

BYLAWS
OF
NORTH AMERICAN INTERFAITH NETWORK, INC.

A Network governed by the
Not-for-Profit Corporate Law of New York

Amended July 25, 2000 at the Annual General Meeting in Fullerton, California
Amended August 11, 2003 at the Annual General Meeting in Columbus, Ohio
**Amended June 26, 2006 at the Annual General Meeting in Vancouver, British
Columbia, Canada**

Amended July 15, 2008 at the Annual General Meeting in Richmond, Virginia
**Amended & Revised August 14, 2013 at the Annual General Meeting in Toronto,
Canada**

**Amended & Revised August 12, 2014 at the Annual General Meeting
in Detroit, Michigan**

**Amended & Revised July 12, 2016 at the Annual General Meeting
In Guadalajara, Mexico**

ARTICLE I
STATEMENT OF PURPOSES AND POWERS

Section 1. Statement of Purposes and Objectives.

The North American Interfaith Network, Inc. (hereafter, "Network") is a non-profit corporation organized for communication among, Networking between, and the mutual strengthening of interfaith organizations and agencies, interfaith relations programs and offices of religious, denominational and other institutions which pertain to interfaith relations in the United States, Mexico and Canada. The Network recognizes and affirms humanity's diverse and historic spiritual resources and bring these to bear in resolving contemporary global, national, regional and local issues. The Network's role is to facilitate Networking possibilities by providing a coalition model of cooperative interaction based on serving the needs and promoting the aspirations of all member international, national, regional and local interfaith organizations, agencies, offices, programs and communities of faith.

Section 2. Representative Activities and Powers

In furthering the preceding statement of purposes, among its activities the Network may:

- (a) provide for the dissemination of information about interfaith relations and programs;
- (b) promote conferences, meetings and seminars;
- (c) provide forums for discussion among representative members of different faith communities;

- (d) cause publications to be written, printed and circulated intended to further said objectives;
- (e) acquire property and, subject to such consents as may be required by law, to dispose of such property;
- (f) raise funds and invite and receive contributions from any person and body provided that the Network shall not undertake permanent trading activities in raising funds for said objectives;
- (g) employ, pay or reimburse persons to carry on the work of the Network;
- (h) invite volunteer support of the Network by staff of interfaith organizations, agencies, offices and programs and individual communities of faith;
- (i) invest the monies of the Network in such financial instruments as may be thought fit by the Board of Directors, subject to such conditions as may be required by law and these Bylaws.

ARTICLE II MEMBERS

Section 1. Classes of Membership

There shall be three classes of members of the Network:

- (a.) Organizational Members
- (b.) Individual Members
- (c.) Honorary Members

Section 2. Requirements for Membership.

2.1 Organizational membership is open to groups or organizations which satisfy one or more of the following and which pay the annual membership dues:

- (a) Local interfaith groups;
- (b) Inter-religious bodies with regional, national or international membership;
- (c) Part of a regional, national or international body representative in whole or part of a faith community in Canada, Mexico or the United States;
- (d) Academic institutions, study centers or other organization concerned with religious education on an interfaith basis;
- (e) Media companies, organizations, or associations concerned with different religious traditions and/or relationships between and among them.

2.2. Individual Membership is open to persons who support the purposes and goals of NETWORK and meet the other requirements specified below and who pay the annual dues. These members will receive materials, may attend meetings, and may participate in programs but will not have a vote in governing NETWORK.

2.3. Honorary Membership may be conferred, at the discretion of the Board of Directors, upon persons who have served as Chair of the Board or who have served on the Board for five or more years. Such persons will be honored by being designated as Honorary Members of NETWORK and of its Board of Directors. These members will receive all NETWORK materials, may attend meetings, may participate in programs and may attend and participate in Annual General Meetings and meetings of the Board of Directors. They will have voice but no vote. They will be assessed no annual dues.

Section 3. Application for Membership.

Those entities, organizations, bodies or individuals desiring to become members of the Network shall submit an application for membership to the chair of the Membership Committee, who shall distribute the applications to the Board of Directors to decide on admitting the petitioning group or individual. If affirmed by 60% or more of the Directors who submit a vote, such organizations or individuals will be admitted to membership upon payment of annual dues.

Section 4. Organizational Member's Delegation to the Network

Each Organizational Member of the Network shall inform the Secretary of the names of the persons who will serve as its delegate and alternate delegate for purposes of receiving notices and attending meetings of the members. Until the Organizational Member advises the Secretary by mail or e-mail of a change of the person who will serve as its delegate or alternate, those most recently designated shall be the contact person(s) for that Organizational Member.

