

BYLAWS

Morningside Retirement and Health Services, Inc.

Adopted: June 25, 2015

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BYLAWS OF
Morningside Retirement and Health Services, Inc.

ARTICLE I. NAME

Section 1.1 The name of this organization shall be Morningside Retirement and Health Services, Inc., hereinafter referred to as the Corporation. The offices of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

ARTICLE II. PURPOSE

Section 2.1 The purposes of the Corporation are those set forth in the Certificate of Incorporation, as from time to time may be amended, and are summarized as:

- (a) helping frail and elderly residents of Morningside Gardens remain in their own homes comfortably, safely, and with as much independence as possible for as long as they can;
- (b) providing programs which promote health and provide opportunities for education, socialization and recreation for older residents of Morningside Gardens, with particular attention to the special needs of the infirm, homebound, and isolated; and
- (c) creating and sustaining a broad community of volunteers and supporters of its goals.

ARTICLE III. MEMBERSHIP

Section 3.1 The Corporation shall have no members.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Management. The general management of the affairs of the Corporation shall be vested in a Board of Directors. The Board of Directors shall have control of the property of the Corporation and shall determine its policies with the advice of its various Committees. It shall have the power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of the Corporation and to promote its best interests.

Section 4.2 Number. There shall be at least nine (9), but no more than fifteen (15), seats on the Board of Directors, including Officers. The number may be changed by the Board of Directors, provided that no decrease shall shorten the term of any incumbent Director and provided further that the number of Directors shall never be less than nine (9).

Section 4.3 Qualifications.

- (a) Each member of the Board of Directors shall be at least eighteen (18) years of age.
- (b) Residents of Morningside Gardens may serve as Directors, except that non-residents of Morningside Gardens may also serve, to the extent that no more than one-fifth (1/5) of the total membership of the Board of Directors are non-residents.

Section 4.4 Compensation. Directors shall receive no compensation for their services but may be reimbursed for expenses reasonably incurred by them in the performance of their duties.

Section 4.5 Selection Procedure of Directors, Terms of Office and Vacancies.

- (a) Selection. At the March Meeting of the Board of Directors, a slate of candidates for election as Directors shall be presented to the Board by the Nominating Committee, and the Directors to be elected shall be chosen by a vote of a majority of the Directors present in person at the meeting.
- (b) Selection Procedure. All Directors entitled to vote shall cast a vote for a number of candidates equal to the number of vacancies to be filled until the required number of Directors is achieved. If, at any time during this process, there is a tie among a number of candidates, which number is greater than the number of vacancies remaining, the voters shall thereupon vote again, casting a number of votes equal to the remaining vacancies. Only the candidates who are tied may receive votes in this subsequent election. The remaining vacancies shall be filled as outlined above. All subsequent ties shall be dealt with as outlined herein.

- (c) **Terms of Office.** The term of office for a Director shall be a three (3) year term. The terms of office for all Directors shall begin on the day of their election and shall conclude upon the election of their successors. No Director shall serve more than two (2) consecutive terms: a total of six (6) years. After an absence of one (1) year from the Board, a person shall again become eligible for election to the Board of Directors.
- (d) **Vacancies.** A vacancy in office shall arise upon the death, resignation or removal of a Director. Whenever the number of Directors shall for any reason be less than the authorized number, the vacancies may be filled temporarily by an interim successor by a vote of a majority of the Directors then in office. At the next March Meeting following the vacancy, the Directors shall elect a permanent successor for the vacated position. In the event that the interim successor is subsequently elected to serve as a permanent successor, the first year of his/her term shall be deemed to have commenced upon his/her election, without regard to the duration of interim service.
- (e) **Resignation.** A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, the President or the Secretary, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.6 Suspension & Removal.

- (a) **Suspension.** A Director may be suspended for cause by a two-thirds (2/3) majority vote of the Board. The period of suspension can last only until such time as the next regularly scheduled March Meeting or a Special Meeting of the Board, by which time a determination shall have been made as to whether to lift the suspension or remove the Board member.
- (b) **Removal.** Any or all of the Directors may be removed with or without cause by a two-thirds (2/3) majority vote of the Board.

