

AMENDED AND RESTATED  
BYLAWS  
OF  
THE MILITARY AND FEDERAL FACILITIES ALLIANCE

ARTICLE 1  
PURPOSE

The affairs and activities of The Military and Federal Facilities Alliance (the "Corporation") shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code") affecting nonprofit organizations described in Section 501(c)(4) of the Code.

ARTICLE 2  
DIRECTORS

2.1 General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors and, except as otherwise expressly provided by law, the Articles of Incorporation or these Bylaws, all the powers of the Corporation shall be vested in such Board.

2.2 Number of Directors. The Board of Directors shall be not less than thirteen (13) nor more than twenty-seven (27) in number. The range in number of directors may be increased or decreased from time to time by amendment to these Bylaws. No decrease in number shall have the effect of shortening the term of any incumbent director.

(a) Chambers of Commerce Directors: The President and CEO of the Hampton Roads, Virginia Peninsula, and Greater Williamsburg Chambers of Commerce are invited to participate as non-voting honorary members of the Board of Directors. They are not included in the number limitations noted in paragraph 2.2.

2.3 Election of Directors; Classes; Quorum.

(a) There shall be two (2) classes of directors, as hereinafter set forth:

(i) Sixteen (16) directors shall be known as the "Public Sector Directors." Each Public Sector Director shall be an individual serving as Mayor, Chair of the Board of Supervisors, or Elected Representative (as hereinafter defined) of one of the following municipalities: the Cities of Chesapeake, Franklin, Hampton, Newport News, Norfolk, Poquoson, Portsmouth, Suffolk, Virginia Beach and Williamsburg, Virginia; and the Counties of Gloucester, Isle of Wight, James City, Southampton, Surry and York, Virginia (said cities and counties are hereinafter sometimes referred to collectively as the "Region"). An "Elected Representative" is an individual serving on the City Council or Board of Supervisors of one of the foregoing municipalities selected by vote of such City Council or Board of Supervisors to serve as a Public Sector Director and whose selection is certified in a writing provided by the Clerk of such City

Council or Board of Supervisors to the Corporation.

(ii) Other directors, who shall not exceed eleven (11) in number, shall be known as the "Private Sector Directors." Each Private Sector Director shall be an individual who has an ownership interest in, or serves as president, chief executive officer, executive director, or as a member of the local senior management team with respect to a business located within the Region. Private Sector Directors shall serve for terms of two (2) years and shall be elected by majority vote of the directors present at the annual meeting of the Board of Directors. Any vacancy occurring among the Private Sector Directors shall be filled by vote of the remaining directors, with each successor Private Sector Director serving for the remainder of the term of the replaced Private Sector Director.

(b) Each director shall be entitled to one (1) vote. The presence of ten (10) directors at a meeting shall constitute a quorum for the transaction of business. Provided, however, that the Public Sector Directors who are the Mayors, Chair of the Board of Supervisors, or Elected Representatives of at least three (3) of the following municipalities must be present for a quorum to be present: the Cities of Chesapeake, Hampton, Newport News, Norfolk, Portsmouth and Virginia Beach, Virginia, and the County of York, Virginia. The actions of a majority of directors present at a meeting at which a quorum is present shall be the actions of the Board of Directors. Less than a quorum may adjourn any meeting.

(c) During the time that any vacancy remains unfilled, the remaining directors shall be deemed to constitute the full Board of Directors and shall be empowered to act as such.

2.4 Meetings of Directors. An annual meeting of the Board of Directors for the election of Private Sector Directors, the election of a director to the Executive Committee, and the transaction of such other business as may come before the meeting shall be held on the third Thursday in June, if that day is not a legal holiday. If that day is a legal holiday, the annual meeting shall be held on the next succeeding day not a legal holiday. In addition, regular meetings of the Board of Directors shall be held at least quarterly, which meetings shall be held at times and places fixed by resolution of the Board of Directors. Other meetings of the Board of Directors shall be held at places within or without the Commonwealth of Virginia and at times fixed by resolution of the Board, or upon call of the Board Chair or a majority of the directors. The Secretary or officer performing the Secretary's duties shall give not less than five (5) days' notice by letter, electronic mail, telegraph, telecopy, telephone or in person of all meetings of the Board of Directors, provided that notice need not be given of the annual meeting or of regular meetings held at times and places fixed by resolution of the Board. Meetings may be held at any time without notice if all of the directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

2.5 Executive Sessions. The Board of Directors may at any time, upon direction of the Board Chair or by vote of a majority of the directors, and to the extent permitted under Virginia

Code Section 2.2-37 11.A.42., meet in a closed session excluding persons who are not directors or officers.

