

BYLAWS
OF THE
NATIONAL ORGANIZATION OF ITALIAN AMERICAN WOMEN, INC.
AS AMENDED AND APPROVED
As of August 19, 2026

ARTICLE I
Name, Purpose, and Governance Structure

Section 1: Name. The name of the corporation is the "National Organization of Italian American Women, Inc." It is also known in these Bylaws as "NOIAW," the "Organization," or the "Corporation."

Section 2: Purpose, Nature, Mission and Vision of the Corporation.

The mission of the National Organization of Italian American Women is to create a thriving, inclusive community that embraces Italian culture and supports the personal fulfillment and professional advancement of its members. The vision of the National Organization of Italian American Women is to unite, celebrate, and empower each other."

NOIAW is a New York not-for-profit corporation, as defined in Section 102 (a)(5) of the New York Not-for-Profit Corporation Law (the "N- PCL") and is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 3: Governance Structure. NOIAW shall be governed by its Board of Directors ("Board"). NOIAW shall also have such committees and task forces as the Board deems necessary.

NOIAW Members shall elect the Board who shall be members of NOIAW.

ARTICLE II
Membership Qualifications, Dues and Voting

Section 1: Voting Members. Only Active Members who qualify for Individual Active Membership ("Voting Members") shall have the right to vote and hold office in NOIAW. All other member categories shall not have the right to hold office, nor shall they have the right to vote, except on Committees to which they may be elected or appointed. The Board may establish additional categories and criteria for membership at its discretion.

Section 2: Member Categories. NOIAW shall generally have the following membership categories:

a) Active Members. Any woman who is eighteen (18) years or older shall be eligible for Active Membership upon payment of required dues and acceptance as a member by NOIAW. Active Members shall consist of the following categories of individuals:

- i) *Regular Members.* This category of Active Membership is open to any individual under sixty (60) years of age.
- ii) *Senior Members.* This category of Active Membership is open to any individual sixty (60) years of age or older.
- iii) *Full-Time Students.* This category of Active Membership is open to full-time undergraduate or graduate students.
- iv) *Supporting Members.* This category of Active Membership is open to individuals who give in excess of certain amounts on a yearly basis as established by the Board.
- v) *Lifetime Membership.* This category of Active Membership is open to individuals who give a one-time donation in excess of a certain amount as established by the Board.

b) Distinguished Members. Distinguished Membership is open to any woman of Italian background in the community who exemplifies the mission of NOIAW who is recommended or nominated, as set forth in the NOIAW Nomination Policy and thereafter approved by the Board as a Distinguished Member.

c) Friends of NOIAW. This Category is open to any person eighteen [18] years of age or older who is interested in the purpose of this organization and in participating in activities of the Organization but does not otherwise meet the qualifications for Active Membership.

Section 3: Termination of Membership. Membership in NOIAW shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board. In addition, the Board may, by the affirmative vote of a majority of the Directors present at a meeting of the Board at which a quorum is present, terminate a member's membership

for one or more material violations of any provision of the NOIAW's Bylaws, rules, policies, or any applicable provisions of the N-PCL, after giving notice to the Member and providing the Member an opportunity to respond in person or in writing, as determined in the Board's sole discretion. Termination of membership shall not extinguish such members' financial obligations, if any.

Section 4: Member Action: Notice, Quorum and Voting.

- (a) Annual Meeting. The Voting Members (Active shall meet at least once per year, at which the Board Chair shall present an annual report in accordance with Section 519 of the N-PCL.
- (b) Notice. Notice of any meeting of the Voting Members shall be sent to each Voting Member by first class mail, overnight courier, electronic mail, or by other electronic means of written transmittal, not less than ten (10) days and not more than fifty (50) days before the date set for such a meeting, and must include the time, date, place and purpose of such meeting.
- (c) Waiver. Voting Members may waive notice of any meeting through attendance at such meeting.
- (d) Quorum. The lesser of one hundred Voting Members or ten percent (10%) of the total NOIAW Voting Members shall constitute a quorum for the transaction of business at any meeting of the NOIAW voting membership. Votes issued by proxy shall count towards a quorum.
- (e) Manner of Acting. The act of a majority of the Voting Members present at a duly called meeting of the Voting Members at which a quorum is present shall be the act of the voting membership, except as otherwise provided by law or in these Bylaws.
- (f) Electronic Communications. Any person participating in a meeting of the Voting Members may participate by means of conference telephone, electronic video screen communication or by similar means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting. If cost is prohibitive or impractical, NOIAW may opt not to provide teleconferencing facilities.
- (g) Proxy Voting. Any Voting Member may authorize another Voting Member to vote on the member's behalf at a meeting of the

