

**Emergency Responder Trauma Counselors dba 911 for 911
BYLAWS (Draft)**

**ARTICLE I
General**

Section 1.01. Name. The name of the Corporation is 911 for 911.
This is a Colorado Nonprofit Corporation and is hereinafter referred to as the "Corporation."

Section 1.02. Principal Offices and Registered Agent. The principal place of business and principal office of the Corporation shall be located at 2726 Illinois Drive, Fort Collins, Colorado 80525, and the Corporation may have such other offices within the State of Colorado as the Board may designate or as the business of the Corporation may require from time to time. The registered agent of the Corporation shall be the Executive Director, or other representative as named by the Board.

Section 1.03. Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the "Act") to be maintained in Colorado may be changed from time to time by the Board of Directors or by the Officers of the Corporation or, to the extent permitted by the Act, by the registered agent of the Corporation, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of the Corporation are identical.

Section 1.04. Statement of Purpose. The purpose for which the Corporation is organized is set forth in the Articles of Incorporation and includes:

- (a) Promoting and advancing the welfare of first responders by financially supporting services that address their urgent mental health needs to ensure that they are able to function and thrive in their professional and personal lives;
- (b) Engaging in fund raising projects for the purpose of supporting, maintaining and building mental health service networks for first responders;
- (c) Cooperating with other organizations in the region to accomplish the above;
- (d) Undertaking such other and further tasks and projects considered appropriate by this Corporation; and
- (e) Doing all things provided for and permitted under the Colorado Revised Nonprofit Corporation Act (the Act).

Section 1.05. Seal the Corporation shall have no corporate seal.

Section 1.06. Membership. The Corporation shall have no members.

ARTICLE II
Board of Directors

Section 2.01. General Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided in the Act, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2.02. Qualifications. Each Director must be a natural person who is 21 years of age or older. A Director need not be a resident of Colorado.

Section 2.03. Number of Directors The number of Directors of the Corporation shall not be less than five (5) or more than twenty-five (25). The limits on the number of Directors may be increased or decreased from time to time by amendment of these Bylaws. Notwithstanding the foregoing, any action of the members of the Board of Directors to change the number of Directors, whether expressly by resolution or by implication through the election of additional Directors, shall constitute an amendment of these Bylaws expanding the range of the number of Directors, provided such action otherwise satisfies the requirements for amending these Bylaws as provided by the Act, the Articles of Incorporation, or these Bylaws.

Section 2.04. Responsibilities and Expectations of the Directors. Each Director must actively participate in the mission of the Corporation through participation in fund development and increasing community awareness of 911 for 911 and the Organization's mission.

Section 2.05. Meetings of the Directors.

(a) *Annual Meeting.* The annual meeting of the Board shall be in January, or a date agreed upon by the board, of each year at a time and date set by the President, as defined in Article IV for the purpose of installing Officers and for the transaction of such other business as may come before the Board. Notice to all Directors shall be given at least 10 days in advance, indicating the time and place of the annual meeting.

(b) *Regular Meetings.* The Board shall meet at least four times a year on a regular schedule, at times established by the Board. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings. Meetings shall be held in a place convenient to the majority of the anticipated participants.

(c) *Special Meetings.* Special meetings of the Board may be held upon the call of the President or of three *voting* Directors.

(d) *Notice.* Notice of each regular meeting of the Board of Directors stating the date, time, and place of the meeting shall be given to each Director at such Director's business or residential address at least 10 days prior thereto by the mailing of written notice by first class, certified, or registered mail, or by telephone, facsimile, electronic transmission (email) or any other form of wire or wireless communication. Notice of special meetings will be similarly given at least five days prior thereto. Written notice shall be deemed effective at the earliest of (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; (iii) the date shown on the return receipt and the receipt is signed by or on behalf of the addressee; or (iv) one day following the date of electronic transmission as shown in the email or fax header.

