

BY-LAWS

of

**THE AUGUSTINE FELLOWSHIP,
SEX AND LOVE ADDICTS ANONYMOUS,
FELLOWSHIP-WIDE SERVICES, INC.**

As Approved by the Conference
July 2011

Approved by the Board of Trustees
January 2012

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**THE AUGUSTINE FELLOWSHIP, SEX AND LOVE ADDICTS ANONYMOUS,
FELLOWSHIP-WIDE SERVICES, INC.
BY-LAWS**

ARTICLE I - PURPOSE

The specific and primary purpose of this Corporation is to be of service, through a Twelve Step program of recovery, to those persons who identify themselves as sex and love addicts.

Section 1 - Twelve Steps

The Twelve Steps suggested for recovery in the Fellowship of Sex and Love Addicts Anonymous are as follows:

1. We admitted we were powerless over sex and love addiction - that our lives had become unmanageable.
2. Came to believe that a Power greater than ourselves could restore us to sanity.
3. Made a decision to turn our will and our lives over to the care of God as we understood God.
4. Made a searching and fearless moral inventory of ourselves.
5. Admitted to God, to ourselves and to another human being the exact nature of our wrongs.
6. Were entirely ready to have God remove all these defects of character.
7. Humbly asked God to remove our shortcomings.
8. Made a list of all persons we had harmed and became willing to make amends to them all.
9. Made direct amends to such people wherever possible, except when to do so would injure them or others.
10. Continued to take personal inventory and when we were wrong promptly admitted it.
11. Sought through prayer and meditation to improve our conscious contact with a Power greater than ourselves, praying only for knowledge of God's will for us and the power to carry that out.
12. Having had a spiritual awakening as the result of these steps, we tried to carry this message to sex and love addicts and to practice these principles in all areas of our lives.

Section 2 - Twelve Traditions

The Twelve Traditions are:

1. Our common welfare should come first; personal recovery depends upon S.L.A.A. unity.
2. For our group purpose, there is but one ultimate authority-a loving God as this Power may be expressed through our group conscience. Our leaders are but trusted servants; they do not govern.
3. The only requirement for S.L.A.A. membership is a desire to stop living out a pattern of sex and love addiction. Any two or more persons gathered together for mutual aid in recovering from sex and love addiction may call themselves an S.L.A.A. group, provided that as a group they have no other affiliation.
4. Each group should be autonomous except in matters affecting other groups or S.L.A.A. as a whole.

5. Each group has but one primary purpose-to carry its message to the sex and love addict who still suffers.
6. An S.L.A.A. group or S.L.A.A. as a whole ought never endorse, finance, or lend the S.L.A.A. name to any related facility or outside enterprise, lest problems of money, property, or prestige divert us from our primary purpose.
7. Every S.L.A.A. group ought to be fully self-supporting, declining outside contributions.
8. S.L.A.A. should remain forever nonprofessional, but our service centers may employ special workers.
9. S.L.A.A., as such, ought never be organized; but we may create service boards or committees directly responsible to those they serve.
10. S.L.A.A. has no opinion on outside issues; hence the S.L.A.A. name ought never be drawn into public controversy.
11. Our public relations policy is based on attraction rather than promotion; we need always maintain personal anonymity at the level of press, radio, TV, film, and other public media. We need guard with special care the anonymity of all fellow S.L.A.A. members.
12. Anonymity is the spiritual foundation of all our traditions, ever reminding us to place principles before personalities.

