

BYLAWS
OF
LOUISIANA ASSOCIATION OF NONPROFIT ORGANIZATIONS, INC.

ARTICLE I.
PRINCIPAL AND REGISTERED OFFICES

1.1 Principal Office. The principal office of Louisiana Association of Nonprofit Organizations, Inc. (hereinafter referred to as the ("Corporation")) shall be located at 8281 Goodwood Avenue, Suite A., Baton Rouge, LA 70806, or at such place in the City of Baton Rouge, Louisiana, as the Board of Directors shall from time to time designate.

1.2 Registered Office. The registered office of the Corporation shall be One American Place, Suite 2300, Baton Rouge, Louisiana, 70825, or at such other place on Baton Rouge, Louisiana, as the Board of Directors may from time to time designate. The Corporation shall have and shall continuously maintain in Baton Rouge, Louisiana, a registered office at such place as may be designated by the Board of Directors.

ARTICLE II.
MEMBERS

2.1 Classes and Qualifications. There shall be two classes of Members. **General Memberships** shall include all 501c nonprofit orgs which are tax exempt as described in Section 501 of the Internal Revenue Code. General Members shall have voting rights, and their dues shall be based on the annual budget as listed on their latest 990 filing. The Board of Directors will annually approve staff recommendations for the General membership fee schedule. **Associate Memberships** shall include students, individuals, corporations, and government agencies with dues based on a schedule determined by LANO staff and listed in the LANO Membership Application. Associate Members shall not have voting rights. Hereafter the term Member or Membership shall reference the General Membership classification.

2.2 Member's Representation. Membership shall entitle Members to participate in the programs of the Corporation and to participate in election of the Board of Directors of the Corporation. The representative of the Member organization for purposes of voting shall be the chief executive officer, or his designated representative. The designated Member representative may be changed at any time by written notice to the President/CEO of the Corporation.

2.3 Meetings of the Members. Meetings of the members for any purpose or purposes may be called by the Chairperson of the Corporation or by resolution of the Board of Directors.

2.4 Notice of Member Meetings. Written or printed notice, stating the place and time of any meeting of the members, and the general nature of the business to be considered, shall be given to each member entitled to vote thereat, at his last known address, at least fourteen (14) days prior to the meeting.

2.5 Quorum. At all annual or special meetings of the Membership, a quorum shall be the Members present in person.

2.6 Location of Meetings. All meetings of the Members shall be held at the principal office of the Corporation or at such other place as may be named in the notice.

2.7 Special Meeting of the Members. Special meetings of the Members may be called at any time by the Chairperson or a majority of the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

3.1 General Powers. The business, property and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, who shall exercise all of the powers of the Corporation that are not by law required to be exercised by the Members. In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

3.2 Number of Directors. The number of directors of the Corporation shall be a minimum of three (3) and shall never be more than thirty-one (31). No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

3.3 Election and Term of Directors. At each annual meeting of the Membership, the members shall elect Directors, pursuant to Section 3.5 herein. A Director may serve two (2) consecutive three (3)-year terms; provided, however, that if the Director is elected an officer of the Corporation, the Director may continue to serve on the Board until the Director's term as an officer expires.

3.4 Composition of Board of Directors. The Board of Directors, which shall be representative both programmatically and geographically by the Louisiana nonprofit industry, will also consist of representatives of the for-profit, public sector and civic leaders as appropriate.

3.5 Director Selection. The Governance Committee will endeavor to fulfill the mission of the corporation by making sure that the composition of the Board of Directors is representative of nonprofit, for-profit, public, and civic leaders as appropriate. The Governance Committee shall establish selection rules, which include methods of obtaining Membership input in order to fulfill this goal. By a majority vote of the Board, new Board Members can be nominated and voted onto board service throughout the year.

3.6 Director Qualifications. All of the representatives from the Section 501(c)3 organizations shall be filled by persons who have been designated by the Section 501(c) organization.

3.7 Board Vacancies. Any and all vacancies occurring on the Board of Directors (including any vacancy resulting from an increase in the authorized number of directors or from the failure to elect the full number of authorized directors) shall be filled by the affirmative vote of a majority of the remaining

directors, through not constituting a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office, and until his successor is elected and qualified.

3.8 Removal of Directors. The Board of Directors, by a vote of a majority, may, at any special meeting called for the purpose, remove any office any one or more of the directors, notwithstanding that his or their terms of office may not have expired, and may forthwith at such meeting proceed to elect a successor for the unexpired term.

3.9 Resignations of Directors. Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time not more than thirty (30) days after such receipt as specified in such notice or on receipt of the notice if no time is specified. Unless otherwise specified in the notice of resignation in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

3.10 Quorum of Directors and Manner of Acting. A majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum of the Directors is present at a meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. If a quorum is present at any point in a meeting of the Board of Directors, the directors present may continue to do business, taking action by vote of a majority of a quorum as fixed above. Notwithstanding the withdrawal of enough directors who leave less than a quorum as fixed above or the refusal of any director present to vote. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board.

