

**AMENDED BY-LAWS OF
NEW YORK CITY VOLUNTARY ORGANIZATIONS
ACTIVE IN DISASTER**

Adopted on May 28, 2003
Amended April 16, 2004
Amended September 10, 2018
Amended August 26, 2020
Amended November 19, 2020

AMENDED BY-LAWS OF
NEW YORK CITY VOLUNTARY ORGANIZATIONS
ACTIVE IN DISASTER
(the "Corporation")

ARTICLE I

MEMBERS

Section 1. Membership. There shall be three classes of membership in the Corporation as identified below.

Full Membership shall be open to (a) any organization (i) with a not-for-profit structure and tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of the United States, with a role in disaster or emergency response and/or recovery and a stated policy of commitment of resources, without discrimination as to race, creed, gender or age, to meet the needs of individuals living or working in New York City or the surrounding areas and (ii) that otherwise meets such criteria for Full Membership as is approved by the Board of Directors of the Corporation (the "Board") from time to time in accordance with these by-laws, and (b) any organization (including, without limitation, a nonprofit corporation, joint-stock association, unincorporated association, partnership or other legal entity or organization) that (i) does not have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of the United States, (ii) has a not-for-profit structure and/or otherwise operates on a not-for-profit basis, (iii) has a role in disaster or emergency response and/or recovery and a stated policy of commitment of resources, without discrimination as to race, creed, gender or age, to meet the needs of individuals living or working in New York City or the surrounding areas, and (iv) otherwise meets such criteria for Full Membership as is approved by the Board from time to time in accordance with these by-laws.

Partner Membership shall be open to any not-for-profit organization with an interest or role in disaster or emergency planning and response that is willing to commit resources, without discrimination as to race, creed, gender or age, to meet the needs of individuals living or working in New York City or the surrounding areas that does not meet the requirements for other classes of membership (including, without limitation, an organization that does not meet the criteria for Full Membership as is approved by the Board from time to time in accordance with these by-laws).

More specific membership criteria and responsibilities are set forth in the Corporation's Membership Application Form and can only be amended by vote of a majority of the Board. The Board may establish such other criteria for Full Membership and Partner Membership, including a schedule of annual dues, as it deems appropriate; provided, that with respect to a schedule of annual dues

payable by Members of the same class (including, without limitation, a schedule of annual dues payable by Full Members) as may be approved by the Board from time to time, such schedule of annual dues may provide for the payment of annual dues in different amounts by different Members of the same class based on criteria as the Board deems appropriate (and such schedule may provide that a Member of such class is not required to pay annual dues so long as such Member meets the relevant criteria), so long as the amounts of dues payable by all Members of such class are determined on the same basis. Criteria for membership as approved by the Board from time to time may include, without limitation, criteria based on a Member organization (or a prospective Member) deriving no more than 50% (or such other threshold as may be approved by the Board) of revenue from clients or customers based on a fee-for-service model. Only Full Members shall have the right to one vote at any meeting of the members. Only individuals designated by Full Members as their representative (each, a "Member Representative") shall be eligible to be Officers or Directors of the Corporation.

In the case of any Member that as of November 19, 2020 was designated as an "Affiliate Member" under the by-laws of the Corporation prior to the effectiveness of these by-laws:

- (a) If, upon the effectiveness of these by-laws, such Member meets the criteria for Full Membership under these by-laws and such other criteria for Full Membership as approved by the Board as of such time, then effective as of the effectiveness of these by-laws, such Member's status shall automatically be changed from "Affiliate Member" to "Full Member".
- (b) If, upon the effectiveness of these by-laws, such Member does not meet the criteria for Full Membership under these by-laws and such other criteria for Full Membership as approved by the Board as of such time, then effective as of the effectiveness of these by-laws, such Member's status shall automatically be changed from "Affiliate Member" to "Partner Member".

