

**By-Laws of  
The Coalition for the Advancement  
of Jewish Education, Inc.  
(A New York Not-For-Profit Corporation)  
(the "Corporation")**

ARTICLE I

*PURPOSE*

The purpose of the Corporation is to bring together Jews of all ideologies for work, study, and sharing in discussion of issues in the field of Jewish education. The conduct of educational conferences shall be a primary activity of the Corporation.

ARTICLE II

*OFFICES*

**Section 2.1. Principal Office.** The initial principal office of the Corporation shall be located in the County of New York, State of New York.

**Section 2.2. Other Offices.** The Corporation may also have offices at such other places both within and without the State of New York as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE III

*MEMBERSHIP*

**Section 3.1. Membership.** Membership in the Corporation is open to anyone involved in and interested in transmitting our Jewish heritage to all ages. The timely payment of the annual dues as set by the Board is the sole condition of membership. All members of the Coalition for the Advancement of Jewish Education, the organization which preceded the Corporation, shall be members of the Corporation for the period for which dues have been paid to such predecessor organization.

**Section 3.2. Annual Meetings of the Membership.** There shall be an annual meeting of the members for the election of members of the Board and for the transaction of such other business as may be presented to the meeting by formal resolution of the Board. The annual meeting shall be held at such location and on such date as shall be determined by the Board.

**Section 3.3. Periodic Meetings of the Membership.** There shall be periodic meetings of the membership of the Corporation at such locations and on such dates as shall be determined by the Board. The agenda for such meetings shall include items, specified by the Board, which shall be for the good and welfare of the organization. A periodic meeting for such purposes as may occur in connection with a conference of the Corporation may be called by the Board. The agenda for such conference shall be published prior to the conference.

**Section 3.4. Special Meetings of the Membership.** A special meeting of the entire membership may be called by a vote of two thirds of the Board or shall be called by the President upon written request of a minimum of fifty members of the Corporation. The notice for such meeting shall state the purpose or purposes thereof. The business conducted at a special meeting shall be limited to the specific purpose or purposes for which the meeting has been called. If a special meeting of the entire membership is called within six weeks prior to or following the annual meeting of the members of the Corporation, the purpose of such special meeting shall be placed on the agenda for the annual meeting.

**Section 3.5. Notice of Meetings of the Membership.** Notice of any meeting, stating the location, date, time and the purpose or purposes thereof, shall be served by mail, postage prepaid, upon the members, not less than ten nor more than fifty days before the meeting if such notice is given by first class mail. If any other class of mail is used, notice must be given not less than thirty nor more than sixty days before the meeting.

**Section 3.6. Quorum and Voting; Proxies.** One hundred members, present in person or by proxy, shall constitute a quorum at any meeting of the Corporation. Each member shall have one vote. At any meeting, any member may authorize another person to act for him or her at such meeting by a proxy duly signed by the member, provided a minimum of ten weeks is allowed for the mailing of proxies. To vote at a meeting by proxy, a member must return the printed proxy to the Chairperson of the Nominations Committee not later than eight weeks subsequent to the mailing of the proxies, such date to be stated on the proxy as the last valid date for casting a vote by proxy.

**Section 3.7. Action at a Meeting.** Unless otherwise specified in these By-Laws, all corporate action to be taken by vote of the members shall be authorized by a majority of the votes cast at a meeting called for the purpose of voting on such action.

**Section 3.8. Waiver of Notice.** Notice of a meeting need not be given to any member who submits a signed waiver of notice, whether before or after the meeting, or if such member attends the meeting and does not protest the lack of notice prior to the conclusion of the meeting.

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## ARTICLE IV

### *BOARD AND COMMITTEES*

**Section 4.1. Composition.** The Board of the Corporation shall include the officers, as provided in Article V, Section 5.1., and thirteen Board Members elected by the membership of the Corporation. Additional non-voting members may serve on the Board of the Corporation by appointment of the President with the approval of the Board. The Executive Director of the Corporation shall serve on the Board of the Corporation on an ex-officio basis, without vote.

**Section 4.2. Terms of Office.** Officers of the Corporation shall serve terms of office as provided in Article V, Section 5.2. Board Members shall serve a term of office of two years. All other members of the Board shall serve a one-year term of office, with the exception of the Executive Director of the Corporation, whose term of office shall coincide with his or her term of service to the Corporation.

