

**BY-LAWS  
OF  
THE MORRIS COUNTY CONTINUUM OF CARE**

**February 3, 2020**

**ARTICLE I  
ORGANIZATION**

**Section 1.01. Name; Organization.**

(a) The name of this body is “The Morris County Continuum of Care,” hereinafter referred to as the “Company.” The Company is an independent body established under the guidelines promulgated by the U.S. Department of Housing and Urban Development (the “HUD”) and is made up of a consortium of community providers, advocates, consumers, grant-makers and other stakeholders, both public and private, dedicated to eliminating homelessness in Morris County, New Jersey (“Morris County”).

(b) A continuum of care (“CoC”) is a collaborative funding and planning approach that helps communities plan for and provide, as necessary, a full range of emergency, transitional and permanent housing, along with prevention and other services to address the various needs of homeless persons in Morris County.

**Section 1.02. Geographic Area.**

The Company shall serve the homeless and at-risk populations in the Morris County geographic area.

**Section 1.03. Principal Office; Other Offices.**

The principal office of the Company shall be at such place as the Executive Committee may designate from time to time, which need not be in the State of New Jersey. The initial principal office of the Company shall be the County of Morris Department of Human Services located at 1 Medical Drive, Morris Plains, New Jersey 07950. The Company may change its principal office or have such other offices as the Executive Committee may designate from time to time.

**Section 1.04. Mission.**

The Company’s mission is to address and prevent homelessness in Morris County. The Company is committed to achieving its mission by developing and implementing comprehensive strategies through the use of collaborative funding and planning.

**Section 1.05. Purpose.**

The Company is a community planning body established to provide housing and related services to the homeless and at-risk populations in Morris County as they procure stable housing and maximize their self-sufficiency. To achieve the Company's goal of ending and preventing a return to homelessness, the Company shall perform the following duties:

- (a) promote community-wide commitment to ending homelessness;
- (b) provide funding to quickly house individuals and families while minimizing any trauma associated with experiencing homelessness;
- (c) promote access to, and effective use of, mainstream benefits including, but not limited to, Temporary Assistance for Needy Families (TANF), Medicaid and Supplemental Nutrition Assistance Program (SNAP) benefits; and
- (d) optimize self-sufficiency among individuals and families experiencing homelessness.

## **ARTICLE II MANAGEMENT**

### **Section 2.01. Management; Executive Committee.**

Management and control of the Company shall be vested in the Executive Committee, and the business and affairs of the Company shall be managed under the direction of the Executive Committee. All approvals, consents, determinations, resolutions or decisions of the Executive Committee shall be made in accordance with Section 2.05 of these By-Laws. The Executive Committee shall retain always the authority to make management decisions notwithstanding any delegation of duties by the Executive Committee to any subcommittees, officers, employees or agents of the Company.

### **Section 2.02. Composition.**

(a) Composition. The Executive Committee shall have no fewer than 12 members and no more than 15 members, who together shall represent the key sectors, funders, service providers and members of the homeless population in Morris County. The Executive Committee shall consist of voting members (the "Voting Members") and non-voting, ex-officio members (the "Ex-Officio Members").

(b) Voting Members. The Executive Committee shall consist of at least nine (9) Voting Members. The Voting Members shall represent the larger Morris County community and shall include homeless or formerly homeless individual(s). The Voting Members may also include representatives from the following types of organizations:

- (i) Government Agencies/Funders;

- (ii) Non-CoC funded Homeless Service Providers;
- (iii) Community or Citizen Representatives; and
- (iv) Public Agencies.

(c) Ex-Officio Members. The Executive Committee shall consist of at least two (2) Ex-Officio Members. Ex-Officio Members shall support the Executive Committee in the directing and planning process. Ex-Officio Members may include [service providers or the chair of the Community Assistance Services Committee (the “CASC”).] A CASC chair that is serving as an Ex-Officio Member may only attend meetings of the Executive Committee upon request from the Executive Committee, on an as needed basis.

(d) Stakeholder Representatives. The Executive Committee may include representatives from each of the following stakeholder groups; *provided, however*, that a member of the Executive Committee may serve as the representative of more than one (1) stakeholder group and shall be prohibited from receiving funds from the CoC.

