

**Amended and Restated
Bylaws
of
State Society on Aging of New York, Inc.**

**ARTICLE I
*Name, Purposes and Powers, Offices***

Section 1.1 **Name.** The name of the corporation is State Society on Aging of New York, Inc. (the “Corporation”).

Section 1.2 **Purposes and Powers.** The purposes and powers of the Corporation shall be those set forth in the Corporation’s Certificate of Incorporation, as from time to time amended, restated, or otherwise modified.

Section 1.3 **Offices.** The principal office of the Corporation shall be located in Tompkins County, New York. The Corporation may maintain additional offices at such other places within or without New York State as the Board of Directors may from time to time designate.

**ARTICLE II
Membership**

Section 2.1 ***Qualifications for Membership.*** Membership in the Society shall be open to educators, trainers, researchers, professionals, students and others who have interest in aging policy and furthering the purposes of the Society. Membership in the Society is open to individuals and organizations who seek to improve the quality of life of older New Yorkers through education, research, service and advocacy.

Section 2.2 **Types of Membership.** The classes of membership of the Society shall include organizational membership, full membership, student membership, and senior membership. Organizational members are entitled to name two voting members who are entitled to the same rights, privileges, and responsibilities as regular full members. Senior members are entitled to the same rights, privileges, and responsibilities as regular full members. All members shall be entitled to such privileges and to receive such publications as determined by these Bylaws and by recommendations of the Board of Directors and ratification by the full members at the annual business meeting.

Section 2.3 **Student Membership and Activities.**

A. The category of student member shall be established by the Society to provide for additional educational opportunities and the professional growth of both graduate and undergraduate students interested in the field of aging. Student membership shall be defined as enrollment in a graduate or undergraduate institution for a number of credit hours recognized as not less than half-time at that institution. Such student status must be verified on the application for membership and all subsequent renewal forms by a faculty advisor.

B. Student members may vote in Student Committee meetings and may be appointed as voting members to all committees of the Corporation established under Section 4.2 with the exception of the Nominations Committee. Student members are not eligible to: (i) vote in elections of the Society; (ii) vote at the annual business meeting except on the issue of increasing student membership dues; (iii) hold elected office; or (iv) serve as committee chairpersons for standing or ad hoc committees except as noted in these Bylaws.

C. The Student Committee shall be composed of all student members of the Society. A student member is appointed to the Board of Directors by the President; this student serves as Student Representative to the Board of Directors and Student Committee Chair. The Student Representative has voting privileges on the Board of Directors. All decisions made by the Student Committee must be approved by the Board of Directors prior to implementation.

D. The Society shall sponsor various student activities as determined by the Board of Directors. All registration fees and other monies generated by student activities must be paid directly to the Society, and the Society shall pay all expenses related to approved student activities.

Section 2.4 Dues and Voting Rights.

A. Full members pay dues and are entitled to all rights and privileges of full membership. Student members pay reduced dues and are entitled to the rights and privileges of membership as specified in these Bylaws. Dues and assessments for the membership shall be determined by the Board of Directors. Changes in the dues and assessments can be rescinded by a two-thirds vote of the full members present at the annual business meeting. Student members may vote only on the issue of student dues. Dues shall be collected on an annual basis. The membership year shall be the calendar year (January thru December) for purposes of determining valid membership.

B. All members in good standing are entitled to vote in elections for Society directors during the annual business meeting and in all other matters requiring the consent of Society membership as specified in these Bylaws. Such voting rights do not extend to Student members of the Society except in matters of student membership dues. Voting by proxy is not permitted in Society elections or at the annual business meeting without the approval of two-thirds of the Board of Directors on a case-by-case basis. Areas of Society business that are exclusive rights of full membership and not under the purview of the Board of Directors are as follows: a) election of Society directors; b) approval of the amendment of the Bylaws, and c) all other business brought to the annual business meeting of the Society.

ARTICLE III ***Board of Directors***

Section 3.1 Power of the Board of Directors. The Board of Directors (the “Board”) shall be responsible for managing the business, property, affairs, and activities of the Corporation, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and these Bylaws.