**Section 4.3. Responsibilities & Duties.** The Board shall approve the annual budget, establish annual membership dues, authorize publications of the Corporation, set the date and location of conferences, exercise any other power provided for in the By-Laws and devise and carry into execution such other measures as they deem proper and expedient to promote the objectives of the Corporation and to best protect the interests and welfare of the members.

**Section 4.4. Resignation.** A member of the Board may resign at any time by giving written notice to the Secretary of the Corporation or to the President. The resignation shall take effect upon receipt thereof, and acceptance of the resignation shall not be necessary to make it effective, provided that at the time of such resignation the remaining members of the Board are sufficient in number to exercise the powers delegated to them by these By-Laws. Otherwise, no resignation shall take effect until the resigning Board member is replaced by appointment or through the regular election process.

**Section 4.5. Removal.** Any member of the Board may be removed with or without cause, by a vote of a majority of the members of the Corporation who are represented in person or by ballot at a duly called meeting of the members, provided that a quorum is present. Any member of the Board not elected by the members of the Corporation may be removed by a majority of the members of the Board without cause.

**Section 4.6 Vacancy.** Any vacancy in an office shall be filled as provided in Article V, Section 5.5. Other vacancies on the Board shall be filled by an appointee of the President subject to the approval of the Board. The appointee shall remain on the Board, completing the unexpired term of that Board position, until said position is filled according to the regular schedule of elections

**Section 4.7. Board Meetings; Quorum.** The Board shall meet at the call of the President, or at the request of a majority of the Board, but no less frequently than once annually. One third of the members of the Board shall constitute a quorum. Decisions must be passed by a majority of the Board members present at the meeting.

**Section 4.8. Adjourned Meetings.** A majority of the Board present at a meeting, whether or not a quorum is present, may adjourn such meeting to another time and place.

**Section 4.9. Notice of Meetings.** Notice of each meeting of the Board shall be given by the President not later than 48 hours prior to the meeting, and shall state the location, date and time of the meeting. Notice of each such meeting shall be given orally or shall be mailed to each Board member at his or her residence or usual place of business. If notice of less than one week is given, it shall be oral, whether by telephone or in person, or sent by post, electronic or similar means of communication. If mailed, the notice shall be deemed given when deposited in the United States mail, postage prepaid. Notice of any meeting need not be given to any Board member who shall submit, either before or after the meeting, a signed waiver of notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to him or her. Notice of any adjourned meeting, including the location, date and time of the new meeting, shall be given to all members of the Board not present at the time of adjournment, and unless the location, date and time of the new meeting is announced at the adjourned meeting, to the other members of the Board.

**Section 4.10. Action Without a Meeting.** Any action required or permitted to be taken by the Board, or by a committee of the Board, may be taken without a meeting if all members of the Board or the committee, as the case may be, consent in writing to the adoption of a resolution authorizing the action. Any such resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

**Section 4.11. Telephone Participation.** Any one or more members of the Board, or any committee of the Board, may participate in a meeting of the Board or committee by means of a conference telephone call or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 4.12 Committees.** The Board, by resolution passed by a majority of the entire Board, may designate from among its members one or more standing committees, each consisting of three or more Board members. Any standing committee designated as herein provided, to the extent set forth in the resolution, may exercise all the powers and authority of the Board, except that no standing committee shall have such power or authority in reference to (1) submission to members of any action requiring members' approval under applicable law, (2) filling of vacancies on the Board or in any committee, (3) amending, repealing or adopting new By-Laws of the Corporation, (4) amending or repealing any resolution of the Board which by its terms shall not be so amendable or repealable. The Board may designate one or more Board members as alternate members of any standing

committee who may replace any absent member or members at any meeting of such committee. Except as provided in Article IV, Section 4.13, each standing committee (and the members thereof) shall serve at the pleasure of the Board. Each Standing Committee shall keep minutes of its meetings and report the same to the Board. The designation of any standing committee and the delegation of authority thereto shall not alone relieve any Board member of his or her duty to the Corporation.

In addition to the foregoing, the Board, by resolution passed by a majority of the entire Board, may authorize the creation of one or more special committees as it shall deem desirable. To the extent permitted by law, special committees may include persons who are not members of the Board. Such persons shall be chosen by the Board or, if authorized by the Board, by the President, subject to the approval of the Board. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing committees in Article IV, Section 4.12.

