

CHAPTER BY-LAWS
BY-LAWS OF THE NEW JERSEY ASSOCIATION
FOR THE TREATMENT OF SEXUAL ABUSERS
(NJ-ATSA)
A NONPROFIT CORPORATION

ARTICLE ONE. OFFICES

Section One. Principal Office.

The principal office of this corporation in the United States of America shall be located in the Borough of Freehold, New Jersey.

Section Two. Other Offices.

The corporation may have such other offices as the Board of Trustees may from time to time determine.

ARTICLE TWO. PURPOSES

The purposes for which this corporation is organized shall be those purposes set forth in the Articles of Incorporation of this corporation.

ARTICLE THREE. MEMBERSHIP

Section One. Classes of Membership.

Any ATSA member in good standing may become a member of NJ-ATSA upon receipt of Chapter dues. There are four classes of members. Clinical (a minimum of a Master's Degree or equivalent, Affiliate (Bachelor's degree or equivalent), Associate, and Student. No more than one membership may be held by any one individual. The rights and privileges of all individual members shall be equal. Each individual member shall be entitled to one (1) vote.

Section Two. Property Rights.

No member shall have any right, title, or interest in any of the property of assets, including any earnings or investment in income of this corporation, nor shall any of such property or assets be distributed to any member upon the dissolution of this corporation.

Section Three. Liability of Members.

No member of this corporation shall be personally liable for any of the corporation's debts, liabilities, or obligations.

Section Four. Transfer, Termination, and Reinstatement.

- a) Membership in the corporation is nontransferable.
- b) Membership shall automatically terminate on the resignation from NJ-ATSA, resignation from ATSA, death of a member, or the member's failure to pay the dues.
- c) If a member no longer meets the minimum requirements for members established by the NJ-ATSA Board of Trustees, the member may be expelled from membership by the two-thirds majority vote of the NJ-ATSA Board of Trustees, taken after the member has had an opportunity to be heard by the NJ-ATSA Board members. A challenge to the qualification of a member for continued membership in the corporation and the scheduling of a hearing thereon shall require the vote of at least one-third (1/3) of the members of the NJ-ATSA Board of Trustees. The NJ-ATSA Board of Trustees shall give the member not less than twenty-one (21) nor more than sixty (60) days prior written notice of such hearing and shall include in the notice the reasons for the proposed termination. Written notice shall be given by first class mail sent to the last address of the members shown on the corporation's records.
- d) Individuals whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE FOUR. CERTIFICATES OF MEMBERSHIP

Section One. Certificates of Membership.

The Board of Trustees may provide for the issuance of certificates of evidencing membership in the corporation, which shall be of such form as may be determined by the Board. Such certificates shall be signed by the president, the secretary or the executive director, and shall be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any, certificate may be issued on such terms and conditions as the Board of Trustees may determine.

ARTICLE FIVE. MEMBERSHIP DUES

Section One. Annual Dues.

The Board of Trustees may determine from time to time the amount of initiation fee, if any, and the amount of annual dues payable to the corporation by members.

Section Two. Payment of Dues.

Dues shall be payable in advance prior to January 31st each fiscal year. Payment of dues shall be considered to be late after that date, resulting in a higher fee.

Section Three. Default and Termination of Membership.

When any member shall be in the default in the payment of dues for a period of ninety (90) days from the beginning of the fiscal year or period in which such dues become payable, their membership shall thereupon terminate.

ARTICLE SIX. MEETINGS OF MEMBERS

Section One. Annual Meeting.

An annual meeting of the members shall be held at a time designated by the Board of Trustees and at such place or places as the Board of Trustees may from time to time by resolution designate. Appropriate for consideration at such meetings shall be the election of officers, and such other corporate business as may come before the meeting.

Section Two. Special Meetings.

Special meetings of members may be called by the president or a majority of the Board of Trustees, or not less than one-tenth of such members as may be qualified to vote.

Section Three. Place of Meeting.

The Board of Trustees may designate any place, within the U.S. as a place of meeting for any annual or special meeting of members.

Section Four. Notice of Meetings.

Written or electronic notice stating the place, day and hours of any meeting of members shall be delivered personally or by surface or computer mail, to each member entitled to vote at such meeting, not less than twenty-one (21) nor more than sixty (60) days prior to the date of such meeting, by the direction of the president, secretary, or such officers or person as are calling the meeting. In case of special meetings, or when required by these By-laws or by law, the purpose

or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of the meeting shall be deemed delivered when deposited in the mail, postage prepaid, addressed to relevant members at their addresses as listed on the records of the corporation at the time of mailing.