2.6 Compensation. A director shall not be entitled to compensation for his or her services as a director. The foregoing shall not prevent the Board of Directors from reimbursing any director for expenses actually, necessarily and reasonably incurred in the performance of his or her duties as director, or from entering into a contract in the best interests of the Corporation and on fair and reasonable terms, as determined by a vote of directors not having a material financial interest in the matter.

### ARTICLE 3 COMMITTEES

3.1 Executive Committee. The Executive Committee may be a standing committee of the Board of Directors.

(a) Composition. The Executive Committee shall consist of the following persons: the individual holding the office of Board Chair of the Corporation; three (3) directors elected by majority vote of the Board of Directors; and, the individuals holding the offices of Executive Director, Secretary and Treasurer of the Corporation. Each director elected to serve on the Executive Committee shall hold such office for a term of one (1) year or until his or her successor is elected.

(b) Powers. Subject to any limitations contained in the Articles of Incorporation or these Bylaws, or imposed by the Board of Directors, the Executive Committee shall act for the Board of Directors during periods between meetings of the Board of Directors and shall have and exercise the authority and power of the Board of Directors in the management of the business and affairs of the Corporation. In no event, however, shall the Executive Committee or any subcommittee thereof have the power to: approve an amendment to the Articles of Incorporation or these Bylaws; approve a plan of merger or consolidation; approve the sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the Corporation.; approve the voluntary dissolution of the Corporation, or revocation of voluntary dissolution proceedings; fill any vacancy in the Board; or, take any action prohibited by express resolution of the Board of Directors or otherwise required to be taken by the Board of Directors.

(c) Reports. The Executive Committee shall report at the next regular or special meeting of the Board of Directors all actions and proceedings of the Executive Committee since the last regular or special meeting of the Board of Directors.

(d) Chair. Unless otherwise provided by resolution of the Board of Directors, the Board Chair shall be the Chair of the Executive Committee.

(e) Subcommittees.

(i) Advisory Subcommittee. The Advisory Subcommittee may be a standing subcommittee of the Executive Committee.

(A) Composition. The Advisory Subcommittee shall consist of the following persons: no less than one (1), or more than three (3), members shall be individuals who each owns, or serves as president, chief executive officer or in a similar capacity with respect to, a business located within the Region and the majority of whose revenue is derived from the provision of goods or services to the Federal government, or agencies or entities controlled or funded by the Federal government; no less than two (2), nor more than four (4), members shall be members of the Virginia General Assembly representing districts part or all of which are within the Region; and, no less than two (2), nor more than four (4), members shall be individuals who each serve as president of a two-year or four-year college or university located within the Region. Each member of the Advisory Subcommittee shall be elected by majority vote of the Executive Committee and shall hold office for a term of two (2) years.

(B) Purpose. The purpose of the Advisory Subcommittee shall be to provide advice and guidance to the Executive Committee on such matters as the Executive Committee may from time-to-time request. The Executive Committee may, from time to time, seek the advice and guidance of the Advisory Subcommittee as a body, or from one or more members thereof.

(C) Abstention from Conflict Matters. Any member of the Advisory Subcommittee may, at any time, abstain from participating in any action of the Advisory Subcommittee, or in considering any matter that comes before the Advisory Subcommittee or such member, for any reason, including, but not limited to, a determination by such member that such participation may conflict with a duty owed by such member to another.

(D) Chair. Unless otherwise provided by resolution of the Executive Committee, the Chair of the Advisory Subcommittee shall be appointed by the Executive Committee and shall hold office for a term of one (1) year or until his or her successor is appointed. The Chair of the Advisory Subcommittee may be removed summarily, with or without cause, at any time, by the Executive Committee. A vacancy in the office of Chair may be filled by the Executive Committee.

(ii) Other Subcommittees. The Executive Committee may establish such other subcommittees from time to time as the Executive committee shall deem appropriate.

3.2 Other Committees. The Board of Directors may establish such other standing or special committees from time to time as it shall deem appropriate to conduct the activities of the Corporation and to advise the Board, and shall define the powers and responsibilities of such committees. The members and chairs of all such committees shall be appointed by the Board of Directors for a one-year term or until their successors are duly elected. No such committee appointed by the Board shall consist of fewer than three (3) members. Persons other than directors may be appointed as committee members by the Board of Directors. The voting rights, if any, of committee members other than directors shall be specified by the Board of Directors in its action designating the powers and responsibilities of such committee. In no event shall any such committee have the power to: approve amendments to these Bylaws or the Articles of Incorporation; approve any action or exercise any authority requiring the approval of more than a majority of a quorum of the Board of Directors under the laws of the Commonwealth of Virginia, the Articles of Incorporation or these Bylaws; take any action for which final authority is reserved

to the Corporation or which has been prohibited by resolution of the Board of Directors; or, take other action which may not be delegated to it under the laws of the Commonwealth of Virginia or under the provisions of the Articles of incorporation or these Bylaws.