3.11 Meetings. The Board shall meet at least quarter-annually in any place within or outside of the State of Louisiana as the Board may determine. An annual meeting of the Board shall be held during the second half of each fiscal year unless the Board determines otherwise.

3.12 Meeting by Telecommunications. Directors, or members of any committee created pursuant to these Bylaws, may participate in a meeting of the Board or committee by conference telephone or similar communications equipment, if all persons participating in the meeting can hear each other simultaneously. Participation in a meeting of this manner shall constitute presence in person at the meeting.

3.13 Special Meetings. Special meetings of the directors may be called at any time by the Chairperson, President, the Board of Directors of the Executive Committee, if one be constituted, by written notice signed by the President or by a majority of the directors or of the members of the Executive Committee. Special meetings may be held at such place or places within or outside the State of Louisiana as may be designed by the Board of Directors. In the absence of such designation and such meeting shall be held at such place as may be designated in the notice thereof.

3.14 Prohibition Against Voting by Proxy. Directors may not vote by proxy.

3.15 Notice of Directors' Meetings. Whenever notice is required to be given under any provision by these Bylaws, it shall be in writing and it may be delivered personally or sent by U.S. mail, by telegram, by express delivery service, by electronic mail, by electronic facsimile transmission or any other electronic method to each director at his address as show by the records of the Corporation. If notice is given by U.S. mail, such notice shall be deemed to be delivered seven (7) days after being deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram or other commercial message delivery service, such notch shall be deemed to be given on the date delivered. If notice is given electronically, such notice shall be deemed to be given on the date delivered when transmitted by electronic equipment to the intended recipient's electronic address or number as shown in the records of the Corporation.

3.16 Directors' Waiver of Notice. Any director may waive notice of any meeting in writing at any time, either before or after the time notice would have been required and the waiver need not specify the purpose of the business to be transacted at the meeting. Directors present at a meeting shall be deemed to have received due, or to have waived, notice thereof, except where a director participates in the meeting for the express purpose of objecting to the transaction of any business at the meeting on the ground that the meeting is not lawfully called or convened. Except as specifically required by the Articles of Incorporation of these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice, or waiver of notice of such meeting.

3.17 Board Actions by Unanimous Written Consent. Any action required or permitted to be taken by the Board, or any committee thereof, may be taken without a meeting by a consent in writing setting forth the action so taken, signed by all the directors or by all of the members of a committee, as the case may be, and filed with the records of proceedings of the Board or committee. Such consent shall have the same force and effect as a unanimous vote.

3.18 Compensation and Expenses of Directors. The Corporation shall not pay any compensation to directors for their services rendered to the Corporation as directors. The Corporation may reimburse directors for reasonable expenses actually incurred in the performance of their duties to the Corporation.

3.19 Honorary Boards and Advisory Committees. The Board may elect or appoint any person to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation, and may create such honorary Boards or advisory committees in appoint to them such persons as the Board deems appropriate in its sole discretion. Persons serving in such advisory and honorary capacities shall not exercise any of the power granted to the Board of Directors by law or in these bylaws or in the Articles of Incorporation of the Corporation.

3.20 Fiduciary Relationship of Directors. Directors and officers of the Corporation shall be deemed to stand in a fiduciary relationship to the Corporation and its members, and shall discharge the duties of their respective positions in good faith, and with the diligence, care, judgment and skill which ordinarily prudent men would exercise under similar circumstances in like positions.

ARTICLE IV.
COMMITTEES OF THE BOARD OF DIRECTORS

4.1 Committees Generally. Committees of the Board shall be standing or special. The Standing Committees shall be the Executive Committee, the Governance Committee, the Finance and Audit Committee and the Fund Development Committee. The Board of Directors may authorize such other standing or special purpose committees, as it considers appropriate at any time by resolution of the Board. The Board may also discontinue committees, as it deems appropriate. Every committee shall have at least two (2) Directors among its members. Except as otherwise provided in this Article, the individuals who are not Directors of the Corporation may also serve as committee members. All committee chairs and committee members shall be appointed by the Chairman. The President shall be an ex-officio non-voting member of each Committee. The Chairman shall be an ex-officio member of each Committee. The Board of Directors may from time to time establish policies concerning the responsibilities and membership of committees which policies shall be consistent with these Bylaws.