Without limiting the foregoing, if the Board, by majority vote in accordance with these by-laws, amends or changes any specific membership criteria (including, without limitation, by approving new or additional membership criteria) for any class of membership at any time (such event, a "Membership Criteria Change"), and as a result of such Membership Criteria Change, a Member that is designated as a Full Member or a Partner Member fails to meet the criteria for such class of membership as a result of such Membership Criteria Change, then such Member shall be afforded a grace period of at least three (3) years (or such longer period as may be approved by resolution of the Board) during which period such Member shall (x) retain its then-current class of membership (notwithstanding such Member's failure to meet the new criteria for such class of membership resulting from the Membership Criteria Change) and (y) have the

opportunity to implement organizational changes sufficient to meet the then-current criteria for membership of the Member's current class of membership. Upon the expiration of such three (3) year grace period following the Membership Criteria Change, if such Member has failed to implement organizational changes sufficient to meet the relevant criteria for membership of the applicable class, such Member shall automatically become a Partner Member and, if such Member was previously a Full Member, such Member shall thereafter cease to have the rights and privileges afforded to Full Members until such time as such Member meets the criteria for Full Membership. Section 2. Term and Termination of Membership. The term of membership shall be one year, marked by payment of annual dues or such other criteria or requirements of membership as the Board may determine. Membership may be terminated (i) by the voluntary withdrawal of a Member pursuant to a written letter of resignation delivered to the Secretary of the Corporation or (ii) non-voluntarily, upon failure to pay annual dues or other non-compliance with other requirements of membership approved by the Board and in effect from time to time, but subject to the last paragraph of Section 1 above in the event of non-compliance with requirements of membership resulting solely from an amendment or change to criteria for membership adopted by the Board, upon the vote of a majority of the Board at a meeting with respect to which the non-compliant Member is given notice, in accordance with the notice requirements set forth in these by-laws for special meetings of the Members, and the opportunity to attend.

Section 3. Meetings. The annual meeting of the Members (the "Annual Meeting") for the election of the Directors and for the transaction of such other business as may come before the Members shall be held each year at the place (which must be within New York City), time and date as may be fixed by the Board, or, if not so fixed, as may be determined by the Chair. Special meetings shall be held whenever called by the Board, the Chair or by a written demand to the Secretary, submitted by two-thirds of the Full Members.

The Secretary, upon receiving the written demand, shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice.

Section 4. Notice of Meetings. Written notice of the time and place shall be given, for any meeting at which Full Members are required or permitted to take any action, by mailing the notice by first class mail, postage prepaid, or by personal delivery, not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of a special meeting shall specify the purpose of the meeting and, except in the case of annual meetings, all notices of all meetings shall indicate the persons calling the meeting. Any requirements of furnishing a notice shall be waived by any Member who signs a waiver of notice before or after

the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Member.

Section 5. Quorum, Adjournments of Meetings. At all meetings of the Members, a majority of the Full Members, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Full Members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Organization. The Chair shall preside at all meetings of the Members or, in the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, an acting Chairperson shall be chosen by the Board members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding Officer may appoint any person to act as Secretary of the meeting. The minutes of each Members' meeting shall be distributed to all of the Members.

Section 7. Voting. At any meeting of the Members, each Full Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any Full Member, any vote for Directors or vote upon any question before the meeting shall be by ballot.

Section 8. Action by the Members. Except as otherwise provided by statute or by these by-laws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Full Members. If proxy votes are counted towards the majority vote, only items previously identified on the agenda for the meeting may be considered and voted. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Full Members. Such consent may be written or electronic. If the consent is written, it must be signed by the Full Member's authorized officer, director, employee, or agent by signing the consent or by causing such person's signature to be affixed to the consent by any reasonable means, including, but not limited to, a facsimile signature. If the consent is electronic, the consent must be transmitted by electronic mail and must set forth (or be submitted with) information from which it can be reasonably determined that the electronic transmission was sent or authorized by the Full Member.