Section 3 - Twelve Recommended Guidelines

The following are the *Twelve Recommended Guidelines for Dealing with Media/Public Relations Opportunities* for use at all levels of the S.L.A.A. Fellowship:

1. We try to avoid drawing undue attention to S.L.A.A. as a whole from the public media.
2. S.L.A.A. has no opinions on outside issues, hence the S.L.A.A. name ought never to be drawn into public controversy.
3. Our public relations policy is based on attraction rather than promotion. (We do not court publicity.)
4. Any unilateral action, by any S.L.A.A. member acting on his/her own, to place S.L.A.A. before the public media, at any level is expressly discouraged.
5. Group conscience-based decisions need always be made regarding the appropriateness of accepting or declining any and all media or public relations opportunities, and, if an opportunity is accepted, regarding in what ways to respond, within the spirit of these guidelines.
6. All media or public relations offers which are extended to S.L.A.A. under condition of a "deadline", which, in order to accept such an offer, would make it necessary to circumvent or short-circuit appropriate group conscience decision-making regarding the offer, should be declined.
7. Public relations or media situations which are entered into need always be handled by at least two sober S.L.A.A. members. Participating S.L.A.A. members should make it clear that they speak only as individuals, and not for S.L.A.A. as a whole.
8. Any S.L.A.A. members involved in responding to media/public relations offers should utilize first name pseudonyms for this purpose. Visual anonymity is strongly recommended in all media situations involving TV, film, or video. We need always maintain personal anonymity at the level of press, radio, TV, film and other public media.
9. We avoid participating in public forums, workshops or other media events in which there appears to be any possibility that S.L.A.A. would be pitted against opposing or adversarial viewpoints, or spokespersons representing other interests or causes.

10. The appropriate level of "group conscience" to be consulted in matters of media or public relations is that level which represents the geographical area of S.L.A.A. to be impacted, or affected, by the prospective publicity. Media/public relations opportunities which would affect a larger level of the S.L.A.A. Fellowship should be referred to the "group conscience" body operative at that larger level of S.L.A.A. Each level of "group conscience" within S.L.A.A. may, if it chooses, appoint a media/public relations conscience committee, responsible directly to the "group conscience" which appoints it, to serve as the "group conscience" decision-making body regarding media/public relations offers, at each respective S.L.A.A. service level.
11. Any media/public relations opportunities which have an aspect to them which could potentially affect S.L.A.A. as a whole, should be referred to the "group conscience" decision-making body operative at the Fellowship-Wide level, c/o the Board of Trustees.
12. It is recommended that media/public relations decision-making at any level of "group conscience" be preceded by one minute of silent meditation, so as to clear a channel through which the guiding God presence behind S.L.A.A. may make itself felt, helping to insure that "group conscience" decisions will truly reflect this Power's design for S.L.A.A.

ARTICLE II - PLACE OF BUSINESS

The principal office of the Corporation shall be located at 1550 NE Loop 410, Suite 118, San Antonio, Texas 78209, or at such other location as the Board of Trustees may from time to time select.

ARTICLE III - MEMBERSHIP

Section 1 – Classes of Members

There shall be two classes of members.

Section 2 - General Members

Any person who has a desire to stop living out a pattern of sex and love addiction.

Section 3 - Delegate Members

Delegate members are persons who are elected by the Intergroup and general members to attend the Fellowship-Wide Services Conferences and vote as representatives of the Intergroup and general members at such Conferences. Each delegate member shall hold membership as long as she or he remains qualified for membership, as described in Article V, Section 5 of these By-Laws.

Section 4 - Annual Meeting

The general business sessions of the Annual Business Conference, called the Annual Business Meeting, shall be the Annual Business Meeting of the Corporation.

ARTICLE IV – INTERGROUPS

Section 1 - Composition

The Fellowship-Wide Services Conference will recognize the existence of an Intergroup in either of the following ways:

- a. Two or more groups may jointly form an Intergroup for the purpose of providing service and representation to the groups of which they are composed, and acting as the guardian of the Twelve Steps and Twelve Traditions. Each Intergroup should be composed of all groups within its locality when feasible.
- b. Alternatively, in any locality having only one group, that group may also function as an Intergroup.

Section 2 - Registration

Each Intergroup may be duly registered with Fellowship-Wide Services of S.L.A.A. by submitting information on those groups it represents.

Section 3 - Intergroup Representatives

At a meeting of which members have been given notice, each group shall select its representative to the Intergroup to be called "Intergroup Representative".

