

**AMENDED AND RESTATED BY-LAWS OF THE
COQUINA KEY NEIGHBORHOOD ASSOCIATION, INC.**

ARTICLE I- OFFICES

Section 1. Name. The name of the corporation is Coquina Key Neighborhood Association, Inc., (hereinafter referred to as the “Corporation”). The Corporation is a not-for-profit corporation organized and existing under the Florida not-for-profit Corporation Act, Chapter 617 of the Florida Statutes.

Section 2. Location of Principal Office. The principal office of the Corporation shall be located in the City of St. Petersburg, County of Pinellas. The locate of the principal office may be relocated from time to time, as may be determined by the Board of Directors of the Corporation.

ARTICLE II - MEMBERS

Section 1. Classes of Members. The Corporation shall have two classes of Members (“Members”). The designation of such classes and the qualifications and rights of the Members of such classes shall be as follows:

- a) Voting Member(s). Members residing within the boundaries Coquina Key shall eligible to be a “Voting Member” of the Corporation. Membership may be held by an individual, household, corporation, or any form of partnership. Any corporations or partnerships shall be entitled to only one vote. **There shall be a maximum of two (2) adult votes per household membership.**
- b) Associate Member (non-voting). Associate Membership in the Corporation shall be permitted for individuals or corporate entities residing or located outside of the boundaries of Coquina Key. Associate Members shall have no vote as to the affairs of this Corporation.

Section 2. Approval of Members. No qualified person shall be denied membership unless under a term of suspension or expulsion under Section 4 of this Article.

Section 3. Voting Rights. Each Voting Member in good standing shall be entitled to one vote on each matter submitted to a vote of the Members.

Section 4. Termination of Membership for Cause. The Board of Directors, by an affirmative vote of two-thirds (2/3) of all the Members of the Board, may suspend or expel a Member for any reason.

Section 5. Resignation. Any Member may resign by filing a written resignation with the Secretary. Such resignation shall not relieve the resigning Member of the obligation to pay any dues, assessments or other charges therefore accrued and unpaid. Membership dues shall not be prorated or refunded upon termination.

Section 6. Reinstatement. Upon written request from a Member terminated by the Board of Directors under Section 4 of this Article, the Board of Directors may, by affirmative vote of two-thirds (2/3) of the Members of the Board, may reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE III - MEETINGS OF MEMBERS

Section 1. Annual Meeting. A regular monthly meeting of the Members shall be held in St. Petersburg, Florida on the fourth Tuesday in the month of February in each year, at such time and place as shall be set by the Board of Directors (the “Annual Meeting”). The Annual Meeting shall be for the purpose of electing members of the Board of Directors and for transacting such other business as may come before the Members. If the day fixed for the Annual Meeting shall be a legal holiday in the State of Florida or a national, state or city election day, or if the Board determines in its discretion that it is appropriate or necessary to reschedule, such meeting shall be held as soon as possible thereafter. If the election of Directors is not held at Annual Meeting, or at any rescheduled date thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as conveniently possible. Nominations for offices to be filled at the Annual Meeting may be made from the floor at the meeting preceding the February Annual Meeting, or via written notice to the Secretary not more than four (4) weeks prior to the Annual Meeting, or at the Annual Meeting upon the Board’s request for nominations. No nominations shall be made at the Annual Meeting. Officers and Directors elected at the February Annual Meeting shall be installed at the first Board Meeting in March.

Section 2. Regular Monthly Meetings. A regular monthly meeting of the Members shall be held on the fourth Tuesday for the purpose of transacting any business that may come before the Members. If the day fixed for the regular meeting shall be a legal holiday in the State of Florida or a national, state or city election day, such meeting shall be held on a date as determined by the Board of Directors and published in the Association Newsletter.

Section 3. Place of Meetings. All meetings of the Members shall be held at a time and place within Pinellas County, Florida, or via an electronic video conferencing platform fully accessible and provided to the Members.

Section 4. Special Meetings. Special meetings of the Members may be called by (i) the President, (ii) three (3) Members of the Board of Directors, or (iii) not less than one-tenth of the Members having voting rights.

