

BY-LAWS of
PEOPLE'S PLACE II, Inc.

Revised September 2008

TABLE OF CONTENTS

	<u>Article</u>	<u>Page</u>
Principal Office and Seal	I	3
Membership	II	3
Board of Directors	III	3
Meetings of the Board of Directors	IV	5
Executive Committee	V	7
Indemnification of Directors and Officers.	VI	8
Notices	VII	10
Officers	VIII	10
Committees	IX	13
Staff	X	14
Contracts, Checks, Deposits, and Funds	XI	15
Books and Records	XII	15
Fiscal Year	XIII	16
Amendments	XIV	16
General	XV	16

ARTICLE I

PRINCIPAL OFFICE AND SEAL

Section 1. The principal office of the corporation in the State of Delaware shall be located at 1129 Airport Rd., in the City of Milford, County of Kent. The corporation may have such other offices, either within or without the State of Delaware, as the Board of Directors may determine or as the needs of the corporation may require from time to time.

Section 2. The corporation shall be a non-profit corporation organized under the General Corporation Law of the State of Delaware.

Section 3. The official seal of the corporation shall have inscribed thereon the name of the corporation and the year of its incorporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine.

ARTICLE II

MEMBERSHIP

The membership of the corporation shall consist of a Board of Directors and such membership shall not be transferable or assignable.

ARTICLE III

BOARD OF DIRECTORS

Section 1. The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than five (5) members and not more than eighteen (18) members.

Section 2. All Board of Directors Terms shall run on a calendar year.

Section 3. Vacancies in the Board of Directors and any newly created directorship, resulting from any increase in the authorized number of directors, may be filled *by* a majority vote of the directors then in office at any meeting of the Board and any director so chosen shall hold office until the next annual election of directors and until their successors shall be elected and qualify. In the event any such successor is elected at the next annual election of

directors, or thereafter is elected to the Board as a member of a class of directors, then such successor shall serve for a term that will end by limitation of a time at the same time that it would have ended had such successor been elected at the beginning of the term of such class.

Section 4. The business of the corporation shall be managed by its Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not now prohibited by law, by these By-laws, or by the Certificate of Incorporation.

The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it, all such powers as may be exercised by the corporation, subject to the provisions of law, the Certificate of Incorporation, and these By-laws.

The Board of Directors shall have power:

(a) To create, make and issue mortgages, bonds, deeds of trust, trust agreements, and negotiable or transferable instruments, secured by mortgages or otherwise, and to do every other act and thing that is necessary to effectuate the same.

(b) To appoint agents, clerks, assistants, employees and trustees, and to dismiss them at its discretion, to fix their duties and emoluments and to change them from time to time and to require security as it may be proper. To confer upon any officer of the corporation the power of selecting, discharging or suspending such employees.

(c) To determine by whom and in what manner the corporation's bills, notes, receipts, acceptances, endorsements, checks, releases, contracts or other documents shall be signed.

Section 5. A board member may be removed from office for cause by a majority of the members of the Board at a meeting called specifically for said purpose in accordance with the notice provisions of these By-laws. Cause includes but is not limited to, conviction of a felony or misdemeanor other than a minor motor vehicle offense, breach of a fiduciary duty owed to the corporation by the member, conflict of interest, or failure to adhere to any written or otherwise published policy governing the conduct or attendance at meetings of functions which may be applicable to all board members.

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. An annual meeting of the members shall be held in November of each year, beginning with the year 2008, for the purpose of electing Directors and Officers and for the transaction of any other business as may come before the meeting.

Section 2. Special meetings of the members may be called by the President or the Board of Directors.

Section 3. The Board of Directors may designate any location, either inside or outside of the State of Delaware, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is so made, the place of meeting shall be the registered office of the corporation in the State of Delaware; but if all of the members shall meet at any time and place, either within or without the State of Delaware, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by United States mail, or by electronic mail to each member entitled to vote at such meeting, not less than five nor more than thirty days before the day of such meeting, by or at the direction of the President, Secretary, or persons calling the meeting. In case of a special meeting or when required by law or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid. If the notice is sent via electronic mail the notice is deemed to be delivered by the sent date of the e-mail.