Membership. Such authorization shall be signed by the respective Voting Member and returned by mail, fax, or electronic mail. In addition, the authorization may be returned without a written signature and submitted by other means of electronic transmission if it can be reasonably determined that the vote was authorized, such as by validating the Voting Member's birth date, member number or other unique identifier.

- (h) Special Meetings. Special meetings of the Voting Members may be called by the NOIAW Board or by ten (10) percent of the Voting Members through written demand submitted to the NOIAW Secretary. The NOIAW Secretary shall promptly give notice of such meeting ten (10) to fifty (50) days prior to the meeting, and the notice shall state the purpose or purposes for which the meeting is called. No other business shall be conducted at this meeting.

ARTICLE III Board of Directors

Section 1: Role of the Board of Directors and Executive Director. The governing body of NOIAW is the Board. As the governing body, the Board directs NOIAW's budget and programs in conformity with these Bylaws and is responsible for developing and adopting all policies of NOIAW. The Board may appoint an Executive Director or provide for other staff to have authority regarding day-to-day management and oversight of any NOIAW employees. Subject to any resolution adopted by the Board, the Executive Director, if one is appointed, and/or other staff members designated by the Chair, may have the authority to act as agent in financial matters for such amounts as determined by the Board of Directors.

Section 2: Code of Ethical Conduct. NOIAW is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, each Director, Officer and Key Person (to the extent applicable) shall adhere to the following Code of Conduct:

- (a) Abide by the Bylaws, policies and procedures of our organization.
- (b) Assure corporate compliance with all statutes, regulations and contractual requirements.
- (c) Respect and support the duly made decisions of the Board in accordance with all applicable fiduciary duties of care, loyalty and obedience as defined by Section 17 of the N-PCL.
- (d) Actively participate in the work of the Board of Directors and Committee assignments.

(e) Represent the best interests of NOIAW at all times and declare any and all duality of interests or conflicts of interest, material or otherwise, in accordance with the terms of the Conflicts of Interest Policy, as discussed below.

(f) Not use or otherwise relate to one's affiliation with the Board to independently promote or endorse political candidates or parties for the purpose of election and to abide by the terms of the Political Contributions Policy in all aspects.

(g) The Code of Ethical Conduct and the Political Contribution Policy are both available on the NOIAW website and need to be signed by each member of the Board.

Section 3: Composition and Terms.

(a) The Board shall consist of no fewer than three (3) nor more than twenty-five (25) Directors, the majority of whom shall be elected by the Voting Members (the "Elected Directors"). The Elected Directors shall at all times constitute the majority of the Board. The term of office and any term limits, if any, of each Director, shall be decided from time to time by the Board of Directors with recommendations from the Nominating Committee. The Executive Director, if one is appointed, shall serve as an ex-officio non-voting member of the Board for the duration of his or her employment in this position.

(b) In recognition of her decades of service to NOIAW and her unique contributions to the organization, the position of Founder and Chair Emerita is reserved for Dr. Aileen Riotto Sirey, who shall also serve as an additional Director until she is unable or unwilling to do so.

Section 4: Eligibility and Nomination.

(a) Any Voting Member may recommend herself, or be recommended by another NOIAW member, for inclusion on the Directors nomination slate. The Nominating Committee will include candidates on the slate only if they meet or exceed the requirements and qualifications outlined in the NOIAW Nomination Policy adopted via resolution of the Board.

(b) The Chair of the Nominating Committee shall provide the Voting Members with a list of qualified candidates as set forth in the NOIAW Nomination Policy.

