

8. SECRETARY.

The Secretary shall keep the minutes of the Directors' meetings in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records and of the seal of the Corporation, if any, and keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Directors. VCA § 13.1-872(C) and § 13.1-873.

9. TREASURER.

If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Directors shall determine. He shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Directors. VCA § 13.1-873.

## **ARTICLE V - GENERAL STANDARDS OF CONDUCT**

1. STANDARDS OF CONDUCT FOR DIRECTORS AND OFFICERS.

A Director or Officer shall discharge his or her duties as a Director or Officer, including his or her duties as a member of a committee, in accordance with his or her good faith judgment of the best interests of the Corporation. Unless the Director or Officer has knowledge or information concerning the matter in question that makes reliance unwarranted, he or she is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (1) One or more Officers or Employees of the Corporation whom the Director believes, in good faith, to be reliable and competent in the matters presented,
- (2) Legal counsel, public accountants, or other persons as to matters the Director believes, in good faith, are within the person's professional or expert competence, or