3.3 Meetings. Regular meetings of any committee or subcommittee established pursuant to this Article shall be held at times and places fixed by a majority of the members of such committee or subcommittee. Special meetings of any such committee or subcommittee shall be held at times and places fixed by a majority of the members of such committee or subcommittee, or upon call of the chair, if any, of such committee or subcommittee. The Secretary or officer performing the Secretary's duties shall give not less than five (5) days' notice by letter, electronic mail, telecopy, telegraph, telephone or in person of all meetings of any such committee or subcommittee, provided that notice need not be given of regular meetings held at times and places fixed by the members of such committee or subcommittee. Meetings may be held at any time without notice if all of the members of any such committee or subcommittee are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of any such committee or subcommittee need not state the purpose of the meeting. Members of any such committee or subcommittee may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

3.4 Executive Sessions. Any committee or subcommittee established pursuant to this Article may at any time, upon direction of the chair of such committee or subcommittee or by vote of a majority of the members thereof, and to the extent permitted under Virginia Code Section 2.2-3711.A.42., meet in a closed session excluding persons who are not directors, officers or members of such committee or subcommittee.

3.5 Quorum; Manner of Acting. Each member of a committee or subcommittee shall be entitled to one (1) vote. A majority of the members of any committee or subcommittee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee or subcommittee meeting at which a quorum is present shall constitute the act of the committee or subcommittee.

3.6 Resignation and Removal. Any member of a committee or subcommittee may resign at any time by giving written notice of his or her intention to do so to the Board Chair or the Secretary of the Corporation. Any member of a committee or subcommittee elected or appointed by the Board of Directors or the Executive Committee may be removed, with or without cause, at any time by vote of a majority of the Board of Directors or Executive Committee, as the case may be, then in office.

3.7 Vacancies. Any vacancy among the members of a committee or subcommittee elected or appointed by the Board of Directors or the Executive Committee resulting from any cause whatsoever may be filled by the Board of Directors or the Executive Committee, as the case may be.

## ARTICLE 4 OFFICERS

4.1 Election of Officers; Terms. The officers of the Corporation shall consist of a Board Chair, Vice Chair, an Executive Director, a Deputy Executive Director, a Secretary and a Treasurer. Other officers may from time to time be appointed by the Board of Directors. The individual holding the office of Deputy Executive Director of the Corporation shall serve as Secretary of the Corporation. The individual holding the office of Chief Financial Officer of the Hampton Roads Planning District Commission shall serve as Treasurer of the Corporation. All officers, other than the Executive Director, Deputy Executive Director, Secretary and Treasurer, shall hold office until the next annual meeting of the Board of Directors or until their successors are appointed. Each Vice Chair whose term is expiring shall thereupon become the Board Chair, immediately succeeding the Board Chair whose term is also expiring. Any two or more offices may be held by the same person.

4.2 Board Chair and Vice Chair: Geographic Representation. At all times, the individual serving as Board Chair shall be a Public Sector Director drawn from a sub-region of the Region different from the sub-region from which the Public Sector Director serving as Vice Chair is drawn. For this purpose, the Region shall be deemed to consist of two (2) sub-regions, the Peninsula Sub-Region and the South Hampton Roads Sub-Region (each as hereinafter defined). Accordingly, if the Board Chair is a Public Sector Director serving a municipality within the Peninsula Sub-Region, then the Vice Chair shall be a Public Sector Director serving a municipality within the South Hampton Roads Sub-Region, or vice versa. The "Peninsula Sub-Region" shall refer to the geographic area that includes the following municipalities: the Cities of Hampton, Newport News, Poquoson, and Williamsburg, Virginia; and the Counties of Gloucester, James City, and York, Virginia. The "South Hampton Roads Sub-Region" shall refer to the geographic area that includes the following municipalities: the Cities of Chesapeake, Franklin, Norfolk, Portsmouth, Suffolk, and Virginia Beach, Virginia; and the Counties of Isle of Wight, Southampton, and Surry, Virginia.

4.3 Removal of Officers; Vacancies. Any officer of the Corporation may be removed summarily, with or without cause, at any time, by the Board of Directors. Vacancies may be filled by the Board of Directors.