Section 3.2 **Qualifications of Directors.** Each director shall be at least eighteen years old. A director need not be a resident of New York State.

Section 3.3 **Number of Directors.** Subject to the provision of Section 3.4 below, the Board shall consist of an odd number between three (3) and fifteen (15) directors. Within these limits, the number of directors may be increased or decreased by action of the Board, provided that no decrease shall shorten the term of any incumbent director. The term "Entire Board" means the number of directors that were elected as of the most recently held election of directors.

Section 3.4 **Election and Term of Directors.** Directors shall serve until the next annual meeting of the Members. The terms of the directors shall be staggered by dividing the total number of directors into two (2) equal as possible classes. The two (2) classes will be determined by having the Secretary randomly select the names of seven (7) of the directors who are elected at the meeting when these Amended and Restated Bylaws are adopted by the Members. These seven randomly-chosen directors shall be the first group of Class A directors with their terms to expire at the end of 2015. The other eight (8) directors shall be Class B directors with their terms to expire at the end of 2016. Thereafter, their terms shall be for two (2) years. Only individuals who are Members in good standing and whose dues are fully paid shall be eligible to serve as directors. At each annual meeting of the Members, persons shall be nominated and elected by a majority of the Members to replace those whose terms are expiring, each director thereafter to serve a term of two (2) years and until his or her successor is elected. If the number of directors is changed by the Members in accordance with these Bylaws, any increase or decrease shall be apportioned among the classes of directors in order to maintain the number of directors in each class as nearly equal as possible. No director shall serve more than two (2) consecutive full two (2) year terms unless he or she has had an intervening year in which he or she was not a director.

In addition to the directors elected as above, the past President shall be an ex officio member of the Board, who shall have the right to vote and count toward a quorum. The provisions herein regarding election of directors, length of term and term limits, if any, shall not apply to ex officio directors, each of whom shall continue in office as a director so long as, but no longer than, (s)he holds the office from which ex officio status derives.

Section 3.5 **Vacancies and Newly-Created Directorships.** Vacancies occurring in the Board of Directors for any reason and newly-created directorships resulting from an increase in the authorized number of directors shall be filled by the affirmative vote of a majority of the directors then in office. Each director so elected shall serve until the next annual meeting at which the election of directors is in the regular order of business and until the director's successor is elected.

Section 3.6 **Resignation.** Any director may resign at any time by delivering notice to the President or the Secretary in writing or by e-mail or facsimile. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 3.7 **Removal.** Any one or more of the directors may be removed for cause at any time by the affirmative vote of two-thirds of the directors present at a regular meeting or

special meeting of the Board called for that purpose; provided that there is a quorum of not less than a majority of the Entire Board present at such meeting and that notice of the proposed action shall have been transmitted to all directors at least one week before said meeting.

Section 3.8 Meetings. An annual meeting of the Board shall be held each year at such time and place as shall be fixed by the Board, for the election of directors and officers, for the annual report of the Treasurer described in Section 5.9(G) of these Bylaws, and for the transaction of such other business as may properly come before the meeting. Regular meetings of the Board shall be held at such times and places as may be fixed by the Board. Special meetings of the Board may be held at any time upon the call of President or by any director upon written demand of at least one-fifth of the Entire Board, at the time and place fixed by the person or persons calling the special meeting.

Section 3.9 Notice of Meetings. Notice need not be given of regular meetings of the Board if such meetings are fixed by the Board. Notice shall be given of the annual meeting, each regular meeting not fixed by the Board, and each special meeting of the Board. Notice shall be either: (1) sent via e-mail or facsimile to each director, at his or her e-mail address or facsimile number as it appears in the records of the Corporation, at least five (5) calendar days before the day of the meeting; or (2) mailed to each director, postage prepaid, at his or her address as it appears in the records of the Corporation, at least seven (7) calendar days before the day of the meeting. Notice shall include the date, time, and place of the meeting, and, for each annual and special meeting, shall be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken. For discussion of matters requiring prompt action, notice of special meetings may be given to each director in person or by telephone, e-mail, or facsimile, no less than forty-eight (48) hours before the meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of any adjourned meeting shall be given to any director who was not present at the time of the adjournment, and to the other directors, if the time and place of the adjourned meeting were not announced at the meeting. Notice of a meeting need not be given to any director who submits a waiver of notice, in writing or via e-mail or facsimile, to the Secretary before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 3.10 Quorum. Unless a greater proportion is required by law or by the Certificate of Incorporation or these Bylaws, at each meeting of the Board, a majority of the Entire Board shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of those directors present may adjourn the meeting until such a quorum is present.

