

NON-PROFIT BYLAWS
OF
POLAR TOURISM GUIDES ASSOCIATION

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Montana (“Non-Profit Corporation Act”) and the Articles of Incorporation of Polar Tourism Guides Association. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Montana, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Organization, it shall then be the Articles which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Organization shall be known as Polar Tourism Guides Association, and shall herein be referred to as the "Organization."

ARTICLE 2 – PURPOSE

The corporation is organized and shall be operated exclusively for one or more of the purposes specified in section 501(c)(6) of the Internal Revenue Code as now in effect or as may hereafter be amended (“the Code”), including, but not limited to, promoting high standards of excellence in the polar tourism guide profession, encouraging cooperation among polar tourism guides, and improving the safety and sustainability of polar tourism guiding services available to the public.

ARTICLE 3 – OFFICES

The principal office of the Organization shall be located at 603 S 3rd Ave, Bozeman, Montana 59715.

The Organization may have other such offices as the Board of Directors (“Board”) may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time.

ARTICLE 4 – DEDICATION OF ASSETS

Upon the dissolution of the corporation, assets, if any, remaining after payment or provision for payment of all liabilities shall be distributed, as determined by the Board, for one or more exempt purposes within the meaning of section 501(c)(6) of the Code, or otherwise in accordance with applicable state and federal law. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 5 – MEMBERS

The Organization shall not have members as defined by the Montana Nonprofit Corporation Act. These bylaws, however, provide for qualifications, dues, and involvement in its activities for persons associated with the Organization, and these persons may be referred to as “members” and, collectively, as the “membership.”

Members shall be persons, including individuals and businesses, that are, have been, or will be employed to provide guide services in the polar regions within eighteen (18) months of becoming a member or renewing their membership. Members shall pay dues to the Organization as set by the Board. Members may nominate individuals to be considered by the directors for election to the Board, as set forth in Article 6 of these bylaws. Members also may provide comments on the Organization’s guide qualifications during an annual comment period established by the Board.

ARTICLE 6 - BOARD

General Powers and Responsibilities

The Organization shall be governed by a Board, which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Montana. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the President and Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 7, but no fewer than 5, directors. The number of directors may be increased beyond 7 directors or decreased to less than 5 directors, but not less than 3 directors, by the affirmative vote of a simple majority of the then serving Board. A director need not be a resident of the State of Montana. A director must be a member of the Organization, as described in Article 5 of these bylaws.

In addition, representatives of such other organizations as the Board may deem advisable to elect shall be *Ex-Officio Directors*, which will have the same rights and obligations, including voting power, as the other directors. An Ex-Officio Director must be a representative of an organization that is a member of the Organization, as described in Article 5 of these bylaws.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation is reasonable and set through a process free of conflicts of interest, nothing in these Bylaws shall be construed to preclude any director from serving the Organization in any other capacity and receiving compensation for services rendered.

Board Nominations and Elections

At least thirty (30) days prior to any Board meeting at which directors will be elected, a member may nominate a person to be a candidate for election to the Board. A person so nominated must consent to being a candidate and meet the qualifications of a director. As members, any director also may nominate a candidate.

The Board shall elect new and renewing directors bi-annually, choosing from the pool of candidates nominated by the members. Candidates shall be made known to the Board in writing before the meeting at which they are voted on. New and renewing directors shall be elected by a majority of those directors at a Board meeting at which a quorum is present.

Term of Board

All appointments to the Board shall be for a term of 2 year(s). Any person can serve unlimited consecutive appointments.

Vacancies

A vacancy on the Board may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director;
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive regular meetings of the Board during a fiscal year, or a total of 4 meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meeting of board at which directors are to be elected, to elect the full authorized number of directors.

The Board, by way of affirmative vote of two-thirds of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Any vacancy on the Board may be filled by vote of a simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each director shall have the right to resign at any time upon written notice thereof to the President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Montana is first notified, no director may resign when the Organization would then be left without a duly elected director in charge of its affairs.

Removal

A director may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of two-thirds of then-serving directors.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any 4 directors may call a special meeting of the Board with at least 5 days written notice provided to each director. The notice shall be served upon each director via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Organization to be placed in the minute books. A copy of the minutes shall be delivered to each director via either regular mail, hand delivered, emailed, or faxed within 21 business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all directors. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The directors' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board, the presence of a majority of the directors in office immediately prior to the start of the meeting shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of directors and a vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the directors serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law

specifically requiring otherwise. If a quorum is not present at a meeting, the directors present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a director shall be considered present at any meeting of the Board if during the meeting he or she is present via telephone or web conferencing with the other directors participating in the meeting.

Voting

Each director shall only have one vote.

Proxy

Directors shall not be allowed to vote by written proxy

Director Attendance

A director who is absent from 3 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Organization. As stated in the Section, above, regarding vacancies, the Board may by resolution declare a vacancy in the office of a director who has missed 3 consecutive regular meetings of the Board during a fiscal year, or a total of 4 meetings of the Board during any one calendar year.

