

**HARTSEL FIRE
PROTECTION DISTRICT
VOLUNTEER
FIREFIGHTER
PENSION BYLAWS**

October 13, 2011

**BYLAWS OF
HARTSEL FIRE PROTECTION DISTRICT
VOLUNTEER FIREFIGHTER PENSION FUND**

These Bylaws are adopted pursuant to the Volunteer Firefighter Pension Act, §31-30-1101, *et seq.*, C.R.S. (the Act). These Bylaws shall be deemed to be consistent with the Act at all times. All amendments to the Act subsequent to the date hereof will be deemed to be incorporated into and part of these Bylaws. These Bylaws supersede all prior bylaws of the Board of Trustees of the Hartsel Fire Protection District Volunteer Firefighter Pension Fund.

**ARTICLE I.
BOARD OF TRUSTEES**

1.1 **Name.** The name of the pension fund shall be the Hartsel Fire Protection District Volunteer Firefighter Pension Fund (the “Fund”) for the benefit of the volunteer firefighters of the Hartsel Fire Protection District (the “District”).

1.2 **Fund Board of Trustees.** There is hereby created and established a Board of Trustees of the Hartsel Fire Protection District Volunteer Firefighter Pension Fund. (the “Board of Trustees”). The Board of Trustees shall consist of:

A. The members of the Board of Directors of the District (the” District Board”), who shall serve terms equal to their term on the District Board; and

B. Two eligible volunteer firefighters of the District pursuant to §31-30-1132, C.R.S. For purposes of serving on the Board of Trustees, nd eligible member shall include (I) an active member; (II) a retired member; or (III) a retired member who has returned to active service pursuant to a Resolution of the Board of Directors permitting a retiree to return to active service.

(I) Interested volunteer firefighters shall be elected by the eligible volunteer firefighters of the District to serve two-year terms, except that, at the initial election following adoption of these Bylaws, one volunteer firefighter shall be elected for two years and one for one year. Elections for any open seat shall take place at the volunteer department meeting held in January of each year.

(II) The Board of Trustees shall annually call for nominations of eligible volunteers wanting to sit on the Board of Trustees, prior to holding and election to fill any open seat(s) pursuant to the Bylaws. If more eligible volunteers express interest than there are seats open, an election shall be had through secret ballot, with one vote available per eligible volunteer. The person who obtains the most votes in an election shall be appointed to serve on the Board of Trustees.

(III) In the event that a volunteer firefighter resigns from the Board of Trustees or is otherwise unable or ineligible to serve during his or her term of office, within ninety (90) days of the member's resignation, there shall be another call for nominations and vote to replace the resigning or ineligible member to serve for the remainder of the term. If no member volunteers, the remaining Trustees may appoint another member to serve until the remainder of the term.

No member of the Board of Trustees shall be precluded from becoming a participant of the Fund, subject to the requirements for eligibility and in accordance with any legal requirements to disclose and recuse him or herself from voting on any increase to pension benefits which the member will currently receive while serving as a member of the Board of Trustees.

The Treasurer of the Board of Directors of the District shall be the Treasurer of the Fund for a term equal to the Treasurer's tenure on the District Board. At the first Board of Trustees meeting following the election of the volunteer members each year and the completion of an oath of office for any newly-elected or appointed volunteer member(s) of the Board of Trustees, the Board of Trustees shall elect a President and Secretary from its members.

1.3 **Board Powers and Duties.** The Board of Trustees shall have the power and responsibility to:

- (A) Act as fiduciary of the Fund;
- (B) Manage, use, and disburse monies in the Fund according to its rules and regulations and these Bylaws;
- (C) Supervise and control the Fund;
- (D) Take all necessary steps and pursue all necessary remedies to preserve the Fund;
- (E) Make all necessary rules and regulations not inconsistent with the Act for managing and discharging its duties and for its own government and procedure and for the preservation and protection of the Fund;
- (F) Hear and decide all applications for relief, pensions, annuities, retirement and other benefits pursuant to the provisions of these Bylaws and the Act. Action upon such applications shall be final and conclusive except when, in the opinion of the Board of Trustees, justice demands that said action be reconsidered, in which case the Board of Trustees may reverse such action upon a majority vote of the Board of Trustees present being in favor of the reversal;
- (G) Keep and preserve a record of any action of the Pension Board and all other matters coming properly before the Board of Trustees.
- (H) Self administer and manage the Fund, make arrangements with the Fire and Police Pension Association ("FPPA") to administer and manage the Fund, or make arrangement with a broker to

administer and manage the funds upon appropriate contract and compliance with the requirements of the Public Funds Investment Act; and

(I) Consolidate the Fund with the fund of another fire protection district in accordance with §31-3101108(e), C.R.S.

