

**AMENDED AND RESTATED BY-LAWS**

**SOUTHERN DELAWARE ALLIANCE FOR RACIAL JUSTICE, INC.**

**Adopted ~~February~~ April ~~16, 2021~~  
~~Amended April 19, 2022 and \_\_\_\_\_~~, 2024**

**ARTICLE I  
NAME**

**SECTION 1. NAME.** The name of the Corporation shall be the Southern Delaware Alliance for Racial Justice, Inc. (“SDARJ”).

**ARTICLE II  
MISSION AND GOALS**

**SECTION 1. MISSION.** The SDARJ is a non-partisan and non-profit organization that will educate, inform, and advocate for racial justice, equality, and fair opportunity.

**SECTION 2. GOALS.** *Educating* for change through knowledge and understanding of past and current racial issues and conditions; *Enriching* our cultural environment through multi-racial collaboration; *Addressing* racial injustice and advocating for ways to improve the criminal justice system in Delaware; *Collaborating* with like-minded groups to challenge structural and systemic racism; and *Promoting* positive change for the future of our youth.

**ARTICLE III  
MEMBERSHIP**

**SECTION 1. ELIGIBILITY.** Membership in the SDARJ is open to all full- or part-time residents of Delaware. The general monthly meetings, public forums, youth educational programs, and other programs sponsored by the SDARJ, as well as the annual meeting of Members (as defined in Section 2 below), are open to the general public, whether or not they are Members of the SDARJ.

**SECTION 2. FORMALITIES OF MEMBERSHIP.** The Board of Directors (hereinafter referred to as the “Board,” with persons serving on the Board being referred to as “Directors”) shall establish conditions for those interested in becoming Members of the SDARJ to formalize their Membership and become eligible to vote on all matters on which Members of the SDARJ are entitled to vote and to exercise any other rights granted under applicable law, the certificate of incorporation or these By-Laws (collectively referred to as “Applicable Law”). A person that has formalized Membership in SDARJ and is therefore eligible to vote and exercise other rights granted under Applicable Law is hereinafter referred to as a “Member.”

**SECTION 3. MEMBERSHIP DUES.** The Board may establish a Membership dues system ([which may include more than one level of dues](#)) and make payment [of the applicable level](#) of dues a condition to the exercise of voting or any other rights granted under Applicable Law.

**SECTION 4. ANNUAL MEETING.** An annual meeting of Members of SDARJ for the election of the Board and for the transaction of such other business for which a vote of Members is required by Applicable Law shall be held each year within the State of Delaware on such date and at such place and time as are designated by resolution of the Board.

**SECTION 5. SPECIAL MEETINGS.** A special meeting of the Members for any purpose for which a vote of Members is required by Applicable Law may be called at any time by resolution of the Board, to be held within the State of Delaware on such date and at such time and place as are designated in the notice of the special meeting. Special meetings of the Members may also be called by the Chair, the Vice Chair, the Secretary, any two Directors or any other persons specifically authorized by the Board or under Applicable Law to call special meetings of the Members.

**SECTION 6. NOTICE OF MEETINGS, QUORUM.** The Secretary of SDARJ (the “Secretary”) shall cause notice of each meeting of Members to be given to each Member entitled to vote at such meeting in writing by such electronic transmission to the electronic transmission address or destination as such Member shall have specified to SDARJ, not less than 10 days nor more than 60 days prior to the meeting except where a different notice period is required by Applicable Law. Such notice shall specify (A) the place, date and time of such meeting, (B) the means of remote communications, if any, by which Members and proxy holders may be deemed to be present in person and vote at such meeting, (C) in the case of a special meeting, the purpose or purposes for which such meeting is called, and (D) such other information as may be required by Applicable Law or as may be deemed appropriate by the Board. Notice of each meeting of Members shall also

be posted on the website of the SDARJ and on any other social media platforms that the Secretary and the chair of the Communications Committee deem appropriate. The presence in person or by proxy of that number of Members equal to fifteen percent (15%) of the total number of Members shall be necessary and sufficient to constitute a quorum at any meeting of Members.