Section 5. Notice of Special Meetings. At the direction of the President, or the Secretary or the officer(s) or person(s) calling a special meeting, all Members shall be provided written notice not less than five (5) days nor more than thirty (30) days before the date of such meeting stating the place, day and hour of any special meeting of Members. Such notice shall be delivered to each Member, either by electronic mail at the e-mail address provided by the Member, or by U.S. Mail at the physical address provided to the Corporation. In case of a special meeting or when required by Statute or by these Amended and Restated 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 the Member's address as it appears on the records of the Corporation. It shall be the responsibility of each Member of the Corporation to provide and/or update the Corporation records, in writing and delivered to the Secretary of the Corporation, such Member's e-mail and telephone contact information.

Section 6. Quorum. Five percent (5%) of the total number of Voting Members of the Corporation or twenty Members whichever is the greater, shall constitute a quorum. In the event a quorum is not present at any meeting of the Members, a majority of the Members then present may adjourn the meeting.

Section 7. Proxies. At any meeting of Members, a Member entitled to vote may vote by a proxy executed in writing by the Member and provided to the Secretary of the Corporation not less than three (3) days in advance of the meeting for which the proxy is executed. The proxy vote must be on an official proxy ballot provided by the Secretary and returned to the Secretary in the official sealed envelope provided.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors (the "Board of Directors" or "Board").

Section 2. Number, Tenure, and Qualifications. The Board of Directors shall consist of not more less than eight (8) elected at-large Directors and the immediate Past President. Four (4) Directors shall be elected in each of the odd numbered years for a period of two (2) years, and four (4) Directors shall be elected in the even numbered years for a period of two (2) years. Each director shall hold office until his successor is appointed by the President and ratified by two thirds (2/3) vote of the Board of Directors. All Members of the Board of Directors shall be Voting Members of the Corporation. All officers and Members of the Board of Directors must be residents of Coquina Key. Non-residency shall constitute just cause for immediate removal from office.

Section 3. Transition. In order to effectively implement the amended terms for election and tenure of Directors of the Corporation set forth in Article IV, Section 2 herein, Directors at large who are currently serving upon approval of these Amended and Restated Bylaws by the Members shall serve until the next Annual Meeting in 2023, at which point such Directors at large may, at their option, be nominated to continue service on the Board of Directors for an additional 2-year term. Officers of the Corporation who are currently serving upon approval of these Amended and Restated Bylaws by the Members shall continue serve for the two (2) years following the 2022 Annual Meeting until the election of Directors and Officers held during the 2024 Annual Meeting, at which point such Officers may be nominated to continue service on the Board of Directors. All subsequent elections shall governed by the standard election procedures set forth herein.

Section 4. Regular Meetings. Regular monthly meetings of the Board of Directors shall be held at such times as best and feasible during the year.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least three (3) days thereto by written notice, delivered, by U.S. mail, or via electronic mail to each Director at the address as reflected in the official records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed. If delivered via electronic mail, the notice of a meeting shall be deemed to be delivered when emailed to the Member at his or her email address as reflected in the official records of the Corporation. Any Director may waive notice of any meeting, however, the attendance of a Director at any meeting shall constitute a "Waiver of the required notice" of such a meeting, except where a Director attends a meeting for the express purpose of objecting on the basis of failure to provide proper notice. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. In the event a quorum is not present at any meeting, a majority of the Directors present may adjourn the meeting.

Section 8. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by appointment of the President and must be ratified by two thirds (2/3) vote of the Board of Directors following occurrence of vacancy. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

Section 9. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Board, may designate one or more committees authorized to exercise the authority of the Board in the management of the Corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 10. Removal From Office. At the discretion of the Board, any Director who has three (3) or more consecutive un-excused absences from either meetings of the Board or from monthly general meetings may be removed from the Board upon the affirmative vote of a majority of the remaining Members of the Board.

Section 11. Special Advisors. The President may recommend special advisors with approval of two thirds (2/3) of the Members of the Board of Directors. Special advisors may have such names as but not limited to "Ex-Officio" or "Executive Secretary". These directors shall have no voting rights.

