

# **BYLAWS OF**



**A California Public Benefit Corporation**

**Revised January 23, 2017**

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**A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1**

**OFFICES**

**Section 1.1 Principal Office**

The principal office of the corporation for the transaction of its business is located in Napa County, California

**Section 1.2. Change of Address**

The county of the corporation’s principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors (also referred to herein as the “Board”) may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws:

1141 Pear Tree Lane, Suite 220  
Napa, CA 94558

October 1, 2002

**Section 1.3. Other Offices**

The corporation may also have offices at such other places, within or without the state of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

**ARTICLE 2**

**PURPOSES**

**2.1 General Purpose**

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law of the State of California for the purpose(s) stated in the Articles of Incorporation.

## **2.2 Specific Purpose (*Mission Statement*)**

People affected by domestic violence and sexual abuse deserve safety, hope, healing and support to rebuild the future for themselves and their families. NEWS promotes safe communities through prevention, intervention, education, and advocacy.

## **ARTICLE 3**

### **ASSETS**

#### **3.1 DEDICATION OF ASSETS**

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes, provided that the corporation continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

## **ARTICLE 4**

### **DIRECTORS**

#### **Section 4.1 Number and Composition**

The corporation shall have at least twelve and no more than sixteen Directors (excluding two Board member positions reserved for law enforcement) and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. An effort shall be made to elect Directors who represent a cross-section of the community, including geographically, occupationally, ethnically, and financially.

#### **Section 4.2 Election**

The President of the Board of Directors shall appoint a Committee to select qualified candidates for election of Directors. Directors shall be elected by the vote of a majority of the Directors then in office. This vote may take place at a regularly scheduled or special Board meeting or by electronic mail.

### **Section 4.3 Powers**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. This corporation shall have no members.

### **Section 4.4 Duties**

The Board shall be charged with the conduct of the business and affairs of the corporation. All corporate powers, subject to the limitations of the Articles of Incorporations and provisions of law, shall be exercised by and through the Board by a majority vote. The powers and duties of the Board shall include:

- a. Appointing an Executive Director who shall be responsible for the administration of the corporation and its programs, subject to the control of the Board.
- b. Determining the corporation's organizational and fiscal policies and approving new programs.
- c. Approving all budgets involving public or private funds.
- d. Borrowing money and/or incurring indebtedness in furtherance of the purposes of the corporation and causing to be executed and delivered in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation's or other evidence of debt and securities therefore.
- e. Providing for an annual independent audit(s) by a Certified Public Accountant of the funds of the corporation.
- f. Making rules and regulations consistent with the law or the Articles of Incorporation, for the guidance of the Executive Committee and the Officers and the management of the affairs of the corporation.
- g. Establishing Committees and delegating to them such business and affairs of the corporation as may be deemed helpful and appropriate, and making rules and regulations for the manner in which all Committees conduct their affairs.
- h. Prescribing additional duties of the Officers as set forth in these Bylaws.
- i. Changing the location of the principal office for transaction of the business of the corporation.
- j. Causing to be kept open to inspection of any persons entitled thereto, and making proper demand therefore, an electronic file containing minutes of all meetings of the Board and adequate and correct books of account of all properties and business transactions of the corporation, all in the form consistent with accepted procedures required by law.

### **Section 4.5 Terms of Office**

Directors shall hold office for two years from the date of their election. Successive terms for Directors are mutually determined by the Director and a majority vote of the Board of Directors (at a regularly scheduled Board meeting or by electronic mail) in the month closest to the 2-year anniversary of the date of the Director's election to the Board.

#### **Section 4.6 Compensation**

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is approved by the Directors.

#### **Section 4.7 Vacancies**

Vacancies on the Board of Directors shall exist (1) on the expiration of the term of office of any Director, (2) on the death, resignation or removal of any Director, or (3) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by final order of court, or convicted of a felony, or been found by a final order of judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director.

#### **Section 4.8 Removal of Director**

Directors may be removed without cause by a majority of the Directors then in office. The procedure for removal shall be the following:

- a. Only a Board member or the Executive Director may present a case to the full Board for removal of a Board member.
- b. Reasons for removal must be presented to the Board in writing.
- c. A majority of Board members must vote for removal.
- d. A notice of the Board's decision to remove a member must be sent to that person stating the grounds for removal, including dates, times, and places that may be applicable.
- e. The member must receive this notice at least two weeks prior to the next Board meeting. The member shall be invited to defend him or herself at the subsequent Board meeting.
- f. The Board may then, by a majority vote, rescind the previous removal decision or reaffirm it. Notice of this decision will be given to the member in writing.



#### **Section 4.9 Restriction Regarding Interested Directors**

Notwithstanding any other provisions of these bylaws, not more than forty-nine (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons,” means either:

- a. Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as director; or
- b. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in law of any such person.

#### **Section 4.10 Regular and Annual Meetings**

Regular meetings of Directors shall be held monthly at a time designated by resolution of the Board, with the exception of the months of July and December when no regular meeting of the Board shall occur. The Annual meeting of the Board of Directors shall be held in June.