1.4 **Treasurer and Fund Custodians.**

A. The Treasurer of the Fund and any custodian appointed by the Board of Trustees pursuant to subsection (B) and §31-30-1113 C.R.S. are the custodians of the Fund and shall secure and safely keep books and accounts concerning the Fund in the manner as the board of Trustees may direct. The Treasurer and any appointed custodian(s) shall supply a surety bond in an amount and form designated by the Board of Trustees and paid for by the Fund. The Treasurer and any appointed custodian(s) shall be liable on said bond for the faithful performance of all the duties imposed upon him or her by Colorado law in relation to the Fund and for the faithful accounting of all bonds, securities, monies, and other property belonging to the Fund. Upon expiration of the Treasurer's or appointed custodian's term of office or appointment, the Treasurer or appointed custodian shall surrender and deliver to the successor all bonds, securities, and unexpended monies, or other property of the Fund that the Treasurer or custodian has possessed.

B. In accordance with §31-30-1113, C.R.S., the Board of Trustees, by written resolution, may appoint one or more persons to act as custodians, in addition to the Treasurer, to deposit or cause to be deposited all or part of the Fund in any state or national bank or any state or federally chartered savings and loan association in Colorado.

C. The books and accounts concerning the Fund are subject to inspection by the Board of Trustees, any member thereof, or any other interested person.

1.5 **Liability and Indemnity.** Members of the board of Trustees shall be relieved of all individual liability and responsibility for any act or omission made in good faith or on the advice of counsel and shall be indemnified by the District against all legal actions, damages, or claims brought against them for acts or omissions in pursuit of the Fund's business, unless said act or omission constitutes gross negligence, willful misconduct, or willful breach of fiduciary duty. No member of the Board of Trustees shall be liable or responsible for any act or omission made by a former member of the Board of Trustees. In the interest of justice, however, the Board of Directors may be asked to reconsider a past decision and may vote to correct a past decision determined by the Board of Trustees to be against the interest of justice.

1.6 **Records.** The Board of Trustees shall appoint a person who shall annually present for approval by the Board of Trustees a summary of each volunteer firefighter per annum who has been credited with a good year of pension eligibility pursuant to Section 6.1 and to keep and maintain such records of eligibility. A volunteer firefighter may apply to the Board of Trustees to commence receipt of a pension from the Fund pursuant to the Act, by certifying in writing the volunteer's records regarding the number of good years credited towards a pension that the volunteer has provided to the District and any other factors regarding eligibility for a pension. The Board of Trustees shall also consider the records of the District whenever a request for a pension is given to the Board of Trustees. The Board of Trustees may

rely upon the records so submitted to them and may presume that any document delivered to them is genuine or delivered by the party purporting to have executed or delivered the same.

1.7 **Resignation and Succession.** Any member of the Board of Trustees may resign by submitting written notice of resignation addressed to the Board of Trustees, provided, however, that if such member is also a member of the Board of Directors of the District, he or she shall, at the same time, tender his or her resignation as a member of the Board of Directors of the District. No successor member of the Board of Trustees shall be obligated to examine the accounts, records, acts, or allocations of funds of any previous member of the Board of Trustees.

1.8 **No Compensation from the Fund/Volunteer Member Stipend.** Trustees shall serve the Fund without receiving a stipend or compensation from the Fund for such service. Service on the Board of Trustees does not qualify for the stipend payment described in 32-1-902(3)(a)(II). C.R.S. The Board of Trustees may adopt, by Resolution, a Trustee stipend of no more than \$100.00 per meeting for each of the two volunteer firefighter members, which amount shall be payable from District funds as a volunteer firefighter incentive for such service. No additional stipend or compensation shall be paid to the Fund members who are also members of the Board of Directors of the District for their participation on the Board of Trustees, as required by Colorado law and these Bylaws.

