

AMENDED AND RESTATED BY-LAWS
(Effective as of October, 2017)

THE ADVANCED PRACTITIONER SOCIETY FOR
HEMATOLOGY AND ONCOLOGY, INC.
(A Delaware Non-Profit Corporation)

ARTICLE I

OFFICES

The principal office of The Advanced Practitioner Society For Hematology and Oncology, Inc. (the "Corporation") shall be located in the township of Lawrence, county of Mercer and State of New Jersey or a location in the State of Delaware or in any other state as the Board of Directors shall designate. The Corporation may also have such offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERS

1. Members of the Corporation.

The Corporation shall be a membership corporation. The Corporation shall have the following classes of Members:

- A. **Professional Members.** The first class of members shall be designated as the "Professional Members" and shall be individuals who are licensed as nurse practitioners, physician assistants, clinical nurse specialists, advanced degree nurses, and pharmacists ("Advanced Practitioners") or physicians working in or interested in hematology and/or oncology, including professionals working in the field of oncology education, as may be approved by the Board of Directors. Professional Members-- other than Advanced Practitioners employed or engaged by pharmaceutical companies and physicians--shall be eligible to vote, hold elected office, and serve on committees. Advanced Practitioners employed or engaged by pharmaceutical companies shall be eligible to vote and participate on committees, but shall not be eligible to hold elected office. Physicians shall also be eligible to vote and participate on committees, but shall not be eligible to hold elected office.
- B. **Student Members.** The second class of members shall be designated as the "Student Members" and shall be individuals enrolled in an education program leading to eligibility for licensure as a nurse practitioner, physician assistant, clinical nurse specialist, advanced degree nurse, physician or pharmacist working in or interested in Oncology, including professionals working in the field of oncology education, as may be approved by the Board of Directors. Student members shall be eligible to participate on committees, but shall not be eligible to vote or hold elected office.

C. **Honorary Members.** The third class of members shall be designated as the “Honorary members” and shall be individuals who have received unanimous approval by the Board of Directors in recognition for their outstanding contributions to hematology and oncology as a nurse practitioner, physician assistant, clinical nurse specialist, advanced degree nurse, physician or pharmacist working in Oncology, including professionals working in the field of oncology education, as may be approved by the Board of Directors. Honorary Members shall be eligible to vote, hold elected office, and serve on committees.

D. **Associate Members.** The fourth class of members shall be designated as the “Associate members” and shall be individuals who do not qualify for Professional, Student or Honorary membership, including individuals employed or engaged by pharmaceutical companies who are not Advanced Practitioners or physicians, as may be approved by the Board of Directors. Associate Members shall not be eligible to vote, hold elected office, or serve on committees.

2. Annual and Special Meetings of Members.

(a) The Annual Meeting of Members of the Corporation shall precede the Annual Meeting of the Board of Directors and shall be held on such date or dates as shall be fixed from time to time by the Board of Directors of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Once properly called pursuant to these Bylaws, Special Meetings of Members may be held on such date or dates as may be fixed by the Board of Directors as shall be permitted by law. In the event the Board of Directors shall fail to fix the place of an Annual or Special Meeting, then, in such event, such meeting shall be held at the principal office of the Corporation.

(b) Special Meetings of Members may be called at any time by the majority of the Board of Directors.

(c) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the transaction of any business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted. Notice of a meeting of the Members shall be given in writing not less than 15 days nor more than 50 days before the date of the meeting, to each Member at his address recorded on the records of the Corporation, or at such other address, including e-mail and fax address, which the Member may have furnished in writing to the Secretary of the Corporation. Any meeting of Members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. No notice need be given to any Member who executes and delivers a waiver of Notice before or after the meeting. The attendance of a Member in person or by proxy

at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such Member.

3. **Annual Report to Members.**

At each Annual Meeting of Members, the Board of Directors shall present an Annual Report to the Members. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

4. **Presiding Officers at Meetings of Members.**

Meetings of the Members shall be presided over by a presiding officer to be chosen by the President of the Corporation. The presiding officer may appoint a Secretary of the meeting.

5. **Proxies for Meetings of Members.**

A Member may authorize another person to act for the Member by proxy in all matters in which a Member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the Member or the Member’s attorney in fact, and shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

6. **Quorum and Voting Requirements.**

Except as may be otherwise provided by law, one-tenth of the Members having voting power shall be present or represented by proxy to constitute a quorum at any meeting of Members, and, except in the election of Directors, a majority of the votes cast, a quorum being present, shall be the act of said Members. In the election of Directors, at which voting need not be by ballot, a plurality of the votes cast shall elect. The Members present may adjourn the meeting despite the absence of a quorum.

