

Bylaws

of

APICS New Haven Chapter #229, Inc.

Revised March, 2011

ARTICLE 1: IDENTIFICATION

The name of the corporation shall be The American Production and Inventory Control Society (APICS) New Haven Chapter #229, Inc.

The association is also known as APICS New Haven Chapter #229, Inc.

ARTICLE 2: DEFINITIONS

1. The American Production and Inventory Control Society, Inc. will be referred to as APICS
2. The American Production and Inventory Control Society (APICS) New Haven Chapter #229, Inc. will be referred to as the APICS New Haven Chapter.
3. Internal Revenue Code 501 (c)(6) will be referred to as IRC 501(c)(6)
4. General Statutes of the State of Connecticut Volume 10 Title 33 Chapter 602 Sections 33-1000 to 33-1330 will be referred to as Chapter 602.
5. Regular and or annual meetings are meetings held for members or the board of directors to vote on matters concerning the corporation.
6. Director shall mean a member of the APICS New Haven Chapter Board of Directors
7. Board shall mean the APICS New Haven Chapter Board of Directors
8. The term inure means to take effect; to be of use, benefit, or advantage to an individual

ARTICLE 3: PURPOSES

The corporation is organized in accordance with IRC 501 (c)(6) and the state of Connecticut Chapter 602 as a nonprofit, nonstock corporation with members. The specific purposes of this organization shall be:

1. To foster and maintain high standards in the field of operations management.
2. To provide a means of mutual exchange of problems and ideas in the field of operations management.
3. To promote educational programs.
4. To inform members and interested nonmembers of techniques and systems in the field of operations management.
5. To establish an awareness and recognition among leaders of industry in the field of operations management.

ARTICLE 4: MEMBERSHIP

1. Membership is open to professionals who are committed to building excellence in operations management. Rules governing admission, retention, withdrawal, expulsion and dues are established by the APICS Board of Directors and as defined in the APICS Board Operating Procedures Manual.
2. Membership in the APICS New Haven Chapter is limited to members associated to the New Haven Chapter and in good standing with APICS.

The following membership classes are regular voting members:

- 1) Professional Member
- 2) Academic Professional Member
- 3) Enterprise Professional
- 4) Enterprise Professional E-Member
- 5) Lifetime Member
- 6) Honorary Member
- 7) Retired Member

The following membership classes are nonvoting members:

- 1) Student Member
- 2) Young Professional E-Member

ARTICLE 5: MEETINGS

1. Members Meetings
 - a. Annual meeting. Regular meeting of the members shall be held in May at a place and time determined by the Board of Directors.
 - b. Special meetings of the members may be called by the President, by a majority of the Board, or by a written petition of not less than one-tenth of all members authorized to vote.
 - c. A quorum shall consist of not less than one-tenth of the membership either in person or by proxy.
 - d. Voting by proxy maybe either my mail or email. The proxy form must be returned to the location designated by the President seven days prior to meeting the date which the proxies apply.
2. Board of Directors Meetings
 - a. Regular meeting of the Board of Directors shall be held not fewer than 3 times a year. Meetings will be held in at a place and time determined by the President. A regular meeting in March will be held to:
 1. Nominate the next year's board of directors and officers.
 2. Propose changes that affect the management and or the regulation of the affairs of the corporation.
 - b. Special meetings of the Board of Directors may be called by the President or by a majority of the board of directors.
 - c. A quorum shall consist of the President or Executive Vice President and not less than 3 other board members. Board members may participate in the meeting through use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting.

ARTICLE 6: FISCAL YEAR

The fiscal year of APICS New Haven Chapter shall be July 1 to June 30.

ARTICLE 7: DIRECTORS

1. The corporation shall have 12 directors and collectively they shall be known as the board of directors. The titles of each position is as follows:
 - a. President
 - b. Executive Vice President
 - c. Treasurer
 - d. Vice President of Administration (Secretary)
 - e. Vice President of Programs
 - f. Vice President of Membership
 - g. Vice President of Student Chapters
 - h. Vice President of Education
 - i. Vice President of Marketing
 - j. Vice President of Media
 - k. Vice President of Communications
 - l. Vice President of Compliance

The remainder of the board shall be made up of the immediate chapter past president, no more than two directors at large and other nonvoting members.
2. **Qualifications:** A director must be a member in good standing as defined in Article 4 Part 2 of these bylaws. The president must have served on the board of directors for a minimum of one year.
3. **Powers:** Subject to the provisions of IRC 501 (c)(6), the laws of the state of Connecticut and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members of this corporation, 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.
4. **Voting:** Each voting member of the board shall have one vote.
5. **Duties:** It shall be the duty of the directors to:
 - a. Direct the management and control of all activities, property, affairs and funds of the corporation.
 - b. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, by these bylaws or by the APICS New Haven Chapter Operating Procedures;
 - c. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any for employees of the corporation;
 - d. Supervise any employees of the corporation to assure that their duties are performed properly;
 - e. Meet at such times and places as required by these bylaws;
 - f. Register their addresses with the Vice President of Administration of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.
6. **Majority Action as Board Action:** Every act, or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