Section 4.7 Meetings

- (a) Regular Meetings. Regular Meetings of the Board of Directors shall be held on a schedule determined by resolution of the Board of Directors.
- (b) Special Meetings.
 - (i) Special Meetings of the Board of Directors may be called at any time by the President, Secretary, or by any Director upon written demand of not less than three Directors, at such time and place as may be specified in the notice of the meeting.
 - (ii) Notice of a Special Meeting shall be given personally or by telephone, electronic mail, facsimile or first class mail and shall state the purposes, time and place of the meeting. If notice is given personally or by telephone it shall be given not less than three (3) days before the meeting; if it is given by electronic mail, facsimile or first class mail, it shall be given not less than five (5) days before the meeting. Notice of a meeting need not be given to any Director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. A waiver of notice may be written or electronic. If such waiver is written, the waiver must be executed by the Director or such Director's authorized agent by signing such waiver, which signature may be by facsimile signature. If such waiver is electronic, the transmission of the waiver must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Director.

Section 4.8 Quorum. A quorum shall be required for the legal and proper conduct of the business of the Board of Directors. A majority of the total number of members of the Board of Directors then in existence shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Director.

Section 4.9 Adjournment. A majority of Directors present at a meeting of the Board of Directors, whether or not a quorum is present, may adjourn any

meeting to another time and place. Notice of the adjournment shall be given to all Directors who were absent at the time of the adjournment, and unless such time and place are announced at the meeting, to the other Directors.

Section 4.10 Organization.

- (a) President. At all meetings of the Board of Directors, the President shall preside. In the absence of the President, the Vice President, Secretary, or Treasurer, in that order, shall preside.
- (b) Secretary. At all meetings of the Board of Directors, the Secretary, or, in his/her absence, any Assistant Secretary or, in his/her absence, another Director chosen by the Board, shall act as secretary of the meeting.

Section 4.11 Action by the Board of Directors.

- (a) Action Defined. Each Director shall have one vote. Except as otherwise provided by law or in these Bylaws, an "Action," or "Act," of the Board of Directors shall mean an action at a meeting of the Board authorized by vote of a majority of the Directors present at the time of the vote, provided a sufficient quorum is present. The purchase, sale, mortgage, lease, exchange, or other disposal of real property of the Corporation shall only be authorized by vote of a majority of the Directors of the Board or the majority of a Committee authorized by the Board, provided that if such assets constitute all, or substantially all, of the assets of the Corporation, then the vote of two-thirds (2/3) of the entire Board of Directors shall be required. The sale, lease, exchange or other disposition of all, or substantially all, of the assets of the Corporation may also be authorized by a court of competent jurisdiction in the county where the Corporation maintains its principal place of business, if required by law.
- (b) Electronic Communication. Directors may participate in any meetings of the Board of Directors via a teleconference, telephone, video screen or similar means of electronic communication, provided that the means utilized allow the participants of the meeting to hear each other at all times.

- (c) Attendance. A Director who has missed three (3) consecutive meetings without reasonable cause shall be asked to resign. After the second meeting, the Secretary shall mail a letter to the subject Board member informing him/her that if he/she does not attend the third meeting, a motion to this effect will be made at the fourth meeting. He/she may attend this fourth meeting to argue in his/her defense.

ARTICLE V. ANNUAL MEETING OF THE CORPORATION

Section 5.1 The Annual Meeting shall be held in March, at a time and place to be determined by the Board of Directors (the “March Meeting”). Such meeting shall be open to the entire community.

Section 5.2 At the Annual Meeting, new directors shall be introduced and all Committees of the Board shall submit written reports on the progress and accomplishments of the prior year.

Section 5.3 The Agenda and Call to Meeting are to be sent to each Director.