7. **Record Date of Meetings and Members.**

The record date for the determination of Members entitled to vote on any matter at a meeting of the Members shall be the close of business on the day next preceding the day on which notice of such meeting is given, or, if no notice is given, the day on which the meeting is held. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Members for such adjourned meeting.

8. **Dues and Special Assessments.**

(a) Membership dues and any special assessments shall be determined by the Board of Directors.

(b) Honorary members shall be exempt from paying dues and special assessments.

9. **Termination of Membership.**

(a) If the dues or special assessments of any Member are not received by the membership expiration date or the assessment due date, such Member's membership can be terminated by the Board of Directors pursuant to subparagraph (b) of this Section 9.

(b) If a Member does not abide by these Bylaws or any policies of the Board of Directors, fails to continue meeting the relevant qualifications for membership, or acts in a way which is in any other way contrary to the purposes of the Corporation, the Board of Directors may terminate this membership by a two-thirds (2/3) vote of the entire Board. No such action shall be taken until the member is advised of the specific charges, given a reasonable time to prepare a response, and afforded a full hearing before the Board of Directors.

(c) The Board's decision on termination shall be final and not subject to review or challenge in any forum. The Board of Directors may provide for reinstatement.

10. **Privileges of Members.**

Members shall have the rights and privileges outlined in Section 1 of this Article II. No member shall hold more than one (1) voting membership simultaneously.

11. **Admission to Membership.**

The Board of Directors has the ability to determine any additional criteria for admission to membership.

12. **Action Without a Meeting**

Any action required to be taken at a meeting of members, including the election of Directors, and any action that may be taken at a meeting of members, may be taken without a meeting by written consent (including by way of electronic message) of the members having not less than the minimum number of votes necessary to take such action at a meeting as follows:

(a.) The written consent must be delivered to the Corporation by delivery to its principal place of business and shall bear the date of signature of each member.

(b.) The signatures of all of the required minimum number of members must be delivered to the Corporation as provided above within 60 days of the first member's signature. A member may provide that his or her consent shall take effect on a future date, provided that such future date may not be more than 60 days after the member gives such instruction.

(c.) Consent transmitted by a member (or person authorized to act for a member) via any electronic transmission shall be an effective means of giving written consent, provided that the electronic transmission is not deemed delivered until it is reproduced in paper form and such paper form is delivered to the Corporation as described above.

(d.) A copy, facsimile or other reliable reproduction of the original written consent may be substituted for the original for all purposes, provided that it is a complete reproduction of the original written consent.

(e.) Prompt notice of any action taken without a meeting by less than unanimous written consent of the members shall be provided to the members who did not consent in writing to such action.

(f.) A description of any action so taken and the written consents thereto shall be filed with the minutes of the proceedings of the members.

ARTICLE III

BOARD OF DIRECTORS

1. Number of Directors.

The Corporation shall be managed by a Board of Directors. Each Director shall be at least 18 years of age. The initial Board of Directors shall be eight persons. The number of Directors may be increased or decreased by a vote of a majority of the entire Board of Directors, but shall never be less than three (3) Directors. No decrease shall shorten the term of any Director then in office. The BOD shall at all times include at least one (1) nurse practitioner, one (1) physician assistant, and one (1) pharmacist. In addition, the Board of Directors shall at all times include one (1) or three (3) *ex officio* Directors, who shall be either or both (1) the Publisher of the Journal of the Advanced Practitioner in Oncology, (2) the Conference Director of JADPRO Live, and (3) Society Manager. Each person holding the offices specified herein shall be entitled to serve as an *ex officio* director only for so long as (s)he holds such office. The *ex officio* Director(s) shall have full voting rights.

2. Election of Board of Directors and Term of Office; Removal and Resignation.

(a) The Board of Directors shall be elected by vote of the Members by written consent in lieu of meeting to which a ballot is attached, submitted electronically and as further provided herein. The duration of the voting period during which written consents and ballots may be delivered to the Corporation shall be not less than three (3) weeks, and shall occur during the three (3) month period that precedes the Annual Meeting of Members. Each Director shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided. Each Director may serve an unlimited number of terms. The Directors shall be separated into three (3) groups of substantially equal number. The first group shall be designated as Class A Directors. The second group shall be designated as Class B Directors and the third group shall be designated as Class C Directors. The initial term of Class A Directors who were elected at the 2014 annual meeting was one (1) year. Class A Directors elected thereafter shall serve a

term of three (3) years. The initial term of Class B Directors who were elected at the 2014 annual meeting shall be two (2) years. Class B Directors elected thereafter shall serve a term of three (3) years. The initial term of Class C Directors who were elected at the 2014 annual meeting shall be three (3) years. Class C Directors elected thereafter shall serve a term of three (3) years. Each Director shall hold office from the time of his or her election, but shall be responsible as a Director from such time only if he consents to his or her election; otherwise, his term shall begin from the time he accepts office or attends his or her first meeting of the Board.