Section Five. Quorum.

Members holding twenty-five percent (25%) of the total votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

Section Six. Proxies.

At any meeting of members, members entitled to a vote may vote by proxy executed in writing by the member or by their duly authorized attorney in fact. No proxy shall be valid after seven (7) days from its date of execution unless otherwise provided in the proxy.

Section Seven. Informal Action of Members.

Any action required or permitted to be taken at any meeting of members may be taken without such meeting if a consent, in writing, setting for the action to be taken, shall be signed by all members entitled to vote with respect thereto.

Section Eight. Voting by Surface or Electronic Mail

- a) Any action that may be taken at a meeting of members may be taken without a meeting if the Board of Trustees delivers a written ballot to every member entitled to vote on the matter.
- b) The written ballot shall:
 - i. Set forth each proposed action; and
 - ii. Provide an opportunity to vote "Yes," "No," or abstain from voting on each proposed action.
- c) Approval by written ballot shall be valid only when:
 - i. The number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and
 - ii. The number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

- d) All solicitation for votes by written ballot shall:
 - i. Indicate the number of responses needed to meet the quorum requirements;
 - ii. State the percentage of approvals necessary to approve each matter other than election of directors; and
 - iii. Specify a reasonable time by which a ballot must be received by the corporation in order to be counted.
- e) A written ballot may not be revoked.

ARTICLE SEVEN. BOARD MEMBERS

Section One. Number.

The number of Board members of this corporation shall be established by the Board of Trustees, but in no event shall be less than three (3) or more than twenty (20), including those officers of the corporation who are Board members as provided in Article Eight, Section One of these By-laws.

Section Two. Term of Office.

For the initial Board, one third (1/3) of the board shall serve for one year; one third (1/3) for two years, and one third (1/3) for three years. Thereafter, each Board member shall serve for three (3) years. The term of office for each Board member who is an officer shall coincide with his/her term of office as an officer. All terms begin at the start of the fiscal year of the corporation, currently July 1.

Section Three. Election.

Non-officer Board members shall be elected by the Board of Trustees by a vote of at least two-thirds of the members of the Board. At the Board's option, one or more non-officer Board Member(s) may be elected at the annual meeting of members of the corporation, or at a special meeting of such members called for that purpose, by a majority of the members attending such meeting. If non-officer Board members are to be elected by the members, nominations shall be distributed by surface of computer mail to the membership at least twenty-one (21) days prior to the meeting at which the election is to take place.

Section Four. Powers.

Except as otherwise provided in the Articles of Incorporation, or by law, the powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Trustees, which may, however, delegate the performance of any duties or exercise of any

powers to such officers and agents as the Board may from time to time, by resolution, designate.

Section Five. Replacement of Board Members.

- a) Whenever a vacancy exists on the Board of Trustees, whether by death, resignation, or otherwise, the vacancy shall be filled by the existing Board of Trustees electing a replacement with a vote of at least two-thirds of the members of the Board.
- b) Any member of the Board may be removed by the vote of at least two-thirds of the members of the Board at a special meeting called for that purpose. At any such meeting, any vacancy caused by the removal may be filled.
- c) Any person elected to fill a vacancy in the Board of Trustees shall hold office for the unexpired term of the predecessor, subject to the power of removal contained herein.

Section Six. Compensation.

No member of the Board of trustees shall receive any compensation from the corporation.

Section Seven. Meetings.

- a) Meetings shall be held at such place or places as the Board of Trustees may from time to time, by resolution designate; or, in the absence of such designation, at the principal meeting place of the corporation.
- b) Notice of meetings regularly scheduled by the Board of Trustees shall be signed by the secretary and sent, via surface or electronic mail, to each Board member at the address last recorded on the books of the corporation, not less than twenty-one (21) nor more than (60) days prior to the date thereof; provided, however, that this requirement may be waived by the resolution of the Board of Trustees.
- c) The president may, as deemed necessary and appropriate, and the president-elect shall, if so requested in writing by two members of the Board, call a special meeting of the Board. In such event, twenty-four (24) hours' notice by telephone, electronic mail, or facsimile to each Board member shall be deemed sufficient.
- d) A majority of the Board of Trustees, including at least one (1) officer, shall constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a majority, as described in this section, of the members of the Board are present at any meeting a majority of the Board members present may adjourn the meeting from time to time without further notice.
- e) Except as may otherwise be provided in these By-laws, or in the Articles of Incorporation of this corporation, or by law, the act of a majority of the Board members present at any meeting at which a quorum is present shall be the act of the Board of Trustees.