ARTICLE II. FUNDS

2.1 **Fund Investment.** The Fund shall be managed, used, and disbursed by the Board of Trustees according to the provisions of the Act and these Bylaws. The Board of Trustees is vested with general supervision and control of the Fund. The Board of Trustees is authorized to take all necessary steps and pursue all necessary remedies for preservation of the Fund. The Board of Trustees may invest all or any part of Fund monies in the name of the Treasurer of the Board of Trustees or the custodian(s) appointed by the Board of Trustees in interest-bearing, obligations of the United States, interest-bearing bonds of Colorado, in general obligations bonds of municipalities, in any depository enumerated in §24-75-603,C.R.S. and secured as provided in §11-10.5-101, *et seq.*, C.R.S. and §11-47-101, *et seq.*, C.R.S., or in such other investments are authorized by law.

2.2 **Monies and Property Coming into the Fund.** The Board of Trustees may receive and hold all monies which may be given to the Fund by reason of gift, grant, devise or bequest and also any and all personal and/or real property for the uses and purposes for which the Fund is created. The Board of Trustees shall also administer all other monies coming into the Fund by reason of levy, fees, or rewards of every nature and description that may be paid or given to the Fund.

2.3 **Report of Financial Status of Fund.** The Board of Trustees shall report as necessary to the Board of Directors of the District and the volunteer firefighters, but at least semi-annually, regarding the financial status of the Fund.

2.4 **Funds Not Subject to Levy.** Except for an assignment for child support purposes as provided in §14-14-111.5,C.R.S. or a writ of garnishment for child support of a judgment taken for arrearages for child support or child support debt, no part of the Fund, either before or after any order for distribution of the Fund to an active or retired volunteer firefighter, beneficiary of the Fund, surviving spouse, or guardian of any child of a deceased or disabled active or retired volunteer firefighter shall be held, seized,

taken, subjected to, detained, or levied on by virtue of any attachment, execution, protest, or proceeding of any nature whatsoever issued out of or by any court in this or any other state for the payment or satisfaction of all or part of any debt, damages, claim, demand, judgment, fine, or amercement of the municipality or district or of an active or retired volunteer firefighter, or their surviving spouses, dependent children, or designated beneficiaries. Except as provided in §31-10-1118, C.R.S. the Fund must be kept, secured, and distributed for the purpose of issuing pensions and protecting the persons named in these Bylaws and for no other purpose whatsoever; except that the Board of Trustees may annually spend monies as it deems proper and necessary from the Fund for necessary expenses connected with the Fund.

2.5 **Insufficient Monies.** If at any time money or other property in the Fund is insufficient to pay the full amount per month to which each volunteer firefighter receiving a pension and other beneficiary of the Fund is entitled, an equal percentage of the monthly payment shall be made to those volunteer firefighters and other beneficiaries until the Fund is replenished in an amount that permits payment in full.

ARTICLE III. WARRANT

So long as the Fund is affiliated with FPPA, payment procedures will be governed by FPPA procedures and requirements. If the Fund is no longer affiliated with FPPA, payment of any benefit hereunder shall be made by warrant drawn by the order of the Board of Trustees on the Fund treasury, signed by the President and countersigned by the Secretary thereof. No warrant shall be drawn except by order of the Board of Trustees having been duly entered in the records of any proceedings of the Board of Trustees.

ARTICLE IV. MEETINGS

4.1 **Location of Meetings.** All meetings of the Board of Trustees shall be held at the District office, 86 Valley Avenue in Hartsel, Colorado 80449, unless otherwise designated by the Board of Trustees.

4.2 **Regular Meetings.** Regular meetings of the Board of Trustees shall take place no less frequently than once per quarter. The regular meeting dates shall be determined at the first meeting of the calendar year.

4.3 **Special Meetings.** Special meetings of the board of Trustees may be called by the President or, in the President's absence, the Secretary.

4.4 **Quorum.** A quorum (more than one-half of the number of members serving on the Board of Trustees) must be present before the Board of Trustees may take any official action or vote. A majority of the quorum is required to determine or reconsider a prior determination of eligibility for and the amount of a benefit or award. Proxy voting is not permissible. A member of the Board of Trustees may participate in a meeting by telephone, but only if his or her voice may be heard by those in attendance and the member may also hear all comments of the other members present at the meeting. Participation by a member in this way shall be deemed to be attendance at the meeting.

4.5 **Parliamentary Procedure.** To the extent practicable Robert's Rules of Order shall be the Parliamentary authority in all cases in which they are applicable, provided they are no inconsistent with these Bylaws or Colorado law.

4.6 **Meetings Open to the Public.** Whenever a quorum of the Board of Trustees meets, such meetings shall be open to the public pursuant to the requirements of the Colorado Public Meetings Act.

