

**BY-LAWS
OF
FAMILY CENTERS INC.
(the "Agency")**

Article I - Membership

Section 1. Members; Trustees:

The Members of the Agency ("Trustees") shall consist of natural persons. Members shall be elected based on their ability to represent the community and their ability to contribute to the needs of the Agency. No Trustee shall have any interest in the property, assets or interests of the Agency and shall derive no pecuniary or personal benefit, directly or indirectly, from his or her membership in the Agency. Trustees agree to abide by the Agency's Conflict of Interest Policy and its disclosure requirements, as amended from time to time. Except to the extent provided by law and subject to the provisions of these By-laws, no Trustee shall be personally liable for any debts, obligations, encumbrances, contracts, losses, programs or actions of the Agency or of any of its Directors, Officers, employees or agents.

Section 2. Responsibilities:

All Trustees shall act in good faith and fair dealing for the benefit of the Agency and shall conduct his or her duties with the care an ordinarily prudent person in a like position would exercise and in a manner he or she reasonably believes to be in the best interests of the Agency. The Trustees shall be responsible for: establishing the Agency's policies and areas of service; guiding the Agency's development; assuring the Agency's accountability to the community; overseeing the Agency's physical, intangible, intellectual and financial assets, and approving the annual budget of the Agency, provided, however, the Board of Directors shall have exclusive responsibility for all matters pertaining to the Agency's Federally Qualified Health Center ("FQHC") as required under Section 330(k) of the Public Health Service Act and the regulations promulgated thereunder, including approving the hiring, evaluating and discharge of the president/Chief Executive Officer.

Section 3. Nomination of Trustees:

At least ten (10) days before the annual meeting the names and qualifications of candidates proposed for Trusteeship to the Agency shall be presented by the Governance Committee. Upon recommendation of a candidate by the Governance Committee, the Trustees by majority vote may invite said candidate to serve as a Trustee of the Agency. New Trustees shall agree to be bound by the terms and conditions of these By-laws. From time to time, the Trustees may designate a Trustee as a Lifetime Trustee, in special recognition of their contributions to the Agency.

Section 4. Composition; Classes of Trustees:

Each Member shall be a Trustee. Each Trustee shall be entitled to one vote on all matters properly coming before the Trustees. There shall be not more than forty-five (45) Trustees. The Trustees shall be divided into three (3) classes, each class of not more than fifteen (15) Members. One (1) class of Trustees shall be elected at each annual meeting of Trustees. Trustees within each class shall be elected for a term of three (3) years and may be elected for consecutive three (3) year terms.

Section 5. Vacancies:

In the event of any vacancy prior to an annual meeting, the Trustees may in their discretion fill the vacancy at any regular or special meeting of Trustees. The name and qualifications of the proposed candidate shall be provided to the Trustees by the Governance Committee at least ten (10) days before such meeting. Upon a favorable majority vote of those Trustees where a quorum is present, the new Trustee shall fulfill the remaining term, and considered to be in the class, of the vacating Trustee.

Section 6. Removal of a Trustee:

In the event a Trustee has more than three (3) unexcused absences from regularly scheduled Trustee meetings within any fiscal year, he/she, at the discretion of the Chairperson, will be considered to have resigned as a Trustee and shall be so notified in writing.

In the event the Governance Committee has made a preliminary determination that a Trustee should be removed for Cause, the Governance Committee shall provide reasonable notice to the effected Trustee of the basis for a proposed removal and afford such Trustee an opportunity to explain why he or she should not be removed as a Trustee. If the Governance Committee determines that Cause exists, it may take such remedial action as it determines, including recommending removal of the Trustee. Upon the recommendation of the Governance Committee, a Trustee may be removed for Cause by a vote of two thirds (2/3) of the ten serving Trustees (excluding the effected Trustee). "Cause" shall mean the reasonable determination that a Trustee has (i) failed to abide by a material provision of the By-laws or the Conflicts of Interest Policy or (ii) has otherwise acted in a manner contrary to the best interests of the Agency.

