

**BY-LAWS OF
ACT LAWRENCE INC.**



As amended, effective Dec. 14, 2019

**BYLAWS
OF
ACT LAWRENCE INC.**

ARTICLE I - ARTICLES OF ORGANIZATION

The Corporation's name and purposes shall be as stated in its Articles of Organization.

These Bylaws, the powers of the Corporation and its members, Directors and officers, and all matters concerning the conduct and regulation of the Corporation, shall be subject to the Articles of Organization in effect from time to time.

ARTICLE II - MEMBERSHIP

Section 1 GENERAL MEMBERSHIP

The general membership (the "General Members") of the Corporation shall be those persons approved for membership by the Board of Directors or by a process approved by the Board of Directors.

Section 2 QUALIFICATIONS AND APPLICATION

2.1 To be eligible to become a General Member, a person must: reside, work, own or lease real property, do a substantial amount of business in the City of Lawrence, or provide substantial services in Lawrence or to its residents; and in addition, be legally competent and at least 18 years of age.

From time to time the Board of Directors may establish other eligibility requirements for Membership, provided, however that all such qualifications must be consistent with Massachusetts law and authority pertaining to Community Development Corporations, including M.G.L. c. 40H and related authority.

The Board of Directors may establish procedures to periodically confirm that General Members remain qualified for membership.

2.2 Any person wishing to become a General Member of the Corporation shall make a request, submit an application, or take such other action to become a member in accordance with procedures established by the Board.

Section 3 GENERAL MEMBERSHIP LIST

The Clerk of the Corporation shall maintain a list of the Corporation's current General Members. The list shall include information about each General Member that the Board of Directors determines is reasonably necessary to: (i) confirm eligibility for General Membership; (ii) send required notices and other communications to the General Member; and (iii) operate the Corporation as a Community Development Corporation in accordance with applicable law.

**Section 4 CALENDAR-YEAR MEMBERSHIP, MEMBERSHIP RENEWAL;
CONDITIONS OF MEMBERSHIP and MEMBERSHIP DUES.**

The term of membership for all General Members shall be the calendar year, regardless of the date on which General Members are first approved for membership. The Board of Directors may from time to time establish a different membership term.

At the beginning of each calendar year, the membership of all General Members in good standing shall automatically renew.

The membership of General Members who are not in good standing will not automatically renew, including:

- Members who resigned and were not subsequently re-admitted;
- Members who were suspended and removed and not subsequently re-admitted; and
- Members who no longer satisfy eligibility requirements for membership under Section 2 of these Bylaws, including those requirements the Board of Directors establishes pursuant to Section 2.

At any time, and from time to time, the Board of Directors may institute payment of dues as a requirement of General Membership, revise the amount of, or eliminate, any dues requirement, and establish procedures to waive dues in part or in full.

The Board may also vote to establish classes of General Membership including honorary membership without vote, and may establish additional conditions of membership.

Section 5 MEETINGS OF THE GENERAL MEMBERSHIP.

The General Membership shall meet annually on such date and at such place and time as the Board of Directors shall determine. Other meetings of the General Members may be held be at such date, place and time as the Board of Directors may from time to time determine. Special meetings may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other officer upon the written application signed by at least two percent (2%) of the General Members.

Section 6 NOTICE.

All General Members shall be entitled to notice of all meetings of the General Membership. Except as may be otherwise provided in these Bylaws, not fewer than seven (7) days' notice, addressed to the general member as his or her most recent contact information appears in records of the Corporation, shall be given of all meetings stating the date, purpose, time and place of such meeting.

Notice to Members under this section may be by one or more of the following methods: electronic mail, U.S. Mail, or text message.

Section 7 WAIVER OF NOTICE.

Whenever any written notice is required to be given by these Bylaws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Member at a meeting without protest as to notice shall have the effect of waiver of notice.

Section 8 QUORUM AND VOTING BY MEMBERS.

Each General Member shall have one vote. Except as otherwise required by law, the Articles of Organization, or by these bylaws, for any matters presented to Members, 20% of the Members shall constitute a quorum. When a quorum is present, voting shall be by majority vote except as required by law, the Articles of Organization, or these Bylaws. An abstention shall not be counted as a vote.

Section 9 PROXIES.

Voting by Members may be either in person or by means of a written proxy. To be valid, the proxy must state: (i) the names of the Member and person named as the Member's proxy; (ii) the specific meeting at which the power granted in the proxy is to be exercised; (iii) the specific resolution(s) or vote(s) to which the proxy applies and the specific vote pertaining to each of them and (iv) the date of the proxy, which must be no more than 6 months prior to the date of the specific meeting at which the proxy is to be exercised. All proxies shall be filed, before being voted, with the Clerk or other person responsible for recording the proceedings of the meeting.