ARTICLE VI. OFFICERS

Section 6.1 Officers, Election, Term. Officers shall be elected at the first meeting of the Board of Directors following the Annual Meeting of the Corporation. The Board of Directors shall elect by majority vote a President, Vice President, Secretary and Treasurer, and such other Officers as it may determine, who shall be given such duties, powers and functions as hereinafter provided. Officers shall be elected to hold office for one (1) year from the date of election. Each Officer shall hold office for the term for which he/she is elected and until his/her successor has been elected. Each Officer is eligible for re-election to his/her office for the duration of his/her term as a Director. No person shall hold more than one office at any given time.

Section 6.2 Removal & Resignation. Officers serve at the discretion of the Board of Directors. Any Officer elected by the Board may be removed for cause by the Board. In the event of the death, resignation or removal of an Officer, the Board of Directors by majority vote shall elect an acting successor to fill the un-expired term from among the sitting Directors. Any Officer so elected shall hold office until the Board Meeting following the Annual Meeting of the Corporation and is eligible for re-election.

Section 6.3 Duties.

- (a) **President.** The President shall perform all duties as may be prescribed by the Board of Directors from time to time. The President shall supervise and control all of the business and affairs of the Corporation, subject to the advice of the Board. He/she shall preside at all meetings of the Board of Directors and shall coordinate the work of the Officers and Committees. The President, or any other officer of the Corporation authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or, by these Bylaws or by statute, to some other Officer or agency of the Corporation. The President is an ex-officio member of each Committee. No employee of the Corporation shall serve as President of the Board or hold any other title with similar responsibilities.
- (b) **Vice President.** In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board of Directors.
- (c) **Secretary.** The Secretary shall record the minutes of the meetings of the Board of Directors in a manner specified by the Board of Directors, or as required by law. The Secretary shall keep a register of the post office address, e-mail address and phone numbers of each Director 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 him/her by the President and/or the Board of Directors.
- (d) **Treasurer.** The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the Corporation. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties from time to time as may be assigned to him/her by the President or by the Board of Directors, subject to the oversight of the Board. He/she shall report to the Board at all meetings. The Treasurer shall serve as a member of the Finance & Audit Committee,

but shall not serve as chair of the Finance & Audit Committee unless the Board of Directors determines that no other members of the Finance & Audit Committee are appropriately qualified to serve as chair.

- (e) Executive Director. The Board of Directors may employ an Executive Director. The Executive Director shall be the principal administrative officer of the Corporation, charged with the duties of effectuating the purposes of the Corporation, carrying out the directives of the Board of Directors in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of the Corporation are carried out. He/she shall have general charge, oversight and direction of the affairs and business of the Corporation, and sole responsibility for the employment and discharge of staff, subject to the overall control and direction of the Board. The Executive Director shall be responsible for maintaining the minutes and ensuring the safety and security of the corporate seal.

ARTICLE VII. COMMITTEES

Section 7.1 Appointments.

- (a) Committees of the Board (committees comprised of three or more Directors). By a majority vote, the Board of Directors shall appoint members of the Board to serve for a one year term on the following standing Committees (each, a “Board Committee”): Executive; Finance & Audit; Daily Money Management; Nominating; and Personnel. Chairs of Board Committees shall be appointed by the President from among the Directors for a term of one year. Membership on the Personnel Committee shall be open to non-members of the Board upon application of the Chair of the Committee and approval of a majority of the Board of Directors. Committee members who are not members of the Board may participate in committee activities but may not vote. Committees comprised of three or more Directors that also have non-Board members will be known as committees of the Board.
- (b) Committees of the Corporation. Additional Committees (each, a “Committee of the Corporation” and, together with each Board Committee, the “Committees”) may be created and Committee

members appointed by a majority vote of the Board of Directors, as may be needed for special purposes as determined by the Board. Chairs of all Committees of the Corporation shall be appointed by the President from among the Directors for a term of one year. Membership on all Committees of the Corporation shall be open to non-members of the Board.