Section 7. Meetings:

(a) Annual Meetings:

There shall be an annual meeting of the Agency in the Agency's second fiscal quarter of each year. Notice of such meeting and the report of the Governance Committee shall be sent to the Trustees not less than ten (10) days and not more than sixty (60) days before the meeting. The purpose of the annual meeting shall be to (i) elect a new class of Trustees, and (ii) elect a new class of Senior Advisors (as described below), (iii) vote upon the slate or slates presented by the Governance Committee as required herein, and (iv) conduct such other business as may be properly brought before the Trustees. At least ten (10) days prior to the annual meeting any Trustee may make additional nominations for Trustees to the chair of the Governance Committee and such additional nominations shall be presented at the annual meeting. At the annual meeting, only those recommended by the Governance Committee in its report, or those nominated by a Trustee at least ten (10) days prior to the annual meeting, shall be eligible to be elected as a Trustee.

(b) Regular Meetings:

The Trustees shall meet at least on a quarterly basis. Notice of any regular meeting shall be sent at least three (3) days prior to such meeting. At a regular meeting the Trustees may consider and act on any matters properly coming before the Trustees.

(c) Special Meetings:

Special meetings of the Trustees may be called by the Trustee Chairperson or upon written notice by five (5) Trustees. Notice of special meetings shall be sent not less than five (5) days prior to such meeting and shall contain the purpose and agenda items expected to be addressed thereat. Only matters enumerated in the notice of special meeting may be properly acted on by the Trustees.

(d) Quorum:

At any regular or special meeting of Trustees, one-third ($\frac{1}{3}$) of the number of Trustees then in office shall constitute a quorum. At the annual meeting of the Trustees one-third ($\frac{1}{3}$) of the maximum number of Trustees prescribed by these By-laws shall constitute a quorum. Except to the extent provided herein, a vote of a majority of a quorum shall be deemed to be an action of the Trustees.

(e) Action by Trustees Without Meeting:

Unless otherwise restricted by the Agency's Constitution or these By-laws, any action required or permitted to be taken at any meeting of the Trustees, or of any committee thereof, may be taken without a meeting if all Trustees, or of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Trustees or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

(f) Participation in Meetings by Remote Communication.

Although Trustees and committee members are encouraged to physically attend all meetings, the Trustee Chairperson may determine to provide a means of remote communication for a Trustee or committee meeting whereby Trustees or members of any committee thereof, may participate in such meeting by means of telephone conference or other means of communication by which all participants may simultaneously hear each other during the meeting. Participation through such means shall constitute presence in person at such meeting.

Section 8. Trustee Committees:

The Trustee Chairperson shall annually appoint, with the approval of the Trustees, the chairs, vice-chairs and members of the following committees and such other committees and with such powers as the Trustees may approve from time to time. Each committee shall establish rules and procedures for its own governance, provided no rule or procedure shall be established that contravenes any provisions of these By-laws. One third (1/3) of the committee members shall constitute a quorum for any meeting of the committee.

(a) Governance Committee:

The Governance Committee shall consist solely of Trustees and shall include a minimum of six (6) Trustees. From time to time when a vacancy shall occur, the Governance Committee shall identify and recommend candidates for membership as Trustees and membership on the Senior Advisory Board. The Governance Committee shall have responsibility for evaluating the contribution of each Trustee and Senior Advisor and overall Trustee and Senior Advisory Board effectiveness. It shall also implement the By-law provisions on Trustee tenure and attendance and shall be responsible for new Trustee orientation and education. The Governance Committee shall prepare and recommend the slate of candidates for Trusteeship. The slates shall be presented to the Trustees no later than ten (10) days before the annual meeting. The Governance Committee shall also administer the Agency's Conflict of Interest Policy and periodically review these By-laws. No Trustee may sit on the Governance Committee for a period greater than four (4) consecutive years.

(b) Executive Committee:

The Executive Committee shall consist of the Trustee Officers, the past three (3) Agency Chairpersons if they are still acting Trustees and four (4) other Trustees selected by the Trustee Chairperson. During intervals between Trustee meetings, the Executive Committee shall exercise all the powers of the Trustees which are not specifically required by law or by the By-laws to be exercised by the Trustees, subject, however, to the approval of the Trustees.

(c) Finance Committee:

There shall be a Finance Committee which shall consist of the Treasurer, who shall be the Committee Chair, the Assistant Treasurer, and at least three (3) other Trustees appointed by the Chairperson and approved by the Trustees. At any meeting of the Finance Committee three (3) committee members shall constitute a quorum. The Finance Committee shall be responsible for the management of the Agency's funds and its financial assets, other than the financial matters relating to the FQHC. The Finance Committee shall have the power to invest and reinvest such funds and to buy, subscribe for, sell, exchange or transfer stocks, bonds, and other securities. The Finance Committee shall meet at least quarterly and shall report to the Trustees on all Agency matters other than the FQHC.