**SECTION 7. ACTION BY MEMBERS.** Unless otherwise required by Applicable Law, the Members shall act by the affirmative vote of (a) in the case of the election of Directors, a plurality, (b) in the case of a vote to amend, repeal or replace these By-Laws, two-thirds (2/3) and (c) in all other cases, a majority, in each case of the Members present in person or represented by proxy and entitled to vote thereon at any meeting at which a quorum is present. Each Member shall be entitled to one vote on each matter submitted to a vote of Members. The Board may establish additional rules for conducting or adjourning a meeting of Members to the extent consistent with Applicable Law.

**SECTION 8. RECORD DATES, PROXIES.** Except as otherwise provided by Applicable Law or by resolution of the Board, the record date for determining the Members entitled to vote at any meeting of Members or for any other corporate action shall be deemed to be the date notice of such meeting is given; *provided, however,* that no record date may precede any action by the Board fixing such record date. Each Member entitled to vote at a meeting of Members may authorize another person or persons to act for such Member by proxy at such meeting or any adjournment thereof. A Member may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing with the Secretary either an instrument in writing revoking the proxy or another duly executed proxy bearing a later date.

**SECTION 9. WAIVER OF NOTICE.** A waiver of notice of meeting by a Member provided to SDARJ in writing or by electronic transmission, whether given before or after the meeting time stated in such notice, is deemed equivalent to notice. Attendance of a Member at a meeting is a waiver of notice of such meeting, except when the Member attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened.

**SECTION 10. WRITTEN ACTION.** Any action which is required to or may be taken at a meeting of Members may be taken by written action without a meeting, without prior notice and without a vote. A written action shall be effective when (i) a consent or consents in writing, setting for the action so taken, shall be signed by no less than the minimum number of Members whose votes would be necessary to authorize or take such action at a meeting at which all Members were present and

voted and (ii) such consent or consents are delivered to SDARJ. Such consent or consents shall be delivered to SDARJ's registered agent in the State of Delaware, its principal place of business or its Secretary or to such other officer or an agent of SDARJ having custody of the book in which proceedings of meetings of Members are recorded, by hand or by certified or registered mail, return receipt requested.

**SECTION 11. MEETING RULES.** To the extent consistent with Applicable Law, the Board may adopt rules and regulations for the conduct of meetings of the Members. The Chair or (in the absence of the Chair) the Vice Chair or Immediate Past Chair, or in their absence, any other person designated by the Board shall act as chair of the meeting and shall preside at meetings of Members. The Secretary shall act as secretary of any meeting of Members, but in the Secretary's absence, the chair of the meeting may appoint any person to act as secretary of the meeting.

## ARTICLE IV BOARD OF DIRECTORS

**SECTION 1. NUMBER.** The Board shall consist of the Immediate Past Chair, who shall *ex officio* have a voting seat on the Board, and no less than two (2) and no more than twenty (20) other people to be elected by the Members. Each Director shall be a Member in good standing of the SDARJ, and shall be expected to make an appropriate annual financial contribution to the SDARJ. The exact size of the Board (within the foregoing range) shall be set from time to time by the Board. Candidates for election to the Board shall be nominated by the committee (the "Nominating Committee") established and acting in accordance with Section 2 of Article VI. A Board candidate not included on the Nominating Committee slate may be nominated from the floor at the annual meeting of Members in accordance with the rules for that meeting established under Section 11 of Article III. Election to the Board shall be by vote of the Members of the SDARJ at the annual meeting of such Members, except as provided in Section 6.