Section 12. Use of Email. Issues that can be decided by the Coquina Key Neighborhood Association Board of Directors according to the Coquina Key Neighborhood Association By-Laws may be decided by the Board of Directors through the use of electronic mail by employing the following procedures: A motion may be emailed to each Member of the Board

by the Secretary or President of the Corporation for Board's consideration and vote. Along with the motion the e-mail notice will state the name of the Director who made the motion and the name of the Director who seconded the motion. Each Board of Directors Member may vote on the motion by e-mail to the Corporation Secretary, voting either for, against or abstaining. The emailed votes must be received by the Secretary from each Board Member within four (4) days of the motion being sent by the Secretary. Votes not received within the four (4) days will be considered abstentions. A majority of the Board of Directors must vote in favor of the motion in order to pass. The results of the voting shall be disseminated to the Board Members by the Secretary within eight (8) days of the motion being emailed to the Board Members.

Any Board of Directors Member not having an email address registered with the Coquina Key Neighborhood Association Secretary will have the motion delivered to him or her via U.S. Mail at his or her residence on Coquina Key by the Secretary on the same day that the e-mail is sent. The receiving Board Member must deliver his or her vote to the Secretary within 4 days of receiving the motion for his or her vote to count and not be considered an abstention.

The Secretary will include in the minutes of the next Board of Directors meeting the actual wording of the motion, the date the motion was emailed, the name of the Board Member offering the motion, the name of the Board Member seconding the motion, the names of the Board of Directors Members voting Yea on the motion, the names of the Board Members voting Nay on the motion, the names of the Board Members abstaining and a declaration of whether the motion passed or failed.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article and the Charter of the Corporation.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected by the Voting Members at the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each officer shall hold office until his successor shall have been duly elected and installed.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by appointment by the President and ratified by a 2/3 vote of the Board of Directors as soon as possible following occurrence of vacancy.

Section 4. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation. The President shall preside at all meetings of the Members and of the Board of Directors and shall be one of the Members of the Board of Directors. The President 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 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 statute to some other officer or agent of

the Corporation and who in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. A Member may not be elected to the office of president for more than two (2) consecutive terms.

Section 5. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers and be subject to all the restrictions of the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, and shall receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Directors shall determine. Such bond is to be paid for by the Association.

Section 7. Secretary. The Secretary shall attend all annual and special meetings of the Members and 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 and shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required bylaw. The Secretary shall be the 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. The Secretary shall keep a confidential register of the post office address of each Member and in general perform all duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Immediate Past President. The immediate Past President shall serve as an advisor to the President and the Board of Directors. The Immediate Past President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 9. Compensation and Expenses. Officers shall not receive any compensation for their services as officers of the Corporation. The Board may, in its discretion, reimburse any officer for actual expenses incurred in the performance of that officer's duties, and contract with and compensate an officer for rendition of unusual or exception services to the Corporation in an amount appropriate in light of the value of such services. The fact that any Director is an officer shall not preclude that Director from voting in favor of such contract and compensation or from receiving such compensation.

ARTICLE VI-COMMITTEES

Section 1. Designation of Committees. The Board of Directors may, in its discretion,

designate one or more executive or advisory committees for the purpose of effecting the business and affairs of the Corporation as may be authorized and delegated by the Board of Directors or for the purpose of conducting studies and reporting to the Board of Directors with respect to any particular business matter or affairs of the Corporation.

Section 2. Ad Hoc Committees. 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 of 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.

- a) Chairman. One Member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.
- b) Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment.

Section 3. Term of Office. Term of office for all committee members shall continue as such until the next Annual Meeting of the Members of the Corporation and until a successor is appointed, or, until such Member be removed from such committee, or unless such Member shall cease to qualify as a Member thereof.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors. Upon appointment of a committee, the President shall present the chairman of said committee with a copy of all rules pertaining to that committee that are presently in force.

ARTICLE VII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors 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 2. Checks. Drafts. Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or Officers, or designated agent of the Corporation and in such manner as from time to time be determined by the Board of Directors.

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

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the benefit of the Corporation.

ARTICLE VIII -CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or membership chairman, Vice-President, the Secretary or Assistant Secretary and shall be sealed with the seal the Corporation. All certificates evidencing membership shall be consecutively numbered. The names and address of each Member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. If Certificates of Membership are provided, when a Member has been approved for membership and has paid any application fee and/or dues that may then be required, a certificate of membership shall be issued by the membership Chairman.

ARTICLE IX - BOOKS AND RECORDS

Section 1. Records of the Corporation. 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.