Section 4 - Functioning

- a. Intergroups may conduct their business by any method they choose, and with any frequency they choose.
- b. The one exception to this is that, with prior notice to all member groups, Intergroups wishing to elect delegate members shall convene at least once a year for selection of delegate member(s) and alternate(s) to the Fellowship-Wide Services Conference.
- c. Whenever possible, an Intergroup shall be registered 120 days prior to the Annual Business Conference opening.
- d. For the purpose of determining the number of Conference delegates, only groups formally registered with Fellowship-Wide Services shall be counted.

ARTICLE V - THE FELLOWSHIP-WIDE SERVICES S.L.A.A. CONFERENCE CHARTER

Section 1 - Purpose

The Fellowship-Wide Services Conference of S.L.A.A. is the guardian of the world services and of the Twelve Steps, Twelve Traditions, and Twelve Guidelines of S.L.A.A. The Conference shall serve the Fellowship only; it is not meant to be a government for S.L.A.A., in keeping with the Second and Ninth Traditions.

Section 2 - Composition

The voting body of the Conference shall be composed of delegate member(s) and members of the Board of Trustees, senior staff as interpreted by the Board of Trustees, members of the F.W.S. Administrative Staff and *the Journal* editor.

Section 3 - Conference Relation to Sex and Love Addicts Anonymous

The Conference will provide direction and constancy to Fellowship-Wide Services, and it will also be the primary channel through which the widest possible group conscience can be formulated. Delegates are free to:

- a. Vote as their conscience dictates, and
- b. Decide what questions should be taken to the Intergroups or group level for information, discussion or direct instruction.

- c. Participate in agenda making decisions.
- d. Propose motions to amend the By-Laws as described in Article XIV.

Section 4 - Conference Relation to the Board of Trustees and the Augustine Fellowship, Sex and Love Addicts Anonymous Fellowship-Wide Services, Inc.

- a. The Fellowship-Wide Services Conference will act as advisor to the Board of Trustees and its related service Corporation.
- b. The Conference shall consist of all authorized voters who have checked in at an Annual Business Meeting. The number of Conference members shall be the number of authorized voters checked in at any time during the course of the Annual Business Meeting. The number of Conference members can increase but not decrease during the course of an Annual Business Meeting. If an alternate replaces a Conference member, the number of Conference members does not change. A quorum shall consist of 4/5 of all Conference members.
- c. A two-thirds vote of all Conference members at an Annual Business Meeting shall be considered binding upon the Board of Trustees. However, no vote by the Conference may impair the right of the Augustine Fellowship, S.L.A.A., Fellowship-Wide Services, Inc., Board of Trustees to conduct business, meet legal obligations, and exercise its fiduciary obligations to the Corporation.
- d. The Board of Trustees should first consult the Conference before taking any action likely to greatly affect S.L.A.A. as a whole. The Board ordinarily reserves the right to decide which of its actions or decisions may require the approval of the Conference.

Section 5 - Conference Delegates

- a. Each Intergroup shall be entitled to one delegate member for up to the first five groups it represents, and one for each additional five groups or fraction thereof.
- b. Localities without Intergroups which seek representation at the Conference, shall have at least one delegate member, the exact number, determined using the same proportionate system as described above. In any dispute concerning the number of delegate member(s), the Board of Trustees shall make the determination, subject to appeal to the Conference.
- c. Whenever possible, delegate member(s) and alternates shall be selected at least 120 days before the annual Conference and their names forwarded immediately to Fellowship-Wide Services.
- d. If an Intergroup or locality does not select its delegate member(s) and alternate(s) or fails to inform Fellowship-Wide Services before the Annual Conference, such delegate member(s) and/or alternate(s) may appear at the Conference with evidence of their due selection deemed credible by the Trustees, and such delegate member(s) shall be seated.
- e. It is suggested that each delegate member be elected for a term of two years at the discretion of the electing group or Intergroup, and in addition to attending the Annual Business Conference, should serve the Fellowship-Wide Services Conference in its year-round business for such term. Terms may be abridged by the electing body for lack of participation or for cause.
- f. A delegate member should not serve for more than four consecutive years, respecting the tradition of rotation of leadership, except for reasons to be decided by the local Intergroup with respect to its own delegate member(s).
- g. The delegate member(s) should be selected for judgment, experience, stability, willingness and for faithful adherence to the Twelve Steps, Twelve Traditions, and Twelve Recommended Guidelines of S.L.A.A.