**SECTION 2. GENERAL POWERS.** The Board shall be responsible for the following:

- A. Planning all monthly meetings including educational public forums.
- B. Maintaining the ongoing integrity and fidelity to the Mission and Goals of SDARJ.
- C. Establishing and selecting those that will serve on the standing committees of the SDARJ, ~~with each person serving on the Board being required to act~~ [and](#)

those that will serve as chair or ~~co-chair or serve on at least one standing committee.~~co-chairs of such committees.

**D. Establishing and maintaining the organizational structure of SDARJ.**

**SECTION 3. MEETINGS.** The Board shall meet monthly to evaluate events, plan for new events and activities, and assess the needs and growth of SDARJ. The Board shall also hold an annual meeting, promptly after the annual meeting of Members, to elect officers and conduct such other business as may properly come before that meeting. Special meetings of the Board may be called by the Chair, the Vice Chair, the Secretary, any two Directors or any other persons specifically authorized by the Board or under Applicable Law to call special meetings of the Board.

**SECTION 4. TERM OF OFFICE.** The term of office for all those serving on the Board who have been elected by the Members of SDARJ shall be three (3) years. For the sake of continuity, the Board may divide itself into classes such that one-third (1/3) of the Board (or as close thereto as possible if the number of Directors elected by the Members is not evenly divisible by three) are elected at each annual meeting of the Members of SDARJ.

**SECTION 5. QUORUM.**

**A. All Directors are eligible to vote on matters coming before the Board.**

**B. The presence of at least one-third of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.**

**C. If a quorum is not present at a meeting, any decisions made at such meeting must be approved by a majority of the Board at which a quorum is present before said decisions become official. Such decisions can be made by telephone or by email in response to a Board action alert.**

**SECTION 6. VACANCIES.**

**A. If any vacancies occur in the Board for any reason, or if the authorized size of the Board shall be increased, any such vacancies or newly created positions shall be filled by a majority vote of the Directors then remaining in office, even if less than a quorum, or by a sole remaining Director.**

**B. Anyone elected to fill a vacancy or a newly created position on the Board shall hold office until the next annual meeting of SDARJ Members and until his or**

her successor has been duly elected and qualified, or until his or her earlier death, resignation, removal, retirement or disqualification.

**SECTION 7. ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if the entire Board consents thereto in writing or by electronic transmission and such writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board.

**SECTION 8. COMPENSATION.** No Director or Officer shall be compensated for serving as such, but a Director or officer may receive advancement and/or reimbursement of reasonable expenses incurred in performance of his or her duties as such, including attending events or meetings as a representative of the SDARJ.

**SECTION 9. DIRECTORS' RESPONSIBILITIES.**

**A. All Directors shall (i) serve on or act as chair or co-chair of one or more standing committees or sub-committees of the SDARJ or (ii) head or co-head one or more special projects as requested from time to time by the Board.**

**B. Any Director that misses [four] or more meetings of the Board during any twelve-month period without a valid excuse (as determined by the Board) shall be deemed to have constructively resigned from the Board.**

**SECTION ~~9~~10. NO PERSONAL LIABILITY.** To the fullest extent provided by Applicable Law, no Director or Officer shall be liable to the SDARJ, any Member or any other person by virtue of his or her serving as a Director or Officer.

**ARTICLE V  
OFFICERS**

**SECTION 1. OFFICERS.**

**A. The officers of the SDARJ shall include a Chair, the Immediate Past Chair, a Vice Chair, a Secretary and a Treasurer. The officers of the SDARJ may also include an Assistant Secretary or Assistant Treasurer, and such other officers and agents as the Board may determine, but none of such officers shall have a vote in meetings of the Board unless he or she has also been elected to serve as a Director. Any number of offices may be held by the same person, except that one person may not hold both the office of Chair and the office of (a) Secretary and/or (b) Treasurer. No person shall be elected as Chair, Vice Chair, Secretary or**

