisor of the Corporation, or to any other corporation, firm, association or other entity of which one or more of the Corporation's Officers or Directors are officers or directors, or hold similar positions in such corporation, firm, association or other entity.

Section 3. Attempts to Influence. Officers and Directors of the Corporation shall not attempt to influence any other Officer or Director of the Corporation regarding matters in which they are interested.

ARTICLE X
WHISTLEBLOWER POLICY

Section 1. Whistleblower Policy. The Board of Directors has adopted the Whistleblower Policy attached to these bylaws as Annex B.

ARTICLE XI
LIABILITY, EXCULPATION, INDEMNIFICATION AND INSURANCE

Section 1. Liability. Except as otherwise provided by applicable statute, the debts, obligations and liabilities of the Corporation, whether arising in contract, tort or otherwise, shall be solely the debts, obligations and liabilities of the Corporation, and no Director, Officer (including the Chief Executive Officer), Member, member of an advisory committee, volunteer providing services to the corporation, or other person, other than an employee not otherwise mentioned in this Section 1 or contract vendor, contributing his or her expertise or services to the Corporation (hereinafter "Covered Person") shall be obligated personally for any such debt, obligation or liability of the Corporation solely by reason of being a Covered Person.

Section 2. Exculpation.

(i) No Covered Person shall be liable to the Corporation or any other Covered Person for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in a manner reasonably believed to be within the scope of authority conferred on such Covered Person by these bylaws, unless such act or omission was performed or omitted fraudulently or in bad faith or constituted gross negligence or willful misconduct.

(ii) A Covered Person shall be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any person as to matters the Covered Person reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 3. Fiduciary Duty. To the extent that a Covered Person has duties (including fiduciary duties) and liabilities relating thereto to the Corporation or to any other Covered Person, a Covered Person acting under these bylaws shall not be liable to the Corporation or to any other Covered Person for its good faith reliance on the provisions of these bylaws.

Section 4. Indemnification. To the fullest extent permitted by applicable law, a Covered Person shall be entitled to indemnification from the Corporation for any loss, damage or claim, including any judgment, award, settlement, reasonable attorney's fees and other reasonable costs or expenses, incurred by such Covered Person by reason of any act or omission performed or omitted, or alleged act or omission, by such Covered Person in good faith on behalf of the Corporation and in a manner reasonably believed to be within the scope of authority conferred on such Covered Person by these bylaws; provided that no Covered Person shall be entitled to be indemnified by the Corporation in respect of any loss, damage or claim incurred by such Covered Person by reason of the Covered Person's failure to act in good faith, fraud, gross negligence or willful misconduct with respect to such acts or omissions; provided, further, that the Corporation shall not be obligated to indemnify any such Covered Person (i) for proceedings, claims or actions initiated or brought voluntarily by such Covered Person and not by way of defense or (ii) for any amount paid in settlement without the Corporation's prior written consent; and provided, further, that any indemnity under this Section shall be provided out of and to the extent of the Corporation's assets only, and no Covered Person shall have any personal liability on account thereof.

Section 5. Insurance. The Corporation shall purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers, employees and agents pursuant to Section 4 this Article XI above.

ARTICLE XII

CORPORATE SEAL

The seal of the Corporation shall be circular in form and bear the name of the Corporation, the year of its organization and the words, "Corporate Seal, Delaware." The seal may be used by causing it to be impressed directly on the instrument to be sealed. The seal on any corporate obligation for payment of money may be a facsimile, engraved or printed.

ARTICLE XIII

REFERENCE TO CERTIFICATE OF INCORPORATION; ANNEXES

Section 1. Certificate of Incorporation. References to the certificate of incorporation of the Corporation (the "Certificate of Incorporation") in these bylaws shall

include all amendments thereto or changes thereof. In the event of a conflict between the Certificate of Incorporation and these bylaws, the Certificate of Incorporation shall govern.

Section 2. Annexes. The Annexes attached to these bylaws shall be construed to be an integral part of these bylaws and have the same force and effect as if their text was set forth in these bylaws.

ARTICLE XIV **AMENDMENTS**

These bylaws may be amended or repealed by the affirmative vote of a majority of the entire Board of Directors at any meeting of the Board of Directors of the Corporation; provided that notice of the proposed alteration has been included in the notice of meeting.

ARTICLE XV **NON-DISCRIMINATION**

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group of individuals by reason of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected under state or federal law.

ARTICLE XVI **DISSOLUTION**

Upon the dissolution of the Corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ANNEX A

**CONFLICT OF INTEREST POLICY
FOR GRANT MAKING AND NON-GRANT MAKING TRANSACTIONS**

ANNEX B

WHISTLEBLOWER POLICY