(b) The Members may remove any Director for cause at any time by a vote of the majority of the Members.

(c) Any Director may resign at any time upon written notice to the Corporation. Such resignation shall be deemed effective when given or at such later time as identified in the notice of resignation.

3. **Vacancies in and Newly-Created Directorships.** Newly-created Directorships or vacancies in the Board of Directors may be filled by a vote of a majority of the Board Members then eligible to vote. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor. New seats on the Board of Directors will be added from 2015 to 2017, with each new Director serving a 3-year term. Two additional Class A Directors were elected at the full membership meeting in 2015; one of these two new Directors was required to be a physician assistant. Two additional Class B Directors will be elected at the full membership meeting in 2016; one of these two new Directors must be a pharmacist. At the end of 2017, the Board of Directors will consist of thirteen (13) members including three (3) *ex officio* members.

4. **Regular and Special Meetings of the Board of Directors.**

(a) The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may come before the Board of Directors at such meeting shall be held on such date and at such time as shall be fixed by the Board of Directors from time to time. The Board of Directors may set, by resolution adopted at any meeting of the Board of Directors, the date and time for additional annual and regular meetings. Any annual or other regular meeting of the Board of Directors may be held without notice, except as to directors not present at the time of the adoption of the resolution or if an amendment to the Certificate of Incorporation or these Bylaws is to be considered.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the Directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any

Director who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice.

5. Quorum and Voting Requirements at Board of Directors Meetings.

Except to the extent otherwise provided herein or in the Certificate of Incorporation of the Corporation, a majority of the entire Board of Directors shall constitute a quorum. Whenever a vacancy on the Board of Directors prevents a quorum from being present, then, in such event, the quorum shall consist of a majority of the Board of Directors excluding the vacancy. A majority of Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by a majority of the Directors present at the time of vote, a quorum being present at such time.

Any action authorized by resolution, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Such consent may be in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions shall be filed with the minutes of proceedings of the Board of Directors.

6. Participation in Meetings.

Directors shall be considered present at a Meeting of the Board of Directors even if they are participating by conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. This may include meetings via the Internet.

7. Presiding Officer.

The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairman or in the absence or unavailability of the Chairman, the President shall preside and, if there be no President or in the President's absence, the Executive Vice President, and if there is no Executive Vice President, any other Director chosen by the Board, shall preside.

8. Committees.

(a) Committees of the Board. The Board of Directors may, by a majority of the whole Board, designate one or more committees, with each committee to consist of one or more of the Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Directors, or in the By-Laws of the Corporation, and to the fullest extent permitted law, shall have and may exercise the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it.

(b) Committees of the Corporation. The Board of Directors may establish (and abolish) from time to time committees (including possibly a Board of Advisors) that are not committees of the Board and appoint to them (or remove from them) Directors and/or other individuals, provided that the authority to appoint and remove members of such committees may be delegated by the Board of Directors to the President. Such committees may not act on behalf of the Board of Directors, but may instead make recommendations to the Board of Directors or coordinate the performance of certain tasks on behalf of the Corporation, as determined in each case by the Board of Directors.

9. Powers of the Executive Committee.

The Executive Committee shall be a standing committee of the Board of Directors. The Executive Committee, to the fullest extent permitted by law, shall have and may exercise the powers and authority of the Board of Directors as a whole in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. The actions of the Executive Committee shall be reported to the Board of Directors at an Annual or Special Meeting of the Board of Directors.

10. Nominating Committee.

The Nominating Committee shall consist of four (4) or more members of the Board of Directors. There will be at least one nurse practitioner, one physician assistant, one pharmacist and one ex-officio director on the nominating committee. The Nominating Committee shall perform those duties prescribed in these Bylaws. The Nominating Committee shall solicit the membership for nominees in July of each year, review the qualifications and select nominees to be placed on the ballot to be voted on by the Members and prepare the ballot to be utilized.

11. Complimentary Membership.

All members of the Board of Directors will be granted complimentary membership in the society during the length of their term as a director in the society.