4.7 **Attendance.** In order to properly fulfill the function of Trustee, the attendance requirements of Title 32, C.R.S. for members of the District Board of Directors shall apply to the board of Trustees. Any member who misses three consecutive meetings of the Board of Trustees, without an excused absence, shall be deemed inactive and shall no longer serve on the Board of Trustees.

4.8 **Calendar Year Defines Pension Year.** For purposes of calculation of years of service and for election of Board of Trustees members elected by the eligible volunteers, a calendar year shall be adopted as the “year” as described in these Bylaws.

ARTICLE V. DISABILITY BENEFITS

5.1 **Definition of “Line of Duty.”** For the purposes of these Bylaws, “while in the line of duty as a firefighter” shall include active rescue, active fire fighting, training meetings, seminars, and travel as herein provided. A firefighter shall be considered to be “in the line of duty” while traveling to and from any active fire fighting and active rescue. Travel to fires or active rescue operations shall be determined, at the discretion of the Board of Trustees, using the shortest possible route to rendezvous with the Fire Chief or Acting Fire Chief or to the site of the incident. Travel from such activities shall be considered in the line of duty so long as the firefighter has been dismissed by the senior official present and is proceeding home or returning to personal pursuits within the District by the shortest route, to be determined at the discretion of the Board of Trustees. Travel from the above stated activities shall be covered to the first stop made by the firefighter. For the purposes of these Bylaws, “first stop” shall mean an interruption of travel for purposes other than traffic control devices, emergencies, purchase of gasoline, etc.

5.2 **Short-Term Disability Benefits.** If a volunteer firefighter is injured while in the line of duty as a volunteer firefighter, the Board of Trustees shall pay a short-term disability monthly annuity for not more than one (1) year in an amount it determines is proper and equitable considering the financial condition of the Fund, but not more than one-half the amount of the current pension payment for a retired volunteer firefighter or \$225.00, whichever is greater.

5.3 **Long-Term Disability Benefits.** If a volunteer firefighter is injured while in the line of duty as a volunteer firefighter, the board of Trustees shall pay a long-term disability monthly annuity for a disability that deprives the volunteer firefighter of an earning capacity and that extends beyond one (1) year in an amount it determines is proper and necessary, but not more than one-half the amount of the current pension payment for a retired volunteer firefighter or \$650.00 whichever is greater.

5.4 **Examination by Physician.** Disability-pension applicants shall be examined by one or more physicians selected by the Board of Trustees and may be examined by one or more physicians selected by the applicant. The Board of Trustees shall pay from the Fund the expenses of the physician(s) chosen by the Board of Trustees.

5.5 **Additional Rules.** The Board of Trustees shall adopt rules it deems proper concerning the examination of persons who are receiving disability benefits to determine periodically the fitness of these persons. A person who is receiving disability benefits and is either fifty (50) years, or has completed twenty (20) years of active duty before the date disability benefits are first provided shall not be reexamined. A person receiving disability benefits shall not be examined before one (1) year after the date disability benefits are first provided and not more often than annually thereafter.

5.6 **Termination of disability Benefits.** The Board of Trustees shall terminate the disability of a person who the Board of Trustees finds has recovered sufficiently from the disability that resulted in the receipt of these benefits, is under the age of fifty (50) years, and has served less than twenty (20) years of active

duty. A person whose benefits are terminated may file a written protest within thirty (30) days after the termination date stating the objection to the termination and requesting a hearing. The decision of the Board of Trustees will be suspended pending a hearing on the protest. At the hearing, the member may appear and be represented by counsel.

ARTICLE VI. RETIREMENT BENEFITS

6.1 **Eligibility for Retirement Benefits.** In order to be eligible for retirement benefits, the following requirements must be satisfied at the time the application for benefits is submitted:

- A. The volunteer firefighter has twenty (20) years of active service, except as otherwise provided in this Section 6.1; and
- B. The volunteer firefighter is not an active member of the District, except if the firefighter has returned to active membership after retiring pursuant to §31-30-1132, C.R.S. and approval of the District Board of Directors; and
- C. The volunteer firefighter has maintained a minimum of thirty-six (36) hours per year of training participation as a volunteer firefighter for each year of pension service awarded.

