

# BYLAWS OF DENVER CASA

*(A Nonprofit Corporation)*

*(As Revised and Consolidated 12-12-2007)*

## **ARTICLE I. NAME**

The name of this organization shall be : Child Advocates (Denver CASA) (hereinafter referred to as “the Corporation”).

## **ARTICLE II. OFFICES AND AGENTS**

Section 1. Principal Office. The principal office of the corporation shall be located in the City of Denver, State of Colorado. The Corporation may have other offices and places of business at such places within the State of Colorado as shall be determined by the directors.

Section 2. Registered Office. The registered office of the Corporation required by the Colorado Nonprofit Corporation Act shall be maintained in the State of Colorado and it may be, but need not be, identical with the principal office if located in the State of Colorado. The address of the registered office of the Corporation may be changed from time to time as provided in the Colorado Nonprofit Corporation Act.

Section 3. Registered Agent. The Corporation shall maintain a registered agent in the State of Colorado as required by the Colorado Nonprofit Corporation Act. Such registered agent may be changed from time to time as provided by the Colorado Nonprofit Corporation Act. The Corporation shall maintain a registered agent in such other states as may be required by applicable law.

## **ARTICLE III. PURPOSE AND POWERS**

Section 1. Purposes. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purpose and objectives of the Corporation shall include, but not be limited to, the following:

- A. To promote advocacy for abused and neglected children;
- B. To recruit volunteer advocates;
- C. To provide training and education for such volunteers to assist them in representing children in cases of abuse and neglect, actions with regard to juvenile delinquency and in such other court proceedings in which children are needy of representation, by providing appropriate investigative, advocacy, counseling and monitoring services.

Section 2. Powers. The Corporation shall have the following powers:

- A. To receive and maintain a fund or funds of real or personal property or both, and to sue and apply the whole or any part of the income therefrom and the principal thereof for the purposes set forth in Article III, Section 1, above.
- B. To have one or more offices and to conduct and carry on any of its business at any place in the State of Colorado as may be determined by the Board of Directors.
- C. To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate, or otherwise deal in and with real personal and mixed property of all kinds and any rights or interest therein for any purposes of this Corporation.
- D. To borrow money and secure the repayment of monies borrowed for any purposes of this Corporation.
- E. To have and exercise any and all of those powers specified in the Colorado Nonprofit Corporation Act. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or in furtherance of any of the powers set forth in Article III, Section 1 above, either alone or in association with other corporations, firms, or individuals; and to do every other act or acts, thing or things incidental or appurtenant to and growing out of or connected with the aforesaid purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this Corporation is organized.

#### **ARTICLE IV. MEMBERSHIP**

The Corporation shall have no member and the Corporation shall have no capital stock.

#### **ARTICLE V. BOARD OF DIRECTORS**

Section 1. Number and Term of Office. The business affairs, activities, and property of the Corporation shall be directed, governed, and controlled, and the powers of the Corporation shall be vested in an exercised by a Board of Directors composed of not less than five (5) nor more than twenty (20) members. The Board of Directors may change the number of directors from time to time by amending these Bylaws. No decrease in the number of directors shall shorten the term of office of any incumbent director. Members of the Board of Directors shall serve for two (2) years, but terms shall be staggered to the maximum extent possible based upon the number of directors. Directors shall be eligible for reappointment for a total of no more than eight (8) consecutive years.

Section 2. Qualifications. All directors shall be natural persons of the age of eighteen (18) years or older. Directors do not need to be residents of the State of Colorado. A director must demonstrate an interest in the purposes and activities of the Corporation and must be interested in donating his or her time, advice, skill, energy, and support in furtherance of the Corporation and its purposes and activities.

Section 3. Powers and Duties. The Board of Directors shall have all the powers and duties necessary, appropriate, or convenient for the administration of the affairs of the Corporation and for the management and operation of the Corporation's property and activities, and may do and perform all acts and things as are not prohibited by law, the

Articles of Incorporation, or these Bylaws. These duties and power of the Corporation shall include, but not be limited to:

- A. Establishing and reviewing board policies governing the Corporation and its operations;
- B. Ensuring adequate resources for operation of the Corporation; helping to identify, cultivate, solicit and acknowledge donors;
- C. Establishing and supervising adequate accounting and financial procedures;
- D. Promoting the goals and purposes of the Corporation and evaluating the Corporation against such goals and purposes; and
- E. Employing on behalf of the Corporation an executive director and defining the duties and responsibilities of the Executive Director in a written job description.

Anything in these Bylaws to the contrary notwithstanding, the Board of Directors is not empowered to perform any activity on behalf of the Corporation not permitted to be carried on by an organization exempt from Federal income taxation under Section 501(c)3 of the United States Internal Revenue Code.