(d) Audit Committee:

The Trustees shall appoint an Audit Committee. The Committee shall be comprised of at least three (3) persons and may include persons other than Trustees.

The membership of the Audit Committee shall not include the following persons:

(i) The Trustee Chairperson or Board of Directors Chairperson;

(ii) The Trustee or Board Treasurer;

(iii) Any employee of the Agency; or

(iv) Any person with a material financial interest in any entity doing business with the Agency.

Members of the Finance Committee must constitute less than one-half (1/2) of the membership of the Audit Committee and the Chair of the Finance Committee shall not serve on the Committee, although the Finance Chair may attend meetings of the Committee at the Committee's discretion.

Audit Committee members must be financially literate (which, at minimum, means the ability to read and understand financial statements) and have a clear understanding and experience of the role of the Agency and its services. The Trustees shall use their best efforts to maintain a "financial expert" on the Committee as that term is generally understood.

The Audit Committee shall make recommendations to the Trustees regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and shall review and approve the auditor's fee arrangement.

The Audit Committee shall inquire as to the independence of the auditor and obtain acknowledgement that the auditor adheres to generally applicable standards for auditor independence or any standards promulgated by federal or state government.

The Audit Committee shall confer with the auditor to satisfy its members that the Agency's financial affairs are in order and shall review and determine whether to accept the audit.

In addition, the Audit Committee shall:

- consider and review, with management and the auditors, the adequacy of the Agency's risk management methodology and internal controls, including computerized information system controls and security;
- review the adequacy of financial reports provided to the Trustees and make recommendations for their improvement;
- review and address the management letter and auditor's comments; and review any serious difficulties or disputes with management encountered during the course of the audits.

(e) Development Committee:

There shall be a Development Committee which shall develop and recommend fund-raising activities in accordance with the Agency's financial needs. The Committee shall monitor and evaluate the success of all fund-raising activities.

Article II – Trustee Officers

Section 1. Composition:

The Trustee Officers shall consist of a Chairperson, two Vice-Chairpersons, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. Each Officer shall be an unpaid Trustee.

Section 2. Terms of Office:

The Officers shall be elected for a term of one (1) year commencing at the next Trustee meeting immediately following the annual meeting at which they are elected and terminating at the next annual meeting or at such later time as their successors are elected.

Section 3. Responsibilities:

(a) Chairperson of the Trustees:

The chairperson of the Trustees (herein the "Trustee Chairperson") is responsible for organizing and coordinating the activities of the Trustees and for making certain that the Agency holds firmly to its purpose. The Trustee Chairperson shall preside at Trustee and Executive Committee meetings and work with the President in considering Agency policies and issues. The Trustee Chairperson shall be a member ex-officio of all standing and ad-hoc committees except the Audit Committee.

(b) Vice Chairpersons:

In the absence of the Chairperson, the duties of that office shall devolve upon the Vice-Chairpersons. In the absence of the Chairperson and both Vice Chairpersons, the Trustees may select a Chairperson to preside at any meeting. The Vice-Chairpersons shall perform such other functions as may be designated by the Chairperson or the Board.

(c) Secretary and Assistant Secretary:

The Secretary shall keep the minutes of the meetings of the Trustees and the Executive Committee, conduct the official correspondence of the Trustees and be responsible for providing proper notices to the Trustees of pending Trustee meetings. The Assistant Secretary shall act in the capacity of the Secretary in the event of the Secretary's absence.

(d) Treasurer and Assistant Treasurer:

The Treasurer shall be responsible for the proper maintenance of the Agency's financial records and shall review and report to the Trustees, at not less than quarterly intervals, regarding the

financial status of the Agency. The Treasurer shall ensure that the Agency's books are audited by a certified public accountant in accordance with generally accepted accounting practices. The Treasurer shall act as the chairperson of the Finance Committee. The duties of the Assistant Treasurer shall be to assist the Treasurer.

(e) Chief Executive Officer:

The President appointed by the Board of Directors shall also serve as the chief executive officer (“CEO”) of the Agency and shall be an ex-officio member of all committees (except the Audit Committee), without the power to vote at any such meetings. The CEO shall be responsible for implementing the programs, policies and actions of the Trustees and shall report to the Trustees from time to time as to his/her progress therewith. The CEO shall be responsible for the hiring and discharging of all staff at the Agency. The CEO may appoint a Chief Operating Officer (“COO”) and one or more Vice Presidents who shall be accountable to the CEO.