7. **Election and Term of office:** Directors and officers will be nominated by the current board of directors in March.
 - a. Members will vote on nominees during the May member's regular meeting in accordance with Article 5 Part 1 Section a.
 - b. If a director position is not approved and alternate nominee will be proposed and voted on during the meeting. Failure to elect a person for a director position during the member's annual meeting will create a vacancy.
 - c. The director shall hold office for a period of one year. The term of all directors expires at the next annual members meeting unless they are reelected.
 - d. The director will hold office until his or her successor is elected and qualifies.
8. **Compensation:** Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 14 of these bylaws.
9. **Conduct of Meetings:** Meeting's of the board of directors shall be presided over by the president in his or her absence, by the executive vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The Vice President of Administration 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. Meetings shall be governed by Roberts Rules of Order current edition, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws or with provisions of law.
10. **Resignation:** Any director or officer may resign effective upon giving written notice to the president, the Vice President of Administration, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director or officer 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 office of the attorney general or other appropriate agency of the state of Connecticut.
11. **Removal:** Directors and officers may be removed from office, with or without cause, as permitted by and in accordance with the laws of Connecticut.
12. **Vacancies:** Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.
13. **Nonliability of Directors:** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
14. **Indemnification by the Corporation of Directors and Officers:** The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state of Connecticut.

ARTICLE 8: OFFICERS

The officers of the Corporation shall be as follows: President, Executive Vice-President, Treasurer, and Vice President of Administration. Offices will serve as directors on the board of directors. Officers positions unless otherwise specified will be governed by the provisions set forth for directors in these bylaws.

ARTICLE 9: DUTIES OF OFFICERS

1. **President:** The President shall be the Executive head. He/she shall preside at all meetings of the membership and Board of Directors. The President shall determine the policies consistent with these By-laws and establish goals to be reached during his or her term of office. All policies and procedures formulated by the officers and others in the organization shall, during the President's term of office, be subject to his or her approval.
2. **Executive Vice President:** The Executive Vice President shall perform all the duties of the President during the president's absence or inability to perform them. The Vice-President shall help carry out the policies and aid in the achievement of the goals set by the President
3. **Treasurer:** The Treasurer shall be the chief financial officer of the chapter. The Treasurer shall: Receive all funds paid to the chapter and shall deposit such funds paid to the chapter in such banks as the chapter may designate. Pay all approved, bills for the chapter upon receipt. The board must approve expenditures prior to incurring the expense. Keep complete records of all money disbursed by the chapter. Report on the financial condition of the chapter at each meeting of the Board of Directors and upon request of the president. Submit all financial forms and reports that are required due to incorporation, including but not limited to Form 990 and all books, reports, and statements as required by the Secretary of State. Have his or her accounts audited annually.
4. **Vice President of Administration:** The Vice President of Administration shall keep a record of the minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law. A membership record containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall maintain a record of the date on which such membership ceased. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership record, and the minutes of the proceedings of the directors of the corporation. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

ARTICLE 10: COMMITTEES

1. **Special Committees:** Special Committees will be created by the board of directors to address business issues that cannot be resolved during the regular board of directors meetings.
 - a. A chairperson and assistant if necessary, of all committees shall be appointed by the President.
 - b. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.
 - c. Committees will report their recommendations to the board of directors.
 - d. Term will end upon resolution of issue being addressed.

ARTICLE 11: Execution of Instruments, Deposits, and Funds

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, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
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 the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.
3. **Deposits:** 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.
4. **Gifts:** The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 12: Corporate Records, Reports and Seal

1. **Maintenance of Corporate Records:** The corporation shall keep at its principal office:
 - a. Minutes of all meetings of directors, committees of the board, and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - 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 record of its members, indicating their names and addresses and the class of membership held by each member and the termination date of any membership.
 - d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, of the corporation at all reasonable times during office hours.

2. **Corporate Seal:** The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
3. **Directors' 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, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.
4. **Members' Inspection Rights:** Each and every member in good standing shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:
 - a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the Vice President of Administration of the corporation, which demand shall state the purpose for which the inspection rights are requested.
 - b. To obtain from the Vice President of Administration of the corporation, upon written demand on, and payment of a reasonable charge to, the Vice President of Administration of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Vice President of Administration of the corporation or after the date specified therein as of which the list is to be compiled.
 - c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Vice President of Administration of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

5. **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 shall include the right to copy and make extracts.
6. **Periodic Report:** The board shall cause any annual or periodic report required under law to be prepared and delivered to an office in Connecticut or to the member of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 13: IRC 501 (c)(6) Tax Exemption Provisions

1. **Limitations on Activities:** Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.
2. **Prohibition Against Private Inurement:** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

3. **Distribution of Assets:** Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 14: Conflict of Interest and Compensation Approval Policies

1. **Purpose of Conflict of Interest Policy:** The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

2. Definitions

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Conflict of Interest Avoidance Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. **Records of Board and Board Committee Proceedings:** The minutes of meetings of the governing board and all committees with board delegated powers shall contain:
- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. **Compensation Approval Policies:** A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation,
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources
 2. the availability of similar services in the geographic area of this organization
 3. current compensation surveys compiled by independent firms
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved
 2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
 3. the comparability data obtained and relied upon and how the data was obtained
 4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
 5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
 6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
 7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be

reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

6. **Annual Statements:** Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - a. has received a copy of the conflicts of interest policy,
 - b. has read and understands the policy,
 - c. has agreed to comply with the policy, and
 - d. understands the corporation is a business league and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. **Periodic Reviews:** To ensure the corporation operates in a manner consistent with a business league purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

8. **Use of Outside Experts:** When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 15: Amendment of Bylaws

1. **Amendment :** Subject to the power of the members of this corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

Article 16: Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, certificate of incorporation of this corporation filed in the state of Connecticut and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.