- (i) Individuals who have experienced homelessness;
- (ii) Coordinated Entry Service Providers;
- (iii) Emergency Shelter Service Providers;
- (iv) Rapid Re-Housing Service Providers;
- (v) Permanent Supportive Housing Service Providers;
- (vi) Affordable Housing Providers;
- (vii) Homeless Youth Service Providers;
- (viii) Domestic Violence Survivor Service Providers;
- (ix) Veterans Service Providers;
- (x) Mental/Behavioral Health Service Providers;
- (xi) Early Childhood and/or K-12 Education System Representatives;
- (xii) Public Funding Agencies;
- (xiii) Philanthropic Organizations; and
- (xiv) Faith-Based Organizations.

**Section 2.03. Appointment; Terms.**

(a) Appointment. Executive Committee members shall be nominated by the Nominating Committee and approved by the CASC in accordance with Section 2.09 of these By-Laws.

(b) Term of Voting Members. Voting Members shall serve for a period of three (3) years, or until their earlier death, incapacity, dissolution, removal or resignation. Voting Members may be removed and their successors designated and appointed at any time or from time to time, with or without cause, by the Executive Committee. Upon serving two (2) consecutive terms, Voting Members shall not be eligible to serve on the Executive Committee for a period of one (1) year following the expiration of such Voting Member's second term.

(c) Term of Ex-Officio Members. Ex-Officio Members shall serve for a period of one (1) year, or until their earlier death, incapacity, dissolution, removal or resignation. Ex-Officio Members may be removed and their successors designated and appointed at any time or from time to time, with or without cause, by the Executive Committee. Ex-Officio Members shall be eligible to serve on the Executive Committee for an unlimited number of terms.

**Section 2.04. Meetings.**

(a) Attendance. The Executive Committee shall meet at least four (4) times each year at such time and at such place as shall from time to time be determined by the Executive Committee; *provided*, that any member of the Executive Committee who is absent when such a determination is made shall be given prompt notice of such determination. Members of the Executive Committee shall be entitled to hold and attend meetings by means of a teleconference or videoconference call so long as all members can hear all participants on such teleconference or videoconference call at the same time. Executive Committee meetings shall be open to the public unless otherwise approved by the Voting Members in accordance with Section 2.05 of these By-Laws. The chair of the Executive Committee (the "EC Chair") shall have the authority to invite guests, as necessary, to provide additional information relating to the Executive Committee's planning and decision-making process.

(b) Notice. One (1) weeks' prior written notice of an Executive Committee meeting, delivered in accordance with Section 7.01 of these By-Laws, shall be provided to each Voting Member by the CoC Lead Agency (as defined in Section 2.07 below). The notice shall include a tentative agenda for the upcoming meeting and shall be accompanied by the previous meeting minutes.

(c) Meeting Minutes. Meeting minutes shall be approved at the next meeting of the Executive Committee. Minutes that have been approved by the Executive Committee shall be made publicly available upon request.

**Section 2.05. Voting.**

(a) General. Each Voting Member shall be entitled to cast one (1) vote with respect to any matter upon which a vote of the Executive Committee is to be taken; *provided, however,* that any Voting Member that has not attended at least 50% of the Executive Committee meetings held during the preceding 12 months shall not be eligible to vote. A quorum for all meetings of the Executive Committee shall consist of at least 51% of the Voting Members present in person, telephonically or by videoconference. At any meeting of the Executive Committee at which a quorum is present, the affirmative vote of a majority of the Voting Members present at such meeting shall be required to approve any action taken by the Company, unless a different vote is specified herein or by law. All votes shall be taken by roll call or by ballot. The members of the Executive Committee acting individually shall have no authority or power to act for or on behalf of the Company, to do any act that would be binding on the Company or to make any expenditure or incur any obligations on behalf of the Company, without the affirmative vote or consent of the Executive Committee as provided herein.

(b) Approval by Written Consent. Any action permitted or required herein or by law to be taken by the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by the minimum number of Voting Members necessary to authorize such action pursuant to Section 2.05 of these By-Laws.

(c) Voting by Electronic Transmission. The Executive Committee may also take action without a meeting via electronic transmission (e.g., e-mail correspondence) if approved by the minimum number of Voting Members necessary to authorize such action pursuant to Section 2.05 of these By-Laws. Notwithstanding the foregoing, a vote by electronic transmission shall only be valid if the following conditions have been satisfied:

- (i) The Company shall not have received notice from any Voting Member stating that such Voting Member does not have access to equipment necessary to participate in a vote by electronic transmission.
- (ii) The EC Chair shall establish a timeframe within which electronic votes must be submitted to the Company. Such timeframe must be specified in the notice to Voting Members described below.
- (iii) The EC Chair shall provide at least 48 hours' prior written notice, delivered in accordance with Section 7.01 of these By-Laws, to each Voting Member. The notice shall set forth the action to be

taken and the timeframe within which electronic votes must be submitted. All supporting documentation must be provided with the notice. The subject line of each notice and related correspondence shall clearly state “CoC BOARD ACTION.”