(c) The election to fill vacancies on the Board shall occur as set forth in the NOIAW Nomination Policy and Section 7 below.

Section 5: Election of Directors. The Voting Members including the current Elected Directors and the Founder and Chair Emerita, at a time and place designated by the Board, will vote on and elect new Elected Directors from a slate of candidates approved by the Nominating Committee, by a majority vote for three-year terms as set forth in Section 3. Shorter terms of office may be established by resolution of the Board for purposes of staggering board term expirations or filling vacancies.

Section 6: Board Action - Notice, Quorum and Voting.

- (a) Notice. Notice of any meeting of the Directors shall be sent to each Director by mail, overnight courier, electronic mail, or other mode of written transmittal, in a reasonable timeframe prior to the date set for such a meeting, and must include the time, date, place and purpose of such meeting. Unless impractical, notice shall generally be given not less than thirty (30) days before the date set for such a meeting.
- (b) Quorum. A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority, Fifty-One percent (51%) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Directors, whether due to a conflict of interest, a related party transaction or for any other reason.
- (c) Manner of Acting. The act of a majority of the Directors present at a duly called meeting of the Board at which a quorum is present shall be the act of the Board, except as otherwise provided by law or in these Bylaws.
- (d) Electronic Communication. Any person participating in a meeting of the Directors, or a Committee meeting, may participate by means of conference telephone, electronic video screen communication or by any similar means of communication equipment by which all persons participating in the meeting are able to hear one another at the same time, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.
- (e) Action by Unanimous Written Consent. Any action which may be taken at a meeting of the Board may be taken without a meeting if

a consent in writing, setting forth the action so taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof.

- (f) Proxy Voting and Absentee Ballots. Directors may not vote by proxy or absentee ballot.
- (g) Special Meetings. Special meetings of the Board may be called by the Chair, or at the request of a majority of the Board members.
- (h) Robert's Rules. The rules of procedures at meetings of the Directors shall be according to Robert's Revised Rules of Order so far as applicable and when not inconsistent with these Bylaws.

Section 7: Vacancy. If a vacancy occurs on the Board, the Board Chair may request that the Nominating Committee submit the name(s) of qualified and eligible candidates to be elected by a vote of the Board, who shall serve for the unexpired duration of the previous Director's term.

Section 8: Removal or Resignation of Directors. Any Director may be suspended or terminated with cause by the affirmative vote of a majority of the Board, after giving notice to the Director and providing the Director an opportunity to respond in person or in writing, as determined in the Board's sole discretion.

Any Director may resign at any time by giving written notice to the Chair or to the Board. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is received by NOIAW.

Section 9: Compensation. Every Director of the Board shall serve voluntarily and receive no compensation for her service. However, from time to time, Directors may be reimbursed for reasonable expenses incurred in the performance of their duties as a Director or Officer of NOIAW. The Salary of the Executive Director, for his or her service as an employee of NOIAW, shall be fixed by the Executive Committee, shall be reasonable in amount, and shall be reviewed annually.

ARTICLE IV Board Officers

Officers of the Organization shall be nominated by the Nominating Committee and appointed by a majority vote of the Board. The Officers shall be a Chair of the Board, a Vice-Chair, a Secretary, and a Treasurer. In addition to the foregoing Officers, the Board of Directors may appoint

additional officers deemed necessary to conduct the business of the Organization. No employee of the Organization shall be the Chair. Each Officer of the Organization shall be elected for a term of two (2) years, with no term limits, upon a majority vote of the Directors of the Board, provided a quorum is present. Officer positions may only be held by Directors. Shorter times for term limits may be established by the Board in exigent circumstances.

Section 1: Chair and Vice-Chair.

The Chair is the chief elected officer and shall chair the Board and in general supervise and have charge of all of the affairs of NOIAW, pursuant to the direction and oversight of the Board. The Chair shall be chosen from the Directors and shall have served for at least one year as a Director. In the event the Chair is unable to preside at a meeting, whether a Board meeting or a meeting of the Membership, the Vice-Chair shall preside in her place. In the event the Chair resigns or is unable to serve, the Vice-Chair shall succeed the Chair until such time as the Nominating Committee can make a recommendation and there is a vote by the Board.