Section 2.06. Election. Directors shall be persons elected by the Board of Directors from the public at large. Directors may be elected at any regular or special meeting of the Board. Directors shall be elected

for three-year terms, but their terms will be so staggered that approximately one third of the Board membership will be elected each year. Directors' terms will be based upon the Organization's fiscal year. Directors elected to serve for a resigning or removed Director shall serve that Director's remaining term and shall be eligible to serve an additional two full terms. Directors may serve no more than two consecutive terms and then must be absent from the Board for at least one year before being eligible for reelection.

Section 2.07 a. Removal of Directors. Directors acting in good faith can only be removed from the Board of Directors for adequate cause. Recommendation for removal will be made by the Executive Committee of the Board, as defined in Article IV in consultation with legal counsel to the Board as may be appropriate. If the Executive Committee believes removal is appropriate, the Director in question will be notified of the recommendation to be considered at a special Board meeting to be held within 30 days. If the Board believes removal is still appropriate, a *vote* authorizing removal will require approval by at least 2/3 of the currently active Directors.

Justification for removal may include:

1. Three consecutive unexcused absences from Board meetings or Committee Meetings.
2. Total Board meeting and Committee Meeting attendance falls below 50% over a calendar year.
3. Failure to fulfil the responsibilities as outlined in section 2.04a.

Section 2.08. Ex Officio Directors. The Executive Director of the Organization shall be considered an Ex Officio Officer with no voting rights so long as such person continues to serve in such office or capacity.

In addition to the above Directors, the Board may from time to time elect to add others as Ex Officio Directors (non-voting), to serve at the pleasure of the Board.

Section 2.0 9. Emeritus Directors. Honorary or "Emeritus" Directors, including all former Organization Presidents, may be elected at the annual meeting or may be elected at any other time to serve until removed by the Board. Emeritus Directors shall serve in an advisory capacity with no voting rights.

Section 2. 10. Quorum and Action. A quorum of any meeting of the Board or Executive Committee shall consist of no fewer than a majority of the respective number of Directors serving at the time of the meeting. Any action by a majority of the regular Directors present at a duly called meeting of the Board at which a quorum is present shall be the act of the Board unless the *vote* Of a greater number of Directors is required by law or by these Bylaws.

(a) Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a majority (or a greater number where the greater number is specifically required by law or these Bylaws to constitute the act of the Board) of the Directors entitled to *vote* upon the action agree and consent to such action in writing or e-mail. These agreements and consents will be recorded in published minutes of the Board/ Committee.

Section 2.11. Standing-Polity Resolutions. The Board from time to time may adopt standing-policy resolutions. Standing-policy resolutions shall remain in effect until modified or rescinded by Board action. Standing policy resolutions require only a majority *vote* to approve or rescind.

Section 2.12 Powers of the Board. The Board shall have the power to (1) elect the various Officers whose duties are hereinafter set forth, (2) appoint auditors, attorneys, and such other agents, Officers as needed, who shall not be Directors, to serve at the sole discretion of the Board,

(3) employ the Executive Director and (4) exercise such other powers as may be permitted to it by the Colorado Revised Nonprofit Corporation Act, these Bylaws, or the Corporation's Articles of Incorporation; provided that, in the *event* of a conflict between or among these Bylaws or the Articles of Incorporation, on the one hand, and the Colorado Revised Nonprofit Corporation Act, on the other, the Colorado Revised Nonprofit Corporation Act shall control.

Section 2.13. Compensation. The Board shall *serve* without compensation or remuneration, except that reimbursement for actual expenses shall not be considered compensation. An itemized statement of all such expenses shall be filed with the treasurer of the Board prior to payment thereof.

Section 2.14. Conflicts of Interest. No Director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such Director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Director. See Section 7.03

ARTICLE III
Committees

Section 3.01. Executive Committee. An Executive Committee, comprised of the Officers, Immediate Past President, and other Directors as the President shall appoint from time to time, shall propose, review and execute Board directives and policy but shall have no power to act in place of the Board except as any such power may have been specifically delegated to it by the Board. The Executive Committee shall establish its own regular schedule of meetings. A majority of the voting members of the Executive Committee shall constitute a quorum.

Section 3.02. Additional Committees. The President may designate and appoint members to committees in addition to the Executive Committee. Each committee shall have and may exercise such authority as the Board may prescribe, except that no committee shall have the authority or powers prescribed to boards of directors by the Colorado Revised Nonprofit Corporation Act.