- f) All meetings of the Board of Trustees shall be governed by Robert's Rules of Order, including such revisions thereof as may from time to time be published, except insofar as rules are inconsistent with these By-laws, with the Articles of Incorporation of this corporation, or with applicable law.

ARTICLE EIGHT. OFFICERS

Section One. Designation of Officers.

The officers of the corporation shall be the president; president-elect, secretary, treasurer, and such other officers as may be elected or appointed in accordance with the provisions of this article. The president, president-elect, secretary, and treasurer shall be members of the Board of Trustees. The term of each office shall be determined by the Board of Trustees.

Section Two. Election and Term of Office.

The president, president-elect, secretary, and treasurer of the corporation shall be nominated by general members of the corporation and/or a nomination committee appointed by the Board of Trustees and consisting of members of the Board and/or of the general membership. Such nominations will be distributed by surface or electronic mail to the membership at least twenty-one (21) days prior to the annual meeting for that year. Officers will then be elected by a majority of members of the corporation attending that meeting or via surface or electronic mail balloting. If the election of officers shall not be held by such meeting, such election shall be held as soon thereafter as may be convenient. Additional officers may be created and filled at any meeting of the Board. Each officer shall hold office until the officer's successor has been duly elected and qualified. All terms begin at the start of the fiscal year of the corporation, currently July 1.

Section Three. Removal.

Any officer elected by the membership may be removed as provided in Article Seven, Section Five, subsection (b) of these By-laws. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the interests of the corporation would be thereby best served. Any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section Four. Vacancies.

A vacancy in any office, which due to death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section Five. President.

The president shall be the chief executive officer of the corporation, and shall exercise general supervision and control over all activities of the corporation. The president shall preside at all meetings of members and of Board members. The president may sign, with the secretary or other officer duly authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board of Trustees, except in cases where the signing and execution thereof shall have been expressly delegated by the Board of Trustees, by these By-laws, or by law to some other officer or agent of the corporation; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees.

Section Six. President-elect.

In the absence of the president or in the event of the president's inability or refusal to act, the president-elect 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 president-elect shall perform such duties as may from time to time be assigned by the president or by the Board of Trustees.

Section Seven. Past-president.

In the absence of the president and president-elect or in the event of their inability or refusal to act, the Past-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 Past-president shall perform such duties as may from time to time be assigned by the president or by the Board of Trustees.

Section Eight. Secretary.

The secretary shall keep the minutes of meetings of members and of the Board of Trustees, in one or more books provided for that purpose; see that all notices are duly given in accordance with these By-laws or as required by law; be custodian of the corporate records and of the seal of the corporation; keep a membership book containing the names and addresses of all members and the Board members of the corporation, and with respect to any membership that has been terminated, record that fact together with the date of termination; exhibit to any Board members of the corporation, or to their agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these By-laws, the Articles of Incorporation, the membership book, the minutes of any meetings, and the other records of the corporation.

Section Nine. Treasurer.

If so required by the Board of Trustees the treasurer shall be bonded for the faithful discharge of the duties of the position in such sum and with such surety or sureties as the Board of Trustees may deem appropriate. The cost of the bonding shall be an expense of the corporation. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees; and in general perform all duties incidental to the office of treasurer and such other duties as may from time to time be assigned to the treasurer by the president or by the Board of Trustees.

Section Ten. Executive Director

The executive director provides support to the NJ-ATSA president, Board of Trustees and members to help advance NJ-ATSA's mission and goals. Responsibilities include: representing the NJ-ATSA Board and membership at committees, meetings, hearings and other public forums; assisting with monthly and annual meeting coordination; drafting correspondence, memoranda and policies on behalf of the Board and membership; and, identifying and tracking pertinent legislation. The executive director is appointed by, and serves at the pleasure of, the NJ-ATSA president and Board. The salary is determined by the president and the Board and is subject to change. The executive director is reimbursed for transportation costs at the Federal General Services Administration rate.