Responsibilities of the Vice Presidents shall be determined by the CEO. Vice Presidents shall be officers of the Agency and not Officers of the Board.

Article III - Board of Directors

Section 1. Composition:

The Board of Directors shall be elected by the Directors at the annual meeting of Directors. Each Director shall be entitled to one vote on all matters properly coming before the Board. The Board of Directors shall consist of not less than nine (9) and not more than twenty-four (24) Directors. The Board shall strive to meet the following composition requirements of Regulation Section 42 CFR 51c.304(b):

(a) A majority of the Board of Directors Board members shall be individuals who are or will be served by the FQHC and who, as a group, represent the individuals being or to be served in terms of demographic factors, such as race, ethnicity, sex.;

(b) No more than one-half (1/2) of the remaining members of the Board may be individuals who derive more than ten (10%) percent of their annual income from the health care

industry;

(c) The remaining members of the Board shall be representative of the community in which the FQHC's catchment area is located and shall be selected for their expertise in community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns, or social service agencies within the community;

(d) No member of the Board shall be an employee of the FQHC, or a spouse, child, parent, or sibling by blood or marriage, of such an employee.

(e) The President shall be a non-voting, ex-officio member of the Board.

(f) No voting member of the Board may be an employee of the Agency, or a spouse, child, parent, or sibling, by blood or marriage, of such an employee.

Section 2. Responsibilities:

All Board members shall act in good faith and fair dealing for the benefit of the Agency and shall conduct his or her duties with the care an ordinarily prudent person in a like position would exercise and in a manner he or she reasonably believes to be in the best interests of the Agency's operation of the FQHC.

The Board of Directors shall be responsible for all matters pertaining to the FQHC and, specifically, the matters set forth in Regulation Section 42 CFR 51c.304(d), including:

- (a) Establishment of policy in the conduct of the FQHC;
- (b) Holding regularly scheduled meetings, at least once each month, for which minutes shall be kept;
- (c) Approval for the selection and dismissal of a president/chief executive officer ;
- (d) Establishing personnel policies and procedures, including selection and dismissal procedures, salary and benefit scales, employee grievance procedures, and equal opportunity practices;
- (e) Adopting policy for financial management practices, including a system to assure accountability for FQHC resources, approval of the annual project budget, FQHC priorities, eligibility for services including criteria for partial payment schedules, and long-range financial planning;

- (f) Evaluating center activities including services utilization patterns, productivity of the FQHC, patient satisfaction, achievement of project objectives, and development of a process for hearing and resolving patient grievances;
- (g) Assuring that the FQHC is operated in compliance with applicable Federal, State, and local laws and regulations;
- (h) Adopting health care policies including scope and availability of services, location and hours of services, and quality-of-care audit procedures; and
- (i) Approving the hiring, evaluating and discharge of the President.

The Board of Directors shall have ultimate and autonomous authority for the matters By-laws pertaining to the FQHC.

Section 3. Classes of Directors:

The Board of Directors shall be divided into three (3) classes, each class of not more than eight (8) Directors. One (1) class of Directors shall be elected at each annual meeting. The Directors within each class shall be elected for a term of three (3) years and may be elected for consecutive terms.

Section 4. Nominating:

At least ten (10) days before the Agency's annual meeting, upon recommendation by an existing Board member, the names and qualifications of candidates proposed for Directors shall be presented by the Board Chairperson; such candidates shall have qualifications such that the Board composition provisions of these By-laws shall be satisfied. At the annual meeting of the Agency the Directors, by majority vote, shall elect recommended candidate(s) to serve as Directors. New Directors shall agree to be bound by the terms and conditions of these By-laws.

Section 5. Vacancies:

In the event of any vacancy prior to an annual meeting, whether by resignation or removal, the Board may, in its discretion, fill the vacancy at any regular or special meeting of the Board provided that the Board composition provisions of these By-laws shall be satisfied after such vacancy is filled. Upon a favorable majority vote of those members of the Board who elected such person where a quorum is present, the new Director shall fulfill the remaining term, and considered to be in the class, of the vacating Director.

Section 6. Removal of a Director:

In the event a Director has more than three (3) unexcused absences within any fiscal year, he/she, at the discretion of the Board Chairperson, will be considered to have resigned from the Board and shall be so notified in writing.