4.4 Duties. The officers of the Corporation shall have such duties as generally pertain to their offices, respectively, as well as such powers and duties as are prescribed by law or are hereinafter provided or as from time to time shall be conferred by the Board of Directors. The Board of Directors may require any officer to give such bond for the faithful performance of his or her duties as the Board may see fit.

4.5 Duties of the Board Chair. The Board Chair shall preside at all corporate meetings. Except as otherwise provided in these Bylaws or in the resolutions establishing such committees, the Board Chair (in his or her capacity as such) shall be ex officio a non-voting member of all committees of the Board of Directors. The Board Chair may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of

Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. In addition, the Board Chair shall perform all duties incident to such office and such other duties as from time to time may be assigned by the Board of Directors.

4.6 Duties of the Board Vice Chair. The Vice Chair shall serve in the absence of the Board Chair and shall preside at all meetings of the Board at which the Board Chair is not present. In addition, the Vice Chair shall have such powers and duties as may from time to time be assigned to him or her by the Board Chair or the Board of Directors. The Vice Chair may, when authorized by the Board of Directors, sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors, the Board Chair or these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed.

4.7 Duties of the Executive Director. The Executive Director, an employee of the Corporation operating under the supervision and direction of the Board of Directors, shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. He or she shall have general management and direction of the Corporation subject only to the ultimate authority of the Board of Directors, and shall have such powers and duties as may from time to time be assigned to him or her by the Board of Directors. The Executive Director shall make an annual report and periodic reports to the Board of Directors concerning the programs and operations of the Corporation. The Executive Director shall be ex officio a non-voting member of any committee designated by the Board of Directors. The Executive Director may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed.

4.8 Duties of the Deputy Executive Director. The Deputy Executive Director, an employee of the Corporation operating under the supervision and direction of the Executive Director, serves as an advisor to the Executive Director and the Board of Directors on military and federal matters. He or she shall assist the Executive Director in the day-to-day operations of the Corporation and perform such duties assigned to him or her by the Executive Director or Board of Directors. The Deputy Executive Director will assist with long-range strategic planning to optimize the Federal presence in the Region and will assist the Executive Director with the management of Federal lobbying and consulting contracts. The Deputy Executive Director, when authorized by the Executive Director or Board of Directors, may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed or executed. The Deputy Executive Director will also serve as Secretary of the Corporation.

4.8 Duties of the Treasurer. The Treasurer shall oversee the financial affairs of the

Corporation, report on the financial status of the Corporation, and perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors or the Board Chair. The Treasurer may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed.

4.9 Duties of the Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors of the Corporation. When requested, he or she shall also act as secretary of the meetings of the committees of the Board. He or she shall keep and preserve the minutes of all such meetings in permanent books. He or she shall see that all notices required to be given by the Corporation are duly given and served; shall have custody of the seal of the Corporation and shall affix the seal or cause it to be affixed to all documents the execution of which on behalf of the Corporation under its corporate seal is duly authorized in accordance with law or the provisions of these Bylaws; shall have custody of all deeds, leases, contracts and other important corporate documents; shall have charge of the books, records and papers of the Corporation relating to its organization and management as a corporation; shall see that all reports, statements and other documents required by law (except tax returns) are properly filed, including the filing of any reports with the Virginia Office of Consumer Affairs; shall have charge of and be responsible for maintaining a record of all donors and the amount of their contributions; shall be responsible for the written acknowledgment of all contributions; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the Board Chair.

4.10 Compensation. The Board of Directors shall have authority to fix the compensation, if any, of all officers of the Corporation.

## ARTICLE 5 CONFLICT OF INTEREST POLICY

5.1 Compliance with Governing Law. The Corporation and the directors shall comply with all Virginia and local laws concerning conflict of interest transactions (as defined in Section 13.1-871 of the Virginia Code) applicable to Virginia non-stock corporations. In extension (and not in limitation) thereof, the directors shall comply with the provisions hereinafter set forth.

### 5.2 Abstention from Conflict Matters.

(a) Each director shall abstain from voting on, or from otherwise participating in any way in any decision concerning, any transaction between the Corporation and such director, between the Corporation and a member of such director's family (as hereinafter defined), or between the Corporation and a business entity, trust or estate which such director or family member directly or indirectly controls or with respect to which such director or family member has a material financial interest (any such transaction is hereinafter referred to as a "Conflict of Interest Transaction"). For purposes of this Article, the following persons shall be deemed to be members of a director's family: such director's spouse, the grandparents of such director or of such director's spouse, the lineal descendants of the grandparents of such director or of such director's spouse, and



the spouse of each such grandparent or lineal descendant.