Section Eleven. Survivor Representative

The survivor representative is an experienced and respected member of the survivor [of sexual abuse] professional community, appointed by the president and Board, who ensures that NJ-ATSA's mission and goals are aligned with prevention and advocacy. This includes offering feedback that elevates the voices of survivors of sexual violence and abuse when the president, Board of Trustees, members or executive director communicate with external entities, select future training topics and presenters, develop policies, and prepare for a written response or personal appearance as requested by external agencies, committees, hearings and other public forums and individuals.

Section Twelve. Honorary Board Member

An individual who has demonstrated an exceptional contribution to the sexual abuse field, the NJ-ATSA membership and/or Board of Trustees may be designated as honorary board member by the president and Board. This lifetime appointment may be instituted when the Board is presented with an individual who has consistently demonstrated extraordinary activities

including volunteerism, professionalism and/ expertise within the individual's discipline and/or area of expertise.

ARTICLE NINE.

LIABILITY OF MEMBERS OF THE BOARD OF TRUSTEES AND OFFICERS

A Board member or officer shall have no personal liability to the corporation for monetary damages for conduct as a Board member or officer except for:

- a) Any breach of the Board member's or officer's duty of loyalty to the corporation;
- b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c) Any unlawful distribution under U.S. law; or
- d) Any transactions from which the Board member or officer derived an improper personal benefit;
- e) Any act or omission which involves a conflict of interest between the director or officer and the corporation;
- f) Any unlawful loans to the Board member or officer or guarantees of the board member's or officer's obligations by the corporation; and
- g) Any act or omission occurring prior to the date that this Article becomes effective.

For such purposes of this Article, an officer means a person who serves without compensation for the services as an officer.

ARTICLE TEN. INDEMNITY OF MEMBERS OF THE BOARD OF DIRECTORS AND OFFICERS

In furtherance and not in limitation of the powers conferred by statute:

Section One. Authority to Indemnify.

- a) Subject to Section Four below, this corporation shall indemnify an individual, who is made a party to a proceeding because the individual is or was a Board member, against liability incurred in a proceeding if:
 - i. The conduct of the individual was in good faith.
 - ii. The individual reasonably believed that the individual's conduct was in the best interests of the corporations, or at least not opposed to its best interest; and

- iii. In the case of any criminal proceeding, the individual had not reasonable cause to believe the individual's conduct was unlawful.
- b) The termination of a proceeding by judgment, order, settlement conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Board member did not meet the standard of conduct described in this section.
- c) The corporation may not indemnify a Board member under this section:
 - i. In connection with a proceeding by or in the right of the corporation in which the Board member was adjudged liable to the corporation; or
 - ii. In connection with any other proceeding charging improper personal benefit to the Board member in which the Board member was adjudged liable on the basis that personal benefit was improperly received by the Board member.
- d) Indemnification permitted under this section in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section Two. Advance for Expenses.

- a) Subject to Section Four below, this corporation shall pay for or reimburse the reasonable expenses incurred by a Board member who is a party to a proceeding in advance of final disposition of the proceeding if:
 - i. The Board member furnishes the corporation a written affirmation of the Board member's good faith belief that the Board member has met the standard of conduct described in Section One of this Article; and
 - ii. The Board member furnishes the corporation of a written undertaking, executed personally or on the Board member's behalf, to repay the advance if it is ultimately determined that the Board member did not meet the standard of conduct.
- b) The undertaking required by paragraph (ii) of subsection (a) of this section must be an unlimited general obligation of the Board member but need not be secured and may be accepted without reference to financial ability to make repayment.

Section Three. Court Ordered Indemnification.

A Board member of this corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court

considers necessary, may order indemnification if it determines:

- a) The Board member is entitled to indemnification under Section Seven of this Article in which case the court shall also order the corporation to pay the Board member's reasonable expenses incurred to obtain court ordered indemnification; or
- b) The Board member is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not the Board member met the standard of conduct set forth in Section One of this Article or was adjudged liable whether the liability is based on a judgment, settlement or proposed settlement or otherwise.

Section Four. Determination and Authorization of Indemnification.