- (iv) All Voting Members shall be included as recipients in all correspondence relating to votes taken by electronic transmission. Each Voting Member shall submit his or her vote by responding to all recipients and stating, “I vote yes” or “I vote no” in the first line of such response.
- (v) The EC Chair shall report the results of a vote taken by electronic transmission promptly following the expiration of the timeframe provided for submitting such votes. All electronic voting results shall also be reported at the next meeting of the Executive Committee and shall be recorded in the minutes of the Company.

**Section 2.06. Powers and Responsibilities of the Executive Committee.**

(a) Subject to all applicable provisions herein, the Executive Committee shall have full, exclusive and complete discretion to manage and control the business and affairs of the Company, to make all decisions affecting the business and affairs of the Company and to take all such actions as it reasonably deems necessary or appropriate to accomplish the purposes and direct the affairs of the Company. Without limiting the generality of the foregoing, the Executive Committee is hereby granted, in the name and on behalf of the Company, the right, power and authority to:

- (i) oversee and manage all activities of the Company in coordination with, and with input from, the CASC and any other Subcommittee established by the Executive Committee;
- (ii) set priorities for providing services and housing needs to the homeless and at-risk populations in Morris County based on analysis of community data;
- (iii) establish system performance standards in consultation with service providers, including written standards for programs operating in Morris County relating to homelessness;
- (iv) approve funding recommendations for the HUD Homeless Assistance Program;
- (v) to the extent possible, participate in other funding recommendation processes, as appropriate, for funds to support

the provision of housing and related services to the homeless and at-risk populations in Morris County;

- (vi) review and make recommendations regarding the program monitoring process;
- (vii) contribute to the establishment, development and implementation of a ten (10)-year plan to end homelessness in Morris County;
- (viii) review and make recommendations related to requirements of the Homeless Management Information System (the “HMIS”);
- (ix) coordinate a community-wide assessment process; and
- (x) oversee, or delegate the oversight of, CASC meetings.

**Section 2.07. CoC Lead Agency.**

(a) Appointment; Term. The Executive Committee shall appoint an organization to serve as the Company’s CoC Lead Agency (the “CoC Lead Agency”). The CoC Lead Agency shall provide general administrative support and technical expertise in connection with any action taken by the Company. An organization shall serve as CoC Lead Agency for a period of three (3) years, or until its earlier bankruptcy, dissolution, removal or resignation. There shall be no limitation to the number of terms that an organization may serve as CoC Lead Agency. The CoC Lead Agency shall serve at the absolute and unreviewable discretion of the Executive Committee and may be removed, at any time or from time to time, by the Executive Committee, with or without cause.

(b) Powers and Responsibilities. The CoC Lead Agency shall have such duties and shall perform such functions as may be delegated to it by the Executive Committee from time to time, and shall serve at the absolute and unreviewable discretion of the Executive Committee.<sup>1</sup> An organization serving as CoC Lead Agency may resign voluntarily from such position upon at least 90 days’ prior written notice to the Company. The duties of the CoC Lead Agency may include, without limitation,:

- (i) managing the HMIS;
- (ii) preparing and submitting the annual HUD CoC application;
- (iii) managing the CoC Funded Project Monitoring;
- (iv) managing the Point-in-Time Count; and

- (v) developing and implementing the Morris County ten (10)-year plan to end homelessness.

**Section 2.08. Officers.**

(a) Appointment of Officers. Unless otherwise provided herein, the Executive Committee may, but shall not be required to, designate one (1) or more officers or other agents who shall have such duties and shall perform such functions as may be delegated to them by the Executive Committee from time to time, and who shall serve at the absolute and unreviewable discretion of the Executive Committee.

(b) Vacancies. The Voting Members, with or without cause, may remove any officer of the Company, at any time or from time to time. Officers may resign voluntarily from their position upon at least ten (10) days' prior written notice to the Company. Officers shall cease serving in such capacity upon their death, bankruptcy, or a ruling by a court of competent jurisdiction that he or she is incompetent. A vacancy in any office occurring because of death, resignation, removal or otherwise may but need not be filled by the Voting Members.