**Treasurer (a “Principal Officer”) unless such person has also been elected to the Board.**

**B. The officers of the SDARJ shall have such authority and shall exercise such powers and perform such duties as may be specified in these By-Laws, and in any event each officer shall exercise such powers and perform such duties as may be required by law.**

**C. All officers shall (i) serve on or act as chair or co-chair of one or more committees or sub-committees of the SDARJ or (ii) head or co-head special projects as determined from time to time by the Board.**

## **SECTION 2. DUTIES OF THE CHAIR.**

**A. The Chair shall preside at all meetings of the Board and of the Members of the SDARJ unless the Chair designates the Vice Chair, the Immediate Past Chair or another person to preside in his or her place.**

**B. The Chair shall serve to the extent specified by the Board as the SDARJ’s official representative and spokesperson on matters of policy and positions.**

**C. The Chair shall have general responsibility for the planning and agenda of each meeting of the Board and each meeting of the Members of the SDARJ.**

**D. The Chair shall also have general control and supervision of the affairs and operations of the SDARJ, keep the Board fully informed about the activities of the SDARJ and see that all orders and resolutions of the Board are carried into effect. The Chair shall also manage and administer the SDARJ’s business and affairs, with the assistance of the Executive Director, if any, appointed under Section 10 of this Article V. The Chair shall also have such other duties and powers as the Board may from time to time prescribe.**

## **SECTION 3. DUTIES OF THE IMMEDIATE PAST CHAIR.**

**The Immediate Past Chair shall *ex officio* have a voting seat on the Board and shall also have the following duties:**

**A. The Immediate Past Chair shall preside at meetings of the Board and of the Members of the SDARJ if so designated by the Chair or in the absence of both the Chair and the Vice Chair.**

**B. The Immediate Past Chair shall re-assume the office of the Chair should a vacancy occur and there is no Vice Chair, but for the remainder of the unexpired**

term only.

C. The Immediate Past Chair shall also have such other duties and powers with respect to the mission of the SDARJ as the Board may specify.

#### **SECTION 4. DUTIES OF THE VICE CHAIR.**

In the absence of the Chair, the duties of the Chair shall be performed and his or her powers may be exercised by the Vice Chair. The Vice Chair shall also have the duties and powers of the Treasurer if no Treasurer is elected and serving or if the Treasurer or any Assistant Treasurer is unavailable or otherwise unable to act and shall also perform such other duties and exercise such other powers as may be assigned from time to time by the Board.

#### **SECTION 5. DUTIES OF THE TREASURER.**

The Treasurer shall:

A. have charge and supervision over and be responsible for the moneys, securities, receipts and disbursements of the SDARJ, and keep or cause to be kept full and accurate records of all receipts of the SDARJ;

B. cause the moneys and other valuable effects of the SDARJ to be deposited in the name and to the credit of the SDARJ in such banks or trust companies or with such bankers or other depositories as shall be determined by the Board or the Chair or by such other officers of the SDARJ as may be authorized by the Board or the Chair to make such determination;

C. cause the moneys of the SDARJ to be disbursed (with appropriate authorization) by checks or drafts (signed by such officer or officers or such agent or agents of the SDARJ, and in such manner, as the Board or the Chair may determine from time to time) drawn upon the authorized depositories of the SDARJ and cause to be taken and preserved proper vouchers for all moneys disbursed;

D. render to the Board or the Chair, whenever requested, a statement of the financial condition of the SDARJ and of all his or her transactions as Treasurer, and render a full year-end financial report at the annual meeting of the Board;

E. prepare and file all required income and corporate franchise tax returns and related reports;

F. serve on the finance committee and fund-raising committee, if established;

**G. be empowered from time to time to require from all officers or agents of the SDARJ reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the SDARJ; and**

**H. have all the powers and perform all duties otherwise customarily incident to the office of treasurer, subject to the control of the Board, and in addition shall have such other powers and perform such other duties as may be specified in these By-Laws or as may be assigned to him or her from time to time by the Board or the Chair.**