Section 5. Evidence of Membership.

A current list of Organizational Members and Individual Members shall be maintained by or under the direction of the Secretary and the Chair of the Membership Committee and shall be made available at each Annual General Meeting of the Network.

Section 6. Resignation from Membership.

Any member may resign at any time by submitting a resignation to the Chair of the Board of Directors.

Section 7. Removal from Membership.

Any member may be expelled, with or without cause, by vote of a majority of the Board of Directors present and voting at any meeting of the board, followed by the affirmative vote of a majority of the members.

ARTICLE III
MEETINGS OF DELEGATES OF ORGANIZATIONAL MEMBERS

Section 1. Annual Meetings.

Delegates of Organizational Members of the Network shall meet at least annually to transact business as may be set forth in the notice of the meeting. Individual and Honorary members shall be notified of such meetings and may attend and participate and have voice but shall not have vote.

Section 2. Special Meetings.

Special meetings of the members may be called by the Board of Directors by majority vote at any meeting, or by the Chair, and must be called by the Chair at the request in writing of three or more members of the Board of Directors, or at the request in writing of at least ten (10) percent of the delegates of Organizational Members. Such requests shall state the purpose or purposes for which the meeting is to be called and comply with the requirements listed in N.Y. NPC Law Section 603.

Section 3. Notice of Meetings.

Notice of each regular meeting of the Network shall be provided to each member of the Network not fewer than twenty-one (21) days before the date of the meeting. The notice shall state the place, date and hour of the meeting, the purpose or purposes for which the meeting is called, and, unless it is the regular meeting, indicate that the notice is being issued by or at the direction of the person calling the meeting.

The business which will be transacted at any special meeting shall be confined to business related to the purpose or purposes set forth in the announcement notification in which the meeting was called.

Section 4. Quorum.

A quorum for the transaction of business on behalf of the Network at any meeting shall require no fewer than fifteen (15) per cent of the total number of delegates of Organizational Members.

Section 5. Procedure.

The order of business and all other matters of procedure at every meeting of members shall be in accordance with Robert's Rules of Order, unless suspended by the Network for specified reasons.

Section 6. Voting.

The designated delegate from each Organizational Member shall be entitled to one vote on all matters to be decided by the membership. Persons to serve on the Board of Directors elected at any meeting of the members must be elected by a majority of the votes cast.

All other corporate action taken by vote of the delegates of Organizational Members must be authorized by a majority of the votes cast. The vote for election of Directors, or upon any question under consideration at a meeting of members, may be by voice vote. The presiding officer shall not vote except in the case of a deadlock when s/he shall be entitled to cast a vote to break the tie.

Section 7. Reports to Members

The Board of Directors shall present a report certified by the Chair and the Treasurer or by a majority of the Directors at each meeting of members which report shall convey in appropriate detail at least the following information:

- (a) The assets and liabilities, including the funds, of the Network as of the end of the twelve month fiscal period of the Network.
- (b) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
- (c) The revenue or receipts of the Network, both unrestricted and restricted to particular purposes, during said fiscal period.
- (d) The expenses or disbursements of the Network, for both general and restricted purposes, during said fiscal period.
- (e) Lists of Organizational, Individual and Honorary Members of the Network and an indication of where and how to locate the names, addresses, and contact information of current members.

This report shall be filed with the records of the Network and a copy thereof shall be entered in the minutes of the proceedings of the meeting at which the report is presented.

Section 8. Written Consent of the Members Without a Face to Face Meeting.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by all of the members entitled to vote thereon. Such consent may be given by written ballot setting forth such proposed action(s) provided that such ballots must be signed and returned to the Secretary of the Board of Directors within thirty (30) days of distribution. Consent of less than all of the members shall be sufficient to approve such actions if so provided in the Network's Certificate of Incorporation as permitted by N.Y. NPC Law, section 614. Consent may also be given electronically if the requirements of section 614 are met.

ARTICLE IV MEMBERS AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1. Management of Network Affairs.

The activities, property and affairs of the Network shall be managed by the Board of Directors.

Section 2. Number and Qualifications.

The number of Directors constituting the Board shall not be fewer than three (3). The actual number shall be determined by the Board of Directors and approved by the members. However, in no event shall the total number of Directors exceed twenty-two (22). All Directors must be members in good standing and must be at least eighteen (18) years of age.