Notwithstanding subsection (A), if the Fund is actuarially sound **and if the Board of Trustees has adopted a Resolution providing for partial vesting**, a volunteer firefighter having a minimum of ten (10) years of active service shall be eligible to receive a pro-rated pension based on the ration of the number of years of active service divided by twenty (i.e., the pension benefit for ten (10) years of active service shall be fifty percent (50%) of the maximum benefit provided herein, and for every year beyond ten (10) years of active service, and additional one-twentieth (1/20) of the maximum benefit shall be paid. For a volunteer firefighter who has been granted medical or military leave from the District, the annual service and training requirements provided in the Section 6.1 shall be excused and pro-rated based on the number of whole months in the calendar year that the volunteer firefighter was not on medical or military leave.

6.2 **Approved Vesting for Members Not Fifty Years of Age.** If a volunteer firefighter has the appropriate number of years of service and has not reached the age of fifty (50) years then, upon application to and consent of the Board of Trustees, said firefighter may be relieved from further duty with the District as an approved vested member. Any such firefighter shall retain all rights to benefits as provided herein, except he or she shall not be paid any benefits or be eligible to commence receiving the pension until he or she reaches the age of fifty (50) years.

6.3 **Application for Retirement Benefits.** All requests for benefits from the Fund shall be made on the application form provided by the Board of Trustees. In order to have an application considered, the applicant must provide all requested information and agree to cooperate with all reasonable requests for information from the Board of Trustees. All applications for retirement must be submitted at least thirty (30) days before the expected date of retirement.

6.4 **Hearing of applications for Retirement Benefits.** The Board of Trustees shall hear applications for retirement benefits from the Fund at a regular or special meeting. A record of the discussion of the application and the action taken thereon shall be made by recording by mechanical device and preserved

by the Secretary and/or by the taking and recording of Minutes. All decisions of the Board of Trustees shall be rendered in writing by the President of the Board of Trustees and served upon the applicant within thirty (30) days of the discussion of said application.

6.5 **Appeals.** Any applicant wishing to seek a review of the Board of Trustees' decision on an application for benefits from the Fund may make written application for appeal within thirty (30) days of receipt of the decision of the Board of Trustees. Appeal may be considered because of any of the following reasons:

- A. As a result of an irregularity in the proceedings, the applicant was denied fair consideration of the application;
- B. Misconduct of the Board of Trustees.
- C. Newly discovered evidence, material to the applicant, which he or she could not, with reasonable diligence, have discovered and produced before the Board of Trustees heard the application;
- D. Insufficiency of the evidence or misapplication or misconstrual of the facts; or
- E. Error in law or misapplication of these Bylaws.

The Board of Trustees shall consider any such appeal and render a written decision within sixty (60) days of the receipt of the application for appeal. All decisions or appeals shall be final, subject to the Board of Trustees' continuing right to review as provided in Sections 1.3.

6.6 **Review of Award.** The Board of Trustees may, on its own motion, review any award of disability or pension benefits to determine the adequacy thereof in light of the financial soundness of the Fund and may, in its sole discretion, increase or decrease the benefit. Such review shall take place no more than once per calendar year. Any potentially affected recipient shall be notified in writing of such reconsideration and may be present at the meeting where the reconsideration is discussed if he or she so desires.

6.7 **Commencement Date of Retirement Benefits.** Fund benefits will only be paid from the date the Board of Trustees approves an application. No other date shall control the timing of Fund benefit distributions.

6.8 **Monthly Retirement Pension.** The retirement pension shall be an amount determined by the Board of Trustees pursuant to the Act and subject to a determination of actuarial soundness of the monthly benefit if it exceeds \$100.00.

6.9 **Supplemental Retirement Pension.** In addition to the monthly retirement pension described in Section 6.8, the Board of Trustees may pay a supplemental monthly retirement pension to a volunteer firefighter who is fifty (50) years of age and has been in active service more than twenty (20) years if an actuarial review indicates a supplemental monthly pension payment is actuarially sound, and 65% of the total number of active and retired volunteer firefighters give prior approval. Any supplemental monthly pension payment shall not exceed 5% of the monthly pension payment described in Section 6.8 multiplied by the number of years of active service in excess of twenty (20) years, up to a maximum of ten (10) years. The total of the monthly retirement pension described in Section 6.8 and the supplemental monthly pension payment shall not exceed an amount that is actuarially sound.

ARTICLE VII. FUNERAL BENEFIT

When an active volunteer firefighter or retired fire department member dies, the Board of Trustees shall pay a funeral benefit to assist in the proper burial of the deceased firefighter in the amount of six hundred dollars (\$600.00). The Board of Trustees shall pay this funeral benefit to any person who pays the necessary funeral expenses.