(c) Positions. The Executive Committee shall designate one (1) Voting Member to serve as the EC Chair, one (1) Voting Member to serve as vice chair of the Executive Committee (the "EC Vice Chair" and together with the EC Chair, the "EC Chairpersons"), and one (1) Voting Member to serve as the recording secretary (the "Secretary"). The EC Chair and Secretary shall be elected every odd numbered year and the EC Vice Chair shall be elected every even numbered year. The EC Chairpersons shall preside over meetings of the Executive Committee. The EC Chairpersons may also preside over meetings of the CASC, or alternatively, may designate a current member of the Executive Committee to serve as chair of the CASC.

(d) Terms. Officers shall serve in their respective capacities for two (2) year terms; *provided, however*, that in no event shall any Officer serve for more than two (2) terms.

**Section 2.09. Standing Committees.**

(a) Standing Committees. The Company shall have three (3) standing committees of the Executive Committee (the "Standing Committees"). The Standing Committees shall be (i) the Nominating Committee, (ii) the Allocation Committee and (iii) the CASC. Each Standing Committee shall have a chairperson designated by the EC Chair.

(b) Nominating Committee.

- (i) Composition. The Nominating Committee shall consist of at least three (3) members and no more than five (5) members. At least one (1) member of the Nominating Committee must represent the

CoC Lead Agency and one (1) member must be a current member of the Executive Committee. The remaining Nominating Committee members shall be elected by the Voting Members.

- (ii) Appointment; Term. The Voting Members shall elect the members of the Nominating Committee by a majority vote as provided herein no later than September of each year. Nominating Committee members shall serve for one (1) year terms and may be reelected by the Voting Members without limitation.
- (iii) Powers and Responsibilities. The Nominating Committee shall be responsible for developing a slate of candidates to serve as Voting Members and Ex-Officio Members of the Executive Committee. The Nominating Committee shall also identify eligible candidates to serve on the Executive Committee, secure support from prospective Executive Committee members and provide the recommended slate to the Executive Committee and CASC. The Nominating Committee must prepare the slate of eligible candidates no later than October 31st of each year in order to provide sufficient time for the CASC to vote on the nominations prior to the end of the calendar year. The Nominating Committee shall follow all requirements, rules and practices set forth in the Company's Policy and Procedures Manual.

(c) Allocation Committee.

- (i) Composition. The Allocation Committee shall consist of at least five (5) members and no more than nine (9) members. At least one (1) member of the Allocation Committee must represent the CoC Lead Agency and one (1) member must be a Voting Member of the Executive Committee. The remaining Allocation Committee members may be members of the Executive Committee or other non-affiliated community stakeholders that do not have a direct conflict of interest with the Company.
- (ii) Appointment; Term. The Voting Members shall elect the members of the Allocation Committee by a majority vote. Allocation Committee members shall serve for a term of two (2) years and may be reelected by the Voting Members without limitation.
- (iii) Powers and Responsibilities. The Allocation Committee shall be responsible for making funding recommendations for HUD CoC Program funds and other funding streams to the greatest extent

possible. The Allocation Committee shall also design the local application process, review completed applications and make funding recommendations to be approved by the Executive Committee. The Allocation Committee shall follow all requirements, rules and practices set forth in the Company's Policy and Procedures Manual.

(d) Community Assistance Services Committee (CASC).

- (i) Composition; Membership Applications. All interested community members and organizations shall be eligible to serve on the CASC. The Company encourages participation from all community stakeholders interested in addressing the issue of homelessness in Morris County. Any agency or individual that desires to become a formal member of the CASC must complete an application from the Company, which shall be provided by the CoC Lead Agency upon request. The application to become a member of the CASC requests certain information from the applicant, such as the applicant's contact information, roles held in the Morris County community and the identity of the designated voting representative. The voting representative of an agency must be an individual authorized to speak on behalf of such agency on matters related to homelessness. Completed applications must be submitted to the CoC Lead Agency and shall be accepted on by the Company on a rolling basis.
  