Section 3. Classification and Selection of Directors.

There shall be two classes of Directors: Elected Directors and Appointed Directors. The number in each class shall be fixed by the Board of Directors from time to time, provided that there shall be no more than seventeen (17) Elected Directors and no more than five (5) Appointed Directors without first amending these Bylaws. The Nominating Committee of the Board of Directors shall present nominations to fill vacancies in the Board of Directors.

3.1. Elected Directors of the Network shall be elected by the delegates from Organizational Members of the Network at the Annual Meeting. Elected Directors shall be divided into two groups, each to be as nearly equal in number as possible, and shall be elected for four-year terms at alternating bi-ennial elections. Elected Directors may be nominated and re-elected to a second term.

3.2. Appointed Directors upon nomination by the Nominating Committee shall be selected by the Elected Directors at a meeting that coincides with the biennial elections. Individual Members shall be eligible to be nominated and elected to serve as Appointed Directors. They shall serve two year terms that end with the next biennial election. Appointed Directors may be nominated and be reappointed to one additional term.

Section 4. Corresponding Emeritus Members of the Board of Directors

At the discretion of the Board, a Director who has completed eight consecutive years on the Board, or who resigns from an elected board position, may be appointed as a Corresponding Emeritus Member of the Board. Such members will receive all notices and proceedings of the Board and will be invited to submit written responses to proposed actions. If such persons elect to attend open meetings of the Board, at the discretion of the Chair of the Board, they may be recognized to speak but will have no vote. This appointment shall be for no longer than one two year period.

Section 5. Completion of Term.

An Elected Director who ceases to be a member in good standing of the Member Organization to which he/she belonged when elected, may complete the term to which s/he was elected or appointed.

Section 6. Vacancies.

Newly created Directorships that result in increasing the number of Directors, or vacancies occurring in the membership of the Board of Directors may be filled by vote of a majority of the Directors then in office. If less than a quorum of the Board were to still be in office on such occasions, any such newly created directorships and vacancies occurring in the Board for any reason may be filled by vote of the members at a meeting of members, notice of which shall have included reference to the proposed election and the names of persons to be nominated. If new Directorships or vacancies are not filled prior to the next meeting of members, they shall be filled by vote of the members. A Director elected to fill a vacancy shall hold office until the next meeting of members at which the election of Directors is part of the regular order of business.

Section 7. Resignation.

Any Director may resign at any time by submitting notice of resignation to the Chair or the Secretary. The resignation shall take effect at the time specified in the notice of resignation. If no effective date is specified, the Board may set an effective date.

Section 8. Removal.

Any Director may be removed, with or without cause, by a recorded vote by a majority of the members in a meeting, notice of the convening of which shall have explicitly referred to the proposed removal action, or by a majority of the Board of Directors at any meeting of the Board, notice of the calling of which shall have directly referred to the proposed removal action.

Section 9. Term Limits

Directors may serve a maximum of eight consecutive years on the Board of Directors of the Network, provided that time served as Board Chair is exempt and shall not be counted against such term limitation. At least two years must elapse before any former Director will be eligible to be considered for re-nomination or appointment to the Board.

Section 10. Contracts with the Network.

No member of the Board shall have interests, directly or indirectly hold interest in any contract relating to the operations of the Network unless authorized by the concurring vote of a majority of the entire Board excluding a vote(s) by the interested Director(s).

Section 11. Compensation.

No Director of the Network shall, directly or indirectly receive salary, compensation or emolument from the Network, except with authorization from the Executive Committee may be paid reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting the corporate purposes of the Network.

ARTICLE V
DIRECTORS MEETINGS

Section 1. Regular Meetings.

The Board of Directors at its annual or special meetings shall transact the business set forth in the proposed agenda in the notice of the meeting.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called at any time by the Chair, and must be called on written request by one-third of the total number of directors. Such requests shall state the purpose or purposes for which the meeting is to be called. Each special meeting of the Board of Directors shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 3. Notice of Meetings.

Notice of each regular or special meeting of the Board of Directors stating the agenda, the time and the place shall be given by the Chair or the Secretary to each member of the Board

- (a) not fewer than twenty-one (21) days before the meeting sent by mail, or
- (b) not fewer than ten (10) days before the meeting, given by telephone notice, electronic facsimile or electronic mail to each member of the Board at his or her residence or usual place of business.

Section 4. Quorum and Action by the Board.