Section 9. Special Actions Requiring Vote of Full Members: The following corporate actions may not be taken without approval of the Full Members as specified below:

(a) a majority of the votes cast at a meeting of the Members is required for (1) any amendment of or change to the certificate of incorporation of the Corporation (the “Certificate of Incorporation”), or (2) a petition for judicial dissolution;

(b) two-thirds of the votes cast at a meeting of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding; provided, however, that the affirmative votes cast in favor of any such action described in this subsection (b) shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers, Number and Qualifications. The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board. The number of Directors constituting the Entire Board after the first Annual Meeting of the Members shall be at least five (5) and no more than nineteen (19) Directors. Subject to such minimum and maximum, the number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any incumbent Director. The “Entire Board” means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies; provided, that (a) if the number of Directors comprising the Entire Board has been fixed by resolution of the Board, then the “Entire Board” shall mean such the number of Directors as so fixed by resolution of the Board, and (b) if the number of Directors comprising the Entire Board has not been fixed by resolution of the Board, then the “Entire Board” shall mean the number of Directors that were elected or appointed as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired. Each Director must be at least eighteen (18) years of age and must be, from the date of election through to and including the date of the termination of such individual's service as a Director, a Member Representative. If at any time during the term of a Director, such Director shall, for a period of thirty (30) consecutive days, not be a Member Representative for any reason (including as a consequence of the Full Member which designated such Director as a Member Representative ceasing to be a Full Member as provided in Section 2 of Article I of these by-laws), the Board shall meet without the participation of such Director, and determine whether to permit such Director to complete the term of such person's Directorship or require such Director to resign from the Board or otherwise remove such Director from the Board in

accordance with Section 6 of this Article II of these by-laws. Each Full Member may only have one Member Representative serving on the Board at any given time, unless the Board or the Full Members affirmatively vote to permit a Full Member to have more than one Member Representative serving on the Board simultaneously.

Section 2. Election. The initial Directors shall be the persons named in the Certificate of Incorporation. They shall serve and shall be elected as provided in Section 3 of this Article II. Directors shall be elected at the Annual Meeting by a plurality of the votes cast or by membership action without a meeting pursuant to the rules for actions by Members as stated in these by-laws. The Nominating Committee (discussed in Article IV, Section 3) shall run the election of Directors as provided in the resolutions appointing the Nominating Committee. The Nominating Committee shall not be required to solicit nominations for Directors from any Member, nor shall it be required to accept nominations from the floor at a meeting at which Directors are elected. Any nominations submitted to or solicited by the Nominating Committee shall be submitted in accordance with the procedures promulgated by the Nominating Committee.

Section 3. Classification of the Board and Term of Office. The Directors shall be divided into two classes with staggered terms of two (2) years for each class, and with each class as nearly equal in number as possible. Directors shall be elected to replace those whose terms expire at each Annual Meeting and shall serve for a term of two (2) years and thereafter until such Director's successor has been elected or appointed and qualified; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next Annual Meeting.

Section 4. Newly Created Directorships and Vacancies. Newly created Directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next Annual Meeting. Any newly created Directorships or any decrease in Directorships shall be so apportioned among the classes as to make all classes as nearly equal in number as possible. If newly created Directorships are filled by the Board there shall be no classification of the additional Directors until the next Annual Meeting.

Section 5. Resignations. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation, the Chair or the Vice-Chair. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 6. Removal. Any Director may be removed at any time for cause by a majority of the Board then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the Entire Board then in office. Any Director can be removed at any time for cause or without cause by a vote of the Full Members.

Section 7. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board in each year shall be held immediately following the Annual Meeting. Other regular meetings of the Board shall be held no less than two times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board, the Chair or Vice-Chair, in each case at such time and place as shall be fixed by the person or persons calling the meeting. Board members must attend at least two meetings per year.