- (ii) Appointment; Term; Quorum and Voting. Members of the CASC shall reflect the community services available to the homeless and at-risk populations in Morris County. The CASC shall have two (2) types of membership: (1) Ex-officio members shall act in an advisory capacity and shall not have any voting rights. Ex-officio members shall include consultant representatives from the New Jersey Housing and Mortgage Finance Agency (the "HMFA") and Monarch Housing, and state and local representatives from the Department of Human Services; and (2) Voting members shall consist of up to three (3) representatives from each agency to ensure continuity of CASC activities upon the absence of any one (1) representative; *provided, however*, that each agency shall only be entitled to submit one (1) vote, which shall be determined by majority vote of the representatives for such agency.

A quorum for all meetings of the CASC shall consist of at least 51% of the voting members present in person, telephonically

or by videoconference. At any meeting of the CASC at which a quorum is present, the affirmative vote of a majority of the voting members present at such meeting shall be required to take any action, unless otherwise provided herein or by law. One (1) representative per agency shall be counted towards quorum and entitled to vote.

(iii) Powers and Responsibilities. The overall mission of the CAS Committee is to work in collaboration with the Executive Committee, CASC subcommittees and other stakeholders to eliminate homelessness and address the needs of the homeless and at-risk populations in Morris County. The CASC shall review and confirm the Executive Committee membership slate annually;

- review written standards for the provision of services and, if necessary, recommend changes to the Executive Committee;
- provide recommendations to the Executive Committee regarding HUD-mandated policies and procedures;
- identify gaps and barriers to services and provide recommendations for system improvements to the Executive Committee;
- recommend changes in service and spending priorities to the Executive Committee;
- plan and coordinate the delivery of emergency services to the homeless and at-risk populations in Morris County;
- organize training and facilitate the provision of continuing education for members of the CASC;
- provide technical assistance and delegate tasks to subcommittees of the CASC;
- facilitate the collaboration of all CoC providers on issues related to homeless services planning;
- create a work plan each year setting forth the CASC's annual goals and objectives, and monitor and evaluate the work plan throughout the year; and

- recruit members and/or facilitate collaboration with organizations that are either not engaged in services utilized by the homeless population or who provide services that are underutilized by the homeless population.

The CASC shall follow all requirements, rules and practices set forth in the Company's Policy and Procedures Manual.

(e) Additional Subcommittees. Ad hoc committees may be formed as needed and approved by the Executive Committee.

**Section 2.10. HMIS Lead Agency.**

The Executive Committee shall endorse the organization that will serve as the HMIS Lead Agency and shall provide recommendations on HMIS software that will be used in Morris County. The Executive Committee will work with the HMIS Lead Agency to develop HMIS requirements in accordance with the HUD CoC regulations.

**ARTICLE III  
SUBCOMMITTEES**

**Section 3.01. Subcommittees.**

The Executive Committee and/or the CASC may identify subcommittees and/or ad hoc workgroups necessary to complete the homelessness planning process and the implementation of such plan. Any recommended subcommittee and/or ad hoc workgroup must be approved by the Executive Committee in accordance with Section 2.05 prior to taking any action.

**Section 3.02. Reports to the Executive Committee.**

Subcommittees and/or ad hoc workgroups shall provide status reports to each of the Executive Committee and the CASC. Any action being contemplated by a subcommittee and/or an ad hoc workgroup must first be approved by the Executive Committee in accordance with Section 2.05.

**ARTICLE IV  
CONFLICTS OF INTEREST<sup>2</sup>**

**Section 4.01.** Any individual or organization that has a financial interest in the funding streams for which the Allocation Committee makes recommendations may not serve as a member of the Allocation Committee or the Executive Committee. Such individuals or representatives shall also be prohibited from attending or participating in any meeting of the Allocation Committee and any meeting of the Executive Committee in which a recommendation related to funding shall be made or announced. Board members, employees and individual former employees (defined as any person who has been employed by such organization anytime within the preceding 364 days) of organizations seeking funding through the applicable funding streams shall be prohibited from participating in the project selection or approval process. All Executive Committee members and Allocation Committee members must adhere to the Conflict of Interest Policy as contained in the Company's Policies and Procedures Manual. The Conflict of Interest Statement of Acknowledgement form, as contained in the Policies and Procedures Manual, must be signed by all members of the Executive Committee and the Allocation Committee and returned to the Company prior to the commencement of such member's term.

**Section 4.02.** It is the Company's policy that a conflict, or the appearance of a conflict, between a CoC decision-making entity (including committees, subcommittees and officers of the Company) and any of the organizations receiving awards of grants shall in all cases be avoided. All members of the CoC decision-making entity shall recuse themselves from discussing or voting on any project in which such member or such member's affiliated agencies have a financial or potential financial interest.