**Section 4.13. Executive Committee.** A Standing Committee of the Board to be known as the Executive Committee shall be comprised of the officers of the Corporation, the board member who serves as the chair of the Leadership and Governance Committee and one other Board Member appointed to the Executive Committee by the President with the approval of the Board. The President shall chair the Executive Committee. The Executive Committee shall conduct the business of the Board in between Board meetings and shall: monitor the work of the Corporation; oversee the work of board members and committee chairs; set priorities for Board meetings; advise the President and make recommendations to the Board. The Executive Director of the Corporation shall serve on the Executive Committee on an ex-officio basis, without vote.

**Section 4.14. Task Forces.** The Board of the Corporation, or subject to the approval of the Board, the President, may appoint Task Forces and Task Force Chairpersons to accomplish specific objectives within a specific time-frame. With the accomplishment of its task or objective, the Task Force shall immediately terminate; and in no case shall the Task Force carry on beyond the term of one year without specific reappointment, subject to the approval of the Board at the annual conference or the first opportunity thereafter. To the extent set forth in the resolution appointing the Task Force, the Task Force may be delegated power and authority by the Board to the same extent as a standing committee.

**Section 4.15. Networks.** The Board of the Corporation will encourage the development of networks to serve the on-going needs of the membership of the Corporation as necessary. Networks must be approved by the Board and will be given a two-year renewable franchise to serve as clearing-houses and network facilitators for a specific and specified area of interest. Networks can be initiated by any group of members of the Corporation sharing a common concern or idea that falls within the purposes of the Corporation. Networks are to be concern-centered, flexible, open-minded linkages among members of the Corporation. The Board will develop the specific requirements for networks and will publicize these requirements to the membership. The Board shall review the franchise of each network regularly and shall reconsider the continuing relevance of each network at least every two years.

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## ARTICLE V

### *OFFICERS*

**Section 5.1. Officers.** The officers of the Corporation shall be a President, a President-Elect, a Program Vice-President, a Membership Vice-President, a Educational Resources Vice-President, a Development Vice-President, a Secretary, a Treasurer, and a Past President. The President shall preside at all meetings of the membership and Board, and generally direct the affairs of the Corporation. The President-Elect shall preside at meetings in the absence of the President in such years as the office of President-Elect is filled, otherwise the Program Vice-President shall preside in the absence of the President. The Program Vice-President shall monitor, maintain, and oversee the programmatic agenda of the Corporation. The Membership Vice-President shall monitor, maintain, and oversee the recruitment, enrollment and retention of members in the Corporation as well as all programs of membership benefits that shall be for the good and welfare of members of the Corporation. The Educational Resources Vice-President shall monitor, maintain, and oversee the creation and dissemination of all educational resource materials and publications in electronic and print form. The Development Vice-President shall monitor, maintain, and oversee all programs of fund-raising and endowment that shall be for the good and welfare of the Corporation. The Secretary shall monitor, maintain, and oversee the keeping of records of the proceedings of all meetings of the Board and all meetings of the officers, shall give notices in accordance with these By-Laws, and shall coordinate all internal Board communication. The Treasurer shall monitor, maintain, and oversee the financial affairs of the Corporation including: creating and monitoring the budget of the Corporation (and any and all budgets attendant thereto); supervising the receipt, investment and disbursement of all funds of the Corporation; and overseeing the maintenance of financial records. The officers collectively shall be responsible for the hiring and firing of the Executive Director of the Corporation, subject to the approval of the Board.

**Section 5.2. Terms of Office.** The President of the Corporation shall serve a three-year term of office commencing automatically upon completion of his or her term as President-Elect. The President-Elect shall serve a one-year term of office, thereafter becoming President of the Corporation for a term of three years. No President shall serve a second consecutive elected term of office as President.

The immediate Past President of the Corporation shall serve a one-year term as a Board member and officer.

Other officers of the Corporation shall serve a two-year term of office, with the option of running for a second consecutive term of office. No officer shall serve a third consecutive elected term in the same office. No individual may serve in more than one elected position simultaneously.

**Section 5.3. Eligibility.** All members of the Corporation are eligible to run for office in the Corporation subject to the procedures outlined in Article VI, however, no member shall be

eligible to run for the office of President-Elect or the office of President without having served at least one elected term of office on the Board of the Corporation.

**Section 5.4. Resignation.** Any officer may resign at any time upon written notice to the Secretary of the Corporation or to the President. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and acceptance of the resignation shall not be necessary to make it effective.