In the absence of a delegation of these duties to another member of the Board of Directors, the Vice Chair shall act as the liaison between the Board and the Regions and shall be responsible for the supervision of the Regions and coordination between the Regions and the Board.

Section 2: Secretary. The Secretary shall record and keep the minutes of the meetings of the Board, and for meetings of the Membership, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to her by the Chair or the Board.

Section 3: Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of NOIAW and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her by the Chair or the Board. Emergency expenditures over a threshold established by resolution of the Board must be approved by the Chair with the consent of one Officer in addition to the Treasurer. An Officer shall sign all checks over a threshold established by the Board by Resolution. The Treasurer, if an independent Director as defined in Appendix "A", below shall serve on the Audit Committee but not as its Chair.

Section 4: Removal or Resignation of Officers. Any Officer may be

suspended or terminated with cause by the affirmative vote of a majority of the Board, after giving notice to the Director and providing the Director an opportunity to respond in person or in writing, as determined in the Board's sole discretion.

Any Officer may resign at any time by giving written notice to the Chair or to the Board. Such resignation shall take effect at the time specified in such notice, or if no time is specified, at the time such resignation is received by NOIAW.

Section 5: Vacancies. A vacancy in any office may be filled at any time by the Board for the unexpired portion of the term. The Chair may appoint a person to serve temporarily in such vacant position until the vacancy is filled by the Board. The Vice-Chair shall automatically succeed the Chair if such position is vacated until such time as the Board votes to replace the Chair.

ARTICLE V Committees

Section 1. *Committee Types & General Authority & Responsibilities.* The Board of Directors may permissibly charge committees to perform various functions on behalf of the Corporation in either of the two (2) available types: Committees of the Board and Committees of the Corporation. Each Committee of the Board and Committee of the Corporation, and every member thereof, shall serve at the pleasure of the Board and be appointed by the Board Chair subject to the Board's approval. All Committees shall keep minutes of all proceedings, to be regularly submitted to the Secretary for subsequent distribution to the Executive Committee, and at the Chair's Discretion, to the Entire Board, and report to the Board, at its next scheduled Regular Meeting, all activities, and determinations.

Section 2. *Committees of the Board.* Committees of the Board of Directors shall be comprised of, at least, one (1) voting Director appointed by the Chair of the Board and shall have either standing authority and/or may be designated specific authority from time-to-time by the Board to take action that would legally bind the Board and/or the Corporation, provided such Committee of the Board appointments are made by approval of a majority of the Entire Board. In accordance with statutory limitations, no Committee of the Board shall have such authority with respect to the following matters:

- i. submission to Members of any act, or action, requiring Members approval by statute and/or these Bylaws;
- ii. filling of vacancies on the Board, or in any of its various committees;

- iii. fixing of compensation for Directors, or members of its various committees;
- iv. authorization of any form of Fundamental Corporate Change, as set forth in these Bylaws, including, but not limited to, amendment, or repeal, of these Bylaws or the adoption of new Bylaws;
- v. amendment, or repeal, of any resolutions of the Board, which by its terms, shall not be capable of amendment or repeal;
- vi. the election or removal of Officers and Directors;
- vii. the approval of a merger or plan of dissolution;
- viii. the adoption of a resolution recommending to the Members an action on the sale, lease, exchange, or other disposition of all or substantially all the assets of the Corporation; and/or
- ix. the approval of amendments to the Certificate of Incorporation.

Additional limitations on the authority of Committees of the Board may exist as stated in these Bylaws or by majority vote of the Board of Directors.

Committees may be combined if the Board determines that would provide for more efficient work and outcomes.

Section 3: Executive Committee. There shall be an Executive Committee, which shall be a Committee of the Board and shall have and exercise the authority of the Board in the management of NOIAW between meetings of the Board as set forth in the NY-PCL. The Executive Committee shall consist of at least three (3) Board Directors and shall include the Officers and the Chairs of the Governance & Nominating, Development, and Finance and Budget Committees, provided these Committee Chairs are also Directors. If any Chair of these Committees is not a Director, that Chair may serve as an advisor in an ex officio non-voting member capacity of the Executive Committee.