Section 10 ACTION WITHOUT A MEETING (Unanimous Written Consent Vote).

Any action required or permitted to be taken by General Members may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.

Section 11 RESIGNATION OF GENERAL MEMBERS.

Any General Member may resign at any time by delivering written notice of resignation to the Clerk, the Board of Directors, or the Corporation's Executive Director. Upon receipt of any such resignation, the Clerk or Executive Director shall deliver it to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board. The Board shall promptly notify the Clerk of any resignation submitted by a General Member and the Clerk shall update its list of General Members to reflect the resignation.

Section 12 GENERAL MEMBER'S SUSPENSION AND REMOVAL.

A General Member may be suspended or removed by an affirmative vote of two thirds of the Directors then in office at a meeting called for such purpose, provided: that such Member shall be given at least 10 days' notice of the proposed suspension or removal and the reasons therefor, addressed to the Member's contact information as it appears in the records of the Corporation; that notice of the proposed suspension or removal is given in the notice of

meeting; and that the Member is given an opportunity to be heard at the meeting.

Section 13 DIRECTOR-MEMBERS.

The persons serving on the Board of Directors of the Corporation shall be Director-Members of the Corporation.

Section 14 POWERS AND DUTIES OF DIRECTOR-MEMBERS.

The Director-Members shall hold all rights, powers, privileges and duties conferred upon General Members of the Corporation by law, by the Corporation's Articles of Organization, and by these Bylaws, except for the power under Article III of these Bylaws to elect Directors at the Annual Meeting.

In addition, the Director-Members shall constitute the sole class of members entitled to vote on the following matters: 1) amendments to the Articles of Organization; 2) amendments to these Bylaws; 3) mergers and consolidations; and 4) dispositions of all or substantially all of the Corporation's property and assets under Chapter 180 of the General Laws of the Commonwealth. Any such amendment(s), merger, consolidation, or disposition of assets, as the case may be, must be approved by vote of at least 2/3 of the Director-Members, preceded by at least fourteen (14) days' notice to the General Members of the proposed amendment(s), merger, consolidation, or disposition of assets. Notice under this section must be reasonably likely to make the members aware of the proposed action, must include the date that the Board will vote on the proposal, and may be given by electronic communication or U.S. Mail addressed to the general member as his or her most recent contact information appears in the records of the Corporation.

By written request signed by at least two percent (2%) of the General Members, and delivered to the Clerk before the date of the Director-Members' vote set forth in the notice, the Board of Directors shall call a Special Meeting of members to vote on the proposal(s) described in the notice. If a quorum of members does not attend the Special Meeting, the Director-Members shall remain the sole class of members entitled to vote on the proposal.

Section 15 MEETINGS OF DIRECTOR-MEMBERS.

Meetings of the Director-Members shall be governed by ARTICLE IV of these Bylaws.

Section 16 RIGHTS OF MEMBERS.

All of the right, title and interest of a General Member or Director-Member with respect to the Corporation shall cease on the termination of membership.

ARTICLE III - BOARD OF DIRECTORS

Section 1 BOARD POWERS AND COMPOSITION

- 1.1 The general management of the business, property and affairs of the Corporation shall be vested in a Board of Directors. A staff and other agents, including but not limited to an Executive Director, may be hired to assist in executing the purpose and function of the Corporation.
- 1.2 The Corporation is a Community Development Corporation under M.G.L. chapter 40H and related regulations and authority and accordingly, the Board members shall endeavor to invite and encourage Lawrence residents, and particularly those of low or moderate income, to serve on the Board.

Section 2 NUMBER, ELECTION, TERM OF OFFICE AND VACANCIES.

- 2.1 The Corporation shall have at least 7 Directors; the Board may vote to increase the number of Directors to any number between 8 and 15, inclusive.
- 2.2 Directors shall be elected annually by the General Members at the Annual Meeting or at a special or regular meeting held in lieu thereof, except that, in the event of a vacancy on the Board that occurs between elections, including a vacancy caused by an increase in the number of Directors, the serving Board members may, by unanimous vote, appoint an interim Director or Directors to serve until the following annual election.
- 2.3 The term of office for each Director shall be 2 years. Each Director shall hold office until his or her successor, if any, is duly elected by the General Members and qualified, or until he or she resigns, is removed, becomes disqualified, or

dies. No Director may take a leave of absence or sabbatical from Board service during his or her term.