Section 8. Quorum and Voting. Unless a greater proportion is required by law, a majority of the Entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 9. Action by the Board. 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 consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be executed by the Director signing such consent or causing such Director's signature to be affixed to the consent by any reasonable means, including, but not limited to, a facsimile signature. If the consent is electronic, the consent must be transmitted by electronic mail and must set forth (or be submitted with) information from which it can be reasonably determined that the electronic transmission was sent or authorized by the Director. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone, video conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. Notice of Meetings. No notice shall be required for regular meetings for which the time and place have been fixed. Written, oral or any other mode of notice of the time and place shall be given for regular meetings for which

the time and place have not been fixed, not less than seven (7) days prior to the date of the meeting. Written, oral or any other mode of notice of the time and place shall be given for special meetings in sufficient time for the convenient assembly of the Directors thereat. The notice of any meeting need not specify the purpose of the meeting. Any requirements of furnishing a notice shall be waived by any Director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. No notice need be given of adjourned meetings.

Section 11. Compensation. Directors may not receive compensation for service as a Director of the Corporation. However, this shall not preclude the Corporation from reimbursing Directors for reasonable out-of-pocket expenses incurred in connection with the duties of a Director as such.

ARTICLE III

OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The officers of the Corporation (“Officers”) shall be a Chair or two Co-Chairs (as determined by the Board), a Vice-Chair, a Secretary, a Treasurer and such other officers, if any, as the Board may from time to time appoint. If at any time there shall be serving two Co-Chairs, each reference in these by-laws to the “Chair” shall be deemed to refer to either or both Co-Chairs. No person may hold more than one office in the Corporation. Each Officer shall be a Member Representative of a Full Member and shall be a Director of the Corporation.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected at the annual meeting of the Board held immediately following the Annual Meeting. Each such Officer, whether elected at the annual meeting of the Board or to fill a vacancy or otherwise, shall hold office until the close of the election of Officers at the annual meeting of the Board next held after such Officer’s election or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such Officer, whichever is earlier.

Section 3. Employees and Other Agents. The Board may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any Officer or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any Officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the Entire Board.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board.

Section 6. Chair: Powers and Duties. The Chair shall preside at all meetings of the Members and of the Board. The Chair shall have general supervision of the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation. The Chair has the power to sign and execute without countersignature in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The Chair shall perform all the duties usually incident to the office of Chairperson, and shall perform such other duties as from time to time may be assigned by the Board.

Section 7. Vice-Chairperson: Powers and Duties. The Vice-Chair shall have such powers and duties as may be assigned by the Board. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting of the Members and all meetings of the Board in books provided for that purpose. The Secretary shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the annual meeting of the Board and whenever else required by the Board, the Secretary shall render a statement of the Corporation's accounts. The Secretary shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board, and shall when required, give such security for the faithful performance of such person's duties as the Board may determine.

Section 10. Compensation. Officers may not receive compensation for service as an Officer of the Corporation. However, this shall not preclude the

Corporation from reimbursing Officers for reasonable out-of-pocket expenses incurred in connection with the duties of an Officer as such.

ARTICLE IV

COMMITTEES

Section 1. Committees of the Board. The Board shall, by resolution adopted by a majority of the Entire Board, establish and appoint an Executive Committee and may, by resolution adopted by a majority of the Entire Board, establish and appoint other committees of the Board. The Chair of the Board shall appoint one or more members of such committee to serve as chairperson (or co-chairperson, as the case may be) of each committee. Each committee of the Board so appointed shall consist of three (3) or more Directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- a. the submission to the Member of any action requiring the Member's consents under the Not-for-Profit Corporation Law and any successor provisions or amendments thereto (the "N-PCL");
- b. the filling of vacancies on the Board or on any committee;
- c. the amendment or repeal of the by-laws of the Corporation or the adoption of any new by-laws of the Corporation;
- d. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- e. the fixing of compensation of the Directors for serving on the Board or any committee;
- f. the election or removal of Officers and Directors;
- g. the approval of a merger or plan of dissolution;
- h. the issuance of a recommendation for member action regarding, or authorization of, a transaction involving the sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation; and
- i. the approval of amendments to the Certificate of Incorporation.