ARTICLE 7 – OFFICERS

Officers and Duties

The Board shall elect officers of the Organization at its annual meeting for a term of 1 year, which shall include a President, a Secretary, and a Treasurer and such other officers as the Board may designate by resolution. The same person may hold any number of offices, except no person serving as President may also serve as Secretary or Treasurer. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board, and they shall perform any other such additional duties which the Board may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President, and/or Secretary of the Organization, without bias or predisposition to all rights, if any, of the Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board.

President

It shall be the responsibility of the President, when present, to preside over all meetings of the Board. The President is authorized to execute, in the name of the Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Organization, subject to the control, advice and consent of the Board. The President shall keep the Board completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds

of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization, and shall act as secretary at all meetings of the Board, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Organization and shall see that the seal of the Organization, if any, is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board, and shall render to the President, and Board, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

ARTICLE 8 – SUB-COMMITTEES

Sub Committees

The Board may, by resolution adopted by a majority of directors then in office, provided that a quorum is present, designate one or more sub-committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such sub-committee shall consist of two (2) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific sub-committee. However, sub-committees exercising any authority of the Board may not have any non-directors. The Board may designate one or more alternative directors of any sub-committee who may replace any absent director at any meeting of the sub-committee. The appointment of directors or alternate directors of a sub-committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board may also designate one or more advisory Boards that do not have the authority of the Board. However, no sub-committee, regardless of Board resolution, may:

- a) Authorize distributions (i.e, the payment of a dividend or any part of the income or profit of a corporation to its members, directors, or officers).
- b) Fill vacancies on, or remove directors from the Board or any sub-committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any sub-committee.
- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.

- f) Appoint any other sub-committees of the Board or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board, no sub-committee shall compel the Organization in a contract or agreement or expend Organization funds.

Meetings and Actions of Sub-committees

Meetings and actions of all sub-committees shall be governed by, and held and taken in accordance with, the provisions of Article 5 - Board and these bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the sub-committee and its members for the Board and its directors, except that the time for regular meetings of sub-committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of sub-committee shall also be given to any and all alternate members of the sub-committee, who shall have the right to attend all meetings of the sub-committee. Minutes shall be kept of each meeting of any sub-committee and shall be filed with the Organization records. The Board may adopt rules not inconsistent with the provisions of these bylaws for the governance of any sub-committee.

If a director relies on information prepared by a sub-committee of the Board on which the director does not serve, the sub-committee must be composed exclusively of directors of the Organization whom the director believes to be reliable and competent in the matters presented.

ARTICLE 9 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any sub-committee of the Board on which the director may serve, in good faith, in a manner the director reasonable believes to be in the best interest of the Organization, and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers of the Organization whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c) A sub-committee of the Board upon which the director does not serve, as to matters within its designated authority, which the director reasonably deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

Loans

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer.

Conflict of Interest Policy

All directors and Advisory Board members must sign a Conflict of Interest form which discloses all industry related relationships which may provide a conflict of Interest.

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its directors or Advisory Board members, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations and is not intended as an exclusive statement of responsibilities.

Definition of Conflict of Interest

A conflict of interest exists if a director or Advisory Board member is in a position to make or influence an Organization decision regarding a transaction or arrangement, and that person has a direct or indirect financial interest in the transaction or arrangement or has a fiduciary responsibility to another party to it. An indirect financial interest includes those through business, investment, and family.

The fact and appearance of a conflict of interest should be avoided, both of which are a form of conflict of interest. An appearance of conflict of interest exists if an objective, but skeptical, outside observer reasonably might believe that a situation may cause decisions by the person to be influenced by financial interest or another fiduciary relationship.

Examples of situations that must be disclosed and handled according to this policy include:

- Ownership or investment interests, including potential such interests, in another party with which the Organization has, or is negotiating, a transaction or arrangement;
- Compensation arrangements, or potential such arrangements, with the Organization or with another party with which the Organization has, or is negotiating, a transaction or arrangement; and
- A position as a director, officer, or trustee of another party with which the Organization has, or is negotiating, a transaction or arrangement.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose its existence and be given the opportunity to disclose all material facts to the directors or Advisory Board considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President shall, if deemed necessary and appropriate, appoint a disinterested person or sub-committee to investigate alternatives to the proposed transaction or arrangement.

- c) After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board 's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Indemnification

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 10 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations,

and certificates of shares of stock owned by the Organization shall be executed, signed, and/or endorsed by the President.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Board shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board. Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE 11 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by any director at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and sub-committees. All such records shall be kept at a place or places as designated by the Board and sub-committees, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Organization shall prepare annual financial statements using generally accepted accounting principles.

ARTICLE 12 – FISCAL YEAR

The fiscal year for this Organization shall end on April 30.

ARTICLE 13 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by the vote of a majority of the Board then in office. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws.

ARTICLE 14 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws.

Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes an Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.