The designation of and the delegation of authority to the Executive Committee shall not relieve the Board or any individual Director of any responsibility imposed upon them by law.

Section 4: Audit Committee. The Audit Committee shall be a Committee of the Board. The Audit Committee shall be comprised solely of at least three (3) independent Directors, as defined in Appendix "A" below; however, under no circumstances shall the Corporation's "Independent Auditor" (as defined by Appendix "A") or a partner, employee of business associate or "Relative" (as defined by Appendix "A") of the Independent Auditor's firm to serve on the Committee. Provided the Treasurer is found to be an "Independent Director," she shall serve on the Committee, but shall be precluded from serving as Chair. The Audit Committee shall be responsible for overseeing all audits and the overall fiscal affairs of the Corporation. With regard to responsibilities relative to conflicts of interest, whistleblower

protection and auditing oversight, the Committee shall be responsible for strict adherence to, and enforcement of, the Corporation's Board of Directors Conflicts of Interest Policy, Whistleblower Protection Policy and Audit Oversight Policy respectively. It shall also assure that proper policies and procedures are in place to ensure that all newly received and annually submitted Conflicts of Interest Disclosure Statements, and any case specific Related Party Transaction reports, together with the minutes of any related meetings, are promptly provided to the Chair of the Committee and shall subsequently see to it that they are properly considered for auditing purposes.

Section 5. Committees of the Corporation. Committees of the Corporation shall be comprised of, at least, three (3) individuals appointed by the Board Chair subject to the Board's approval and shall either have standing authority or may be designated specific authority from time-to-time by the Board. Committees of the Corporation are advisory in nature and cannot under any circumstances take actions that bind the Board and/or the Corporation. Committees of the Corporation may be comprised of individuals who are not Directors.

Section 6: Standing Committees. Standing Committees may be authorized by resolution adopted by a majority of a quorum of the Board, and each Standing Committee shall exercise only the authority described in such resolution. Subject to the approval of the Board, the Chair of the Board shall appoint the Chairs of the Standing Committees. The Chair of the Board shall act as an ex-officio member of these Standing Committees. The Chair of each Standing Committee shall appoint members of the Committee, subject to approval by the Board.

The Standing Committees, all of which are Committees of the Corporation, shall include the following, as adopted via resolution of the Board:

- (a) Finance & Budget Committee
- (b) Development Committee
- (c) Membership Committee
- (d) Program Committee
- (e) Governance & Nominating Committee
- (f) Young Professional's Development Committee

Section 7: Responsibilities and Qualifications. The responsibilities and qualifications for the standing committees, shall be established by the Board. Minutes of committee meetings shall be kept and forwarded to the

Executive Committee, and at the Chair's Direction, to the Board within four (4) weeks of the meeting of the committee.

Section 8: Action by a NOIAW Committee. In taking any action all NOIAW committees shall operate consistent with the procedural requirements set forth in Article III, Section 6 above.

ARTICLE VI NOIAW Regions

NOIAW shall have geographically organized constituent elements known as Regions. Regions shall operate as Committees of the Corporation of NOIAW, may establish local Regional Chapters and other sub-committees. Each Region shall be subject to the Board's oversight. Regional Chapters may also be formed by the Board. All matters pertaining to the Regions shall be consistent with these Bylaws and any other NOIAW regulations.

Section 1: Region Requirements. Regions shall comply with the following provisions:

- (a) Purpose. The Regions and Regional Chapters are primarily responsible for member recruitment and program activities within their geographic region. All Organization members are members of both NOIAW and, where available, a NOIAW Region. Members outside the Regions may be referred to as National Members.
- (b) Regions and Chapters Defined. A Region may be formed by NOIAW members in good standing by submitting a "Petition to Form a Region" to the Board. A majority vote by the Board is required for the designation of a Region or a Regional Chapter.
- (c) Steering Committee. A Steering Committee may be formed consisting of at least three (3) members of the Region and at least one member of all Chapters associated with the Region. One Member should be Designated by the Steering Committee to Coordinate with the Board.
- (d) Approval of Programs. Regional programs must be submitted for approval to the Chair or Vice-Chair of the Board, to the Program Chair or such person as the Chair or Vice-Chair may designate.
- (e) Revocation. A Region may be revoked by the Board if a Region fails to fulfill the requirements set forth in these Bylaws, or other regulations or procedures established by the Board.