ARTICLE IV

OFFICERS

1. Officers.

The Board of Directors may appoint a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as they may determine, including but not limited to, an Assistant Secretary and Assistant Treasurer. One of the Vice Presidents may be named Executive Vice President. The President must be a Member. Each officer shall be chosen from among the Board of Directors. Any two or more offices may be held by the same person except the office of President and Secretary or Assistant Secretary.

2. Term of Office; Removal and Function.

Each officer shall hold office until the Annual Meeting of the Board of Directors, and until the officer's successor has been duly elected and qualifies. The Board of Directors may remove any officer with or without cause at any time by a vote of the majority of the Board of Directors, not including the Director/officer being removed.

3. Duties of Officers.

(a) The Chairman (or, if there be none, the President) shall chair all meetings of the Board of Directors. The Chairman shall have the authority, when duly authorized by the Board of Directors, to sign singly and execute all contracts in the name of the Corporation and sign singly checks, drafts, notes and orders for the payment of money.

(b) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors. The President shall have the authority, when duly authorized by the Board of Directors, to sign singly and execute all contracts in the name of the Corporation and sign singly check, drafts, notes and orders for the payment of money.

(c) During the absence or disability of the President of the Corporation, either the Chairman, the Vice-President, or, if there be more than one, the Executive Vice-President, shall have all the powers and functions of the President subject to the direction of the Chairman. A Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(d) The Treasurer shall have the custody of all the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall have the authority, when duly authorized by the Board of Directors or Executive Committee, to sign and execute all contracts in the name of the Corporation, and may also sign checks, drafts, notes and orders for the payment of money singly as may either Chairman, President or any other officer or director so authorized by the Board of Directors. In the absence or unavailability of the Treasurer, the Assistant Treasurer is empowered with the same authorize as the Treasurer and may complete the same actions as if the Assistant Treasurer, were the Treasurer, and in the absence of both the Treasurer and the Assistant Treasurer, the Chairman, President and any Vice President, if additional signatures are required, shall be so empowered with the authority to act singly.

(e) The Secretary shall keep the minutes of the Board of Directors and the minutes of the Members. The Secretary or Chairman shall serve all notices for the Corporation, which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation. In the absence or unavailability of the Secretary, the Assistant Secretary and the Chairman are empowered with the same authority as the Secretary and may complete the same actions as if they were the Secretary.

ARTICLE V

CONFLICTS OF INTEREST

1. Purpose.

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer, Director or member of the Corporation. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest applicable to nonprofit organizations.

2. Definitions.

(a) Interested Person. Any Director, Officer, or member who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

(1) Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. For these purposes compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest to the Board of Directors and such Interested Person must be given the opportunity to disclose all material facts to the Directors regarding the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board of Directors' meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

(1) An Interested Person may make a presentation at the meeting of the Board of Directors, but after the presentation, he/she shall leave the meeting during the

discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairperson of the Board of Directors shall, if he/she deems appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy.**

(a) If the Board of Directors has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform such Interested Person of the basis for such belief and afford such Interested Person an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. **Records of Proceedings.**

The minutes of the Board of Directors and all committees with Board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. **Compensation.**

(a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

7. **Annual Statements.**

(a) Each Director, Officer and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

- (1) Has received a copy of the conflicts of interest policy,
- (2) Has read and understands the policy, and
- (3) Has agreed to comply with the policy.

8. **Periodic Reviews.**

To ensure that the Corporation operates in a manner consistent with its non-profit purposes, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9. **Use of Outside Experts.**

When conducting the periodic reviews as provided for in Section 8 of this ARTICLE V, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

ARTICLE VII

MISCELLANEOUS

1. Indemnification.

The Corporation may, to the fullest extent authorized by law, indemnify any present or former Members, officers or Directors of the Corporation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that such person, is or was a Member, Director or officer of the Corporation, or served with any other Corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of the Corporation, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee-benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any person, his/her testator or intestate may be entitled apart from this provision.

2. Books and Records.

The Corporation shall keep at the principal office of the Corporation or such other location in the U.S. as the Board of Directors shall designate, complete and correct records and books of account, and shall keep minutes of the proceedings of the Members, the Board of Directors, or any committee appointed by the Board of Directors, as well as a list or record containing the names and address of all Members.

3. Corporate Seal.

The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

4. **Fiscal Year.**

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

5. **Notices.**

All written notices given pursuant to these by-laws shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office as first class or express mail, or delivered personally, or when sent by facsimile transmission, electronic mail or via courier such as FedEx, UPS or other messenger service.

6. **Amendment of By-Laws.**

All By-Laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the Board of Directors.