- (c) Committees, other than Committees of the Board, whether created by the Board or otherwise, shall be Committees of the Corporation. Such Committees of the Corporation may be elected or appointed in the same manner as Officers of the Corporation, but no such Committee shall have the authority to bind the Board.
- (d) Sub-Committees. Sub-Committees may be created and Sub-Committee members appointed by a majority vote of Committee members as may be needed for special purposes. Chairs of Subcommittees shall be appointed by the Chair of the Committee from among Committee members for a term of one year. Sub-Committees of the Executive, Nominating, Finance & Audit, and Daily Money Management Committees shall be composed exclusively of Directors.

Section 7.2 Powers and Responsibilities. Each Committee and every member thereof shall serve at the pleasure of the Board of Directors, with the Committee Chair serving at the pleasure of the President. Except as otherwise provided by Section 7.6 of this Article, no Committee shall have the power to represent, bind or otherwise speak for the Corporation without the express consent of the Board of Directors. Each Committee shall regularly report to the Board of Directors.

Section 7.3 Qualifications. The Board of Directors may establish qualifications for Committee membership.

Section 7.4 Meetings. Unless otherwise provided herein, meetings of Committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the Chair of the Committee or by a majority vote of all of the members of the Committee.

Section 7.5 Quorum and Manner of Acting. Unless otherwise provided by resolution of the Board of Directors, a majority of all of the members of a Committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the Committee shall be the act of the

Committee. The procedures and manner of acting of the Committees of the Board shall be subject at all times to the oversight of the Board of Directors.

Section 7.6 Executive Committee.

- (a) The elected Officers of the Corporation, to wit: the President, Vice President, Secretary and Treasurer shall constitute the Executive Committee. Additional Directors may be appointed to serve on the Committee at the discretion of the Board. The President shall serve as the Chair of the Executive Committee. The Executive Committee shall maintain supervision of the business and affairs of the Corporation and shall be empowered to transact only such business as may be necessary between meetings of the Board of Directors. The Committee shall be responsible for hiring, training, supervising, evaluating and, if necessary, terminating the Corporation's Executive Director. The Committee shall also be responsible for ensuring that the Corporation engages in strategic planning. Meetings of the Committee may be called by the Chair or by any two (2) members of the Committee. The Committee shall submit a report of its actions at the next regularly scheduled or special meeting, of the Board of Directors.
- (b) The Executive Committee, with input from the Finance & Audit Committee, shall be authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation, and shall determine who shall be authorized from time to time to sign checks, drafts or other orders for the payment of money, acceptance, notes or other evidences of indebtedness. The Executive Committee may enter into contracts and execute and deliver other documents and instruments on behalf of the Corporation. All such documents and instruments shall be signed by at least two (2) authorized Officers or selected agents of the Corporation.

Section 7.7 Finance & Audit Committee.

- (a) The Finance & Audit Committee shall be elected by a majority of the Board of Directors from among the Directors.
- (b) Membership on the Finance & Audit Committee shall not be open to non-Board members. Notwithstanding the foregoing, upon application

of the Chair of the Committee and approval of a majority of the Board of Directors, non-Board members may serve as Committee observers and observe meetings of the Finance & Audit Committee, but may not participate in deliberations of the Committee or vote on any matters before the Committee. Additionally, upon request by the Finance & Audit Committee, non-Board members may attend deliberations of the Committee for the sole purpose of providing technical assistance and/or information on a particular subject.