Section 3.03. Advisory Committee. The President may designate and appoint Board members or non-Board members to serve in an advisory/ *ad hoc* capacity for special projects of the Board. They shall have and may exercise such authority as the Board may prescribe, except no member shall have the authority or powers prescribed to Board of Directors by the Colorado Revised Nonprofit Corporation Act.

ARTICLE IV
Officers of the Corporation

Section 4.01. Officers. The Officers of the Corporation shall be regular Directors elected by the Board at its annual meeting. They shall include a President, a Vice President, a Treasurer, Secretary, and Executive Director as hereinafter provided. The Board, by resolution, may create and define other Officers of the Corporation along with their duties and may elect or appoint persons to fill these offices. In all cases where the duties of any Officer, agent or employee are not defined by these Bylaws, by the Articles of Incorporation, or by the Board, such Officer, agent or employee shall follow the orders and instructions of the President.

Section 4.02. Election and Term of Office. At the annual meeting, the Board Development Committee will propose Officers to be elected for the following year. This election will take place during the annual Board meeting or by electronic means and new Officers will be installed at the conclusion of the annual meeting. All Officers shall serve for a term of one year and are eligible for an additional one year term. Each Officer shall hold office until the first of the following occurs: until a successor is duly elected and qualified; or until that person's death; or until that person shall resign; or until that person has been removed in the manner hereinafter provided.

Section 4.03. Vacancies. A vacancy that occurs in any office may be filled for the unexpired term by the Board at a duly called meeting.

Section 4.04. Removal Any Officer or agent may be removed by resolution of the Board at a duly called meeting, when in its judgment the best interest of the Corporation will be served. Election or appointment of an office or agent shall not, in itself, create contract rights. Officers serve at the pleasure of the Board of Directors.

Section 4.05. The President. The President shall preside at all meetings of the Board, discharge all the duties of that office, and perform such other duties as these Bylaws provide

Section 4.06 The Vice-President. The Vice President shall perform all duties incumbent upon the President in the absence or disability of the President and perform such other duties as the President may assign or the Board may prescribe.

Section 4.07. The Treasurer. The Treasurer shall be the principal financial Officer of the Corporation and shall oversee the care and custody of all funds, securities, evidences of indebtedness and other personal property of the Corporation. The Treasurer shall oversee the deposit of all monies and other valuable effects in the name of and to the credit of the Corporation in such depository or depositories as may be designated by the Board. The Treasurer shall oversee that full and accurate accounts of receipts and disbursements are recorded in books belonging to the Corporation. The Treasurer shall perform all duties incident to the office and, upon request of the Board, shall make such reports as may be required at any time, including the preparation of a yearly budget and audit, if necessary. An Assistant Treasurer, if any, shall have the same powers and

duties, subject to the supervision of the Treasurer. A paid administrative staff person or agent may be engaged to perform these duties under the supervision of the corporate Treasurer and/or the Executive Director.

Section 4.08. The Secretary. The Secretary shall be responsible for the preparation and maintenance of the minutes of the Directors' meetings and other records and information required to be kept by the Corporation under §7-136-101 of the Colorado Revised Nonprofit Corporation Act and for authenticating the records of the Corporation. A paid administrative staff person may perform these duties under the supervision of the corporate Secretary and/or the Executive Director.

Section 4.09. The Executive Director. The Board may employ an Executive Director, whose duties are authorized by the Board. The Executive Director shall be the Chief Executive Officer of the Corporation and shall have generally active control of its affairs and business and supervision of its agents and employees. The Executive Director shall perform such other duties as the Board may prescribe. The Executive Director shall execute contracts and other agreements and reports that may be duly attested by the President. The President shall supervise the activities of the Executive Director.

The Executive Director of the Organization, if any, shall serve automatically as a non-voting member by virtue of his or her office. In the event of a change of the Executive Director during a term, the new Executive Director shall automatically serve. The Executive Director reports to the Board of Directors through the President. The duties of this office are those assigned by the Board of Directors.