- h. Whenever possible, a delegate member should have a minimum of six months of continuous sobriety prior to the date of submitting qualifications and continuing to the date of the Conference.
- i. Delegate member(s) may be instructed as to the desires of the Intergroup they represent.
- j. As participants, delegate member(s) shall not be bound by the wishes of their Intergroup, but should not vote against these wishes unless situations arise at the Conference that make it necessary for the best interest of S.L.A.A. as a whole.
- k. Communication concerning the Conference to the Intergroups shall be both direct and through the delegate member(s).

Section 6 - The Fellowship-Wide Services Conference Meetings

The Conference will meet yearly at a predetermined site. Special delegate member(s) meetings may be called by the Board in case of an emergency. However, in no instance may a delegate member(s) meeting be convened on less than six weeks written notice delivered to all delegate member(s) of record. At any such special meetings a response from two-thirds of the voting members seated at the close of the most recent ABM shall constitute a quorum. The greater of two-thirds consensus of the quorum or 60% of the voting members seated at the close of the recent ABM is necessary to pass an issue. Mail or telephone polls may also be used at any time to render advisory opinions.

Section 7 - The Fellowship-Wide Services Conference: General Procedures and Practices

The Conference will:

- a. Review financial and policy reports of the Board of Trustees, to ensure maintenance of sufficient operating funds plus a prudent reserve, taking care that the Conference never becomes wealthy or powerful;
- b. Advise with the Board of Trustees and office staff upon all matters affecting S.L.A.A. as a whole;
- c. Engage in debate so that all important decisions be reached by discussion and vote;
- d. Appoint necessary committees directly responsible to the appointing body;
- e. Pass appropriate resolutions for the direction of the Board of Trustees and staff members, refraining always from punitive actions or public controversy;
- f. Discuss and recommend appropriate action respecting violations of the Twelve Traditions and the Twelve Recommended Guidelines;
- g. Draft any By-Laws as needed;
- h. Name its own officers and committees by methods of its own choosing, remembering that no Conference members be given unqualified authority over any of the others;
- i. Draft a full report of such proceedings to be supplied to all delegate member(s) and a condensed report sent to all S.L.A.A. groups and Intergroups.

Section 8 - Definitions

- a. "Annual Business Meeting" refers to the actual full-assembly business meetings at the Annual Business Conference of the Conference (Trustees, delegate members, F.W.S. staff, and *the Journal* editor).
- b. "Annual Business Conference" refers to the once a year event at which the Conference (Trustees, delegate members, F.W.S. staff, and *the Journal* editor) convenes to conduct the Annual Business Meeting.
- c. "Conference" refers to a broader concept than the event of the Annual Business Conference. The Conference is the body of delegate members, Trustees, F.W.S. staff and *the Journal* editor, who together, year round, through delegate member-run

Conference Committees, the Board Conference Committee and the Annual Business Conference do the service of being a channel for Fellowship-wide group conscience.

ARTICLE VI - BOARD OF TRUSTEES

Section 1 – Powers

The affairs and activities of the Corporation shall be managed by a Board of Trustees who may exercise all the powers of the Corporation except such as by law, by the Articles of Organization or by the By-Laws of the Corporation are conferred upon or reserved to the members.