- 2.4** Directors may serve no more than 2 consecutive terms, for a maximum of 4 consecutive years. After 4 consecutive years of Board service, a Director is disqualified, for a period of 1 year from the date his or her service ended, from being invited to apply for Board membership or elected as a Director.

Section 3 RESIGNATION OF DIRECTORS.

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors or to an Executive Director, if one is serving, who shall circulate it to the Board of Directors as soon as practicable. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board.

Section 4 SUSPENSION AND REMOVAL OF DIRECTORS.

A Director may be suspended or removed for cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board of Directors, provided that such Director is given at least 14 days' notice of the proposed suspension or removal and the reasons therefor, and an opportunity to be heard at the meeting, and that notice of the proposed suspension or removal is given in the notice of the meeting. For purposes of this section, "cause" shall include, but is not limited to:

- Conduct that is inconsistent with the Corporation's Conflict of Interest rules attached in the Appendix to these Bylaws
- Conduct that is offensive, inappropriate or may harm the Corporation's reputation or standing in the community
- Conduct that could adversely prejudice or the Corporation's interest or purposes
- In any calendar year, failing to attend 3 consecutive board meetings, or 1/3 of the total board meetings

Section 5 COMMITTEES.

The Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these Bylaws may not be so delegated, to such committees as the Board of Directors or these Bylaws may from time to time establish. All committees

shall serve at the pleasure of the Board of Directors. No committee member other than a Director may exercise a power that may not be delegated to a non-Director. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, its business shall be conducted as nearly as may be in the same manner as is provided in these Bylaws for the conduct of business by the Directors, including the taking of minutes and requirements for establishing a quorum and voting. Any action taken by any committee shall be reported to the Executive Committee or Board of Directors no later than the date of the meeting of the Executive Committee or Directors next following the date of such action.

Section 6 NOMINATING COMMITTEE.

- 6.1** The Board of Directors may, but need not, appoint a Nominating Committee, the purpose of which shall be to nominate qualified Director candidates to be presented for election by the General Membership at its Annual Meeting, or to fill a Director vacancy between elections, in both cases as provided in Section 2.2 of this ARTICLE III.

- 6.2** The Nominating Committee shall seek to nominate candidates who will provide a balance of skills needed to govern the Corporation and also, in the aggregate, meet requirements for the Corporation to remain a certified Community Development Corporation under M.G.L. c. 40H and related authority.

- 6.3** The Nominating Committee shall report its slate of candidates to the Clerk at least 7 days prior to the date of the election, or at such other time as the Board may require, and shall present its slate of candidates to the Members at the Annual Meeting.

- 6.4** Nothing in these Bylaws shall prevent any Member from nominating a qualified candidate (a Member or a person who is eligible for membership) for Director from the floor of the Annual Meeting, and such person shall immediately be added to the slate of candidates provided that he or she is either present and agrees to serve if elected, or if not present, has indicated a willingness to serve in a writing delivered to the Board prior to the meeting.

- 6.5** In all matters other than the express provisions of this Section 6, the Nominating Committee shall be subject to the provisions of Section 5 of this ARTICLE III.

Section 7 EXECUTIVE COMMITTEE.

The Board of Directors may, but need not, elect an Executive Committee of Directors, which Executive Committee shall, except as the Board of Directors otherwise determines and provided that Executive Committee action shall not conflict with the express actions or policies of the Board of Directors, have full power and authority to act on all matters between meetings of the Directors, except for power and authority that may not be delegated by the Board of Directors, and except for the following powers: to elect officers; to fill officer vacancies; to suspend or remove members, Directors or officers from office; to hire, terminate or establish the compensation of the Executive Director/CEO; to approve the Corporation's annual budget; to select the independent auditor for the Corporation; to change the principal office of the Corporation; to authorize a sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation; to authorize a merger or consolidation of the Corporation; to authorize dissolution of the Corporation; to initiate a bankruptcy proceeding; or to amend the Articles or Bylaws. The Executive Committee shall maintain a written record of its work and report in writing to the full Board of Directors. In all matters other than the express provisions of this Section 6, the Executive Committee shall be subject to the provisions of Section 5 of this ARTICLE III.

ARTICLE IV - MEETINGS OF BOARD OF DIRECTORS

Section 1 ANNUAL, REGULAR AND SPECIAL MEETINGS.

The Board of Directors shall meet annually on such date and at such place and time as the Board of Directors shall determine. Regular meetings shall be at such date, place and time as the Board of Directors may from time to time determine. Special meetings, including meetings of the Director-Members, may be called by the President or the Board of Directors, and shall be called by the Clerk, or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other officer upon the written application of two or more Directors. When any Director is acting as a Director-Member, but not otherwise, voting may be by proxy.