Section 3.11 Remote Participation in Meetings. Any one or more directors may participate in any meeting of the Board or any committee thereof by means of a conference telephone, videoconference, or similar communications equipment allowing all persons participating in the meeting to hear and speak to each other. Participation by such means shall constitute presence in person at a meeting for all purposes, including quorum and voting.

Section 3.12 Action at a Meeting. Directors may not vote by proxy. Except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws, the affirmative vote

of a majority of the directors present at a meeting of the Board, if a quorum is present at the time of the vote, shall be the act of the Board; provided, however, that authorization of the following shall require the affirmative vote of at least two-thirds of the Entire Board:

A. A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation;

B. A plan of merger, consolidation, or dissolution;

C. Revocation of a plan of voluntary dissolution; and

D. An alteration to these Bylaws or Certificate of incorporation that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote.

Section 3.13 Action without a Meeting. Any action required or permitted to be taken by the Board or any committee of the Board may be taken without a meeting if all members of the Board or such committee consent to the adoption of a resolution authorizing the action. Such consent shall be submitted in writing or via e-mail or facsimile. The resolution and consents thereto shall be filed with the minutes of the proceedings of the Board or committee.

Section 3.14 Organization of Meetings. At each meeting of the Board, the President, or, in the President's absence, the President-elect or a person chosen by the directors present shall preside. The Secretary shall act as secretary of each meeting of the Board, shall record the minutes of each meeting and, upon their adoption by the Board, shall retain such minutes with the permanent records of the Corporation. In the absence of the Secretary, the presiding officer of the meeting shall appoint a secretary of the meeting.

Section 3.15 Compensation of Directors. The Corporation shall not pay any compensation to directors for their services as directors of the Corporation, except that directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their duties to the Corporation. Subject to the Corporation's conflict of interest policy and applicable law, directors may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board.

ARTICLE IV ***Committees***

Section 4.1 Committees of the Board. The Finance Committee, Executive Committee and Governance Committee shall be committees of the Board. Each Board committee shall consist of three (3) or more directors of the Corporation.

A. Executive Committee.

(1) The Executive Committee shall be no less than six (6) Directors and shall include the President, President-Elect, Treasurer, and Secretary of the Board, the Chair(s) of the Governance Committee, and the Immediate Past President who will serve for one year as an Ex Officio Member. The President shall chair the Executive Committee. In addition, the President may nominate from among the Directors, with the advice and counsel of the Chair(s) of the Governance Committee, additional members of the Executive Committee. The President shall present for approval by the Board his or her recommendations for any additional members of the Executive Committee.

(2) The Executive Committee shall fix its own rules of procedure and shall meet where and as provided by such rules, but in every case the presence of a majority of the members of the Executive Committee shall be necessary to constitute a quorum and the affirmative vote of a majority of those present shall be necessary to take any action.

(3) In the intervals between meetings of the Board, the Executive Committee may transact any and all business of the Corporation as fully and completely as the Board might do and shall possess and may exercise all the powers of the Board in the management and control of the property and business of the Corporation, except with respect to removals or suspensions from office, election of Directors and officers, filling of vacancies of the Board or any Committee, the fixing of any compensation of Directors for serving on the Board or any Committee, buying, selling or mortgaging of real property of the Corporation, the amendment or repeal of the Bylaws or adoption of new Bylaws, or the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

(4) All action by the Executive Committee shall be reported to the Board at its next meeting following such action and shall be subject to revision or alteration by the Board, but any such revision or alteration shall not affect the rights or acts of any third party except with the consent of such third party.

