

BYLAWS OF
THE NATIONAL INSTITUTE FOR MINISTRY WITH YOUNG ADULTS

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ARTICLE ONE – DEFINITIONS AND INTRODUCTION

For purposes of these Bylaws, the following terms shall have the meaning set forth hereinafter.

1.1 – “Articles of Incorporation” means the Articles of Incorporation of the Institute and all amendments and restatements thereof.

1.2 – “Board” and “Board of Directors” means those persons in whom governing authority with respect to the Institute is vested as set forth in Article VI.

1.3 “Bylaws” means these Bylaws of the Institute.

1.4 “Canon Law” means the 1983 Code of Canon Law, as amended from time to time.

1.5 “Catholic” means the Roman Catholic Church.

1.6 “Code” means the Internal Revenue Code of 1986, as amended.

1.7 “Director” means each person who is a member of the Board of Directors.

1.8 “Effective Date” means the effective date of these Bylaws which will be that date after the initial 2020 meeting of the Members.

1.9 “Institute” means The National Institute for Ministry with Young Adults.

1.10 “Member” means each person who is a Member of the Institute and in whom certain reserved governing powers are vested as set forth in Article III of the Bylaws.

1.11 “State” means the State of Connecticut.

1.12 “State Law” means the State of Connecticut Nonprofit Corporation Law, as amended from time to time.

1.13 Name. The Name of the organization shall be “The National Institute for Ministry with Young Adults, Inc.” (hereinafter, the “Institute”), a not-for-profit corporation incorporated within the State of Connecticut.

1.14 Registered Office. The Institute’s corporate address shall be 238 Jewett Ave., Bridgeport, CT, or at such other place as the Board of Directors may designate.

1.15 Fiscal Year. The fiscal year of the Institute shall be January 1 through December 31, or such other twelve month period as may from time to time be specified by the Board.

1.16 Term of Existence. The term of existence of the Institute shall be perpetual.

1.17 Young Adults. This term refers to those between the ages of 18-39, inclusive.

ARTICLE TWO – PURPOSE

2.1 Purpose. The purpose for which the Institute is organized and for which it shall at all times be operated are exclusively charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and preventing cruelty to children or animals within the meaning of the Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law consistent with the provisions herein (Article 10). The goals of the Institute include, without limitation, such purposes as: (i) to assist the formation, networking, and support of pastoral leaders who minister to and with young men and women between the ages of 18 and 39, inclusive, (ii) to promote Catholic academic, ecclesial, and pastoral development of leaders and ministers in this regard, and (iii) to research and develop effective pastoral practices and innovative models of evangelization and ministry with all young adults of every cultural community, religious experience, and place in society.

ARTICLE THREE – MEMBERS

3.1. Number, Selection, and Qualification of Members -- The Members of the Institute shall be comprised of eight (8) Catholic individuals, which shall include four (4) Catholic clergy, at least three (3) of which at all times shall be members of the United States Conference of Catholic Bishops (“USCCB”), and four (4) lay Catholics in good standing, which may be evidenced by a letter from a competent ecclesiastical authority; vowed, but non-ordained, members of religious orders and societies of apostolic life are eligible to serve. The Members shall have equal rights and responsibilities in all matters. The Members of the Institute are a self-perpetuating body. The Members are the successors and associates in office of the original founders of the Institute.

(a) Vacancy: In the case of a vacancy, the new Member shall be discerned by the remaining Members and may be elected by a majority thereof.

(b) Members must not be under any type of canonical penalty such as canonical censure, expiatory penalty, penal remedy, or a penance.

(c) Young Adults: At all times at least two (2) of the Members shall be between the ages of 18-39, inclusive.

3.2 Term of Members -- Each Member shall serve a term of three (3) years, or otherwise until his or her removal or resignation. A Member may be elected for an additional term, except that no Member may serve more than three (3) consecutive terms. Members may be elected for terms of less than three (3) years for the purpose of dividing the Members into groups, substantially equal in number, with terms expiring at different intervals.