Section 5. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting via verbal, written or electronic communication setting forth the action so taken, shall be taken by a quorum of the members entitled to vote with respect

to the subject matter thereof.

Section 6. Quorum. At any meeting of the Board of Directors the presence of one-third of the Directors then in office shall be necessary and sufficient to constitute a quorum, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law or by the Certificate of Incorporation or by these By-laws. If a quorum shall fail to attend at any meeting, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting, had a quorum been present.

Section 7. Notice of the time, place and object of any meeting of the Board of Directors may be waived by writing, either before or after such meeting has been held.

ARTICLE V

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the duly elected officers and shall conduct the regular business of the Board between meetings of the board. The Secretary or designee shall transcribe the minutes of the executive committee meeting within seven days after the meeting and cause the minutes aforesaid to be mailed or e-mailed to all members of the Board by the tenth day after the meeting of the executive committee. The decisions, actions, resolutions or the like as described in the minutes shall be made a part of the permanent records of the corporation and shall bind the corporation as though approved by the Board unless one of the following applies:

(a) No decision upon a committee report or recommendation shall be effective unless the committee chairman or committee member designated by the chairman, having authority over the subject matter voted upon shall be present at the meeting of the executive committee. The committee chairman may waive the

requirements of this provision if done so in writing seven days prior to the meeting of the executive committee.

(b) Any member of the Board (including a member of the executive committee), may within ten days of the mailing of the minutes of an executive committee meeting, request a special meeting of the Board to review any matter presented to and decided by the executive committee. The Board shall meet within fifteen days of such request to approve, reject, or modify the subject matter designated for review by request and/or act upon any other business brought before the Board at such special meeting. For the purpose of this section, such request may be made orally to the President and Secretary and the President shall set the time and place for the meeting and cause each member of the Board to be notified in writing of such special meeting according to the notice provision of these By-laws.

ARTICLE VI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section I. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative proceeding, by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was a director or officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director or officer, employee or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended, (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said Law permitted the Corporation to provide prior to such amendment) against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to

be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the payment of such expenses incurred by a director or officer of the Corporation in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Section or otherwise.

Section 2. Right of Claimant to Bring Suit. If a claim under Section 1 is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to this Corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard

of conduct.

Section 3. Non-Exclusivity of Rights. The rights conferred on any person by Sections 1 and 2 shall both be exclusive of any other right which such persons may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, by law, agreement, vote of stockholders or disinterested directors or otherwise.

Section 4. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

ARTICLE VII

NOTICES

Section 1. Whenever, under the provisions of the law, the Certificate of Incorporation, or the By-laws, notice is required to be given to any Director, such notice may be given in writing, by mail or by e-mail, addressed to such Director at his address as it appears on the records of the corporation, with postage thereof prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail or the date the e-mail is sent.

Section 2. Whenever any notice is required to be given under the provisions of the law, the Certificate of Incorporation or the By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE VIII

OFFICERS

Section 1. The officers of the corporation shall be a President, Vice 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 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. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 2. The officers of this corporation shall be elected annually by the Board of Directors at the first meeting of the Board in November. If the election of the officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices 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 shall have qualified.

Section 3. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. 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. In the event of any vacancy caused by death, resignation, removal, disqualification, absence, or any other reason deemed sufficient by a majority of the Board, the Board may delegate that officer's powers or duties to any other officer or director for a period of time not to exceed the unexpired term of the vacant position.

Section 5. 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. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws or by law 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.

Section 6. 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.

Section 7. If required by the Board of Directors, the Treasurer or designee 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 the Certificate of Incorporation or of these By-laws, 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.