At all meetings of the Board of directors, a quorum shall be required for the transaction of business. A quorum shall consist of not fewer than one-half of the members of the entire Board, plus one. A vote of a majority of the Directors present shall suffice to decide any question.

Section 5. Procedure.

The order of business at every meeting of the Directors shall be proposed by the person who will preside (the Chair or his or her designee) at the meeting. Any other Director may propose an item or items to be added to the agenda, provided that the addition(s) do not require special notice. The original agenda and any additions shall be adopted by a majority of those present and voting as the first item of business.

Section 6. Action Without a Meeting.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee cast a written vote in the affirmative within thirty (30) days of notice of the proposed resolution or action, as permitted by N.Y. NPC Law, Section 708(b). The resolution and the hard-copy or e-mail consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

Section 7. Presence at Meeting by Telephonic. or Other Electronic Means

The Board or committee may be convened by electronic or telephonic means. Such meetings shall constitute legal meetings, provided quorum and notice requirements are satisfied. Actions taken during such meetings shall be binding just as if approved at a face to face meeting.

ARTICLE VI COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Standing Committees of the Board.

The Network shall have the standing committees listed below. Standing committees must have at least three members who are Directors and shall be led by co-chairs. The chair(s) and members of these committees shall be appointed by the Chair of the Board with concurrence by the Board.

The Network may add such other committees, *ad hoc*, standing, or task forces, as may be proposed by the Board of Directors. Adding or removing any standing committee shall require an amendment of the Bylaws.

1.1. Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair or Chair-Elect, Secretary and Treasurer. Between meetings of the Board of Directors, the Executive Committee shall have the authority to act on behalf of the Board of Directors and the Network, provided that unless time constraints are so severe that immediate actions must be taken, the Board of Directors shall be polled by telephone or e-mail before such actions are implemented, and provided further that in no event shall the committee have the authority prohibited by N.Y. NPC Law, Section 712. Exceptional actions taken by the Executive Committee shall be reported to and reviewed by the full Board at its next meeting. If a majority of the Board approves such actions, that endorsement will become part of the minutes. If a majority of the Board disagrees with the action, when feasible it will be rescinded. Such a disagreement will become part of the minutes.

1.2. Finance Committee

Purpose: to organize and maintain the financial records and affairs of the Network and to propose and respond to financial advancement opportunities. This committee will be responsible for fund raising and acquiring in-kind contributions to further the work of the Network. The Treasurer of NETWORK will chair this committee.

1.3. Board Development/Nominations Committee

Purpose: to monitor and evaluate the functioning of the Board of Directors and to offer recommendations regarding possible ways to strengthen the

work of the Board in its governance of the Network. This committee is also charged to present names and slates of nominees to serve as Directors, officers, and recommendations of chairs and members of committees.

1.4. Bylaws Committee

Purpose: periodically to review the By-laws and provide proposals to the Members to revise and formally amend the governing documents of NETWORK.

The following are Special Committees whose membership must include at least two Directors and may include other members of NAIN. In constituting committees their members should be inclusively diverse.

2.1 Membership Committee

Purpose: to invite organizations and individuals to join and continue as members of NETWORK and to pursue such efforts in Canada, Mexico and the United States. Solicitation to join NETWORK shall be extended to international, national, regional and local interfaith organizations, agencies, offices, programs and faith communities.

2.2, Communications Committee

Purpose: to create, operate and maintain internal and external communication media designed to inform the members of the Network and the general public regarding the work and activities of the organization and its members. Possible examples of such media may include: a website, a newsletter, Blogs, a library containing the official documents of the Network, e-mail lists of leaders and members of the Network, et al.

2.3 Program Committee

Purpose: to facilitate the sharing of interfaith resources among individuals, organizations, and faith communities by identifying and recommending host sites for annual Connects. In cooperation with the Executive Committee the Program Committee will provide the local committee at host sites with counsel and information regarding previous Connects. The history of financial arrangements and results in hosting a Connect and the policies regarding the program of a Connect will be especially emphasized. (The Network from its beginnings has presented its annual gatherings as "Connects.")

2.4 Young Adult Committee

Purpose: to identify, increase the numbers of, nurture and support young adult leaders in interfaith activities. This committee will solicit nominations for young people and then select those who will attend and participate in Connects. It will also plan and facilitate activities at

Connects that provide opportunities for the young adults fully to participate in the program of the Connect.