3.3 Removal of Members – The Members shall have the power to remove a Member by a vote of a 3/4 majority of the remaining Members. Any Member proposed to be removed shall be given written notice of such proposed action at least two (2) weeks prior to any such meeting. Such notice shall specify the facts upon which the proposed removal is based, and he or she shall have the opportunity to present a defense, either pro se or by the counsel of his or her choice. A full stenographic record of such proceedings shall be made available to all parties concerned.

ARTICLE FOUR – RESERVED POWERS

4.1 Reserved Powers. The following governing powers are exclusively vested in the Members and no attempted exercise of any such powers by any persons or entity other than the Members acting as such shall be valid or of any legal force or effect whatsoever:

- (i) To prayerfully discern, determine, or change the name, mission, vision, philosophy, values, objectives, or purpose of the Institute;
- (ii) To discern, elect, and to remove, with or without cause, any individual to or from the Board of Directors of the Institute;
- (iii) To ratify and confirm the election and appointment of the President of the Institute, the Officers of the Board of Directors, and approve any written employment contract between any of the aforesaid President and the Institute;
- (iv) To issue to the Board of Directors, from time to time, a statement of policy concerning the mission of the Institute;
- (v) To request information from and to receive an annual report from the Board of Directors demonstrating how the Institute has satisfied the goals of the Members as set forth in the policy promulgated by the Members pursuant to Article 4.1 Section (v);
- (vi) To approve sale, purchase, or encumbrance of real property in excess of five hundred thousand dollars (\$500,000);
- (vii) To execute a mortgage or pledging of assets of the Institute as collateral to secure a debt; to approve any new indebtedness incurred by the Institute in excess of five hundred thousand dollars (\$500,000);
- (viii) To amend, alter, modify, or repeal the Articles of Incorporation or these Bylaws, from time to time, subject to the provisions in Article 6.5 below;
- (ix) To approve any merger, consolidation, acquisition, or creation of a subsidiary organization with respect to the Institute; and
- (x) To liquidate and dissolve the Institute and to determine the distribution of its net assets upon dissolution in conformity with the Articles of Incorporation, the Code, Canon Law, and State Law.

ARTICLE FIVE – MINISTERIAL PUBLIC JURIDIC PERSON

5.1 Ministerial Public Juridic Person. The Members shall undertake all actions necessary and appropriate to have the Institute be constituted, and maintain recognition, as a ministerial public juridic person from the competent ecclesiastical authority, in accordance with the provisions of the Code of Canon Law. The Members of the Institute shall also be the Members of the ministerial public juridic person.

5.2 Extinction of the Public Juridic Person. Upon the extinction of the ministerial public juridic person, the allocation of its goods, patrimonial rights, and obligations shall be distributed to the United States Conference of Catholic Bishops (USCCB). (See Article 9.2)

ARTICLE SIX -- MANNER OF ACTING AND MEETING OF THE MEMBERS

6.1 Annual Meeting: The annual meeting of the Members shall be held at least one (1) week before the annual meeting of the Board at such time and place as may be designated by the Chairperson of the Members. The Chairperson of the Members shall preside at all meetings of the Members and the Vice Chairperson of the Members shall act in case of the absence or disability of the Chairperson of the Members. The Secretary of the Members shall keep minutes of the all meetings of the Members. The Treasurer of the Members shall oversee all internal financial operations of the Members, acting as such corporately or individually. At the annual meeting, the Members shall:

- (i) Elect a Chairperson, Vice Chairperson, Secretary, and Treasurer of the Members from among their number;
- (ii) Elect new Directors as required pursuant to Article 8.3(c);
- (iii) Prepare and distribute to the Board a statement of policy to be followed in the current year, if the Members deem such to be advisable;
- (iv) Review the annual report of the Institute prepared by the Board, as described in Article 8.2(vi);
- (v) Review the performance of the Chairperson and Vice Chairperson of the Board, and report to the Board concerning their eligibility for reappointment.