Section 2 - Number, Tenure and Qualifications

The number of Trustees shall be nine. No Trustee shall serve more than two consecutive three-year elected terms, nor more than three consecutive terms, including partial terms by appointment under Section 4 , at which time such Trustee must stand down for at least one year. Trustee terms shall be staggered so that one-third of the Trustees are scheduled to be elected each year. Those Trustees who are not qualified members of the Fellowship shall be persons from the community at large who have made substantial contributions to the purposes of the Fellowship principles stated in the Twelve Traditions. All other Trustees must have three years of continuous sobriety as of the date of their election and must maintain their sobriety during their tenure.

Section 3 - Duties and Responsibilities

- a. The Board of Trustees shall act as the guardian of the Twelve Steps and Twelve Traditions, ensuring that there are no alterations except by action of the Fellowship-Wide Services S.L.A.A. Conference, as set forth in these By-Laws. This guardianship shall in no way infringe on the right of any individual to personal interpretation of the Twelve Steps, or the autonomy of the individual groups as set forth in the Traditions, but the Board of Trustees may call to the attention of any group or individual a violation of the Twelve Traditions it determines has been made. The Board, however, shall have no power or control over any group or individual and shall act only in an advisory capacity on matters affecting the Fellowship as a whole. The principle to be followed in all matters regarding the relationship of the Corporation to others is to be in accordance with the spirit of the Twelve Traditions, especially Tradition 10 regarding public controversy.
- b. The Board of Trustees shall act as spokesperson for the Fellowship in all matters affecting S.L.A.A. as a whole; provide for and supervise publications of the Fellowship; supervise and guide public information and attraction efforts of the Fellowship; provide counsel and guidance to member groups and to new groups; furnish a medium for the interchange of ideas between groups and arrange for the Fellowship-Wide Services S.L.A.A. Conference Annual Meeting.

Section 4 - Election

The Trustees shall be elected at the Annual Business Meeting of the members or the special meeting in lieu of said Annual Business Meeting by such members as have the right to vote thereon from the candidates presented by the Board Governance and Nominating Committee. Candidates may also be nominated from the floor of the Annual Business Meeting by voting members.

Voters shall be asked to vote for a maximum of three candidates. The top three candidates receiving a vote from at least 50% of the eligible voters shall fill the full three year vacant Board seats. In the event that there are any members of the Board that have been appointed as interim Trustees under Article IX, these names shall then be voted upon as to whether they should be retained in office for the remainder of the unused term.

If there are any open Board seats at the conclusion of the above voting process, these may then be filled on a temporary basis as interim Trustee by appointment of the Board of Trustees as described in Section 2 until the following Annual Business Meeting when they will be voted upon as outlined above.

Section 5 - Regular Meetings

Regular meetings of the Trustees may be held without call or notice quarterly. A regular meeting of the Trustees following the Annual meeting of the members or the special meeting in lieu of such meeting may be held without call or notice immediately after and at the same place as the meeting of the members. All meetings shall be held at the principal office of the Corporation or at such other location as the Trustees may, from time to time, determine.

Section 6 - Special Meetings

Special meetings of the Trustees may be held at any time and at any place when there is a quorum as defined in Section 8 below.

Section 7 - Notice of Meetings

A written notice of the place, date and hour of all special meetings of the Trustees shall be given by the Clerk or by the Officer or the Trustee or Trustees calling the meeting, to each Trustee by mail or telegram addressed to such Trustee at the usual or last known business or residence address, or at such other address as said Trustee may from time to time designate in writing. Notice also may be given by telephone. Notice sent by mail shall be mailed at least 72 hours before the meeting. Notice sent by telegram or given by telephone or by leaving such notice as aforesaid, shall be sent or given as the case may be, at least 24 hours before the meeting. Notice of a meeting need not be given to any Trustee if a waiver of notice is executed before or after the meeting and filed with the records of the meeting, or to any Trustee who attends the meeting without protesting prior thereto, or at its commencement, the lack of notice.

Section 8 - Quorum

A majority of the number of currently elected or appointed Trustees shall constitute a quorum.