In the event at least six (6) Board members have, after reasonable inquiry and investigation, made a preliminary determination that a Director should be removed for Cause, the Board shall provide reasonable notice to the effected Director of the basis for a proposed removal and afford such Director an opportunity to explain why he or she should not be removed as a Director. If the Board determines that Cause exists, it may take such remedial action as it determines, including removal of the Director from the Board by a vote of two thirds (2/3) of the full Board. “Cause” shall mean the reasonable determination that a Director has (i) failed to abide by a material provision of the By-laws or the Conflicts of Interest Policy or (ii) acting in a manner detrimental to the interests of the FQHC, and (iii) refused to act in a manner consistent with the FQHC's mission and priorities, or been suspended or debarred from participation in federal programs.

Section 7. Meetings

(a) Annual Meetings:

There shall be an annual meeting of the Board that shall coincide with the annual meeting of the Trustees. Notice of such meeting shall be sent to the Directors not less than ten (10) days and not more than sixty (60) days before the meeting. The purpose of the annual meeting of

Directors shall be to elect a new class of Directors and conduct such other business as may be properly brought before the Board. At the annual meeting, only those presented by the Board Chairperson, or those nominated by a Director at least ten (10) days prior to the annual meeting, shall be eligible to be elected as a Director. The Board members whose terms are not expiring shall vote for a majority of the new Board.

(b) Regular Meetings:

The Board of Directors shall meet on a monthly basis. Notice of any regular meeting shall be sent at least three (3) days prior to such meeting. At a regular meeting the Board may consider and act on any matters properly coming before it.

(c) Quorum:

At all meetings of the Board of Directors, one-third (1/3) of the number of members of the Board then in office shall constitute a quorum. Except to the extent provided herein, a vote of a majority of a quorum shall be deemed to be an action of the Board.

(d) Special Meetings:

Special meetings of the Board of Directors may be called by the Chairperson or upon written notice by five (5) Directors. Notice of special meetings shall be sent not less than five (5) days prior to such meeting and shall contain the purpose and agenda items expected to be addressed thereat. Only matters enumerated in the notice of special meeting may be properly acted on by the Board.

(e) Action by Directors Without Meeting:

Unless otherwise restricted by the Agency's Constitution or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing or by electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board. Such

filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

(f) Participation in Meetings by Remote Communication:

Although Board members are encouraged to physically attend all meetings, the Chairperson may determine to provide a means of remote communication for a Board meeting whereby members of the Board may participate in such meeting by means of telephone conference or other means of communication by which all participants may simultaneously hear each other during the meeting. Participation through such means shall constitute presence in person at such meeting.

Article IV - Officers of the Board

Section 1. Composition:

The Officers of the Board shall consist of a President, Chairperson, two Vice-Chairpersons, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer. The President shall be an ex-officio, non-voting member of the Board. With the exception of the President, each Officer shall be an unpaid Member of the Board.

Section 2. Terms of Office:

The Officers shall be elected for a term of one (1) year commencing at the next Board meeting immediately following the annual meeting at which they are elected and terminating at the next annual meeting or at such later time as their successors are elected.

Section 3. Responsibilities:

(a) Chairperson of the Board:

The chairperson of the Board (herein the "Chairperson") is responsible for organizing and coordinating the activities of the Board and for making certain that to its purpose of . The Chairperson shall preside at Board and Executive Committee meetings and work with the President in considering Agency policies and issues. The Chairperson shall be a member ex-officio of all standing and ad-hoc committees except the Audit Committee.

(b) Vice Chairpersons

In the absence of the Chairperson, the duties of that office shall devolve upon the Vice-Chairpersons. In the absence of the Chairperson and both Vice Chairpersons, the Board may select a Chairperson to preside at any meeting. The Vice-Chairpersons shall perform such other functions as may be designated by the Chairperson or the Board.

(c) Secretary and Assistant Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors and the Executive Committee, conduct the official correspondence of the Board and be responsible for providing proper notices to the Directors of pending Board meetings. The Assistant Secretary shall act in the capacity of the Secretary in the event of the Secretary's absence.

(d) Treasurer and Assistant Treasurer

The Treasurer shall be responsible for the proper maintenance of the Agency's financial records and shall review and report to the Board, at not less than quarterly intervals, regarding the

financial status of the Agency. The Treasurer shall ensure that the Agency's books are audited by a certified public accountant in accordance with generally accepted accounting practices.

(e) President and Other Operating Officers.