Article VII Fundamental Corporate Changes

Section 1. Bylaws Amendment. These Bylaws may be amended, repealed, or altered in whole, or in part, at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose by a majority vote of the Board, provided that a quorum is present and that the text of the Bylaw amendment is furnished at least fifteen (15) days in advance to each member of the Board. However, Bylaw amendments that affect any right held by the Membership shall also require a vote by all members entitled to cast ballots for a resolution of the Membership at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum present.

Section 2. Certificate of Incorporation Amendment. An amendment, repeal or alteration, in whole or in part, of the Corporation's Certificate of Incorporation shall be authorized, by a two-thirds (2/3) majority vote of each the Board of Directors and those entitled to cast ballots for a resolution of the Membership at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum present and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Amendment or Restated Certificate of Incorporation is accepted for filing by the New York State Department of State. Current Certificate of Incorporation is available on the NOPIW webiste.

Section 3. Merger or Consolidation. The Merger or Consolidation of this Corporation shall be authorized, by a two-thirds (2/3) majority vote of each the Board of Directors and those entitled to cast ballots for a resolution of the Membership at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum present and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Merger or Consolidation is accepted for filing by the New York State Department of State.

Section 4. Dissolution.

Section 4.1. Procedure. The Dissolution of this Corporation shall be authorized, by a two-thirds (2/3) majority vote of each the Board of Directors and those entitled to cast ballots for a resolution of the Membership at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose, provided there is a quorum present and shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Dissolution is accepted for filing by the New York State Department of State.

Section 4.2. Residual Assets. In seeking approvals necessary for Dissolution, the Corporation shall exercise its best efforts to assure that any

residual assets shall be donated to another Not-for-Profit Corporation, or Corporations, qualified under Section 501(c)(3) of the Internal Revenue Code with corporate purposes similar to those of this Corporation.

Section 5. Lease and Sale of Real Property. In any transaction where the Corporation endeavors to purchase, mortgage, sell or lease real property of the Corporation, it will first determine if such transaction constitutes a disposition of “all or substantially all” of its assets and if so, shall obtain the consents and permissions required by Not-for-Profit Corporation Law of the State of New York or these Bylaws. In any event where real property is disposed of, same shall not occur except with the consent of a two-thirds (2/3) majority vote of the entire Board and by a two-thirds majority vote of the Membership entitled to cast a vote at a regular meeting or special meeting called for that purpose.

Section 6. Creation of Corporate Affiliate Relationship. This Corporation may enter into an Affiliate (as defined by statute) relationship, such as a parent/subsidiary relationship with another corporation or form a new corporation for purposes of establishing an Affiliate relationship, by a two-thirds (2/3) majority vote of the Directors *and Members entitled to vote* at any Annual Meeting Regular Meeting or Special Meeting called for that purpose.

Article VIII Indemnification

The Corporation shall indemnify its Directors, Officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney’s fees, in connection with any claim asserted against the Director, Officer, employee or volunteer by court action, or otherwise, by reason of the fact that such person was a Director, Officer, employee or volunteer of the Corporation and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the Corporation, and was not unlawful, unethical or immoral. To ensure adequate indemnification, the Corporation shall be required to purchase and maintain appropriate Directors and Officers (“D & O”) liability insurance coverage. The current indemnification policy is available on the NOI AW website.

Article IX. Statutory Compliance

Section 1. Definitions. Should any term, phrase or understanding relative to any topic addressed in these Bylaws and/or the policies of the Corporation be specifically defined in a document entitled, “Bylaws and Corporate Policy Definitions,” a copy of which is annexed hereto, and made a part hereof of these

Bylaws as Appendix “A,” the stipulated definition of such term in said document shall govern for purposes of interpreting the Bylaws and/or corporate policies.