6.2 Special Meetings: Special meetings of the Members may be called at any time by the Chairperson of the Members or by at least three (3) Members by giving notice as provided in Section 6.4.

6.3. Place of Meeting: The Chairperson of the Members may designate any place as the place of meeting for any annual or special meeting of the Members.

6.4 Notice of Meetings: Written notice stating the place, day, and hour of the meeting shall be delivered not less than ten (10) days before the date of the meeting. Notice shall be deemed delivered when there is confirmation of receipt. Notice of any meeting of the Members may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except when a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

6.5 Action. Action at any meeting of the Members at which a quorum is present may be taken upon the affirmative vote of a majority of present Members, except as otherwise stated in these Bylaws. Notwithstanding the foregoing, the affirmative vote of at least six Members is necessary in order to amend these bylaws or to dissolve the Institute pursuant to Article IV Section (h). No Member may act by proxy on any matter.

6.6 Quorum. A quorum for the transaction of business shall consist of six (6) of the Members present in person or by telephone or teleconference or other electronic means. The Members may participate in a meeting through the use of conference telephone or similar communications equipment, provided that all Members participating in such a meeting can hear one another.

6.7 Voting: All Members shall each have one (1) vote.

6.8 Action without Meeting. Action required or permitted to be taken at a meeting of the Members may also be taken without a meeting if the action is taken by unanimous consent as evidenced by: a writing describing the action so taken, signed by all of the Members, and delivered to the Secretary of the Institute

for inclusion in the minutes or for filing with the Institute records. Action taken under this sub-Section is effective when all Members have signed the consent, unless the consent specifies a different effective date. Such written action by consent may be executed in multiple counterparts all of which collectively shall be deemed one and the same legal instrument.

6.9 Outside Interests. The Members shall not be required to manage the Institute as their sole and exclusive function and the Members may engage, invest, and participate in, and otherwise enter into, other business ventures of any kind, nature, and description individually and with others, pursuant to the Conflict of Interest Policy as set forth in Article 10.2.

6.10 Compensation. The Members will not be entitled to compensation for their service to the Institute. The Institute may, however, reimburse the Members for their reasonable expenses incurred in connection with their services to the Institute.

6.11 Internal Governance. The Members may adopt by a majority vote internal governance policies for the Members that supplement the provisions contained in these Bylaws, provided, however, that such policies shall not conflict with any provision of the Bylaws.

ARTICLE SEVEN -- INDEMNIFICATION

7.1 Liability for Certain Acts. The Members shall perform their managerial and fiduciary duties in good faith, in a manner reasonably believed to be in the best interests of the Institute, and with such care and business judgment as an ordinarily prudent person in a like position would use under similar circumstances. The Members shall not be personally liable to the Institute or to each other for any loss or damage sustained by the Institute, unless (i) the Member has breached or failed to perform the duties of his position under the Act or these Bylaws; and (ii) the breach or failure to perform constitutes self-dealing or willful misconduct by the Member. Nothing in this paragraph shall apply to the liability of a Member pursuant to any criminal statute, or for the payment of any taxes pursuant to federal, state, or local law.

7.2 Indemnification of the Members. The Institute may indemnify, defend, and hold harmless any member(s) of the Members, Directors, and any officer(s) of the Institute from any liability, loss, or damage incurred by any such person, board member(s), or officer(s) by reason of any act performed or omitted to be performed by such member, board member(s), or officer(s) in connection with the business of the Institute. The Institute may pay for insurance covering liability of any member(s) of the Members, Board of Directors, or officer(s) for negligence in operation of the Institute's affairs and for Members, Directors, and Officers Insurance for all Members, Directors, and officers, as specified by Board resolution. In no event shall the Institute indemnify any Board member or officer for willful malfeasance, bad faith, gross negligence, or reckless disregard of the duties in discharging his or her office.