## **SECTION 6. DUTIES OF THE SECRETARY.**

**The Secretary shall:**

**A. act as secretary of all meetings of the Board and of the Members of the SDARJ and shall keep a record of all meetings of the Board and of the Members of the SDARJ in the minute books of the SDARJ;**

**B. cause all notices to be duly given in accordance with Applicable Laws and (unless the Board gives such responsibility to the chair of the committee responsible for communications) be responsible for seeing that all other mass mailings to Members or to the general community are made;**

**C. be the custodian of the records and of the seal of the SDARJ (if one shall be adopted) and shall cause such seal (or a facsimile thereof) to be affixed to all documents and instruments that the Board or any officer of the SDARJ has determined should be executed under its seal (and when the seal is so affixed attest the same), and shall sign, together with the Chair, all contracts and grant applications of the SDARJ;**

**D. properly maintain and file all books, reports, statements and other documents and records of the SDARJ required by Applicable Law;**

**E. have all powers and perform all duties otherwise customarily incident to the office of secretary, subject to the control of the Board; and**

**F. in addition, have such other powers and perform such other duties as may be specified in these By-Laws or as may be assigned to him or her from time to time by the Board or the Chair.**

## **SECTION 7. OTHER OFFICES.**

**The Board may create and fill subordinate offices as it deems necessary and appropriate. The holder(s) of such office(s) shall perform such duties and exercise such powers as may be assigned from time to time by the Board or the Chair.**

## **SECTION 8. ELECTION OF OFFICERS.**

**A. Each of the officers of the SDARJ shall be elected by the Board at its annual meeting. The Board shall give due consideration to the recommendations of the Nominating Committee as to the election of officers of the SDARJ but shall not be bound by them.**

**B. Each officer shall hold office until the next succeeding annual meeting of the Board and until his or her successor has been elected and qualified or until his or her earlier death, resignation, removal or retirement.**

**C. If officers are not elected at the annual meeting of the Board, officers may be elected at any regular or special meeting of the Board.**

**D. New offices may be created and filled at any meeting of the Board for a term ending at the next annual meeting of the Board.**

**E. Officers shall be limited to six years from the date first elected (whether or not such election was before adoption of these By-Laws) in any office, unless the Board determines that it is in the best interest of SDARJ to extend the term of an officer beyond six years.**

## **SECTION 9. RESIGNATION AND REMOVAL OF OFFICERS.**

**A. Any officer or agent, however appointed, may be removed for or without cause at any time by a two-thirds vote of the Board.**

**B. Any officer that serves on the Board shall be removed from office if he or she misses four (4) consecutive monthly meetings of the Board or meetings of the Members.**

**C. Any officer may resign at any time by delivering notice of resignation, either in writing signed by such officer or by electronic transmission, to the Board or the Chair. Unless otherwise specified therein, such resignation shall take effect upon delivery.**

**D. Any vacancy occurring in any office by death, resignation, removal, retirement or otherwise shall be filled for the unexpired term thereof by the Board at any meeting of the Board.**

**SECTION 10. EXECUTIVE DIRECTOR.** The Board may appoint a paid staff member, who shall not be a Director or Officer of the SDARJ, to act as the Executive Director of the SDARJ and assist the Chair and the other Officers in carrying out their duties and responsibilities. The Board, or the Chair if authorized by the Board, shall prescribe in detail (subject to the limitations contained in these By-Laws) the precise duties, responsibilities and authority of any Executive Director.