Section 2 NOTICE.

Written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting: (a) by mailing, postage prepaid and

addressed to the appropriate last known home or business address at least 10 days before the meeting; (b) by causing such notice to be sent by fax, e-mail, or other means of written communication at least 48 hours before the meeting to the Director's contact information as it appears in the records of the Corporation; or (c) by providing such notice in person or by telephone at least 48 hours before the meeting. However, except as otherwise required by law, the Articles of Organization or these Bylaws, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance by the Board of Directors, is not required, provided that all Directors have previously had notice of such fixed or scheduled date, time and place.

Section 3 QUORUM AND VOTING.

A majority of Directors then in office shall constitute a quorum at all meetings. A Director who attends the meeting but is disqualified from participation because of a conflict of interest shall be counted as present for purposes of the quorum but not for voting purposes. When a quorum is present, voting at any meeting shall be by majority vote of the Directors present and voting except as required by law, the Articles of Organization, or these Bylaws. A Director may not vote by proxy except when voting as a Director-Member. An abstention shall not be counted as a vote.

Section 4 ACTION WITHOUT A MEETING (Unanimous Written Consent Vote).

Any action required or permitted to be taken may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Consent may be given by facsimile transmission, electronic mail, or other means of written communication. Such consents shall be treated for all purposes as a vote at a meeting.

Section 5 TELEPHONIC PARTICIPATION IN MEETINGS.

Members of the Board of Directors or any committee designated by the Board of Directors or these Bylaws may participate in a meeting of the Board of Directors, including meetings of the Director-Members, or of such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participating by such means shall constitute presence in person at a meeting.

Section 6 WAIVER OF NOTICE.

Whenever any written notice is required to be given by these Bylaws, a waiver of notice given either before or after the action for which notice is required shall have the effect of written notice. Attendance by a Director at a meeting without protest as to notice shall have the effect of waiver of notice.

ARTICLE V – OFFICERS

Section 1 ENUMERATION.

The officers of the Corporation shall be a President, a Vice President, a Clerk, a Treasurer, and such other officers as the Board of Directors may from time to time appoint. A person may simultaneously hold more than one office in the Corporation, except that a person may not serve simultaneously as President or Chair of the Board and Treasurer.

Section 2 ELECTION AND TERM.

The Directors at the Annual Meeting or a special or regular meeting in lieu thereof shall elect all officers to hold office until the next succeeding Annual Meeting of the Board of Directors and until their respective successors are chosen and qualified, unless a shorter period shall have been specified by the terms of an officer's election, or until he or she sooner resigns, is removed, becomes disqualified, or dies.

Section 3 POWERS.

The officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

- a) The Board of Directors may elect a member of the Board of Directors to serve as **Chair of the Board**. If a Chair is elected, the Chair of the Board shall preside at all meetings of the Members and of the Board of Directors, shall perform all duties incident to the office of Chair, and shall have such other powers and duties as the Board of Directors determines. The Chair may simultaneously hold more than one office in the Corporation. If the Corporation does not have a President, the Chair of the Board shall have the powers and duties incident to the office of President, except as otherwise provided by the Board of Directors or these Bylaws.

- b) **The President** shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of President and such other responsibilities and powers as designated by the Board of Directors. The President shall, subject to the direction of the Board of Directors, be responsible to the Board of Directors for the administration of the Corporation's affairs. Except as otherwise provided by the Board of Directors or these Bylaws, the President shall preside at all meetings of the Members and of the Board of Directors at which he or she is present.
- c) **The Vice President** shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Vice President and such other responsibilities and powers as designated by the Board of Directors. In the absence or inability of the President to act, the Vice President shall have and possess all of the powers and discharge all of the duties of the President.
- d) **The Clerk** shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Clerk and such other responsibilities and powers as designated by the Board of Directors. The Clerk shall, subject to the direction of the Board of Directors, be responsible for the recording and maintenance of the corporate records and documents of the Corporation, including records of all meetings of the Members and of the Board of Directors, and for the issuance of calls and notices of meetings of the Members and of the Board of Directors. If the Clerk is absent from any meeting, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at such meeting. The Clerk shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process.
- e) **The Treasurer** shall, except as otherwise specified by the Board of Directors or these Bylaws, have the powers and duties incident to the office of Treasurer and such other responsibilities and powers as designated by the Board of Directors. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall be responsible for the safe custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide. With the advice and consent of the Board of Directors, he or she shall have power to invest and reinvest surplus funds.

Section 4 RESIGNATION OF OFFICERS.

Any officer may resign at any time by giving written notice of such resignation to the President or the Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the officer to whom it is given.