4.2 Executive Committee. The Executive Committee of the Board of Directors shall consist of the Chairpersons, Vice Chairpersons, Secretary and Treasurer of the Corporation and such members of the Board, as the Board shall designate. This committee shall have the full authority of the Board to act on matters which must be acted upon prior to the next meeting of the Board in a manner consistent with prior actions of the Board. The Executive Committee shall meet only on an as-needed basis as determined by the Chairperson. When action is taken by the Executive Committee, it will be reported to the Board of Directors at its next meeting. The designation and appointment of any such Executive Committee and the delegation of authority to the Committee shall not relieve the Board of Directors, or any individual member of the Board of Directors, of any responsibility imposed upon it or him by law.

4.3 Governance Committee. The Governance Committee shall be responsible for preparing for consideration by the Membership nominees for Directors of the Corporation and also for preparing for consideration by the Directors a slate of nominees for the Officers of the Corporation. The Committee shall periodically review and update the bylaws and articles as necessary and submit any changes to the Board for consideration and action. The Committee shall ensure compliance with the bylaws by the Corporation. The committee shall make suggestions for nominees to various advisory boards/committees of the Corporation. The committee shall also guide the annual Board orientation and self-evaluation.

4.4 Finance and Audit Committee. The Finance and Audit Committee shall have the responsibility of: 1) reviewing and proposing for the full board approval annual operating and capital budgets for the Corporation, 2) reviewing and proposing for the full board approval the annual

independent audited financial statements for the Corporation. The Committee shall review the quarterly financial operating statements of the Corporation. The committee shall periodically review and update the major fiscal policies and procedures of the Corporation. The committee shall assist staff in the organization's financial planning and strategic thinking. They shall review financial projections/forecasts, long-term asset management and business plans for new and expanding ministries. The committee will assist in exploring and reviewing financing opportunities and vehicles for the corporation.

4.5 Fund Development Committee. The Fund Development Committee shall assist staff in strategic thinking and planning for fund raising and development. The committee shall review and propose for full board approval, the Corporation's long-term strategic plans for development. The committee will primarily focus its efforts on planning and will increase the Corporation's private charitable revenue. The committee will also assist staff where possible in strategic planning regarding government funding and community education. The committee's members will approve and take an active role in major campaigns and appeals for the Corporation. The committee shall review quarterly fund raising projections and actuals for the Corporation.

4.6 Committee Procedures. Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the Secretary of the Corporation. Each committee shall also report to the Board of Directors concerning all matters upon which it has acted. Each committee shall meet as needed but no less than annually. Reasonable notice of the meetings of any committee shall be given to the members thereof. A majority of the members in each committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present in person at a meeting at which a quorum is present shall be the action of the committee. Each committee may adopt rules for its own operations not inconsistent with these Bylaws or the policies of the Corporation or the Board of Directors. All members of the committee must attend at least fifty percent (50%) of the meetings of the committee held each year. Failure to do so shall constitute a reason for removal from the committee, unless the absence has been excused by the Chairperson of the committee.

ARTICLE V. OFFICERS, AGENTS AND EMPLOYEES

5.1 Officers. The Board of Directors shall elect a Chairperson, a Secretary and a Treasurer, and may elect one or more Vice Chairpersons.. No two or more offices may be held by the same person simultaneously. All of the officers of the Corporation shall be Directors.

5.2 Officer Election and Term of Office. All Officers of the Corporation shall be elected by the Board of Directors at each annual meeting of the Board and shall assume their duties on January 1 after the election. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each person so elected shall hold the office to which he/she is selected for a period not to exceed two (2) years. Directors may not be elected to the same

office without sitting out for one year. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole Board of Directors.

5.3 Resignation of Officers. Any officer or agent may resign at any time by giving written notice to the Board of Directors or to the Chairperson or to the Secretary of the Corporation. Any such resignation shall take effect at the time of receipt or at such later time as therein specified, not to exceed thirty (30) days. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

5.4 Removal of Officers. Any officer or agent may be removed by the Board of Directors with or without cause at any time, without prejudice, however, to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create any contract rights.

5.5 Powers and Duties of Officers. Subject to the authority and control of the Board of Directors, all officers as between themselves and the Corporation shall have such authority and shall perform such duties in the management of the property and affairs of the Corporation as may be provided in these bylaws or by resolution of the Board of Directors, not inconsistent with these bylaws, and, to the extent not so provided, as generally pertain to their respective officers.