ARTICLE VIII. DEATH BENEFITS

8.1 **In Line of Duty – With a Surviving Spouse.** If an active volunteer firefighter dies from injuries received while in the line of duty as a volunteer firefighter and leaves a surviving spouse, the Board of Trustees shall pay the surviving spouse a monthly annuity either in an amount the Board of Trustees deems proper and necessary, but not more than one-half the amount of the current pension payment for a retired volunteer firefighter, or \$225.00, whichever is greater. The monthly annuity shall cease if the surviving spouse remarries. Dissolution of a subsequent marriage does not reinstate the annuity.

8.2 **In Line of Duty – Without a Surviving Spouse.** If an active volunteer firefighter dies from injuries received while in the line of duty as a volunteer firefighter and leaves no surviving spouse, but leaves a surviving child or children under the age of eighteen (18) years, the Board of Trustees shall pay the surviving child or children a monthly annuity either in an amount the Board of Trustees deems proper and necessary, but not more than one-half the amount of the current pension payment for a retired firefighter, or \$225.00, whichever is greater. If there is more than one eligible surviving child said annuity shall be divided equally amongst the surviving children. Payments to a surviving child or children shall be made to the guardian of said child or children until each such child reaches the age of eighteen (18) years.

8.3 **Surviving Spouse Benefits.** So long as the Fund is actuarially sound, upon the death of a retired, pensioned volunteer firefighter or volunteer firefighter who has served the requisite number of years under Section 6.1 to receive a pension, regardless of age, and if such volunteer firefighter has a surviving spouse, the surviving spouse will receive fifty percent (50%) of the current pension payment for a volunteer firefighter. If the volunteer firefighter had less than twenty (20) years of active service, the pension shall be pro-rated based upon the number of years of service. The pension benefit shall cease if the surviving spouse remarries. Dissolution of a subsequent marriage shall not reinstate said pension benefit to the spouse. A surviving spouse may not receive both a benefit under this Section and a benefit under Section 8.1.

ARTICLE IX INSURANCE

With the written consent of at least 65% of the active volunteer firefighters voting thereon and 65% of the retired volunteer firefighters voting thereon, the Board of Trustees is authorized to insure active volunteer firefighters under the following insurance policies: (1) individual, group, or blanket life, endowment, or annuity insurance; (2) variable annuity insurance; or (3) disability or liability insurance. The Board of Trustees may pay the premiums on these policies from the Fund, as long as such expenditures do not impair the Fund's ability to pay annuities, monthly benefits, and awards. The Board of Trustees shall be the beneficiary of any such insurance policies, and the proceeds of any such policies shall be paid to the Board of Trustees as an addition to the Fund.

In lieu of purchasing such insurance, the Board of Trustees may provide to the active volunteer firefighters the option of having the survivor benefits described in §31030-1128, C.R.S. if 65% of the active and retired volunteer firefighters consent in writing and an actuarial review by an independent actuary indicate the option is actuarially sound and will not impair the ability to pay the annuities to a beneficiary or to pay pensions from the Fund. The Board of Trustees shall comply with § 31-30-1128, C.R.S. if such option is provided.

In addition, and outside of the function of the Board of Trustees, the District Board of Directors may adopt a policy offering health insurance coverage to volunteer firefighters pursuant to the adopted plan and subject to any payment of volunteer contributions to pay for premiums for such coverage as determined by the Board of Directors. Any further incentives payable to volunteer firefighters shall be approved by the Board of Directors and shall not be funded through the Fund.

**ARTICLE X.
SEVERABILITY**

10.1 **Severability.** If any part or provision of these Bylaws is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of these Bylaws.

10.2 **Interpretation of Bylaws.** In the event of any ambiguity in any provision of these Bylaws, the Board of Trustees shall interpret these Bylaws in accordance with the language, spirit, and intent of the Bylaws and the Act. Such interpretation, as documented in a resolution of the Board of Trustees, shall be final and conclusive.

**ARTICLE XI.
MODIFICATION OF BYLAWS**

These Bylaws may be altered, amended or repealed, in writing, by a majority of the Board of Trustees at any regular or special meeting of the Board of Trustees.

These Bylaws are executed effective the _____ day of _____, 2011, as evidenced by the signatures of all members of the Board of Trustees.

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee

Trustee