Section 8. The Secretary or designee shall keep the minutes of the meetings of the members and 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 By-laws 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 By-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; 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. The Vice-President or Treasurer may attest and affix the corporate seal in the absence of the Secretary.

Section 9. 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 IX
COMMITTEES

Section 1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the By-laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan or merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all, or substantially all, of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of any authority shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon it or him by law, the Certificate of Incorporation or these By-laws.

Section 2. The Board of Directors shall establish and maintain, as designated in section 2 of this article, a standing Personnel Committee, chaired by the elected President of the Board of Directors. This committee shall have responsibilities that include but are not limited to:

- a. Conducting the Executive Director's annual performance appraisal.
- b. Review and oversight of the agencies personnel policies and staff compensation.

c. Function as an Audit Committee

Section 3. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the corporation shall be served by such removal.

Section 4. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his 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.

Section 5. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 6. 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.

Section 7. 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.

Section 8. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE X

STAFF

Section 1. The Board of Directors shall make provisions for the employment of such staff as may be necessary to adequately accomplish the purpose of the corporation and shall provide for its compensation.

Section 2. One member of the staff shall be the Executive Director who shall be employed by the Board of Directors and shall be responsible, under the supervision of the Board of Directors, for the management of the affairs of the corporation. The Executive Director shall submit reports to the Board of Directors as required by the Board, attend meetings of the Board when requested, and shall perform such other duties as may be assigned by the Board from time to time.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. The Board of Directors authorizes the Executive Director and Associate Directors 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 2. 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.

Section 3. All funds of the corporation shall be deposited as necessary to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

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

ARTICLE XII

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 members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office

a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July in each year.

ARTICLE XIV

AMENDMENTS

Section I. The By-laws may be amended by the Board of Directors by:

- (a) a majority vote of the whole Board at any meeting of the Board; or
- (b) a majority vote of directors present at any regular or special meeting of the Board at which a quorum is present, provided a copy of the proposed amendment or amendments shall have been mailed or e-mailed to each member of the Board at least one (1) week prior to the date of the meeting, at which such amendment or amendments are to be considered.

ARTICLE XV

GENERAL

All references to the male gender shall include the female gender when applicable.

Bi-Laws Revisions

Upon Motion duly made, seconded and passed by a majority of the Board, Article I, Section 1 is amended by striking the number "121" from the first sentence thereof and substituting in lieu thereof the number "219".

Upon Motion duly made, seconded, and passed by a majority of the Board, Article III of the By-Laws were amended by re-numbering Sections 3 and 4 as new Sections 4 and 5 respectively and adding as new Sections 3 and 6 the following:

"Section 3. Commencing with calendar year 1987, the terms of the members of the Board of Directors shall run from January 1st following the annual meeting at which the board member was elected for the term of office to which said member was elected."

"Section 6. A board member may be removed from office for cause by a majority of the members of the Board at a meeting called specifically for said purpose in accordance with the notice provisions of these By-Laws. Cause includes but is not limited to, conviction of a felony or misdemeanor other than a minor motor vehicle offense, breach of a fiduciary duty owed to the corporation by the member, conflict of interest, or failure to adhere to any written or otherwise published policy governing the conduct or attendance at *meetings* of functions which may be applicable to all board members.

Upon motion duly made, seconded, and passed by a majority of the Board, Article IV is hereby amended by striking the phrase "first Wednesday of January in each year, beginning with the year 1977," from the first sentence of Section 1 thereof and substituting in lieu thereof the following: "third Wednesday of October in each year, beginning with the year 1986, .

Upon motion duly made, seconded, and passed by a majority of the Board, Article IV, Section 4, is amended by striking the word "ten" in the first sentence thereof and substituting in lieu thereof the word "five."

Upon motion duly made, seconded, and passed by a majority of the Board, Article VII, Section 2 is amended by striking the first sentence thereof and substituting in lieu thereof the following:

"The officers of this corporation shall be elected annually by the Board of Directors at the first meeting of the Board in January following the installation of new board members.