## **ARTICLE V AMENDMENTS**

**Section 5.01.** The Company's By-Laws may be amended by the Executive Committee from time to time upon approval by a majority of the Voting Members present at a duly held meeting of the Executive Committee. All proposed amendments to the Company's By-Laws shall be presented in writing to the members present at the next duly held meeting of the CASC. At the next duly held meeting of the Executive Committee, the Executive Committee shall receive and review all amendments recommended by the CASC and shall vote on all such recommended amendments to the By-Laws.

**Section 5.02.** The Executive Committee shall periodically review the Company's By-Laws for any necessary amendments or modifications.

## **ARTICLE VI BOOKS AND RECORDS**

**Section 6.01. Maintenance of Records.**

(a) The Company shall maintain true and correct books and records, in which shall be entered all transactions of the Company, and shall maintain all other records necessary, convenient, or incidental to recording the Company's business and affairs.

(b) All decisions as to accounting principles, accounting methods, and other accounting matters shall be made by the CoC Lead Agency.

(c) The Company shall keep a current list of all members of each of the Company's committees and the voting rights of each such member. Upon the written request from a member of a Company committee, the Company shall make such list available for inspection by such member.

(d) Each committee member or its authorized representative may examine any of the books and records of the Company during normal business hours upon reasonable notice for a proper purpose reasonably related to such member's interest in the Company.

## **ARTICLE VII GENERAL**

### **Section 7.01. Notices.**

(a) Except as expressly provided otherwise in the Company's By-Laws, all notices, including required notices, consents, waivers, requests, or other instruments or communications, given pursuant to the By-Laws shall be in writing, shall be signed by the party giving the same, and shall be delivered by hand; delivered by electronic mail; sent by registered or certified U.S. mail, return receipt requested, postage prepaid; or sent by a nationally recognized overnight delivery service. Such notices, instruments, or communications shall be addressed, in the case of the Company, to the Continuum of Care at P.O. Box 900, Morristown, New Jersey 07963-0900, Attention: Sheila Carter and, in the case of any member serving on a committee of the Company, to the address for that member set forth in the Company's books and records; except that any such member may, by notice to the Company, specify any other address for the receipt of such notices, instruments, or communications.

(b) Except as expressly provided otherwise in the Company's By-Laws, any notice, instrument, or other communication shall be deemed properly given when sent in the manner prescribed in this Section 7.01.

(c) In computing the period of time for the giving of any notice, the day on which the notice is given shall be excluded and the day on which the matter noticed is to occur shall be included.

(d) Delivery of Notice.

- (i) If notice is given by personal delivery, it shall be deemed given on the date such notice is personally delivered to the recipient.
- (ii) If notice is given by electronic mail, it shall be deemed delivered when the sender receives an acknowledgement of receipt from the recipient.
- (iii) If notice is given by registered or certified U.S. mail, it shall be deemed given when deposited in the mail addressed to the person to whom it is directed, with prepaid postage thereon.
- (iv) If notice is given by nationally recognized overnight delivery service, such notice shall be deemed given on the date it is delivered to the nationally recognized overnight delivery service.
- (v) If notice is given in any other manner authorized herein or by law, it shall be deemed given when actually delivered, unless otherwise specified herein or by law.

**Section 7.02. Interpretation.**

(a) Article, Section, and Subsection headings are not to be considered part of the By-Laws, are included solely for convenience of reference and are not intended to be full or accurate descriptions of the contents thereof.

(b) Use of the terms “herein,” “hereunder,” “hereof” and like terms shall be deemed to refer to the entire By-Laws and not merely to the particular provision in which the term is contained, unless the context clearly indicates otherwise.

(c) Use of the word “including” or a like term shall be construed to mean “including, but not limited to.”

(d) Exhibits and schedules to these By-Laws, if any, are an integral part of the By-Laws.

(e) Words importing a particular gender shall include every other gender, and words importing the singular shall include the plural and vice-versa, unless the context clearly indicates otherwise.

**Section 7.03. Severability.**

Each item and provision set forth herein is intended to be severable. If any term or provision of the Company’s By-Laws is determined by a court of competent jurisdiction to be unenforceable for any reason whatsoever, that term or provision shall be modified only to the extent necessary to be enforced, such term or provision shall be enforced to the

maximum extent permitted by law, and the validity of the remainder of the By-Laws shall not be adversely affected thereby.