- (c) Independent Auditor's Report
 - (i) An independent certified public accountant (the "Independent Auditor") shall be selected by the Corporation to conduct a yearly independent auditor's report (the "Independent Auditor's Report") for the Corporation. Such Independent Auditor shall be hired by a majority vote of the Board after a review and vetting of such Independent Auditor by the Finance & Audit Committee. In no circumstance shall the Corporation's Independent Auditor; or a partner, associate or employee of the auditor's firm or practice; or, an immediate family member or household member of the auditor, or a partner, associate or employee of his/her firm or practice, serve on, or otherwise volunteer his/her services to, the Committee.
 - (ii) The scope of the Independent Auditor's Report shall include a review of the Corporation's financial statements and notes related to such financial statements, which are comprised of an end of year Statement of Financial Position and related Statements of Activities, Cash Flows and Functional Expenses. The Independent Auditor shall make a formal presentation of the Independent Auditors Report and related recommendations to the Board. The Independent Auditor shall also present a management letter to the Board containing its audit opinion.
- (d) The Treasurer of the Corporation shall serve as a member of the Finance & Audit Committee, but shall be precluded from serving as its Chair to the extent practicable, as determined by the Board of Directors.

- (e) The Committee shall propose a budget for approval by the Board of Directors; propose policies governing the Corporation's finances and audits for adoption by the Board; review any and all audits of the Corporation or contracts performed at its behest; and, respond in writing, subject to the ultimate approval of the Board of Directors, to such audits, including the management letter, stating any and all remedies to deficiencies or improvements in fiscal policies and procedures cited or recommended.
- (f) The funds of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such manner as the Finance & Audit Committee, with approval of the Board of Directors, may deem desirable.
- (g) All decisions and actions (including the basis for such decisions and actions) taken by the Finance & Audit Committee shall be recorded in the minutes.

Section 7.8 Nominating Committee. The Nominating Committee shall consist of members of the Board of Directors. The Committee shall determine the number of vacancies and seek out candidates to fill those vacancies; establish a slate of candidates to be presented to the Board of Directors and move for its adoption; prepare and distribute biographical information on the candidates; provide orientation materials to new Board members.

Section 7.9 Personnel Committee. The Personnel Committee shall consist of members of the Board of Directors as well as non-Board residents of Morningside Gardens. The Chair of the Committee must be a member of the Board of Directors. The Committee shall be responsible for overseeing the personnel policies, procedures and practices of MRHS in order to ensure optimal functioning of the staff as well as compliance with all applicable laws. The Committee shall screen potential hires for vacant and/or new positions; develop new personnel policies, procedures and practices and update existing ones; maintain the Policies and Procedures manual; Review policies, procedures and practices of volunteers and report updates in the volunteer manual to the Board of Directors. The evaluation of the Executive Director shall be conducted by the Chair of the Personnel Committee and the Board President.

ARTICLE VIII. ANNUAL AUDIT

Section 8.1 The accounts of the Corporation shall be audited each year by an Independent Auditor who is not an officer, board member or employee of the Corporation.

ARTICLE IX. FIDUCIARY DUTY OF LOYALTY; AVOIDANCE OF CONFLICT OF INTEREST

Section 9.1 Duty of Loyalty. Each Officer and Director is a fiduciary of the Corporation, and, as such, has an obligation to act in the best interests of, and with the utmost good faith toward, the Corporation, in accordance with principles of morality, fidelity, loyalty, trust and fair dealing. Each Officer or Director shall act in strict compliance with the Conflict of Interest Policy of the Corporation, adopted as of the date hereof and shall not (a) engage in, or condone, any conduct that is disloyal, disruptive, damaging or that competes with the Corporation or (b) take any action, or establish any interest, that compromises his/her ability to represent the Corporation's best interest.

ARTICLE X. HARASSMENT

Section 10.1 Harassment of any kind will not be tolerated by this Corporation. Any Officer or Director who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language, shall report it immediately to any member of the Executive Committee who is not the subject of such allegation. The Executive Committee member receiving such a complaint shall report it immediately to the Executive Committee for appropriate action. Any Officer or Director who is aware of such verbally or physically abusive conditions shall report such activity immediately to a member of the Executive Committee who is not the subject of such allegation. The Executive Committee shall take appropriate action on every such bona fide complaint.

Section 10.2 This general policy shall be reflected in the personnel policies and program procedures promulgated by the Corporation to cover its staff, as appropriate. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and procedures.