7.3 Indemnification of Other Parties. The Institute may, to a lesser extent or to the same extent that is required to provide indemnification and make advances and reimbursements for expenses to its members, directors, and officers pursuant to Article Four, Section 4(f), provide indemnification and make advances and reimbursements for expenses to its employees and agents, officers, employees, and agents subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Institute, and may contract in advance to do so. The determination that indemnification under this Section is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Members, which action may be taken before or after a claim of indemnification is made, or as otherwise provided by law. No person's rights under other sections shall be limited by the provisions of this Section.

ARTICLE EIGHT – BOARD OF DIRECTORS

SECTION 1 – CREATION OF BOARD OF DIRECTORS

8.1 A Board of Directors shall be created by the Members to manage the business and affairs of the Institute. The Board of Directors, who shall have, subject only to the reserved powers vested in the Members as set forth in Article Four, full power and authority to manage the Institute and its employees.

SECTION 2 – DELEGATION OF POWERS TO BOARD OF DIRECTORS

8.2 By a written instrument signed by a 3/4 majority of the Members, the Members may at any time delegate (and so remove) to the Board of Directors any or all of the Members' rights, powers, duties, authorities, and discretions hereunder, for any period and upon such terms as the Members deem appropriate, except those outlined in Article IV.

The Board of Directors shall initially be responsible for:

- (i) Development and approval of an annual budget for the Institute;
- (ii) Approval of fundraising campaigns and efforts for the Institute;
- (iii) Risk management efforts, including the selection and purchase of appropriate insurance policies or hiring of professionals to assess, and mitigation of any risk elements;
- (iv) Lease of property for a principal office space;
- (v) Identification and election of a President for the Institute, except that final approval of the President resides with the Members, pursuant to 4.1(d).
- (vi) Annually the Board of Directors shall prepare a report which contains the following information as of the fiscal year end of the Institute:
 - (i) An audited financial statement of the Institute, including its endowment trust funds;
 - (ii) The principal changes in assets and liabilities, including endowment funds;
 - (iii) The revenue or receipts of the Institute, both unrestricted and restricted as to particular purposes, including such data separately stated with respect to each endowment fund held by or for the Institute;
 - (iv) The number of persons who serve as Directors of the Institute, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and the names, business, and resident addresses of said Directors; and
 - (v) A report of the Board of Directors demonstrating how the Institute has satisfied the goals of the Members as set forth in the statement of policy promulgated by the Members pursuant to Section 4.1(i)
 - (vi) The report shall be verified by the President and delivered to the Members not later than one hundred twenty (120) days after the fiscal year end of the Institute.

SECTION 3 – NUMBER, TENURE, AND QUALIFICATIONS

8.3(a) The number of Directors, not counting ex officio, which shall constitute the whole Board of Directors shall be at least eleven (11) and shall be fixed from time to time by the Members. At least two (2) Directors shall be chosen from among the Bishop members of the USCCB, who are not currently serving as Members of the Institute.

8.3(b) At least two (2) Directors shall be between the ages of 18-39, inclusive.

8.3(c) Each Director shall be elected by the Members and shall serve a term of three (3) years, or otherwise until his or her removal or resignation. A Director may be elected for an additional term, except that no

Director may serve more than three (3) consecutive terms. Directors may be elected for terms of less than three (3) years for the purpose of dividing the Board of Directors into groups, substantially equal in number, with terms expiring at different intervals.

8.3(d) Vacancy. If the office of a Director becomes vacant by reason of death, illness, resignation, removal, or otherwise, the vacancy may be filled by the Members.