Section 2. Acts and Proceedings of Committees

The Executive Committee and every other committee shall keep regular minutes of their proceedings and forward the minutes to the Secretary of the Network and report all actions to the Board of Directors.

Section 3. Meetings of Committees.

Committees of the Board of Directors shall meet at such times and places as the Chairpersons of the committees shall determine. Notice of the meeting shall specify the agenda and all meetings shall be governed by the provisions of Sections 4, 5, 6 and 7 of Article V of these by-laws, which govern meetings of the entire Board of Directors.

ARTICLE VII
OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Officers.

The Board of Directors shall elect from its members a Chair, a Vice Chair or Chair Elect, a Secretary, and a Treasurer to constitute the Executive Committee of the Board. (Cf. Article VI, section 1) The Board of Directors may from time to time elect or appoint such additional officers as it determines would be beneficial for the functioning of the Network. Such additional officers shall have such authority and perform such duties as the Board of Directors may assign.

Section 1.1. The Chair

The Chair shall be the chief executive and administrative officer of the Network. The Chair shall have the responsibility exclusively to serve as the official spokesperson for the NETWORK.

Section 1.2. The Vice-Chair

The Vice-Chair shall, in the absence of or at the request of the Chair, perform the duties of and exercise the responsibilities of the Chair. At the discretion of the Board, the Vice-Chair, or any other Director, may be named the Chair-Elect and function as the Vice-Chair.

Section 1.3. The Secretary

The Secretary shall issue notices of meetings of the Board of Directors and of the General Meetings of NETWORK members. The Secretary shall keep the minutes of all meetings of the Board and of the general membership meetings. The Secretary shall affix the Corporate Seal to and sign such documents as are required by law or these Bylaws.

Section 1.4. The Treasurer

The Treasurer shall have the care and custody of all the monies and financial instruments of the Network. The Treasurer shall cause full and accurate accounts of all monies received and paid on behalf of the Network to be entered in the financial books of the Network. The Treasurer shall arrange for at least an annual audit of the Network's financial accounts. The Treasurer shall make and sign such reports, statements and instruments as may be required by the Board of Directors, or by the laws of Canada, Mexico or the United States, or of any state or country where the Network does business.

Section 2. Delegation of Duties of Officers

In case of the absence or disability of an officer of the Network, or for any other reason deemed sufficient by the Board, the powers and duties of that officer may be delegated to another officer or another Director.

Section 3. Term of Office.

The Chair, the Vice Chair or Chair Elect, the Secretary and the Treasurer shall, unless otherwise determined by the Board of Directors, hold office until the first meeting of the Board following the next biennial election (ordinarily two years) and until they are re-elected or their successors have been elected and qualified. The Chair may not serve more than two two-year terms.

Any officer may be removed or have his or her authority suspended by the Board of Directors at any time, with or without cause. If any office becomes vacant for any reason, the Board of Directors may elect someone to fill such a vacancy.

Section 3. Resignation.

Any officer may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein.

Section 4 Duties of Officers

(a.) The Chair.

The Chair shall be the chief executive and administrative officer of the Network.

(b.) The Vice Chair.

The Vice Chair shall, in the absence or at the request of the Chair, perform the duties and exercise the responsibilities of the Chair.

At the discretion of the Board any member may be elected Chair-Elect, and carry out the duties of the Vice Chair as indicated in this section. At the next biennial election, or at such time as the Board may determine, the Board may elect the Chair-Elect to become the Chair.

(c.) The Secretary.

The Secretary shall issue notices of all meetings of Directors and members. The Secretary shall attend all meetings of the Board of Directors and keep the minutes thereof. The Secretary shall affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature.

(d). The Treasurer

The Treasurer shall have the care and custody of all the monies and securities of the Network. The Treasurer shall cause to be entered in the books of the Network full and accurate accounts of all monies received and paid on account of the Network, and shall arrange for the auditing of the Network's accounts at least once annually. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of Canada, Mexico and the United States or of any state or country where the Network does business and is required to do so.

Section 5. Duties of Officers May Be Delegated.

In case of the absence or disability of an officer of the Network, or for any other reason that the Board may deem sufficient, the Board may delegate upon recommendation of the Chair, for the time being, the powers or duties of that officer to another officer, or to any other member of the Board.

Section 6. Officers Holding Two or More Offices.

The same person may hold any two or more offices, except those of Chair and Secretary, or Chair and Treasurer but no officer shall execute or verify any instrument in the capacity of more than one office.