Special committees of the Board may be appointed by the Chair with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

Section 2. Advisory Board. The Board may establish an advisory board (the “Advisory Board”), comprised of such individuals as are appointed by the Board, including, but not limited to, the individual who served as Chair of the Board immediately prior to the then-current Chair (the “Immediate Past Chair”), representatives from Federal Emergency Management Agency and the New York City Office of Emergency Management, and any other appropriate government entities with such duties and powers as determined by the Board. Participants on the Advisory Board shall be appointed by the Board, with such terms of office as determined by the Board, provided the duration of the term of each participant is the same. Participants on the Advisory Board shall not be entitled to vote on any matter before the Corporation.

Section 3. Committees of the Corporation. The Board or the Full Members may create committees of the Corporation, except that a Nominating Committee shall only be established by the Board as a Committee of the Board and shall run the election of Directors as provided in the resolutions appointing the Nominating Committee. Committees of the Corporation may not have or exercise the authority of the Board in the management of the Corporation. Committees of the Corporation created by the Board shall be appointed by the Chair with the consent of the Board. Committees of the Corporation created by the Full Members shall be elected by the Full Members, unless the Full Members authorize the Chair to appoint said committees with the consent of the Board. Such committees may consist of Directors, Members, individuals who are not Members of the Corporation, or any combination thereof, in the proportion determined by the body creating the committee in the resolutions appointing the committee. All committees shall report to the body creating the committee, or such other body as determined by the body creating the committee.

Section 4. Executive Committee. There shall be an Executive Committee that shall have all the authority of the Board to conduct the business of the Corporation between meetings of the Board. The members of the Executive Committee shall be the Chair, who shall chair the Executive Committee, and all other Officers of the Corporation. The Executive Committee may have non-voting advisers (who shall serve as advisors to, and not as members of, the Executive Committee), including representatives from the Federal Emergency Management Agency, New York City Office of Emergency Management, and other government agencies as the Executive Committee deems necessary, advisable or appropriate.

ARTICLE V

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall

determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE VI

OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these by-laws, and all minutes of meetings of the Members and of the Board.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board.

ARTICLE VIII

INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by sections 721 through 726 of the N-PCL and any amendments thereto, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, such person's testator or intestate was a Director or Officer, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE IX

AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of a majority of the Entire Board at any meeting of the Board or by the affirmative vote of a majority of the Full Members at a meeting of the Members (or by written

consent as permitted herein); provided, that in the case of a vote at a meeting of the Board or the Members, notice of the proposed alteration has been delivered to the Members in the notice of the meeting.

ARTICLE X

CONFLICT OF INTEREST POLICY

Section 1. Conflict of Interest Policy. Attached hereto as **Exhibit A** and incorporated into these by-laws by reference is the Corporation's Conflict of Interest Policy adopted by the Board (as amended from time to time, the "Conflict of Interest Policy"). The purpose of the Conflict of Interest Policy is to ensure that the Directors, Officers and Key Persons (as defined in the Conflict of Interest Policy) act in the Corporation's best interest and comply with applicable legal requirements, including but not limited to the requirements set forth in section 715 of the N-PCL.

Section 2. Oversight. The Board shall oversee the implementation of, and compliance with, the Conflict of Interest Policy, including by delegating appropriate oversight and enforcement authority to an authorized committee of the Board and/or one or more Officers.

Section 3. Implementation. In any instance where the Corporation proposes to enter into a Related Party Transaction (as defined in the Conflict of Interest Policy), the Corporation shall, and the Directors and Officers shall, follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy, including, but not limited to, procedures and rules which prohibit a Related Party (including a Director) from voting, acting or attempting to influence improperly the deliberations on any matter in which such Related Party has been determined by the Board or the Authorized Committee (as defined in the Conflict of Interest Policy) to have a Financial Interest (as defined in the Conflict of Interest Policy).

EXHIBIT A
Conflict of Interest Policy

[Attached.]