Section 4. Nomination and Election. At the annual Board of Directors meeting, individuals presented by the nominating committee shall be deemed nominated to serve on the Board of Directors. In addition to those individuals presented by the Nominating Committee, individuals may be nominated to serve on the Board of Directors in any number by any member of the existing Board of Directors at any time. Existing members of the Board may continue to serve on the Board of Directors if nominated and elected, subject to an eight-year limitation. Directors shall be elected from the persons nominated upon the affirmative vote of a majority of the members of the entire Board. The term of office of any newly elected director shall commence immediately upon adjournment of the meeting of Board of Directors at which he or she was elected.

Section 5. Compensation. Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 6. Resignation; Vacancies; Removal; Absences; Increases.

- A. Resignation. Any director may resign at any time by giving written notice to the President of the Board of Directors, who shall announce the resignation to the full Board of Directors at the next regular meeting of the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- B. Vacancies. Any vacancy occurring on the Board of Directors by reason of resignation, removal, death, or otherwise shall be filled by the affirmative vote of a majority of the remaining members of the Board of Directors present at the meeting, even if less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The term of office of a director elected to fill a vacancy shall commence upon election.

- C. Removal of Elected Directors. When the notice indicates that the purpose of a meeting is to consider the removal of directors, at a meeting of the Board of Directors of the Corporation, any Director may be removed from office without assignment of cause by the vote of at least two-thirds of the entire Board of Directors.
- D. Absences. If a Director misses three (3) consecutive meetings without excuse, such absences shall be deemed to constitute such individual's tender of his or her resignation from the Board of Directors, provided, however, the Executive Committee shall have the authority to accept or reject such resignation.
- E. Increase in Directors. The Board of Directors may vote to increase the number of members on the Board of Directors as provided in Article V, Section 1 of these Bylaws. Any directorship to be filled by reason of an increase in the number of directors shall be filled by vote of the Board of Directors. Any such director elected shall hold office from the date of election until the next annual directors meeting and until his successor has been duly elected and qualified.

## **ARTICLE VI. MEETINGS OF THE BOARD**

Section 1. Place of Meetings. The annual, regular, or special meetings of the Board of Directors or any committee designated by the Board may be held at any place within the State of Colorado that the Board of Directors or any such committee, as the case may be, may designate from time to time.

Section 2. Annual Meetings. The annual meeting of the Board of Directors shall be held on the second Monday in September of each year unless the Directors by resolution designate a different time.

Section 3. Regular Meetings. Including the annual meeting, regular meetings of the Board of Directors shall be held at least six (6) times annually or at such more frequent intervals as the Board of Directors or any such committee, as the case may be, may designate.

Section 4. Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board may be called at any time by the President of the Board of Directors, and shall be called by the President upon receipt of the written request of two (2) of the directors. In addition, the chairperson of any committee designated by the Board or the President may call a special meeting of such committee and a special meeting shall be called by the chairperson of such committee upon receipt of the written request of two (2) of the members of such committees.

Section 5. Notice of Meetings. Notice of meetings may be given either personally, personally by telephone, by sending a copy of the notice through the United States mail or by facsimile or other electronically transmitted messaging, to the address of each director appearing on the books of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If notice is given by mail, the individual calling the meeting shall also attempt to contact the Board members by phone to inform them of the meeting. The business to be

transacted at or the purpose of, any annual, regular, or special meeting of the Board of Directors or any committee shall be specified in the notice of such meeting.

- A. Notice of each annual meeting of the Board of Directors, setting forth the time and place of the meeting, shall be given to each director not less than ten (10) days prior to the time fixed for the meeting.
- B. Notice of the regular meetings of the Board of Directors or any committee designated by the Board, setting forth the time and place of the meeting, shall be given.
- C. Notice of each special meeting of the Board of Directors or any such committee, setting forth the time and the place of the meeting, shall be given to each director not less than twenty-four (24) hours prior to the time fixed for the meeting.

Section 6. Waiver of Notice. A director may, in writing, waive notice of any meeting of the Board of Directors or any committee, either before, at, or after the meeting; and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting of the Board or any committee shall constitute waiver of notice of that meeting unless he or she attends for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 7. Quorum and Voting.

- A. A quorum shall consist of a majority of the members of the Board of Directors either in attendance in person or via telephone. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn; provided, however, that in the event of a vacancy on the Board of Directors or any such committee by reason of resignation, removal, death or otherwise, pending the appointment of a replacement director, a majority of directors then serving on the Board of Directors or any such committee shall constitute a quorum.
- B. Each director shall have one (1) vote on each matter submitted to a vote of the Board or such committee.

Section 8. Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater or lesser percentage or different voting rules for approval of a matter by the board.

Section 9. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the Board, or in his or her absence, by the First Vice President of the Board or, in his or her absence, by the Second Vice President of the Board, and so on, or, in the absence of each of these persons, a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 10. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the directors or any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors or committee members entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors or committee members.