B. Finance Committee. The Finance Committee shall be comprised solely of Independent Directors. The term "Independent Directors" used in these Bylaws shall have the meaning ascribed to it in the New York Not-For-profit Corporation Law. The Treasurer shall be the Chair of the Finance Committee. The Committee shall study and oversee the financial affairs of the Society, including but not limited to review of the financial, accounting and budget plans of the Society. The Finance Committee will make a recommendation to the full Board for approval of the annual budget.

The Finance Committee shall oversee the audit of the Corporation's financial statements. The Finance Committee shall annually retain or renew the retention of an Independent Auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the independent auditor.

The Finance Committee shall oversee the adoption, implementation of, and compliance with the Conflict of Interest Policy and Whistleblower Policy adopted by the Finance Committee. Only Independent Directors may participate in any Board or Committee deliberations or voting relating to the matters set forth in this Section 4.1 (B).

C. Governance Committee: The duties of the Governance Committee are: 1) to review the business and proceedings of the Society to ensure compliance with its Bylaws; 2) to provide guidance on the conduct of the Society's business when requested by the Board of Directors, Elected Officers or Society members, and 3) to suggest changes to Society Bylaws to reflect the dynamic nature of the organization to reflect the current business and challenges of the Society.

D. Each committee of the Board shall serve at the pleasure of the Board and shall have all the authority of the Board to the extent provided in the resolution or charter establishing the committee, except that no such committee shall have authority as the following matters:

- (1) The filling of vacancies in the Board or in any committee;
- (2) The fixing of compensation of the directors for serving on the Board or on any committee;
- (3) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (4) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (5) The sale, lease, exchange, or other disposition of all or substantially all the assets of the Corporation; or
- (6) The adoption of any plan of merger, consolidation, or dissolution of the Corporation.

E. Sections 3.8 through 3.13 of these Bylaws, which govern meetings, notice, quorum, participation in meetings by technology, action at a meeting, and action without a meeting, shall apply to committees of the Board and their members as well, except that committees of the Board shall not be required to hold annual meetings. The Board may designate one or more directors as alternate members of any committee of the Board, who may replace any absent committee member at any meeting of such committee. Any vacancies occurring on a committee of the Board may be filled at any meeting of the Board. Each committee of the Board shall keep regular minutes of its proceedings and report the same to the Board, and such minutes shall be retained with the permanent records of the Corporation. The designation of any committee of the Board and the delegation thereto of authority shall not alone relieve any director of his or her duty to the Corporation under Section 717 of the New York Not-for-Profit Corporation Act (Duty of directors and officers).

Section 4.2 **Committees of the Corporation.** Committees, other than committees of the Board, shall be committees of the Corporation. Such committees shall be advisory only. The Corporation shall have the following committees of the Corporation: (A) Awards; (B) Electronic Communications and Publications; (C) Program and Education; (D) Membership; (E) Nominations; (F) Planning and Development; (G) Social Policy; (H) Student; and (I) Diversity.

A. Awards: Duties of this committee are to review candidates for a number of Society awards, including the Walter M. Beattie, Jr. Award for making significant contributions to the field of aging in New York State, and the Society Student Awards for students who have written high-quality research papers on a gerontological issue.

B. Electronic Communications and Publications: This committee is charged with implementing and maintaining electronic communications to Society members and the public through diverse media. The publications committee develops and publishes the biannual newsletter, membership directories, and other printed Society materials.

C. Program and Education: This committee supports the continued education and professional development needs of Society members from all professions, as well as students and community leaders/advocates. It provides recommendations, knowledge and expertise to the Society Board of Directors and collaborates with the Student Committee to support students' knowledge of gerontology and careers in aging. It is responsible for organizing the annual conference in October under direction of President.

D. Membership: The membership committee works to recruit and attract new members to the Society as well as maintain contact with current and previous members.

E. Nominations: The nominations committee works to identify and nominate members to various board positions available in the Society.