- a) This corporation may not indemnify a Board member under Section One of this Article unless authorized in the specific case after a determination has been made that indemnification of the Board member is permissible under the circumstances because the Board member has met the standard of conduct set forth in Section One of this Article.
- b) A determination that indemnification of a Board member is permissible shall be made:
 - i. By the Board of Trustees by majority vote a quorum consisting of Board members not at the time parties to the proceeding;
 - ii. If a quorum cannot be obtained under paragraph (a) of this subsection, by a majority vote of a committee duly designated by the Board of Trustees consisting solely of two or more Board members not at the time parties to the proceeding. However, Board members who are parties to the proceeding may participate in the designation of the committee;
 - iii. By special legal counsel selected by the Board of Trustees or its committee in the manner prescribed in paragraph (i) or (ii) of this subsection or, if a quorum of the Board of Trustees cannot be obtained under paragraph (i) of this subsection and a committee cannot be designated under paragraph (ii) of this subsection, the special legal counsel shall be selected by majority vote of the full Board of Trustees, including Board members who are parties to the proceeding; or
 - iv. By the members.
- c) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by the entitled under paragraph (iii) of subsection (b) of this section to select counsel.

Section Five. Indemnification of Officers, Employees and Agents.

- a) An officer of this corporation is entitled to mandatory indemnification under Section Seven and is entitled to apply for court ordered indemnification under Section Three of this Article, in each case to the same extent as a Board member under this Article.
- b) Subject to Section Four, this corporation shall indemnify and advance expenses under all other section of this Article to an officer, employee or agent of the corporation to the same extent as a Board member.

Section Six. Insurance.

This corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a Board member, officer, employee or agent of the corporation or who, while a Board member, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a Board member, officer, partner, employee or agent of the corporation, is or was serving at the request of the corporation as a Board member, officer, partner, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The corporation may purchase and maintain the insurance even if the corporation has no power to indemnify the individual against the same liability under this Article.

Section Seven. Mandatory Indemnification.

Notwithstanding the forgoing, this corporation shall indemnify a Board member, agent, officer or employee who is wholly successful on the merits or otherwise in the defense of any proceeding to which they were a party because of being a Board member, agent, officer or employee against reasonable expenses incurred in connection with the proceeding.

ARTICLE ELEVEN. COMMITTEES

Section One. Executive Committees.

By a majority vote of the Board of Trustees in office, the Board of Trustees may, by resolution duly adopted, establish one or more committees, each of which shall be chaired by a board member and shall consist of at least one Board member. Such committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation; provided, however, that the designation of such committees and delegations of authority thereto shall not operate to relieve the Board of Trustees, or any Board member individually, of any responsibility imposed on it or the individual

by these By-laws or by law.

Section Two. Other Committees.

Other committees not having and exercising the managerial authority of the Board of Trustees, may be established by resolution duly adopted by the majority vote of the Board of Trustees. Except as may otherwise be provided by resolution, a chairperson who shall be a Board member, and members of committees shall be members of the corporation are selected by appointment of the president and the Board. Any member may be removed by the person or persons authorized to appoint that member, whenever in the judgment of such person or persons the interests of the corporation would be best served by such removal.

ARTICLE TWELVE. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section One. Contracts.

The Board of Trustees may, by resolution duly adopted, authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general, or confined to specific instances.

Section Two. Gifts and Contributions.

The Board of Trustees may accept on behalf of the corporation any contribution, gift bequest, or devise of any property whatsoever, for the general and special purposes of the corporation.

Section Three. Deposits.

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

Section Four. Checks, Drafts, Orders of Payment.

All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, Board member or members, agent or agents of the corporation and in such manner as the Board of Trustees shall from time to time be resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant to the treasurer, and countersigned by the president or president-elect of the corporation.

ARTICLE THIRTEEN. MISCELLANEOUS

Section One. Books and Records.

The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Trustees, and committees, and shall keep in the registered or principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the corporation may be inspected by any Board member, or member, or the agent or attorney of either, or any proper person, at any reasonable time.

Section Two. Fiscal Year.

The fiscal year of the corporation shall begin on the first (1st) day of July and end the last (30th) day of June in each year.

Section Three. Waive of Notice.

Whenever any notice is required to be given under the provisions of the Articles of Incorporation of the By-laws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE FOURTEEN. AMENDMENTS

Section One. Power of Board Members and Members to Amend By-laws.

The By-laws of this corporation may be amended, repealed, or added to, or new By-laws may be adopted by the vote or written assent of a majority of the Board of Trustees, or when determined by the Board of Trustees, a majority of the members entitled to vote or by the vote of the majority of a quorum of the members entitled to vote at a meeting duly called for the purpose according to the By-laws.