Section 2. Conflicts of Interest Protocols. The Corporation shall adopt, and at all times honor, the terms of a written conflicts of interest policy to assure that its Directors, Officers and Key Persons act in the Corporation's best interest and comply with applicable legal, regulatory and ethical requirements. The conflicts of interest policy of the Corporation shall include, at a minimum, the following provisions:

Section 2.1. Procedures. Procedures for disclosing, addressing, and documenting Conflicts of Interest and Related Party Transactions to the Board of Directors, or an authorized committee, as appropriate.

Section 2.2. Restrictions. Stipulations that when the Board of Directors, or an authorized committee, as appropriate, is considering a real/potential conflict of interest, the interested party shall not:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or;
- iii. cast a vote on the matter.

Section 2.3. Definitions. Definitions of circumstances that could constitute a conflict of interest.

Section 2.4. Documentation. Requirements that the existence and resolution of the conflict be documented in the records of the Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,

Section 2.5. Audit-Related Disclosure. Protocols to ensure that disclosures of all real or potential conflicts of interest are properly forwarded to the Audit Committee and to the Board of Directors of this Corporation for purposes of audit-related consideration.

Section 3. Conflicts of Interest Policy. The Potential Conflicts Disclosure Statement to be signed by each Board member is included in the Conflicts of Interest Policy. Both are maintained on the NOI AW website.

Section 4. Audit Oversight. If required by statute, regulation, or contract, if deemed necessary and practicable by the Board of Directors, or if mandated by any empowered governmental agency or required by binding contract, the accounts of the Corporation shall be subject to an annual audit prepared by an independent Certified Public Accountant to be overseen by the Audit Committee.

Section 5. Audit Oversight Policy. The Audit Oversight Policy is required in order to comply with the mandates of this Article. This policy may only be

amended, modified, or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any pending or currently processing audit report or audit review. The Audit Oversight Policy is maintained on the NOI AW website.

Section 6. Whistleblower Protection Protocols. The Corporation shall endeavor to protect any Director, Officer, employee, past employee, independent contractor, Key Person (as defined in Appendix “A”), or volunteer who provides substantial services to the Corporation, from intimidation, bullying, harassment, discrimination or other forms of retaliation on the part of the Corporation, its affiliated subsidiary corporation (if any), or any of their respective Trustees or Directors, Officers, employees, past employees, independent contractors, Key Persons, or volunteers, as a consequence of the good faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy, public health safety concern, or procedure of the Corporation and/or the affiliated subsidiary corporation, if any. Should the Corporation and the affiliated subsidiary corporation, if any, collectively, have twenty (20) or more employees (full-time, part-time, or a combination thereof) and annual revenue exceeding one million dollars (\$1,000,000), and/or if, otherwise, mandated by other applicable statute, regulation and/or contractual obligation, the Corporation shall adhere to the terms of a written Whistleblower Protection Policy, which, in the absence of such considerations, shall be considered advisable.

Section 7. Whistleblower Protection Policy. The Whistleblower Protection Policy of the Corporation is adopted by the Board on a voluntary basis in order to be consistent with the mandates of law. This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Board of Directors present at any Annual Meeting, Regular Meeting or Special Meeting called for that purpose with the change in policy to not be applicable to any threatened, pending or currently being investigated whistleblower claim. The Whistleblower Protection Policy is maintained on the NOI AW website.

Article X Construction

If there is any conflict between the provisions of the Certificate of Incorporation, as may be amended, and the Bylaws, provisions of the Certificate of Incorporation, as may be amended, shall govern.