**Section 5.5. Vacancy.** In the event that the office of President shall be vacated in such years as the office of President-Elect is filled, the President-Elect shall fill the remaining term of office of the President and the position of President-Elect will remain unfilled until the next scheduled election for President-Elect. In the event that the office of President-Elect is vacated, no appointment will be made to fill the remainder of the term of the President-Elect, and the next scheduled election will include the position of President, that position to be filled for a three-year period as provided in Article V, Section 5.2.

In the event that the office of President shall be vacated in such years as the office of President-Elect is not filled, the officers of the Corporation shall appoint, subject to the approval of the Board, a special nominating committee to be chaired by the immediate Past President of the Corporation (or the most recent Past President available in the event that the immediate Past President is unavailable) and comprised of three to seven members of the Corporation. Said special nominating committee shall, within ten weeks of the occurrence of the vacancy, appoint, subject to the approval of the Board, an interim President. Said interim President shall continue in the office of President until the next national election at which time a special election is to be held for the remaining unexpired term of office. The Program Vice-President shall temporarily assume the office of President until the office is filled by an interim President.

In the event of a vacancy in any office except the offices of President and President-Elect the President of the Corporation shall appoint an interim officer, subject to the approval of the Board. Said appointee shall continue in office until the next national election, at which time a special election is to be held for any unexpired term of office.

**Section 5.6. Other Agents and Officers.** The Board may from time to time appoint such agents and such other officers as it shall deem appropriate. Each such agent shall hold office at the pleasure of the Board, and each such officer shall hold office for such term as the Board shall determine. The agents and officers so appointed shall have such authority, shall perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. The President may, subject to the approval of the Board, appoint such officers as the Board shall, from time to time, authorize by resolution.

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## ARTICLE VI

### *ELECTIONS*

**Section 6.1. Eligibility.** The election of officers and members- at-large to the Board shall take place at a meeting of the members prior to the annual conference of the Corporation. All members of the Corporation in good standing shall be eligible to vote.

**Section 6.2. Nominations.** Candidates for offices and Board Members positions on the Board shall be nominated by a Nominations Committee consisting of no fewer than three and no more than seven members of the Corporation. The Nominations Committee shall be appointed by the officers of the Corporation and approved by the Board. The Nominations Committee shall correspond and/or deliberate in person or by telephone, listserv, e-mail or other electronic means; and shall submit its report to the President of the Corporation by January 15th of each year, listing nominees for those offices of the Corporation about to be vacated. In making its nominations, the Nominations Committee shall ensure that all four regions of the Corporation are represented on the Board.

In addition to the report of the Nominations Committee, any member of the Corporation in good standing may be nominated for any position on the Board, subject to eligibility, by the submission of a petition for nomination signed by no fewer than ten members of the Corporation in good standing. A note of recommendation signed by a member of the Corporation in good standing shall be an acceptable substitute for a signature. All petitions must be fully executed or signed, and submitted before the 30th of November each year.

**Section 6.3. Procedure for Elections.** At least ten weeks prior to the annual meeting of the members of the Corporation, proxies, including brief biographies and platform statements provided by each nominee, shall be prepared and circulated by mail to all members of the Corporation in good standing. Voting shall be anonymous, each proxy being accompanied by a pre-printed return envelope. Proxies shall be due at the annual meeting of the members of the Corporation, at which time the election shall occur. The Chairperson of the Nominations Committee may appoint Inspectors of Election to tabulate the results of the election. Announcements of the results of the election shall be made in the earliest convenient general membership mailing, newsletter, or by other means, no later than three months following the annual meeting of the members of the Corporation. Officers and Board Members thus elected shall be installed on the Board of the Corporation during the annual conference of the Corporation.

**Section 6.4. Voting.** To vote in an election by proxy, a member must return the printed proxy to the Chairperson of the Nominations Committee not later than eight weeks subsequent to the mailing of the proxies, such date to be stated on the proxy as the last valid date for casting a vote by proxy.

**Section 6.5. Schedule of Elections.** In every-other odd-numbered year, elections shall be held for President-Elect. In even-numbered years, elections shall be held for Program Vice President, Educational Resources Vice President, Secretary, and seven Board Members. In



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odd-numbered years, elections shall be held for Membership Vice President, Development Vice President, Treasurer, and six Board Members.

**Section 6.6. Election by Plurality.** Officers must be elected by a plurality of the votes cast in the election for each office. In the event of a tie vote, a run-off election between the two candidates who have garnered the most votes will be conducted by proxy during the second or third quarter of the year. The procedures for such proxy shall be established as necessary by the officers of the Corporation.