#### **Section 4.11 Special Meetings**

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two Directors. Such meetings shall be held at the place, within the County of Napa, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods; (a) personal delivery of written notice; (b) first-class mail, postage paid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the Director’s address, telephone, facsimile, or electronic mail as shown on the records of the Corporation. Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile or electronic mail shall be delivered, telephoned or sent at least forty-eight (48) hours before the time set for the meeting. The notice shall state the time and place, if the place is other than the Corporation’s principal office. The notice need not specify the purpose of the meeting.

#### **Section 4.12 Place of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such a place within the County of Napa that has been designated from time to time by the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation or after all the Directors have been given written notice of the meeting as hereinafter provided

for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

#### **Section 4.13 Waiver of Notice**

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary, either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained in the records of the Corporation as of the date of the protest.

#### **Section 4.14 Quorum for Meetings**

A quorum shall consist of a simple majority (51%) of the Directors then in office.

Except as otherwise provided in these Bylaws, the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present. The only motion that the Chair shall entertain at a meeting without a quorum present is a motion to adjourn. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

When a meeting is adjourned for a lack of quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided by Section 13 of this Article.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum due to a withdrawal of Directors from the meeting. Any action thereafter taken must be approved by at least a majority of the required quorum for such a meeting.

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#### **Section 4.15 Majority Action as Board Action**

Every act done or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present is the act of the Board of Directors, unless a greater percentage or different voting rules for approval is required by the Articles of Incorporation or Bylaws of this

corporation, or provisions of California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of Committees, (Section 5212) approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e).

#### **Section 4.16 Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, a person chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

Robert's Rules of Order shall govern meetings; as long as any revision of such rules are not in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

#### **Section 4.17 Action Without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall individually or collectively consent in writing or by electronic transmission to that action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporation Code shall not be required for approval of that transaction. Such action by written consent or electronic transmission shall be filed with the minutes of the proceedings of the Board of Directors.

#### **Section 4.18 Indemnification of Directors/Officers**

**General** - Except as provided in this section, each Director and Officer (elected or appointed), whether or not then in office, shall be indemnified by the corporation against expenses (including attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any threatened, pending or completed action or proceeding whether civil, criminal, administrative or investigative, to which such Director or Officer is, or is threatened to be made, a party by reason of the fact that such Director or Officer is or was an agent of the corporation; provided, however, that such Director or Officer must have acted in good faith, in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, with no reasonable cause to believe that the conduct was unlawful.

**Limitations** - With respect to any threatened, pending or completed action brought to procure a judgment in favor of the Corporation (a) by or in the right of the Corporation, (b) under Section 5233 of the California Corporations Code, or (c) by the California Attorney General or a person granted relator status by said Attorney General for breach of duty relating to assets held in charitable trust, the Corporation shall indemnify each Director and Officer (elected or appointed), whether or not then in office, who was or is threatened to be made a party to such

action by reason of the fact that such Director or Officer was or is an agent of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by such Director or Officer in connection with the defense or settlement of such action; provided, however, that such Director or Officer must have acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would have used under similar circumstances. No indemnification shall be made under this Section of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; (b) of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the California Attorney General; or (c) with respect to any claim, issue or matter as to which the Director or Officer shall have been adjudged liable to the Corporation in the performance of such person's duty to the Corporation, unless the court in which such proceeding was or is pending determines upon application that such person is entitled to indemnity for expenses specified by the court in light of all the circumstances of the case.

**Unsuccessful Defense** - In the event that a Director or Officer (elected or appointed), whether or not then in office, has not been successful on the merits in defense of any proceeding described in Sections 4.18 or in defense of any claim, issue or matter therein, such person shall be indemnified by the Corporation only if authorized in the specific case, upon a determination by a majority vote of Directors then in office who are not parties to such proceeding that indemnification of the Directors or Officers is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 4.18.

**Expenses** - Expenses incurred by any Director or Officer (elected or appointed), whether or not then in office; in defending any proceeding may be advanced by the Corporation prior to final disposition only upon receipt of an undertaking by or on behalf of such Director or Officer to repay such amount unless it is determined ultimately that such person is entitled to be indemnified as stated in Section 4.18 General (page 11).

**Insurance** - The Board of Directors may authorize the Corporation to purchase and maintain insurance on behalf of any agent of the Corporation against any liability, other than a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law, asserted against or incurred by the agent in such capacity or arising out of the agent's status as such.