Section 5 SUSPENSION AND REMOVAL OF OFFICERS.

An officer may be suspended or removed either with or without cause by an affirmative vote of a majority of the Directors then in office at any meeting of the Board. Such suspension or removal shall be without prejudice to contract rights, if any, of the person so suspended or removed. Election or appointment as an officer shall not of itself create contract rights.

Section 6 VACANCIES.

A vacancy in any office shall be filled by the Board of Directors at any meeting.

Section 7 EXECUTIVE DIRECTOR.

The Board may hire or appoint an Executive Director. The Executive Director shall be the chief executive officer with responsibility for day-to-day operations of the Corporation and oversight of committees as may be directed by the Board. The Executive Director shall regularly report to the Board at its meetings about the status of corporate activities. The Executive Director shall have no power to vote on the Corporation's matters except as a General Member, provided the Executive Director is also a General Member. The Executive Director shall be responsible for such matters, and have such additional powers and duties as the Board of Directors may from time to time direct and define.

ARTICLE VI - COMPENSATION

Section 1 DIRECTORS.

No Director shall receive compensation for serving as such. Directors may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation.

Section 2 OFFICERS

No Officer shall receive compensation for serving as such. Officers may be reimbursed for reasonable expenses incurred in connection with the affairs of the Corporation.

ARTICLE VII - BENEFACTORS, SPONSORS, ADVISORS AND FRIENDS OF THE CORPORATION

The Board of Directors may from time to time designate certain persons or groups of persons as benefactors, sponsors, advisors, or friends of the Corporation or such other title as it deems appropriate. Such persons, in such capacity, shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or duties with respect to the Corporation other than as designated by the Board of Directors. Nothing in this section shall prohibit a member from voting in his or her capacity as a member by reason of the fact that he or she is also serving as a benefactor, sponsor, advisor or friend of the Corporation.

ARTICLE VIII - LIMITED LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

Section 1 PERSONAL LIABILITY

It is intended that the members, Directors, and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation and that all persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of the debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation. Nothing contained in these by-laws shall amend, alter, or impair any provision contained in the Articles of Organization relating to limitations of liability of Directors or officers of the Corporation to the Corporation or to its members.

Section 2. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the Corporation or of any of its subsidiaries, or who at the request of the Corporation may serve or at any time has served as a

director or officer of, or in a similar capacity with, another organization or an employee benefit plan, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which such person may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the Corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent such matter relates to service with respect to any employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the Corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this section, which undertaking may be accepted without regard to financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interest of the subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

When indemnification hereunder required authorization or approval by the Corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the Corporation approves the payment of indemnification, such director shall be wholly protected if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or

(iii) the payment is approved by a court of competent jurisdiction; or

(iv) the directors have otherwise acted in accordance with the applicable legal standard of conduct.

Any indemnification or advance of expenses under this section shall be paid promptly, and in any event within 30 days, after the receipt by the Corporation of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the Corporation shall have determined that the person is not entitled to indemnification. If the Corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful, in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden for proving that the person is not entitled to indemnification shall be on the Corporation.

The right to indemnification under this section shall be a contract right inuring to the benefit of the directors, officers, and other persons entitled to be indemnified hereunder and no amendment or repeal of this section shall adversely affect any right of such director, officer, or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer, or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the Corporation, apply to the directors, officers, and other persons associated with constituent corporations which have been merged into or consolidated with the Corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the Corporation.

The right of indemnification under this section shall be in addition to and not exclusive of any other rights to which any director, officer, or other persons may be entitled. Nothing contained in this section shall affect any rights to indemnification to which employees or agents of this Corporation, other than directors, officers, and other persons entitled to indemnification hereunder, may be entitled by contract or otherwise by law.

ARTICLE IX - GENERAL

Section 1 COMMUNICATION BY FACSIMILE, ELECTRONIC, OR OTHER WRITTEN MEANS.

Except as otherwise provided by law or in these Bylaws, written notice or waiver of notice or other communications required under these Bylaws may be given by facsimile transmission, email, U.S. Mail, or other means of written communication.

Section 2 CONFLICT OF INTEREST.

The Corporation shall follow the Conflicts of Interest Policy attached as the Appendix to these Bylaws.

ARTICLE X - AMENDMENTS

These Bylaws may be amended or restated by the Directors, according to the procedure set forth in Section 14 of Article II. No amendment, repeal or adoption of new Bylaws shall in any way authorize or permit the Corporation to be operated other than exclusively for charitable purposes or for any purpose or in any manner that would deprive it of its status as an organization described in section 501(c)(3) of the Code.