Section 4.10. Delegation of Authority. In case of the absence of any Officer of the Corporation or for any other reason that the Board may deem enough, the Board may delegate the powers or duties of such Officer to any other Officer or to any Director, on a temporary basis.

Section 4.11. Checks and Endorsements. All checks, orders and drafts upon the funds to the credit of the Corporation in any of its depositories shall be signed by such of its Officers or agents as shall from time to time be determined by resolution of the Board of Directors. The Board of Directors may provide for the use of facsimile signatures under specified conditions and all notes, bills receivable, trade acceptances, drafts and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such Officers or agents of the Corporation. The facsimile signature will be kept in a secure location.

Notwithstanding the foregoing, absent a resolution to the contrary, the President, Vice- President, Treasurer, or Executive Director of the Corporation shall each have the authority to sign checks, orders, or drafts for payments by the Corporation for less than Two Thousand Five Hundred Dollars. Checks, orders, or drafts for payments by the Corporation in the amount of Two Thousand Five Hundred (\$2,500) Dollars or more shall require the signatures of any two of the aforementioned Officers.

ARTICLE V
Corporate Books

Section 5.01. Minutes, Etc. The Corporation shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation, and a record of all waivers of notices of meetings of the Board of Directors or any committee of the Board of Directors. The minutes shall be signed and dated by the corporate Secretary or responsible committee chair.

Section 5.02. Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 5.03. Records in Written Form. The Corporation shall maintain its records in written form or in another form easily capable of conversion into written form.

Section 5.04. Records Maintained at Principal Office. The Corporation shall keep a signed and dated copy of each of the following records at its principal office:

- (a) The Articles of Incorporation;
- (b) These Bylaws;
- (c) A list of the names and business or home addresses of the current Directors and Officers;
- (d) A copy of the most recent corporate report delivered to the Colorado Secretary of State;

(e) The Corporation's application for recognition of exemption and the tax-exemption determination letter issued by the Internal Revenue Service; and

(f) All other documents or records required to be maintained by the Corporation at its principal office under applicable law or regulation.

Article VI

Amendments

The Bylaws shall be reviewed at least annually to determine if modifications are necessary or desirable and reported to the Board of Directors. The Articles of Incorporation or these Bylaws may be enlarged, amended, repealed or altered, in whole or in part, by a two-thirds vote of all serving Directors where the proposed changes have been announced in the notice of the meeting at which the vote is to take place. The proposed changes shall be presented in the meeting of the Board immediately prior to the meeting in which the vote is taken.

ARTICLE VII

Fiduciary Matters

Section 7.01. Indemnification.

Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an Officer, Director, employee, or volunteer of the Corporation, against reasonable expenses (including attorneys' fees) and judgments, fines, penalties and amounts reasonably paid in settlement actually incurred by such person in connection with such claim, action suit or proceeding to the full extent and in the manner consistent with the law and statutes of the State of Colorado, any successor or substitute law or other applicable law.

(b) *Reliance.* Each person who is now serving or who shall hereafter serve as an Officer, Director, or employee of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided for in this Article VII, and such rights of indemnification shall continue as to a person who has ceased to be an Officer, Director, or employee, and shall inure to the benefit of the heirs and legal representatives of such person.

(c) *Savings Clause; Limitation.* If any provision of the Act or these Bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in §501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either §4941 or §4958 of the Internal Revenue Code.

(d) *Severability.* In the event any provision of this Article VII is held invalid, illegal, or unenforceable, in whole or in part, the remaining provisions of this Article VII shall not be affected thereby and shall continue to be valid and enforceable; and if, for any reason, a court finds that any provision of this Article VII is invalid, illegal, or unenforceable, in whole or in part, as written, but that, by limiting such provision, it would thereby become valid, legal and enforceable, then such provision shall be construed as so limited.

Section 7.02. General Standards of Conduct for Directors and Officers.

(a) *Discharge of Duties.* Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the Board, and each Officer with discretionary authority shall discharge the Officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the Director or Officer reasonably believes to be in the best interest of the Corporation.