F. Planning and Development: The Planning and Development Committee identifies opportunities to disseminate information about projects and research to enhance the quality of life for older adults of New York State; to increase branding of the State Society on Aging of New York; and to strengthen support of the organization through increased membership and financial support.

G. Social Policy Committee: The purpose of the Social Policy Committee is to facilitate the development of policy statements that address the needs of older people in New York State and are keeping with the mission of the society.

H. Student Committee: This Committee informs and encourages student participation in the State Society on Aging of New York and also strives to find out what students' needs are and ensure that the Society tries to meet these needs. It welcomes participation from both professional and student members. It aims to provide student information sharing and networking and support to students throughout New York State

I. Diversity Committee: Duties of this committee include and ensure the inclusiveness of different peoples and ideas both within and without the Society to promote a variety of services and programs that meet the needs of all segments of the elderly population in New York State.

4.3. Appointment to Committees. A majority of the Board shall appoint from among the directors of the Corporation members of the committees of the Board and shall appoint the members of the Committees of the Corporation. Members of all committees, whether Board

committees or Corporation committees, shall be selected from among the membership of the Society. The term for committee membership shall be for one year. The committee chairs shall be selected from among the committee members by the President and may be replaced at any time during the year at the discretion of the President in consultation with the remaining Board of Directors. The President shall be a member *ex-officio* of all committees of the Corporation but may designate an elected officer to serve in his/her place. The President-Elect shall be a member *ex-officio* of the Awards Committee.

ARTICLE V *Officers*

Section 5.1 **Officers.** The officers of the Corporation may consist of a President, President-Elect, Immediate Past President, a Secretary, a Treasurer, and such other officers with such titles as the Board shall determine, each of whom shall be chosen by and shall serve as the pleasure of the Board.

Section 5.2 **Election, Term of Office, and Qualifications.** The officers of the Corporation shall be elected by the Board, from among the directors, at the annual meeting of the Board. Each officer shall hold office for a term of one year and until such officer's successor is elected. There shall be no limit to the number of times an officer can be re-elected to a particular office. One person may hold and perform the duties of more than one office, except no person may serve as both President and Secretary or President and Treasurer. No employee of the Corporation shall serve as President of the Board or hold any other title with similar responsibilities. All officers shall be subject to the supervision and direction of the Board.

Section 5.3 **Resignation.** Any officer may resign at any time by delivering written notice to the President or the Secretary. The resignation shall take effect when such notice is so delivered, unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 5.4 **Removal.** Any officer may be removed by the Board at any time, with or without cause.

Section 5.5 **Vacancies.** A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 5.6 **President.** The President shall preside at all meetings of the Board, shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned to him or her by the Board, these Bylaws, or by law. The President shall be the Chief Executive Officer of the Corporation responsible for the operation of the Society.

Section 5.7 **President-elect.** The President-elect shall serve as President in the absence of the President.

Section 5.8 **Secretary.** The Secretary shall:

- A. Record and keep the minutes of all meetings of the Board;
- B. Ensure that all notices and reports are duly given or filed in accordance with these Bylaws or as otherwise required by law;
- C. Be custodian of the Corporation's records, other than financial; and
- D. In general, perform all duties incident to the office of Secretary and such other duties as the President or the Board may assign to the Secretary.

Section 5.9 **Treasurer.** The Treasurer shall:

- A. Have charge and custody of, and be responsible for, all financial records, funds, and securities of the Corporation;
- B. Deposit or oversee the deposit of all funds in the name of the Corporation in such depositories as shall be designated by the Board;
- C. Receive or oversee the receipt of amounts due and payable to the Corporation from any source whatsoever, and, subject to the direction of the Board, authorize or oversee the authorization of the disbursement of funds of the Corporation;
- D. Render a statement of the condition of the finances of the Corporation whenever required by the Board;
- E. Ensure the preparation and filing of all legally required financial returns and reports, including, but not limited to, the Corporation's Form 990 and state charitable solicitation registrations;
- F. In general, perform all the duties incident to the office of Treasurer, and such other duties as the President or the Board may assign to the Treasurer; and
- G. At the annual meeting of the Board, render a report of the Corporation's accounts showing in appropriate detail:
 - (1) The assets and liabilities of the Corporation as of a fiscal year terminating not more than six months prior to the meeting;
 - (2) The principal changes in assets and liabilities during that fiscal year;
 - (3) The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes during said fiscal year; and
 - (4) The expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal year.