Section 11. Meetings. Members of the Board of Directors or any committee designated by the Board may participate in any annual, regular or special meeting of the Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

## **ARTICLE VII. OFFICERS**

Section 1. General. The officers of the Corporation shall consist of a President, First Vice President, Secretary, and a Treasurer or a Secretary-Treasurer. In addition, additional Vice-Presidents and such other officers, assistant officers, agents and employees that the Board of Directors may from time to time deem necessary may be elected or appointed by the Board of Directors in any manner prescribed by the Board consistent with these Bylaws. Two or more offices may be held by the same person except that one person shall not at the same time hold the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected for a term of one (1) year by the Board of Directors at the annual meeting of the Board of Directors. Officers shall hold office until their successors are chosen and have qualified unless they are sooner removed from office as provided in these Bylaws. Officers may serve for any number of successive terms.

Section 3. Resignation and Removal. Any officer of the Corporation may resign at any time by giving written notice to the Board of Directors of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or agent of the Corporation may be removed from office without assignment of cause by the vote of at least two-thirds of the entire Board of Directors whenever in its judgment the best interests of the Corporation may be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or an agent shall not of itself create contract rights.

Section 4. Vacancies. When a vacancy occurs in one of the offices of the Corporation by reason of death, resignation or otherwise, it shall be filled by the vote of a majority of the entire Board. The officer so selected shall hold office for the remaining term of office.

## **ARTICLE VIII. DUTIES OF OFFICERS**

Section 1. President. The President shall be the chief officer of the Corporation and shall have general supervision of the business activities of the Corporation. At each annual meeting of the Board of Directors, the President shall give a report of the business and activities of the Corporation for the preceding fiscal year. He or she shall preside at all

meetings of the Board of Directors. The President shall perform all the duties commonly incident to such office and such other duties as the Board shall designate or assign.

Section 2. Vice President(s). Each Vice-President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President may from time to time delegate or assign to him or her. At the request of the President, and in the case of his or her absence or inability to act, the Vice-President (or if there is more than one, then the vice-president designated by the board of directors, or if there be no such designation, then the vice-presidents in order of their election) may temporarily act in his or her place. In the case of the death of the President, or in the case of his or her absence or inability to act, a Vice-President or Vice-Presidents to act temporarily in his or her place, the Board of Directors, by the vote of a majority of the entire Board, may designate a Vice-President or Vice-Presidents, to perform the duties of the President. If no such designation shall be made, all the Vice-Presidents may exercise such powers and perform such duties.

The First Vice-President shall be the President-elect.

Section 3. Secretary. The Secretary shall keep or cause to be kept in books provided for that purpose the minutes of the meetings of the Board of Directors and any committees; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records and of the seal of the Corporation if the Corporation should have a seal; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him or her by the Board of Directors or by the President. In the absence of the Secretary or in the case of his or her inability to act, the Assistant Secretaries, if any, shall act with the same powers and shall be subject to the same restrictions as are applicable to the Secretary.

Section 4. Treasurer. The Treasurer shall (i) be the principal financial officer of the Corporation and have the care and custody of all its funds and securities; (ii) review the monthly balance sheet, income and expense statements; (iii) present monthly financials to the Board; (iv) present new annual budgets to the Board; (v) recommend adjustments to the budget and (vi) assist with planning the annual budget.

Section 5. Delegation of Duties. Whenever an officer is absent, or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

## **ARTICLE IX. NOMINATIONS AND ELECTIONS**

Section 1. Slating Officers. Sixty (60) days prior to the Annual meeting, the Executive Committee shall meet, or communicate by mail, telephone or electronic mail, for the purpose of preparing a slate of candidates for the director positions.

Section 2. Consent. Consent of any candidate must be secured before the name may be placed in nomination.

Section 3. Write-In Votes. There shall be a place on the ballot for write-in votes for those not included on the slate.

Section 4. Timing. Elections will take place at the annual meeting, and each director shall be entitled to one (1) vote.

## **ARTICLE X. EXECUTIVE DIRECTOR**

Section 1. The Board of Directors may employ an Executive Director who shall:

- A. Implement the policies and procedures of the Corporation as prescribed by the Board of Directors in a written job description and such other duties as may be assigned.
- B. Be responsible for the operation of the Corporate office.
- C. Employ, supervise and terminate such other staff as is deemed necessary by the Board of Directors to carry on the business of the Corporation.
- D. Assign a staff person to committees as requested by the President.
- E. Provide Board of Directors with reports regarding current status of program and financial situations as requested.