(b) *Reliance on Information, Reports, Etc.* In discharging duties, a Director or Officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the

matters presented, (ii) legal counsel, a public accountant or another person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a Director, a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this *Section 7.02(b)* unwarranted.

(c) *Liability to Corporation or its Members.* A Director or Officer shall not be liable as such to the Corporation or its members for any action taken or omitted to be taken as a Director or Officer, as the case may be, if, in connection with such actions or omission, the Director or Officers performed the duties of the position in compliance with this *Section 7.02*.

(d) *Director Not Deemed to Be a "Trustee."* A Director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 7.03. Conflicts of Interest

(a) *Definition.* A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has an "interest adverse to the Corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the Corporation, and specifically includes, without limitation, Directors and Officers of the Corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a Director, trustee or Officer or has a financial interest. "An interest adverse to the Corporation" includes any interest in an entity whose best interest may be impaired by the best interests of the Corporation including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Corporation, an entity in which the Corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Corporation.

(b) *Disclosure.* If a responsible person is aware that the Corporation is about to enter in to any transaction or make any decision involving a conflict of interest, (a "conflicting interest transaction"), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Corporation of the interest or position of such person or any party related to such person; (ii) aid the person charged with making the decision by disclosing any material facts within the responsible person's knowledge that bear on the advisability of the Corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) *Approval of Conflicting Interest Transactions.* The Corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to the committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, and the Board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested Directors on the Board or committee, even though the disinterested Directors are less than a quorum; or

(ii) The material facts as to the responsible person's relationship or interest and as to the conflicting interest transactions are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved or ratified in good faith by a vote of the members entitled to vote therein; or

(iii) The conflicting interest transaction is fair as to the Corporation.

Section 7.04. Liability of Directors for Unlawful Distributions.

(a) *Liability to Corporation.* A Director who votes for or assents to a distribution made in violation of the Act or the Articles of Incorporation of the Corporation shall be personally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the Articles of Incorporation if it is established that the Director did not perform the Director's duties in compliance with the general standards of conduct for Directors set forth in *Section 7.02*.

(b) *Contribution.* A Director who is liable under *Section 7.04(a)* for an unlawful distribution is entitled to contribution: (i) from every other Director who could be liable under *Section 7.02(a)* for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was in violation of the Act or the Articles of Incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the Articles of Incorporation.

Section 7.05. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its Directors or Officers. Any Director or Officer who assents to or participates in the making of such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE VIII
General Provisions

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

Section 8.02. Audit. At the end of each fiscal year, the books of the Corporation shall be closed and a financial statement for the year shall be prepared. The financial statement shall be certified by a qualified independent auditor appointed by the Board of Directors and shall be submitted to the Board of Directors for approval.

Section 8.03. Articles of Incorporation. The Articles of Incorporation, as amended, are hereby made a part of these Bylaws, all Bylaws provisions shall be construed in connection with said Articles of Incorporation, and no Bylaws provision shall be adopted that are in conflict with, or contravention of, the Articles of Incorporation.

ARTICLE IX

The emergency Bylaws provided in this Article IX shall be operative during any physical emergency in the conduct of the business of the Corporation, notwithstanding any different provision in the preceding articles of the Bylaws or in the Articles of Incorporation of the Corporation or in the Colorado Revised Nonprofit Corporation Act. To the extent not inconsistent with the provisions of this article, the Bylaws provided in the preceding articles shall remain in effect during such emergency and upon its termination the emergency Bylaws shall cease to be operative.

During any such emergency:

(a) A meeting of the Board of Directors may be called by any Officer or Director of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting. At the first meeting, the circumstances of the emergency that justifies the use of Article IX shall be declared and entered into the minutes of the meeting.

(b) At any such meeting of the Board of Directors, a quorum shall consist of the number of Directors in attendance at such meeting.

(c) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the Officers so to do.

(d) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all Officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.

(e) No Officer, Director or employee acting in accordance with these emergency Bylaws shall be liable except for willful misconduct.

These Bylaws replace any previous Bylaws adopted prior to the date of the adoption of these Bylaws.

Adopted by the Board of Directors on