ARTICLE XI. INDEMNIFICATION OF AND INSURANCE FOR DIRECTORS, OFFICERS, EMPLOYEES AND VOLUNTEERS

Section 11.1 Authorized Indemnification. Unless clearly prohibited by these Bylaws or by law, this Corporation shall indemnify any person (an "Indemnified Person") made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Corporation, by reason of the fact that he/she (or his/her Testator or Administrator, if then deceased), whether before or after adoption of this Article: (a) is or was a Director o[f] r Officer of the Corporation, or; (b) is serving or served, in any capacity, at the request of the Corporation, as a Director or Officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Corporation shall have consented to such settlement) and reasonable expenses. Reasonable expenses shall include attorneys' fees and costs of investigation incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

Section 11.2 Prohibited Indemnification. The Corporation shall not indemnify any person if a judgment, or other final adjudication adverse to any Indemnified Person, establishes, or the Board of Directors in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he/she personally garnered any financial profit or other advantage to which he/she was not legally entitled.

Section 11.3 Advancement of Expenses. The Corporation shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Corporation, pay or reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Corporation, with interest, for any amount advanced for which it is ultimately determined that he/she is not entitled to be indemnified under the law or these Bylaws. An Indemnified Person shall cooperate in good faith with any request by the Corporation that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

Section 11.4 Indemnification of Others. Unless clearly prohibited by law or these Bylaws, the Board of Directors may approve indemnification by the Corporation, as set forth in Section 11.1 of this Article, or advancement of expenses as set forth in Section 11.3 of this Article, to a person (or his /her Testator or Administrator, if then deceased) who is or was employed by the Corporation or who is or was a volunteer for the Corporation, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the Corporation in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 11.5 Court Mandated Indemnification. Indemnification mandated by an order of a court of competent jurisdiction shall be paid.

Section 11.6 Determination of Indemnification. After termination or disposition of any actual or threatened action against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Directors shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur, the Board of Directors must find that such indemnification will not violate the provisions of Section 11.2 of this Article. No Director with a personal interest in the outcome, or who is a party to such action concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Directors is not obtainable, the Board of Directors shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

Section 11.7 Binding Effect. Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

Section 11.8 Insurance. The Corporation is required to purchase Directors and Officers liability insurance. To the extent permitted by law, such insurance shall insure the Corporation for any obligation it incurs as a result of this Article and it also may directly insure the Directors, Officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled to be indemnified.

Section 11.9 Nonexclusive Rights. The provisions of this Article shall not exclude any other rights to which any person may be entitled under law or contract. The Board of Directors is authorized to enter into agreements on behalf of the Corporation with any Director, Officer, employee or volunteer to provide them with rights to indemnification, or advancement of expenses in connection with potential indemnification, in addition to the provisions in this Article, subject in all cases to the limitations of this Article.

ARTICLE XII. CONSTRUCTION

Section 12.1 If there is any conflict between the provisions of the Certificate of Incorporation and these Bylaws, provisions of the Certificate of Incorporation shall govern.

ARTICLE XIII. DISSOLUTION

Section 13.1 This Corporation may be dissolved by a two-thirds (2/3) majority vote of the Board of Directors, following a dissolution plan prepared by the Board in accord with the provisions of the New York State Not-For-Profit Corporation Law. Upon dissolution of the Corporation, any residual assets shall be donated to a not-for-profit organization(s) with the purposes of this Corporation.

ARTICLE XIV. AMENDMENTS

Section 14.1 The Bylaws of the Corporation may be amended or revised at any meeting of the Corporation called for this specific purpose, provided that the proposed amendment(s) shall have been submitted to the Board of Directors in writing one month prior to the meeting at which it/they will be voted up

A two-thirds (2/3) majority of Directors entitled to vote is required for amendment.

These Bylaws do not provide for proxy voting.

Adopted by the MRHS Board of Directors on June 25, 2015