APPENDIX A—Bylaws & Corporate Policy Definitions

1. Affiliate- means any entity controlled by, or in control of, the Corporation.
2. Charitable Corporation- Any Not-for-Profit Corporation formed, or deemed to be formed, for charitable purposes, including those formerly considered by the Not-for-Profit Corporation Law to be Type “B” or “C” Corporations, as well as former Type “D” with Charitable purposes.
3. Director- means any member of the governing board of the Corporation, whether designated as director, trustee, manager, governor, or by any other title.
4. Entire Board- means the total number of Directors entitled to vote which the Corporation would have if there were no vacancies. If the Bylaws provide that the Board shall consist of a fixed number of Directors, then the “Entire Board” shall consist of that number of Directors. If the Bylaws provide that the Board may consist of a range between a minimum and maximum number of Directors, then the “Entire Board” shall consist of the number of Directors within such range that were elected and/or appointed as of the most recently held election of Directors, as well as any Directors whose terms have not yet expired.
5. Independent Auditor- means any Certified Public Accountant performing the audit of the financial statements of the Corporation who is not, nor is any member of his/her firm, an Officer, Director, employee, or volunteer of the Corporation or has a Relative who is such an individual.
6. Independent Director - means a Director who:
 - i. is not, and has not been within the last three (3) years, an Employee or Key Person of the Corporation or an Affiliate of the Corporation and does not have a Relative who is, or has been within the last three (3) years, a Key Person (as defined by this Appendix to the By- Laws) of the Corporation or an Affiliate;
 - ii. has not received, and does not have a Relative who has received, in any of the last three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Corporation or an Affiliate (other than reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director if permitted by statute and regulation;
 - iii. is not a current Employee of or does not have a substantial financial interest in, and does not have a Relative who is a current Officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Corporation or an Affiliate of the Corporation if the

amount paid by the Corporation or the entity, or received by the Corporation from the entity for such property or services, in any of the last three (3) fiscal years, exceeded the lesser of:

- a. ten thousand dollars (\$10,000) or two percent (2%) of such entity's consolidated gross revenues, if the entity's consolidated gross revenue was less than five hundred thousand dollars (\$500,000);
 - b. twenty-five thousand dollars (\$25,000), if the entity's consolidated gross revenue was five hundred thousand dollars (\$500,000) or more but less than ten million dollars (\$10,000,000);
 - c. one hundred thousand dollars (\$100,000), if the entity's consolidated gross revenue was ten million dollars (\$10,000,000) or more; or.
 - d. is not and does not have a Relative who is a current owner, whether wholly or partially, Director, Officer, or Employee of the Corporation 's outside auditor or who has worked on the Corporation 's audit at any time during the past three (3) years.
- For purposes of this definition, the term “compensation” does not include reimbursement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director.
 - For purposes of this definition, the term "payment" does not include charitable contributions, dues or fees paid to the Corporation for services which the Corporation performs as part of its nonprofit purposes, or payments made by the Corporation at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Corporation are available to individual members of the public on the same terms, and such services received by the Corporation are not available from another source.

7. Key Person- means any person, other than a Director or Officer, whether or not an employee of the Corporation, who:
- i. has responsibilities, or exercises powers or influence over the Corporation, as a whole in a manner similar to the responsibilities, powers, or influence of Directors and Officers;
 - ii. manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income, or expenses of the Corporation; or
 - iii. alone, or with others, controls or determines a substantial portion of the Corporation's capital expenditures or operating budget.
8. Member- means any person afforded rights, entitlements, or obligations with respect to the governance and operations of the Corporation, as identified in the Bylaws and/or the Certificate of Incorporation, as may be amended. For

instance, if a Membership is authorized to elect Directors or approve Fundamental Corporate Changes.

9. Non-Charitable Corporation- Any Not-for-Profit Corporation formed, or deemed to be formed, for other than the purposes of a Charitable Corporation, including, but not limited to one formed for any one, or more of the following non-pecuniary purposes: civic, patriotic, political, social, fraternal, athletic, agricultural, horticultural, or animal husbandry, or for the purpose of operating a professional, commercial, industrial, trade or service association, including those formerly considered by the Not-for-Profit Corporation Law to be Type “A” Corporations, as well as former Type “D” with Non-Charitable purposes.
10. Officer- means any director, trustee, manager, governor, or by any other title, any individual holding an office of the Corporation identified in the Certificate of Incorporation and/or Bylaws.
11. Relative- of an individual means his or her spouse, domestic partner, ancestors, brothers, and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.