## **ARTICLE VI COMMITTEES**

### **SECTION 1. ESTABLISHMENT OF COMMITTEES.**

**A. In addition to the Executive Committee and the Nominating Committee, the Board may designate one or more other standing committees, each of which committees shall possess and exercise such mission, mandate, power, duties, and authority in the management of the business of the SDARJ between meetings of the Board as the Board shall determine.**

**B. Those serving on or acting as chair or co-chair of any committee, other than the Executive or Nominating Committee, need not be Directors or officers, but all persons serving as chair or co-chair or voting on decisions of such committee or any sub-committee thereof must be Members in good standing of the SDARJ.**

**C. Each committee, unless otherwise determined by the Board, shall elect its own chair and any co-chair and the chair or co-chair of any sub-committee thereof, and shall carry out its mission and mandate in accordance with these By-Laws and such rules as the Board shall from time to time establish.**

**D. The chair and/or co-chair of each committee (if not already a Director) shall attend the monthly meeting of the Board as a guest of the Board and shall report monthly on all actions taken or proposed to be taken by the committee since the previous meeting, which actions or proposed actions shall be subject to revision or alteration by the Board.**

## **SECTION 2. EXECUTIVE COMMITTEE.**

**There shall be a standing Executive Committee comprising the Principal Officers and one other Director selected by the Board, which shall have full power and authority (subject to Section 4 of this Article VI) to take any action that the Board might otherwise take that, in the judgement of the Chair, is required to be taken before the next regularly scheduled meeting of the Board. Notwithstanding the foregoing, the Executive Committee may not authorize any expenditure of funds, unless previously authorized by the Board by its approval of the annual budget or otherwise, in excess of any limit on the Executive Committee's financial authority that may be established from time to time by the Board. The Executive Committee may also consider and make recommendations to the Board as to any other matters arising between regular meetings of the Board.**

## **SECTION 3. NOMINATING COMMITTEE.**

**A. No later than 45 days prior to the date when notice of the annual meeting of Members is proposed to be given, the Board shall select from among those then serving as Directors between three (3) and six (6) persons to serve as the Nominating Committee for the upcoming Board election.**

**B. The Nominating Committee shall review and evaluate the (i) qualifications, (ii) interest in and commitment to the mission of the SDARJ, (iii) willingness to serve and (iv) ability to dedicate the necessary time of those persons suggested to it as potential candidates for election to the Board. The Nominating Committee shall nominate for election to the Board those persons that it deems most qualified and suitable.**

**C. The Nominating Committee shall also make non-binding recommendations to the Board as to the election of the Principal Officers of the SDARJ. Each person recommended to serve as a Principal Officer shall then be serving an unexpired term on the Board or nominated by the Nominating Committee to be elected or re-elected to the Board at the next annual meeting of Members.**

**D. The Nominating Committee shall deliver its Board nominations and recommendations as to Principal Officers to the Board no later than 15 days prior to the date when notice of the annual meeting of Members is proposed to be given.**

**SECTION 4. PROHIBITED ACTIONS. No committee shall have authority to authorize or take any of the following actions, all of which are reserved for the Board:**

- 1. Make, alter, or repeal any By-Law of the SDARJ.**
- 2. Amend or repeal any resolution previously adopted by the Board.**
- 3. Represent, publicly speak, or write to public officials on behalf of SDARJ without previous consultation and approval of the Board or the Chair.**
- 4. Take any action beyond its mission, mandate, power, duties or authority as set forth in these By-Laws or determined by the Board.**

**ARTICLE VII  
IRC 501(C) (3) TAX EXEMPTION PROVISIONS**

**SECTION 1. LIMITATIONS ON ACTIVITIES.**

**A. No substantial part of the activities of the SDARJ shall be attempting to influence legislation, except that the SDARJ may engage in such activities to a greater extent as permitted by and pursuant to an election made under Section 501(h) of the Internal Revenue Code.**

**B. The SDARJ shall not participate in any partisan political campaign on behalf of or in opposition to any candidate for public office.**

**ARTICLE VIII  
MISCELLANEOUS**

**SECTION 1. GRANTS, PROPOSALS, AND CONTRACT AUTHORITY.**

**A. The officers of SDARJ may authorize any officer(s) to make, enter into, execute, and deliver any grant, contract, or other instrument in the name of and on behalf of the SDARJ and such authority may be general or confined to specific instances.**