## ARTICLE VII

### *INDEMNIFICATION OF BOARD MEMBERS, OFFICERS AND AGENTS*

**Section 7.1. Direct and Derivative Actions.** The Corporation shall, to the fullest extent permitted by applicable law, indemnify any person who is or was made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, whether involving any actual or alleged breach of duty, neglect or error, any accountability, or any actual or alleged misstatement, misleading statement or other act or omission and whether brought or threatened in any court or administrative or legislative body or agency, including an action by or in the right of the Corporation to procure a judgment in its favor and an action by or in the right of any other corporation of any type or kind, domestic or foreign or any partnership, joint venture, trust, employee benefit plan or other enterprise, or any not-for-profit entity, which any Board member or officer of the Corporation is serving or served in any capacity at the request of the Corporation, by reason of the fact that he or she, his or her testator or intestate, is or was a Board member or officer of the Corporation, or is serving or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, or not-for-profit entity, in any capacity, against judgments, fines, amounts paid in settlement, and costs, charges and expenses, including attorneys' fees actually and necessary incurred as a result of such action or proceeding and or any appeal therein; provided, however, that no indemnification shall be provided to any such person if a judgment or other final adjudication adverse to the Board member or officer establishes that (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) he or she personally gained in fact a financial profit or other advantage to which he was not legally entitled.

**Section 7.2. Reimbursements or Advancements.** The Corporation shall, from time to time, reimburse or advance to any person referred to in Article VII, Section 7.1. the funds necessary for payment of expenses, including attorneys' fees, incurred in connection with any action or proceeding referred to in Article VII, Section 7.1. upon receipt of a written undertaking by or on behalf of such person to repay such amount(s) if a judgment or other final adjudication adverse to the Board member or officer establishes that (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, or (ii) he or she personally gained in fact a financial profit or other advantage to which he was not legally entitled.

**Section 7.3. Indemnification of Other Persons.** The Corporation may indemnify any other person to whom the Corporation is permitted to provide indemnification or the advancement of expenses by applicable law, whether pursuant to rights granted pursuant to, or provided by, the New York Not-for-Profit Corporation Law or to other rights created by (i) a resolution of members, (ii) a resolution of the Board, or (iii) an agreement providing for such indemnification, it being expressly intended that these By-Laws authorize the creation of other rights in any such manner.

## ARTICLE VIII

### *REGIONS*

**Section 8.1. Region Composition.** The Corporation shall have four regions: Eastern, Central, Southern, and Western. These shall be comprised as follows:

**Eastern Region:** Connecticut, Delaware, Maine, Massachusetts, New Jersey, New York, New Hampshire, Pennsylvania, Rhode Island, Vermont; New Brunswick, Newfoundland, Nova Scotia, Quebec.

**Central Region:** Illinois, Iowa, Indiana, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin; Manitoba, Ontario.

**Southern Region:** Alabama, Arkansas, District of Columbia, Florida, Georgia, Louisiana, Maryland, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, Virginia; West Virginia, Mexico.

**Western Region:** Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming; Alberta, British Columbia, Northwest Territory, Saskatchewan, Yukon.

Additional regions or subdivisions of the Corporation may be established by the Board, as necessary, to carry on and facilitate the activities and purposes of the Corporation.

**Section 8.2. Purpose & Membership.** The Corporation's regions shall be constituted for administrative purposes only. All members of the Corporation shall also be members in good standing of the Corporation's regions without further qualifications. Regions shall be represented on the Board of the Corporation.

**Section 8.3. Mini-Conferences.** Regions of the Corporation are encouraged to convene mini-conferences throughout the year to broaden the base of activities of the Corporation and recruit additional membership. A mini-conference must receive approval from the national officers of the Corporation. Such mini-conferences will be open to all to attend.

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## ARTICLE IX

### *GENERAL PROVISIONS*

**Section 9.1. Corporate Seal.** The corporate seal shall be circular in form and have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal" and "New York". The seal shall be in the charge of the Secretary. If and when so directed by the Board or the President, a duplicate of the seal may be kept and used by the attorney of the Corporation. The seal may be used by causing it or a facsimile to be affixed or impressed or reproduced in any other manner.