Upon motion duly made, seconded, and passed by a majority of the Board, Article VII, Section 8 is amended by deleting the phrase "the execution of which on behalf of the corporation is affixed to all documents," in the eighth and ninth lines of said section.

Upon motion duly made, seconded, and passed by a majority of the Board, Article XII is amended by striking said article in its entirety and substituting in lieu thereof:

"FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July in each year."

Upon motion duly made, seconded, and passed by a majority of the Board, Article XIV is amended by striking Section 2 there from in its entirety.

By-Laws Revisions

February 5, 1998

1. Replace section 1 of Article IV with:

An annual meeting of the members shall be held in October each year for the purpose of electing Directors and Officers and for the transaction of any other business as may come before the meeting. If the election of Directors and Officers shall not be held on the day designated herein for any annual meeting or at any adjournment thereof the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

2. Insert in Article IX between sections 2 and 3 thus becoming the new section 3:

The Board of Directors shall establish and maintain, as designated in section 2 of this article, a standing Personnel Committee, chaired by the elected President of the Board of Directors. This committee shall have responsibilities that include but are not limited to:

- a. Conducting the Executive Director's annual performance appraisal.
- b. Review and oversight of the agencies personnel policies and staff compensation.

November 19,2008

Upon Motion duly made, seconded and passed by a majority of the Board, the following amendments are approved effective November 19, 2008:

- 1. Article I, Section 1 is amended** by striking the address of "219 Walnut Street" and "Sussex" from the first sentence thereof and substituting in lieu thereof the address "1129 Airport Rd" and "Kent".
- 2. Article III, Section 1 is amended** by striking "fifteen (15)" from the sentence and substituting in lieu thereof "eighteen (18)".
- 3. Article III, Section 2 is amended by** striking section 2 in its entirety and renumbering the remaining section of Article III.
- 4. Article III, Section 2 is amended** by striking the existing sentence and replacing the sentence with "All Board of Directors terms shall run on a calendar year".
- 5. Article IV, Section 1 is amended** by striking "on the third Wednesday of October" and replacing it with "November" in the first sentence. The year "1986" was replaced with "2008" and the words

“and Officers” were added after Directors in the first sentence. The last two sentences of the section were deleted in their entirety.

6. **Article IV, Section 3 is amended** by striking the word “place” and replacing it with “location” from the first sentence. The phrase “either within or without the State of Delaware” was replaced with “either inside or outside of the State of Delaware”.
7. **Article IV, Section 4 is amended** by adding the words “United States” before the word mail and by adding “or by electronic mail” in the first sentence. The following sentence was added as the last sentence of section 4 “If the notice is sent via electronic mail the notice is deemed to be delivered by the sent date of the e-mail”.
8. **Article IV, Section 5 is amended** as follows: Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting **via verbal, written or electronic communication** ~~if a consent in writing,~~ setting forth the action so taken, shall be signed **taken by a quorum** ~~at~~.....
9. **Article V, paragraph 1, the second sentence is amended** by adding the words “or designee” after Secretary and by adding the words “or e-mailed” after the word mailed.
10. **Article VII, Section 1 is amended** by adding the words “or by e-mail” after the word mail and by adding the words “or the date the e-mail is sent” after the words United States mail.
11. **Article VIII, Section 2, first sentence is amended** by replacing the word “January” with the word “November”. The words “following the installation of new Board members” was struck from the end of the first sentence.
12. **Article VIII, Section 7 is amended** by adding the words “or designee” after the word “Treasurer” in the first sentence.
13. **Article VIII, Section 8 is amended** by adding the words “or designee” after the word “Treasurer” in the first sentence.
14. **Article XI, section 3 is amended** by striking the words “from time to time” and replacing it with the words “as necessary”.
15. **Article XIV, section 1, (b) is amended** by adding the words “or e-mailed” after the word mailed.