The President shall be appointed by the Board of Directors and shall serve at the pleasure of the Board and shall report to the Board. The President shall perform the usual functions pertaining to this office with respect to all matters relating the FQHC, including (i) having responsibility for the hiring and discharging of all staff at the FQHC, (ii) overseeing FQHC operations and financial matters and (iii) overseeing compliance with FQHC requirements.

Article V – Boards of Advisors

Section 1. Senior Advisory Board:

Upon recommendation by the Governance Committee and the approval of the Trustees, the Trustee Chairperson may invite persons who have had historic involvement with the Agency to be a member of a body to be known as the Senior Advisory Board (the members of which to be known as "Senior Advisors"). The Senior Advisory Board shall advise the Agency with regard to specific issues identified by the Trustee Chairperson and assigned to the Senior Advisory Board for its study and advice. Senior Advisors may be invited to serve on any committee of the Agency (other than the Executive Committee and the Governance Committee) and are invited to attend Trustee meetings. The Senior Advisory Board shall consist of (i) one Advisory Board Director selected by the Chairperson, which Director shall chair the Senior Advisory Board, and (ii) no more than thirty (30) Senior Advisors, elected by the Trustees, who shall be divided into three (3) classes of ten (10) wherein members of each class shall serve for a three (3) year term, so that one-third ($\frac{1}{3}$) of the Senior Advisory Board's membership is appointed each year at the annual meeting.

Section 2. Community Advisory Board:

The Trustee Chairperson, may invite persons involved in various aspects of community activities and who are familiar with community needs to form a body to be known as the Community Advisory Board. The Trustee Chairperson may in his or her discretion appoint a chair for the Community Advisory Board. At the direction of the Trustee Chairperson, such group shall study community needs and whether the Agency is meeting such needs.

Section 3. Associates Board:

There shall be a Board of Associates, one of the purposes of which shall be to enable the development of emerging leaders and which Associates Board shall provide advice to the Trustees and Trustee officers such matters as is requested from time to time. The Trustee Chairperson shall nominate a Chair for the Associates Board from among the Associates and may nominate a Director to assist said Chair in developing the Associate Board and its mission. Further, the Trustee Chairperson shall nominate two (2) Agency Staff members as liaisons to cooperate with the Associates Board and ensure that the Associates' activities are aligned with and in furtherance of the Agency's mission.

Article VI - Fiscal Year

The fiscal year of the Agency shall commence July 1 of each calendar year.

Article VII - Amendments

The Trustees shall have the power to adopt such By-laws as it may deem necessary or advisable, and shall have the right to alter, amend or repeal any portion of the Constitution or the By-laws by a vote of at least two thirds ($\frac{2}{3}$) of the full of Trustees the Agency authorized under these By-laws of; [provided, however, no amendment shall alter the provisions Article II or III of these By-laws without the consent of the Board of Directors].

Article VIII - Indemnification

Section 1. Indemnification:

(a) Except as otherwise may be provided by law, the Agency shall indemnify any person made a party to any proceeding, other than an action by or in the right of the Agency, by reason of the fact that he or she is or was a member, Trustee, Director, officer, employee or agent of the Agency against judgments, fines, penalties, amounts paid in settlement and reasonable expenses actually incurred by him or her.

(b) Except as otherwise may be provided by law, the Agency shall indemnify any person made a party to any proceeding, by or in the right of the Agency, to procure a judgment in its favor by reason of the fact that he or she is or was a member, director, officer, employee or agent of the Agency against reasonable expenses actually incurred by him or her in connection with such proceeding in relation to matters as to which such person is finally adjudged not to have breached his or her duty to the Agency, or where a court shall have determined that in view of all the circumstances such person is fairly and reasonably entitled to be indemnified, and then for such amount as the court shall determine.

(c) The indemnification and reimbursement provisions hereof are to apply to the fullest extent permitted by law, including Section 33-1116 et. seq. of the Connecticut General Statutes, and any successor provisions thereto.

Section 2. Insurance:

To the extent permitted by law and at such levels of coverage as the Trustees shall deem reasonable, the Agency shall purchase and maintain liability insurance on behalf of the Agency and any person who is or was a member, Trustee, Director, officer, advisor, associate, employee or agent of the Agency.

Article IX - Policies and Procedures

Section 1.

Implementation of these By-laws may be affected by such policies and procedures as the Trustees adopts from time to time by a vote of at least two thirds (2/3) of all of the Trustees.

Approved November 20,2018 At a meeting of Family Centers' Board of Directors 4851-0405-9769, v. 1