Section 2. Audit Committee. The President shall appoint an Auditing Committee in December of each Fiscal Year, whose membership shall include at least one (1) individual not currently serving on the Board, to provide oversight of: (a) the management of the Corporation's systems of internal controls and risk management; (b) the integrity of the Corporation's financial statements; (c) the Corporation's compliance with legal and regulatory requirements, and; (d) ethical standards, and the engagement, independence and performance of independent auditors. The Board shall establish policies and procedures governing the audit committee in accordance with the procedures set forth herein. The Auditing Committee shall report the results of a six (6) month audit, in writing, to the Board of Directors at the August meeting of the Board of Directors, and its comprehensive year-end audit at the February Board of Directors meeting. The results of the yearly comprehensive internal audit shall be delivered to a certified public accountant to prepare an external audit of the Corporation's financial status, which external audit shall performed on a yearly basis.

ARTICLE X - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of March and end on the last day of February in each year.

ARTICLE XI- DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of the initial application fee for membership, if any, and the annual dues payable to the Corporation by Members of each class, without retroactive effect. Such recommendations to be submitted to the Members at a regular meeting for approval.

Section 2. Payment of Dues. Dues received in January or February will be applied as advanced payment for the following Fiscal Year and will provide membership in the Association for remaining period of the Fiscal Year in which such dues are actually paid. Dues paid during the months of March through December will provide membership for the remainder of the Fiscal Year in which such dues are actually paid. Annual dues shall not be prorated.

Section 3. Delinquency. suspension and Termination of Membership.

- a) Membership shall be considered terminated as of the date any Member no longer meets the qualifications set forth in Article II. Section I.
- b) Any Member who is delinquent in payment of dues shall be considered suspended as of the date such dues became payable. Payment of delinquent dues will result in reinstatement of the Member. Three month's delinquency will result in automatic, termination of membership.

Section 4. In order to vote at the Annual Meeting, a Member's dues for the current Fiscal Year must have been paid.

ARTICLE XII – DISSOLUTION

The Corporation may be dissolved in accordance with the statutory provisions set forth in Chapter 617, Florida Statutes. Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets by giving them to one or more corporations organized and operated exclusively for charitable, educational, religious or scientific purposes and that at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended or under a successor stature, as the Board shall determine in its sole discretion. Any such assets not so disposed of shall be disposed of as provided by a court of competent jurisdiction.

ARTICLE XIII - SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation COQUINA KEY NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE XIV -PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Revised shall govern this Corporation in all cases where they are applicable and in which they are not inconsistent with the By-Laws or special rules of this Corporation.

ARTICLE XV – INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, or in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article. Notwithstanding anything herein to the contrary, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XVI – CONFLICTS OF INTEREST

Section 1. Purpose. The purpose of the Conflict of Interest Policy is to protect the Corporation's interests when contemplating entering into a transaction or arrangement that might benefit the private interests of an Officer or Director of the Corporation, or where such transaction or arrangement may result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interests

applicable to nonprofit and charitable organizations.

Section 2. Interested Person. Any director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 5 herein, a person who has a financial interest may have a conflict of interest only if the Board or committee decides that a conflict of interest exists.

Section 3. Duty to Disclose Potential Conflict. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

Section 4. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested Director, such interested Director shall leave the Board or committee meeting while the disinterested Members determine whether a conflict of interest is exists.

Section 5. Procedures for Addressing Conflict of Interest.

1. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The President of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter in the transaction or arrangement.

Section 6. Violations of the Conflicts of Interest Policy. If the Board or committee has reasonable cause to believe a Board Member has failed to disclose actual or possible conflicts of interest, it shall inform the Board Member of the basis for such belief and afford the Board Member an opportunity to explain the alleged failure to disclose. If, after hearing the Board Member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the Board Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE XVII - AMENDMENTS TO BY-LAWS

These Amended and Restated By-Laws may be altered, amended or repealed and new By-Laws, may be adopted by a majority of the Members present at a regular or special meeting provided that at least ten (10) days before said special meeting written notice is given of the Board of Directors intention to alter, amend or repeal or to adopt new By-Laws at such meetings. It being clearly stated that said special meeting is called for the purpose of altering the By-Laws.