## **ARTICLE 5**

### **COMMITTEES**

#### **Section 5.1 Executive Committee**

The President, Vice President, Secretary, Treasurer, and immediate past President shall constitute the Executive Committee. All meetings of such Committee are open to the other Directors. The Board of Directors may, by a majority vote of Directors, delegate to such

Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- a. The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the Directors.
- b. The filling of vacancies on the Board or on any Committee, which has the authority of the Board.
- c. The fixing of compensation of the Directors for serving on the Board or on any Committee.
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e. The amendment or repeal or any resolution of the Board that by its express terms is not so amendable or repealable.
- f. The appointment of any other Committees of the Board or the members thereof.
- g. The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- h. The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of the Directors then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its Committee members, and fill vacancies therein from the Board of Directors. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### **Section 5.2 Other Committees**

The Board of Directors shall have four standing Committees: Board Development, Marketing/Outreach, Finance/Audit and Fund Development. Each standing Committee shall be made up of at least two members of the Board. The corporation shall have such other Committees as may from time to time be designated by the Board of Directors. Such other Committees may consist of persons who are not also members of the Board. All Committees shall act in an advisory capacity only to the Board.

### **Section 5.3 Meetings and Action of Committees**

Meetings and action of Committees shall be governed by, and held and taken in accordance with the provisions of Article 4 of these Bylaws concerning meetings of Directors, with such changes as are necessary to substitute the Committee and its members for the Board of Directors and its members.

## **ARTICLE 6**

### **OFFICERS**

#### **Section 6.1 Description of Officers**

The Officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. The corporation may also have, as determined by the Board of Directors, one or more Vice-Presidents, Assistant Secretaries, Assistant Treasurers, or other Officers. A single person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve as President.

#### **Section 6.2 Qualification, Election, and Term of Office**

Any Director may serve as Officer of this corporation. The Board of Directors shall elect Officers at the annual meeting of the Board in June of each year. Each Officer shall hold office for a two-year term.

#### **Section 6.3 Subordinate Officers**

The Board may appoint such other Officers or agents as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

#### **Section 6.4 Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or other wise, of any Officer shall be filled by a majority vote of the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies may or may not be filled, as the Board shall determine.

#### **Section 6.5 Removal of Officers**

Officers shall serve at the pleasure of the Board of Directors. Any Officer may be removed, either with or without cause, by a majority vote of the Directors then in office, at any annual, other regular, or special meeting of the Board of Directors, or, with respect to Officers appointed by the President, by the President. An Officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **Section 6.6 Duties of the President**

The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws. The President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments that may from time to time be authorized by the Board of Directors.

## **Section 6.7 Duties of the Vice President**

In absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board of Directors.

## **Section 6.8 Duties of the Secretary**

The secretary shall attend to the following:

### **(a) Electronic File of Minutes**

The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, an electronic file of minutes of all meetings and actions of the Board of Directors, and the Executive and Finance Committees, with the time and place of holding, whether regular or special, the names of those present and, if special, how authorized, notice given and proceedings of such meetings.

### **(b) Notices and Other Duties**

The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or Bylaws.

## **Section 6.9 Duties of the Treasurer**

The Treasurer shall perform the traditional duties and functions of a Treasurer of a Corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall also be responsible for the corporate ledgers, financial statements, and reports of the Corporation. The

Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the President, or these Bylaws. The Treasurer may delegate duties to other employees of the Corporation, subject to approval by the President.

## **ARTICLE 7**

### **EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### **Section 7.1 Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or limited to specific instances. Unless so authorized, no Officer, or agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable monetarily for any purpose or in any amount.

#### **Section 7.2 Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation of \$10,000 and over shall be signed by one employee and one Officer (or, if necessary, by signed written approval or email from the Officer). Any authorized signatory on the account may sign checks under \$10,000.

#### **Section 7.3 Deposits and Transfers**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

The Executive Director or one of the authorized signatories on the account may execute any transfer of funds between existing accounts or closing/establishment of any new accounts.

#### **Section 7.4 Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable purposes of the corporation (subject to any gift acceptance policy that the Board of Directors may have approved).



## **ARTICLE 8**

### **CORPORATE RECORDS AND REPORTS**

#### **Section 8.1 Maintenance of Corporate Records**

The corporation shall keep at its principal office in the State of California:

- a. Minutes of all meetings of the Board of Directors and Executive and Finance Committees of the Board (as specified under Article 6, Section 8) indicating the time and place of the meeting, whether the meeting was regular or special, the names of those present and the proceedings.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

#### **Section 8.2 Director's Inspection Rights**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

#### **Section 8.3 Right to Copy and Make Extracts**

Any inspection, under the provisions of this Article, may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **ARTICLE 9**

### **AMENDMENT OF BYLAWS AND ARTICLES**

#### **Section 9.1 Amendment of Bylaws by Directors**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit corporations these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the approval of a majority of the Board of Directors.

If any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Directors.

**Section 9.2 Amendment of Articles by Directors**

Any amendment of the Articles of Incorporation of the corporation may be adopted by the approval of a majority of the Board of Directors.

**Section 9.3 Supersedes Previous Bylaws**

These Bylaws shall supersede any previous Bylaws of the corporation and any amendments thereto.

**CERTIFICATE**

This is to certify the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted at a meeting of the Board of Directors of such corporation held on February 22, 2016

Dated: \_\_\_\_\_ /s/ \_\_\_\_\_  
Board President, NEWS