**Section 9.2. Fiscal Year.** The fiscal year of the Corporation shall be determined by resolution of the Board.

**Section 9.3. General and Special Bank Accounts; Checks.** The Board may authorize, from time to time, the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board may designate or as may be designated by an officer or officers of the Corporation to whom such power of designation may be delegated by the Board from time to time. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient. All checks, drafts, or other orders for the payment of money shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

**Section 9.4. Auditing of Books.** At least one month prior to the annual meeting of the Board, the Board may cause the accounts of the Corporation to be audited by a certified public accountant and a full statement of the Corporation's finances shall be submitted to each member of the Board of the Corporation.

**Section 9.5. Gifts.** The Board, the President or other proper officers, if so authorized by the Board, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the purposes of the Corporation.

**Section 9.6. Waiver.** Whenever a notice is required to be given by any provision of law or by these By-Laws, a waiver thereof in writing, whether before or after the time stated therein, shall be deemed equivalent to such notice.

**Section 9.7. Tax Status.** Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from the Federal income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1968, as amended.

**Section 9.8. Contracts.** The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, 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.

**Section 9.9. Loans, Grants, etc.** The making of loans, grants and contributions and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board, or by any committee which has been granted such authority by the Board. The Board or any such committee may authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to make such loans, grants, contributions or otherwise render such assistance.

**Section 9.10. Loans.** The President, or any other officer, employee or agent authorized by the By-Laws or the Board or by any committee which has been granted such authority by the Board may effect loans and advances at any time for the Corporation from any bank, trust company or other institution or from any firm, corporation or individual and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, and when authorized so to do may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board or said committee may be general or confined to specified instances or otherwise limited.

## ARTICLE X

### *AMENDMENTS*

Except as otherwise provided by statute, these By-Laws may be amended or repealed, and any new By-Laws may be adopted by the two thirds vote of the members present at any meeting of the membership, or by the vote of a majority of the entire Board at any duly held meeting.

## ARTICLE XI

### *SPECIAL PROVISIONS TO IMPLEMENT AMENDMENTS OF 3/27/06*

**Section 11.1. Effective Date of 3/27/06 Amendments.** All amendments adopted by the Board of the Corporation on March 27, 2006 shall take effect immediately except as provided in these special provisions.

**Section 11.2. The “current” Board.** All of the members of the Board of the Corporation as of 3/27/06 shall continue in their offices and positions until August 10, 2006. The Development Vice-President, the Membership Vice-President, and the three Board Members-at-Large whose terms commenced in August 2005 shall continue in their offices and positions until August 9, 2007.

**Section 11.3. Additions to the “current” Board.** Three positions of Board Member (normally elected in odd-numbered years) shall be deemed to be vacant as of August 10, 2006 and shall therefore be filled in accordance with Article IV, Section 4.6. namely: “vacancies on the Board shall be filled by an appointee of the President subject to the approval of the Board.” Those appointees shall remain on the Board, completing the unexpired term of that Board position, until August 9, 2007.

**Section 11.4. 2006 Regular Elections.** In the 2006 regular elections the following positions shall be included on the ballot in accordance with Article VI of the newly amended By-Laws: Program Vice-President, Educational Resources Vice-President, Secretary, and seven Board Members.

**Section 11.5. 2006 Special Election.** In accordance with Article V, Section 5.5., a special election will be held for the officer of Treasurer to remain in office for the remaining year of the unexpired term.

**Section 11.6. Nominations and Elections Deadlines.** The deadline for the submission to the President of the 2005/6 Nominations Committee's report shall be extended to May 31, 2006. For the 2006 election year only, this amendment will supersede section 6.3 of the By-Laws. Ballots will be circulated to the membership at least 6 weeks prior to the Annual Meeting of the Corporation.

**Section 11.7. Status and Disposition of Already Filed Petitions for Nominations for the 2006 Elections.** Any petition for nominations for the 2006 elections received prior to the notification to the membership of these amendments to the By-Laws (see Article XI, Section 11.8) shall be accepted in accordance with Article VI, Section 6.2.

**Section 11.8. Communication to the Members of the Corporation.** The President shall cause the content and substance of the 3/27/06 amendments, including these special provisions to be communicated to all the members of the Corporation in the most timely fashion, but, in any event, no later than May 31, 2006.

**Section 11.9. "Sunset."** Once all of the "Special Provisions to Implement Amendments of 3/27/06," as delineated in Article XI, are in fact implemented, and no later than August 9, 2007, then Article XI shall automatically be deleted from these By-Laws without any further action of the Board.

Adopted: 8-9-1990  
Amended: 11-12-1991  
Amended: 11-10-1992  
Amended: 11-6-2000  
Amended: 10-29-2002  
Amended: 5-23-2006