8.3(e) Ex-Officio Directors. The ex-officio Directors, who will serve without a vote, shall be as follows:

- (i) The President of the Institute
- (ii) The Chairperson of the Members
- (iii) A non-Bishop liaison designated by the USCCB

SECTION 4 - VOTING

8.4 Each Director shall be entitled to one (1) vote on each matter before the Board of Directors, except as noted in 8.3(e).

SECTION 5 – INTERNAL GOVERNANCE

8.5 The Board of Directors may adopt by a majority vote the internal governance policies for the Board of Directors that supplement the provisions contained in these Bylaws, provided, however, that such policies shall not conflict with any provision of the Bylaws.

SECTION 6 – MEETINGS AND MANNER OF ACTING

8.6(a) Time and Location. The Board of Directors shall meet at least annually, at a time and location determined by resolution, or otherwise as the Chair determines.

8.6(b) Notice. Notice of any meeting of the Board of Directors shall be given at least two days prior thereto by written, facsimile, or e-mail notice to each director at his or her address, facsimile number, or e-mail address as shown by the records of the Institute. If mailed or delivered, such notice shall be deemed to be delivered when deposited in the United States mail or delivery service in a sealed envelope so addressed, with postage or delivery charge thereon prepaid. If notice is given by facsimile or e-mail, such notice shall be deemed to be delivered when the facsimile or e-mail is transmitted. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

8.6(c) Quorum. A majority of the Board of Directors present in person or by telephone or teleconference shall constitute a quorum for the transaction of business. The Directors may participate in a meeting through the use of conference telephone or similar communications equipment, provided that all Directors participating in such a meeting can hear one another.

8.6(d) Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. No Director may act by proxy on any matter.

8.6(e) Informal Action by Directors. The authority of the Board of Directors may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by a majority of the Directors

entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a vote of the Board of Directors taken at a meeting.

SECTION 7 – RESIGNATION AND REMOVAL

8.7(a) A Director may resign at any time upon written notice to the Chair. Such resignation shall take effect at the time specified therein, if any, otherwise it shall take effect upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.7(b) Removal. Directors are subject to removal with or without cause, by the Members, or by the Chairperson of the Board of Directors with the approval of the Members.

SECTION 8 – OFFICERS FOR THE BOARD OF DIRECTORS

8.8(a) The Board of Directors shall elect from among its members a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer, subject to ratification and confirmation by the Members. The performance of the Officers shall be reviewed annually by the Members.

8.8(b) Chairperson. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors and, in general, he or she shall discharge all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors. The Chair shall be a member of the Board of Directors and shall be elected by the Board of Directors to a three-year term at an annual meeting of the Board of Directors.

8.8(c) Vice-Chairperson. The Vice-Chairperson of the Board of Directors shall be vested with all the powers and be required to perform all of the duties of the Chair in his or her absence or disability and shall perform such other duties as may be prescribed by the Chair of the Board of Directors. The Vice-Chair shall be a member of the Board of Directors and shall be elected by the Board of Directors to a three-year term at an annual meeting of the Board of Directors.

8.8(d) Secretary. The Secretary of the Board of Directors shall (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given to Directors in accordance with the provisions of these Bylaws or as required by law; and (c) perform all other duties as from time to time may be assigned to him or her by the Board of Directors. The Secretary shall be a member of the Board of Directors and shall be elected by the Board of Directors to a three-year term at an annual meeting of the Board of Directors.

8.8(e) Treasurer. The Treasurer of the Board of Directors shall review the financial activities of the Institute, including the annual budget, and annual audit by an independent accounting firm. The Treasurer shall report the results of the annual audit to the Board and Members. The Treasurer shall review the Institute investments and report to the Board on a regular basis about the performance of the Institute investment portfolio. The Treasurer shall be a member of the Board of Directors and shall be elected by the Board of Directors to a three-year term at an annual meeting of the Board of Directors.

SECTION 9 – COMPENSATION

8.9 Directors shall not receive any compensation for their services as Directors; however, the Board of Directors may authorize reimbursement of reasonable expenses incurred in the performance of their duties. Nothing herein shall be construed to preclude a Director from serving the Institute in any other capacity and receiving reasonable compensation therefor.