**B. Unless authorized to do so by these By-Laws or the entire Board, no officer shall have any power or authority to bind the SDARJ by any grant, contract, or engagement or to pledge its credit or otherwise to render it liable for any purpose or in any amount.**

**C. Any contract or transaction in which a person serving on the Board is interested must be approved by the Board acting in good faith through the affirmative vote of a majority of the disinterested Directors (being not less than two Directors) in addition to any vote required by Applicable Law or any more stringent**

**conflict of interest policy that may be adopted by the Board. Such contract or transaction may also be approved by a special committee made up of at least three disinterested Directors. Disclosure shall be made to the Board or such special committee of all material facts as to the Director's relationship to or interest in the contract or transaction and as to the nature of the contract or transaction. The fact that an interested Director participated in meetings discussing or approving any such contract or transaction shall not make the approval void or voidable.**

**SECTION 2. OWNERSHIP OF WORK PRODUCT. All program, workshop or other similar materials (whether written, in audio and/or video form or in some other media) created by any person or committee acting on behalf, under the sponsorship, or in furtherance of the objectives, of the SDARJ shall be and always remain the sole and exclusive property of SDARJ. Any use of such materials by anyone other than SDARJ or for a purpose other than that for which they were originally created shall require the consent of SDARJ, which may be granted only by the Chair or the Board.**

**SECTION 3. BY-LAW AMENDMENTS. Unless the certificate of incorporation is hereafter amended to provide otherwise, these By-Laws may be amended, repealed or replaced only by action of the Members taken in accordance with Article III.**

## **ARTICLE IX INDEMNIFICATION**

**SECTION 1. GENERAL RIGHT TO INDEMNIFICATION. The SDARJ shall indemnify all current and former Directors, officers and agents of the SDARJ to the full extent permitted and/or required by Delaware statutes governing nonprofit corporations as they may from time-to-time be amended. Indemnification shall include expenses incurred by the person in the defense of any action, suit or proceeding in which the person is made a party by reason of serving or having served as a Director or as an officer or agent of the SDARJ, except in relation to matters as to which the person shall be adjudged in such action, suit or proceeding to be liable criminally or grossly negligent in the performance of a duty.**

**SECTION 2. IMPLEMENTATION. The Board shall have the authority to implement the provisions of this Article and to impose reasonable conditions upon the right to such indemnification.**

**SECTION 3. OTHER POWERS. This Article shall not be deemed to limit any power of the SDARJ or the Board to provide indemnity to any other person for claims made against them in connection with their service to the SDARJ.**

**ARTICLE X  
DISSOLUTION**

**SECTION 1. AUTHORIZATION.** The Board may authorize dissolution of the SDARJ by a resolution adopted by a two-thirds (2/3) vote of those then serving on the Board. Written notice of the proposed dissolution shall be provided to the Members of the SDARJ entitled to vote thereon at least thirty (30) days prior to the date of the meeting at which such Members are to vote on the proposed dissolution.

**SECTION 2. DISPOSITION OF ASSETS.** In the event of dissolution, the Board shall dispose of all net assets of the SDARJ exclusively to such organization(s) organized and operated exclusively for charitable or educational purposes as shall at the time qualify as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by order of a court in the jurisdiction in which the principal office of the SDARJ is then located, exclusively for such purposes or to such an organization or organizations.

<b>Summary report:</b>	
<b>Litera Compare for Word 11.4.0.111 Document comparison done on 3/12/2024 11:47:39 AM</b>	
<b>Style name:</b> GDCv11Rendering	
<b>Intelligent Table Comparison:</b> Active	
<b>Original filename:</b> H:\Documents\SDARJ\By-Law Revisions\SDARJ BYLAWS - Proposed 2024 Amendments Dr 01-30-24.doc	
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<u>Table Insert</u>	0
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<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>51</b>