(b) Any director who becomes aware of an actual or potential conflict of interest on the part of such director or on the part of a member of such director's family must promptly disclose such interest to the Board of Directors (any such director is hereinafter referred to as a "Conflicted Director" and any such conflict of interest is hereinafter referred to as the "Conflict"). Such Conflict shall be made a matter of record. When such Conflict becomes relevant to any matter requiring action by the Board of Directors or any committee thereof, such Conflict shall be called to the attention of the Board of Directors or such committee, as the case may be, and the Conflicted Director shall remove himself or herself from the discussions and abstain from voting on such matter.

5.3 Permissible Conflict of Interest Transactions. The Corporation may enter into a Conflict of Interest Transaction if in advance of doing so, the Board of Directors (i) takes reasonable steps to ensure that the terms of such transaction are fair and reasonable to the Corporation under the circumstances, and (ii) documents such steps and the basis for the conclusion that such transaction is fair and reasonable to the Corporation.

5.4 Officers; Committee and Subcommittee Members. The foregoing provisions of this Article shall also apply to officers of the Corporation and to committee and subcommittee members.

## ARTICLE 6 LIABILITY AND INDEMNIFICATION

6.1 Limitation on Liability of Officers and Directors. To the full extent that the Virginia Non-Stock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

6.2 Indemnification. To the full extent permitted and in the manner prescribed by the Virginia Non-Stock Corporation Act and any other applicable law, the Corporation shall indemnify a director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer 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, employee benefit plan or other enterprise.

6.3 Directors, Officers, Employees or Agents. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

## ARTICLE 7 CORPORATE RECORDS

7.1 Minutes of Meetings and Records of Actions Taken Without Meetings. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors and all actions taken by a committee of the Board of Directors in place of the Board of Directors

on behalf of the Corporation.

7.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

7.3 Form of Records. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

7.4 Specific Records Which Corporations Must Keep. The Corporation shall keep a copy of the following records:

(a) The Corporation's Articles or Restated Articles of Incorporation and all amendments to them currently in effect;

(b) The Corporation's Bylaws or Restated Bylaws and all amendments to them currently in effect;

(c) A list of the names and business addresses of the Corporation's current directors and officers;

(d) The Corporation's most recent annual report delivered to the State Corporation Commission; and

(e) Form 1024, Application for Recognition of Exemption Under Section 501(a), filed by the Corporation with the Internal Revenue Service.

## ARTICLE 8 MISCELLANEOUS PROVISIONS

8.1 Seal. The seal of the Corporation shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Corporation.

8.2 Fiscal Year. The fiscal year of the Corporation shall end on such date and shall consist of such accounting periods as may be fixed by the Board of Directors.

8.3 Checks, Notes and Drafts. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. When the Board of Directors so authorizes, however, the signature of any such person may be a facsimile.

8.4 Amendment of Articles of Incorporation and Bylaws. The Corporation's Articles of Incorporation may be amended or altered at any meeting of the Board of Directors by a resolution adopted by at least two-thirds of the Corporation's directors. These bylaws may be amended or altered at any time at any meeting of the Board of Directors by a resolution adopted by at least a majority of the Corporation's directors.


8.5 Voting of Stock Held. Unless otherwise provided by resolution of the Board of Directors, the Board Chair may from time to time appoint an attorney or attorneys or agent or agents of this Corporation, in the name and on behalf of this Corporation, to cast the vote which this Corporation may be entitled to cast as a stockholder or otherwise in any other corporation, any of whose stock or securities may be held by this Corporation, at meetings of the holders of the stock or other securities as may be held by this Corporation, or to consent in writing to any action by any such other corporation; and the Board Chair shall instruct the person or persons so appointed as to the number of casting such votes or giving such consent and may execute or cause to be executed on behalf of this Corporation, and under its corporate seal or otherwise, such written proxies, consents, waivers or other instruments as may be necessary or proper. In lieu of such appointment the Board Chair may attend any meetings of the holders of stock or other securities and exercise any or all powers of this Corporation as the holder of such stock or other securities of such other corporation.

8.6 Use of Pronouns. Whenever used herein, the masculine pronouns shall include the feminine, the feminine shall include the masculine, the singular shall include the plural and the plural shall include the singular.

These Bylaws were duly adopted by the Board of Directors of this Corporation by unanimous vote at the quarterly board meeting on the 15<sup>th</sup> day of September 2022 and are effective as of the same date. All prior Bylaws of the Corporation are null and void.

  
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Richard E. Dwyer  
Executive Director

09/20/2022  
Date

  
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The Honorable Douglas G. Pons  
Board Chair

10/05/2022  
Date