Section 9 - Action at Meeting

When a quorum is present at any meeting, the vote or concurrence of a majority of the number of currently elected or appointed Trustees in office shall be required to decide any matter or take any action except to the extent that a greater proportion is required by law, the Articles of Organization, or these By-Laws.

Section 10 - Action Without Meeting

Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all the Trustees consent to the action in writing and the written consents are filed with the records of the meetings of Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

Section 11 - Committees

The Trustees may elect such committees as they determine to be necessary and may delegate thereto some or all of their powers except those, which, by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Trustees may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Trustees, or in such rules, its business shall be conducted in a manner to closely approximate the methods/procedures as are provided by these By-Laws for the Trustees. Each committee shall report to the Trustees and, except as authorized by the Trustees and recorded in the minutes thereof, shall have no powers to bind the Corporation.

Section 12 - Telephonic Meetings

A quorum of Trustees may participate in a meeting by means of a Conference telephone call or use of similar communications equipment, provided that all Trustees participating in such a meeting can hear and communicate with each other. Such participation shall constitute presence in person at a meeting. All of the provisions of these By-Laws pertaining to meeting procedure shall apply to such meetings.

Section 13 - Board Finance and Operating Committee

There shall be a Board Finance and Operating Committee consisting of at least two members of the Board of Trustees and other persons as designated by the Board. The Board Finance and Operating Committee shall have general responsibilities for the daily activities of the Corporation.

Section 14 - Board Governance and Nominating Committee

There shall be a Board Governance and Nominating Committee which shall consist of three persons as shall be designated by the Board of Trustees. The Board Governance and Nominating Committee shall select candidates for election as Trustees at the Annual Business Meeting or the meeting held in lieu of the Annual Business Meeting and candidates for election as Officers at the meeting of the Trustees held immediately after the Annual Business Meeting or meeting in lieu thereof.

Section 15 - Board Public Relations Committee

There shall be a Board Public Relations Committee, which shall consist of three persons as shall be designated by the Board of Trustees, at least two of whom shall be Trustees. The Board Public Relations Committee shall consider all media or public relations offers which are extended to Sex and Love Addicts Anonymous which would affect the Fellowship as a whole. The Board Public Relations Committee's decision process shall adhere to the Twelve Recommended Guidelines for Dealing with Media/Public Relations Opportunities.

Section 16 - Reimbursement of Trustees

Trustees shall serve without compensation. However, the Corporation may reimburse the Trustees for reasonable out-of-pocket expenses for travel, lodgings, meals and miscellaneous expenses in connection with attendance at Board meetings and other official business.

Section 17 - Finances

- a. Full and complete disclosure of all Fellowship-Wide Services official matters is a prime guideline and objective for all accounting procedures and financial statements.
- b. Any delegate member or Trustee is entitled to examine the accounting records of the Fellowship-Wide Services Office and any questions concerning the finances of Fellowship-Wide Services are completely proper and are to be promptly answered.
- c. Accounting procedures shall be geared to periodic reporting, and financial controls shall be established for credibility of the financial statements.
- d. Statements shall be clear and easy to understand to avoid confusion and misinterpretation.

ARTICLE VII - CORPORATION OFFICERS

Section 1 - Designation

The Corporation Officers shall be a President, a Treasurer, a Clerk and such Officers as the Trustees may determine.

Section 2 - Election

The President, Treasurer, and Clerk shall be elected by the Trustees at their first meeting following the Annual Business Meeting or the meeting in lieu thereof. Other Officers may be chosen by the Trustees at such meeting or at any other meeting.

Section 3 - Qualification

Each Officer shall be a member and a Trustee. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. So far as is permitted by law, any two or more offices may be held by the same person.

Section 4 - Tenure

Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, the President, Treasurer and Clerk shall each hold office until the first meeting of the Trustees following the Annual Business Meeting and thereafter until a successor is chosen and qualified. Any other Officers shall hold office until the first meeting of the Trustees following the Annual Business Meeting and thereafter until a successor is chosen and qualified unless a shorter term is specified in the vote choosing or appointing such Officer. Officers may be re-elected to subsequent terms.