Such report shall be filed with the minutes of the annual meeting, and may consist of a verified or certified copy of any report by the Corporation to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified herein.

ARTICLE VI
Financial Matters and Records

Section 6.1 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

Section 6.2 **Execution of Instruments.** The Board shall select the banks or depositories it deemed proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time and in what manner on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.3 **Books and Records.** There shall be kept at the office of the Corporation correct and complete books and records of the accounts, activities, and transactions of the Corporation. These records shall include a current list of the directors and officers of the Corporation and their addresses, and a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board and the committees. Any of the books, records, and minutes of the Corporation may be kept in written form or in an electronic form capable of being converted into written form within a reasonable time.

Section 6.4 **Prohibition against Loans.** The Corporation is prohibited from making any loan to any director or officer of the Corporation.

ARTICLE VII
Personnel

Section 7.1 **Executive Director.** The Board at its discretion may employ an Executive Director, who shall be charged with the administrative and executive management of the affairs of the Corporation and who shall hold office at the pleasure of the Board. The Board may delegate to the Executive Director any such powers and duties which are delegable as a matter of law, subject, in each case, to review by the Board.

Section 7.2 **Additional Personnel.** The Board may from time to time employ such other employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and each of whom shall have such authority and perform such duties as the Board may from time to time to determine.

Section 7.3 **Compensation.** The Board may from time to time establish compensation and benefits for personnel of the Corporation.

ARTICLE VIII
Directors' Conflicting Interest Transactions

Section 8.1 **Conflicts of Interest; Adoption of Policy.** The Corporation shall adopt a conflict of interest policy as required by Section 715-a of the New York Not-For-Profit Corporation Law, to ensure that its directors, officers, and key employees act in the Corporation's best interest and comply with applicable legal requirements regarding any potential conflict of interest, potential "related party transaction," or potential "excess benefit transaction" involving a "disqualified person" as those terms are defined in Section 102(a) of the New York Not-For-Profit Corporation Act and Section 4958 of the Internal Revenue Code. Any such transaction shall only be undertaken after the requisite disclosure, determinations, and voting by directors, as provided in Sections 715 and 715-a of the New York Not-For-Profit Corporation Act and relevant regulations of the Internal Revenue Service.

Section 8.2 **Annual Review of Policy; Disclosure Statements.** The conflict of interest policy shall be reviewed by the Board at least annually. Prior to his/her election or appointment and annually thereafter, each director shall be required to complete a disclosure statement identifying, to the best of the director's knowledge, any entity of which such director is an officer, director, trustee, member, employee, or owner (either as sole proprietor or a partner) and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the director might have a conflicting interest. These statements shall be collected and delivered by the Secretary to the President, to be kept on file at the Corporation's office. Any additions or other changes to these statements shall be made by the director in writing as they occur.

ARTICLE IX
Indemnification and Insurance

Section 9.1 **Indemnification.** To the fullest extent permitted by law, the Corporation may indemnify any person made, or threatened to be made, a party to, or is involved in (including as a witness), any action or proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or behalf of any such person if: (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or (b) he or she personally gained a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 9.2 **Insurance.** The Corporation may purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation or expenses which it incurs as a result of its indemnification of directors, officers, employees and agents pursuant to this Article, or to indemnify such persons in instances in which they may be indemnified pursuant to this Article.

ARTICLE X
Amendments to Bylaws

Subject to the notice requirements of Section 3.9, these Bylaws may be adopted, amended or repealed in whole or in part at any meeting of the Board, if a quorum is present at the time of the vote, by the affirmative vote of a two-thirds majority of the directors present.

Adopted on [DATE]

Secretary