Section 7. Compensation.

No officer of the Network shall directly or indirectly receive salary, compensation or emolument from the Network, except reasonable compensation for services actually performed and reimbursement of expenses actually and necessarily incurred in effecting one or more of the corporate purposes of the Network.

ARTICLE VIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Right of Indemnification.

The Network shall indemnify each Director and Officer, whether or not then in office, for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, provided that such action or proceeding was done in good faith.

Section 2. Advancement of Expenses.

Expenses incurred by a Director or Officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VIII may be paid by the Network in advance of the final disposition of such action or proceeding upon

- (a) receipt of an undertaking by or on behalf of such Director or Officer to repay such an advance in case such Director or Officer is found not to be entitled to indemnification as authorized by this Article VIII and
- (b) approval by the Board of Directors acting by a quorum consisting of Directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the members of NETWORK. To the extent permitted by law, the Board of Directors or, if applicable, the members, shall not be required to find that the Director or Officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Network makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation.

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VIII (a) shall be available with respect to events occurring prior to the adoption of this Article VIII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VIII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or Officer (or, if applicable, at the sole discretion of the testator or intestate of such Director or Officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Network and the Director or Officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights.

The rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any other rights to which any Director or Officer of the Network or other person may now or hereafter be otherwise entitled, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VIII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Director or Officer of the Network or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Network or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability.

If this Article VIII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, the article shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VIII shall remain fully in place. Any payments made pursuant to this Article VIII shall be made only out of funds legally available.

ARTICLE IX
NETWORK FINANCE

Section 1. Membership Dues.

Annual membership dues in an amount regularly fixed and publicized by the Board of Directors shall be payable by all members, except Honorary Members as defined above. Payment of dues by Organizational Members shall be a prerequisite to be eligible for voting privileges at meetings of the membership.

Section 2. Network Funds.

The funds of the Network shall be deposited in its name with such banks, trust companies or other depositories that the Board of Directors designates. All checks, notes, drafts and other negotiable instruments of the Network shall be signed by such officer or officers, agent or agents, employee or employees that the Board of Directors designates. No officers, agents or employees of the Network, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Network or to bind the Network thereby, except as provided in this section.

Section 3. Fiscal Year.

The fiscal year of the Network shall be the calendar year unless otherwise decided by the Board of Directors.

Section 4. Loans to Directors and Officers.

No personal loans shall be made by the Network to its Directors and Officers.

Section 5. Gifts.

The Board of Directors, the Executive Committee or any authorized officer of the Network may accept or refuse on behalf of the Network any contribution, gift, bequest or devise for any general or special purpose or purposes of the Network.

Section 6. Voting of Securities Held by the Network.

Stocks or other securities owned by the Network may be voted in person or by proxy as the Board of Directors or the Executive Committee shall specify. In the absence of any direction by the Board of Directors or Executive Committee, such stocks or securities shall be voted by the Chair with the concurrence of the Treasurer or one other Officer.

Section 7. Income from Network Activities.

All income from activities of the Network shall be applied to the maintenance, expansion or operation of the lawful activities of the Network.

ARTICLE X
NETWORK SEAL

The seal of the Network shall be in a form determined by the Board of Directors

ARTICLE XI
AMENDMENTS

Section 1. Procedure for Amending By-Laws.

Any proposal for the adoption, amendment or repeal of the by-laws of the Network must be received by the Chair of the Board of Directors twenty-eight days (28) prior to the meeting of the delegates of Organization Members at which the proposal is to be considered. By-laws of the Network may be adopted, amended or repealed by the vote of two-thirds of the voting members of the Network at any meeting of members, provided that at least twenty-one (21) days written notice shall have been given that includes specification of the proposed action. Written notice may be given by mail, by electronic facsimile or by electronic mail.

ARTICLE XII
LIQUIDATION AND DISSOLUTION

Section 1. Procedure for Dissolution.

If the Board of Directors decides at any time that it is necessary or advisable to dissolve the Network, the Board shall call a meeting of the members upon not less than twenty-eight (28) days prior written notice, which notice shall specify the purpose of the meeting. Approval of any recommendation by the Board of Directors to dissolve the Network shall require the affirmative vote of at least two-thirds of the members present and voting at the meeting.

In the event of dissolution of the Network, assets remaining after the satisfaction of all proper debts shall be given or transferred to such other charitable institutions that have purposes similar to the purposes of the Network set forth in the Network's certificate of incorporation.