Section 5 - General Duties and Powers

Subject to law, to the Articles of Organization, and to these By-Laws, each office shall have, in addition to the duties and powers herein set forth, such duties and powers as the Trustees may from time to time designate. Any Officer may resign by delivering a written resignation to the Corporation at its principal office or to the President or Clerk, and such resignation shall

be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

ARTICLE VIII - REMOVALS

Trustees, including persons elected by Trustees to fill vacancies in the Board, may be removed from office with cause by the members or Trustees. Officers elected or appointed by the Trustees may be removed from their respective offices with cause by the Trustees. A Trustee or Officer may be removed for cause only after a reasonable notice and opportunity to be heard before the body proposing to remove said Officer. The Trustees may terminate the authority of any agent.

ARTICLE IX - VACANCIES

If the office of any Officer or Trustee becomes vacant for any reason, the Trustees may elect a successor to hold office until the next Annual Business Meeting.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Any person threatened with or made a party to any action, suit or other proceeding by reason of the fact that she or he, her or his testator or in testate, is or was a Trustee, Officer, employee or other agent of the Corporation or is or was a Trustee, Officer, employee or other agent of another organization in which the Corporation directly or indirectly owns or owned shares or of which the Corporation is or was a creditor and in which she or he, her or his testator or in testate, served at the request of the Corporation, shall be indemnified by the Corporation against all liabilities and expenses, including counsel fees reasonably incurred by her or him in connection therewith, except that no indemnification shall be provided for any person with respect to any matter as to which she or he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that the action was in the best interests of the Corporation; provided, however, as to matters disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no reimbursement either for said payment or for any other expenses in connection with the matter so disposed of, shall be provided unless such compromise shall be approved:

- a. By a disinterested majority of the Trustees then in office, or
- b. If a majority of the Trustees are interested, by a majority of the disinterested Trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Trustee or Officer does not appear not to have acted in good faith in the reasonable belief that the action was in the best interests of the Corporation, or
- c. By a majority of the members, not counting as a member any member who is an interested person.

The Board of Trustees may from time to time authorize the payment by the Corporation of expenses incurred by any such person in defending any such action, suit or other proceeding in advance of the final disposition of such action suit or other proceeding, upon receipt of an undertaking from such person to repay such payment if she or he shall be adjudicated to be not entitled to indemnification under this Article X, or if the matter involved shall be disposed of by a compromise payment with respect to which she or he shall not be entitled to indemnification under this Article X.

ARTICLE XI - POWERS OF TRUSTEES AND OFFICERS TO CONTRACT WITH THE CORPORATION

No contract between the Corporation and one or more of its Trustees or Officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its Trustees or Officers are financially interested, shall either be void or voidable for this reason alone provided that such common directorship, officership, or financial interests, if material, is disclosed or known to each of the Trustees voting or concurring on the matter of the approval of such contract or transaction. Any resolution authorizing such a contract shall specifically state the nature of the potential conflict of interest of the Trustee(s) or Officer(s) involved.

ARTICLE XII - EXECUTION OF INSTRUMENTS

Except as the Trustees may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation, may be signed by the President or the Treasurer.

ARTICLE XIII - FISCAL YEAR

Except as from time to time otherwise determined by the Trustees, the fiscal year of the Corporation shall end on the thirtieth day of September in each year.

ARTICLE XIV - AMENDMENTS

The Conference may make, amend or repeal these By-Laws, in whole or in part, by a two-thirds vote of all authorized voters who have checked in at the Annual Business Conference. In event of a legal emergency, the Trustees may make, amend, or repeal these By-Laws, in whole or in part, at any regular or special meeting if at least five days written notice is given of the intention to alter, amend, or repeal, or to adopt new By-Laws at such meeting. Any emergency By-Law adopted by the Trustees must be confirmed by a two-thirds vote of all authorized voters who have checked in at the Annual Business Conference.