SECTION 10 – PRESUMPTION OF ASSENT

8.10 A Director of the Institute who is present at a meeting of the Board of Directors at which action on any Institute matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the Institute immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 11 – COMMITTEES

8.11(a) The Board of Directors may create an Executive Committee composed of the Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Board of Directors, and may include officers of the Institute, and any other Director appointed by the Chairperson. The chairperson of the Board shall serve as chair of the Executive Committee. The Executive Committee shall be available to meet during time periods when the Board of Directors is otherwise not scheduled to meet.

8.11(b) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees in addition to the Executive Committee, to further the purpose of the Institute, or for specific projects of the Institute or of the Board of Directors. Each committee will consist of two or more Directors and such other persons as the Board of Directors designates, provided that a majority of each committee's membership are Directors. Each committee may adopt rules for its own governance not inconsistent with rules adopted by the Board of Directors or with the Institute.

ARTICLE NINE – CHARITABLE ORGANIZATION

SECTION 1 – CHARITABLE PURPOSES

9.1 The Institute is created exclusively for Charitable Purposes, as they are expressly limited in these Bylaws. In no event shall any asset of the Institute be distributed for any purpose other than a Charitable Purpose. The terms "Charitable Purpose" and "Charitable Purposes" shall be limited to and shall include only charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and preventing cruelty to children or animals within the meaning of those terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and under the laws of the State of Connecticut.

SECTION 2 – CHARITABLE PURPOSES AND CONFLICT OF INTEREST

9.2(a) Notwithstanding any provision of these Bylaws to the contrary or any rule of law of any jurisdiction otherwise applicable, the following provisions shall apply:

- (i) The Institute shall not carry on any activities not permitted to be carried on and shall not make any distribution not permitted to be made (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a trust contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.
- (ii) In the event of dissolution, the assets of the Institute shall be distributed to the United States Conference of Catholic Bishops (USCCB).

9.2(b) Board Policies and Conflict of Interest. The Members, Directors, officers, key employees, and other persons engaged in governing and managing the Institute have a fiduciary responsibility to the Institute. Therefore, the Board shall adopt a conflict of interest policy requiring, among other things:

- (i) Periodic statements from Members, Directors, officers, and key employees that disclose any existing or potential conflict of interest; and
- (ii) Corrective and disciplinary action with respect to violations of such policies.

9.2(c) Inside Information. All Members, Directors, officers, and key employees shall refrain from utilizing any inside information as to the business activities of the Institute for the benefit of himself/herself, his/her immediate family, or any entity with which he/she may be associated.

ARTICLE TEN – MISCELLANEOUS

SECTION 1 – HEADINGS

10.1 The titles of the Articles and the Section headings of these Bylaws are for convenience of reference only and are not to be considered in construing the terms and provisions of these Bylaws.

SECTION 2 – PRONOUNS

10.2 All pronouns shall be deemed to refer to the masculine, feminine, neuter, singular or plural, as the identity of the person or persons, firm, or corporation may require in the context thereof.

SECTION 3 – WAIVERS

10.3 The failure of any party to seek redress for violation of or to insist upon the strict performance of any covenant or condition of these Bylaws shall not prevent a subsequent act that would have originally constituted a violation, from having the effect of an original violation.

SECTION 4 – SEVERABILITY

10.4 If any provision of these Bylaws or their application to any person or circumstance shall be invalid, illegal or unenforceable to any extent, the remainder of these Bylaws and their application shall not be affected and shall be enforceable to the fullest extent permitted by law.

SECTION 5 – GOVERNING LAW

10.5 These Bylaws shall be governed by and construed under the laws of the State of Connecticut.

SECTION 6 – SEAL

10.6 The Institute shall have a seal as prescribed by the Members.