## **ARTICLE XI. COMMITTEES**

Section 1. General. The Board of Directors, by a majority vote of the entire Board, may designate and appoint one (1) or more committees of the Board of Directors, each of which shall consist of two (2) or more directors. Such committees, to the extent provided in the motion approved by the Board, the Articles of Incorporation, or these Bylaws, shall have all the authority of the Board of Directors, except that no such committee or any officer of the Corporation may amend the Articles of Incorporation; restate the Articles of incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation, authorize sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; or amend, alter, or repeal any resolution of the Board of Directors. All decisions and actions of a committee shall be subject to review by the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual director of any responsibility imposed upon him or her by law. If any such delegation of authority of the Board of Directors is made as provided herein, all references to the Board of Directors contained in these Bylaws, the Articles of Incorporation, the Colorado Nonprofit Corporation Act, or any other applicable law or regulation relating to the authority so delegated, shall be deemed to refer to such committee.

Section 2. Executive Committee. The Executive Committee shall consist of the President, the immediate past President of the Board of Directors, the First Vice-President (President-elect), Treasurer and Secretary. By majority vote of the entire Board, the Board may appoint additional directors to the Executive Committee. The Executive Committee shall be chaired by the President. The Executive Committee shall meet to consider matters of a nature which cannot wait for action until the next meeting of the Board, and shall have the power to act in regard to such matters. The Executive Committee may meet at any time to discuss the prospective agenda for the Annual meeting of regular or special meetings of the Board or to discuss and subsequently make recommendations on any matter to the entire Board. Notice of formal action taken by the Executive Committee shall be provided to all Board members at the next meeting of the Board.

Section 3. Other Committees. The Corporation shall have such other committees as may from time to time be designated by a majority vote of the entire Board of Directors.



These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

## **ARTICLE XII. INDEMNIFICATION**

The Corporation shall indemnify any director, officer, or former director or officer of the Corporation against all expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a director or officer, except in relation to matters as to which he is adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be exclusive of any other indemnification provided for in the Articles of Incorporation or any Bylaw, by resolution or otherwise. The Corporation shall be authorized to purchase insurance or other similar device for the purpose of such indemnification.

## **ARTICLE XIII. FISCAL MANAGEMENT**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be such year as shall be adopted by the Board of Directors.

Section 2. Books and Accounts. The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board. All such books and records shall be kept at the principal office of the Corporation unless the Board of Directors, by resolution, determines otherwise, subject to any requirements of law. All books and records of the Corporation may be inspected by any director or his agent or attorney for any proper purpose at any reasonable time.

Section 3. Auditing and Reports. An annual report of the affairs of the Corporation for the previous fiscal year shall be submitted to the Board of Directors at each annual meeting, and filed with the secretary of the Corporation. The books and records of the Corporation shall be reviewed by an independent certified public accountant at the expense of the Corporation annually or at such times as may be designated by the vote of a majority of the Board of Directors. The Board of Directors may also designate a committee of its members to audit the books and records of the Corporation at such times as it shall determine by a majority vote of its members.

Section 4. Checks and Endorsement. All checks and drafts upon the funds or credit of the Corporation in any of its depositories shall be signed by such officer(s) or agent(s) as shall from time to time be determined by resolution of the Board of Directors. All checks, 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 office(s) or agent(s) of the Corporation or in such manner 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 for any of the foregoing purposes.

Section 5. Execution of Instruments. The Executive Director shall have power to execute on behalf and in the name of the Corporation may deed, contract, bond, debenture,

note or other obligations or evidences of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation in any way, to pledge its credit or to render it liable pecuniarily for any purpose or amount.

Section 6. Fidelity Bonds. The Board of Directors may require that officers and employees of the Corporation having custody or control of corporate funds furnish adequate fidelity bonds. The premium on such bonds may be paid by the Corporation.

Section 7. Prohibition Against Loans. The Corporation shall not make loans to any officer or director of the Corporation.

Section 8. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or of any special Purpose of the Corporation.

#### **ARTICLE XIV. IRC 501 (c) (3) TAX EXEMPTION PROVISIONS**

Section 1. Limitations on Activities. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 (h) of the Internal Revenue Code], and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

#### **ARTICLE XV. DISSOLUTION**

Section 1. Procedure. The Corporation shall be dissolved according to the procedures outlined in the Colorado Nonprofit Corporation Act.

Section 2. Distribution of Assets. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be disposed of to facilitate one or more of the exempt purposes of the Corporation. Assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, or shall be distributed to the federal government, or a state or local government, for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office

of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated for such purposes.

#### **ARTICLE XVI. AMENDMENT OF BYLAWS**

Section 1. Amendment. Except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the vote of at least two-thirds of the entire Board of Directors.

#### **ARTICLE XVII. CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of this Corporation filed with the Secretary of this State and used to establish the legal existence of this Corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### **ARTICLE XVIII. MISCELLANEOUS PROVISIONS**

The headings throughout these Bylaws are for convenience and reference only and shall in no way be deemed to define, limit or add to the meaning of any provision hereof.