- A. Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and the members. The Chairperson shall see that all orders and resolutions of the Board of Directors are carried into effect and direct to other officers in the performance of their duties; shall have the power to execute all authorized instruments; and shall generally perform all acts incident of the office of the Chairperson or which are incumbent upon the Chairperson under the provisions of the Articles of Incorporation and these Bylaws. The Chairperson shall also be an ex-officio member of all committees. The Chairperson shall cause to be prepared at least annually a report of the condition of the Corporation.
- B. Secretary. The Secretary, when such is required, shall give, or cause to be given, notice of all meetings of members, directors, and committees, and all other notices required by law or by these bylaws, and in case of the Secretary's absence or refusal or neglect so to do, any such notice may be given by the members or directors upon whose request the meeting is called as provided in these bylaws. The Secretary shall record or cause to be recorded all the proceedings of the meetings of the members, of the directors, and of committees in a book to be kept for that purpose. Except as otherwise determined by the directors, the Secretary shall have charge of the original accounts, members, certificate books and transfer books. If a corporate seal is adopted, the Secretary shall have custody of the seal of the Corporation, and shall affix it to all instruments requiring it. The seal shall be maintained in the corporate office of the Corporation. The Secretary shall perform such other duties as may be assigned to him by the Board of Directors or by the Chairperson.

- C. Treasurer. The Treasurer shall supervise and oversee all funds, securities, evidences of indebtedness, and other valuable documents of the Corporation. The Treasurer shall receive and give, or cause to be given, receipts and acquaintances for monies paid in on account of the Corporation and shall pay out of the funds on hand all just debts of the Corporation of whatever nature when due. The Treasurer shall enter, or cause to be entered, in books of the Corporation to be kept for that purpose, full and accurate accounts of all monies received and paid out on account of the Corporation, and whenever required by the Chairperson or the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall keep or cause to be kept such books as will show a true record of the expenses, gains, losses, assets, and liabilities of the Corporation, and shall perform all the other duties incident to the office of the Treasurer. If required by the Board of Directors, the Treasurer shall give the Corporation a bond for the faithful discharge of his duties and for restoration to the Corporation, upon termination of his tenure, of all property of the Corporation under the Treasurer's control.
- D. Vice Chairperson. The Board may select one or more Vice Chairpersons. In the event of absence or disability of the Chairperson, one of the Vice Chairpersons shall preside at meetings of the Board of Directors and shall perform such other duties as many be delegated to the Vice Chairmen from time to time by the Board of Directors.
- E. President/Chief Executive Officer. The Board of Directors may select and appoint a President. The President shall be the chief executive officer of the Corporation accountable to the Board of Directors. The President shall be the direct executive representative of the Board of Directors in the management of the Corporation and shall have such duties and powers as may be assigned from time to time by the Board of Directors. The President shall serve as the representative of the Board for purposes of communications with those doing businesses with the Corporation. Without prejudice to the complete authority of the Board of Directors to manage the affairs and properties of the Corporation, the President shall hire, direct, and discharge all agents and employees and fix their salaries subject to the budget authorized by the Board of Directors. The President may, under the direction of the Chairperson or other officer of the Corporation, act for them as they deem appropriate and shall perform such other duties as shall be required by the Board of Directors. In the event the office of President is not filled, the Chairperson shall perform duties outlined above.

5.7 Agents. The Board of Directors may from time to time, in its sole discretion appoint agents who shall have such authority and shall perform such duties as may be prescribed by the Board. The Board may remove any agent at any time with or without cause. Removal shall be without prejudice to such person's contract rights, if any. The appointment of a person as an agent shall not itself create contract rights.

5.8 Compensation of Officers, Agents and Employees. The Corporation may pay reasonable compensation to its officers, agents and employees for services rendered and as authorized and fixed by the Board of Directors, or if the Board delegates such power, then as authorized and fixed by the

Board's delegate. The Corporation may reimburse all officers, agents and employees for their reasonable expenses actually incurred. The Board may require officers, agents and employees to give security for the faithful performance of their duties, for which they shall be reimbursed.

5.9 Fiduciary Relationship of Officers. Officers of the Corporation shall be deemed to stand in a fiduciary relationship to the Corporation and its members, and shall discharge the duties of their respective positions in good faith, and with that diligence, care, judgment and skill which ordinarily prudent men would exercise under similar circumstances in like positions.

ARTICLE VI. ADMINISTRATIVE

6.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year, unless otherwise determined by the Board of Directors.

6.2 Corporate Seal. The corporate seal if any, shall be in such form as may be approved from time to time by the Board of Directors.

6.3 Contracts and Other Documents. The Board may, except as otherwise required by law, the Articles of Incorporation or these Bylaws, authorize any officer or agent of the Corporation to enter into any contract or to execute any delivery of any instrument or document on behalf of the Corporation. Such authority may be general or may be confined to specific instances. The Board may delegate its power under this Section 6.3 only to the Chairperson or President and only on such terms as the Board shall prescribe by resolution.

6.4 Checks, Drafts, Loans, Etc. All checks, drafts, loans or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation, or a designated party to co-sign checks, and in such manner as shall be from time to time determined by the Board of Directors. The Board may delegate its power under this Section 6.4 only to the Chairperson or President and only on such terms as the Board shall prescribe by resolution.

6.5 Books and Records. The Corporation shall keep at its registered office in the City of Baton Rouge: (1) correct and complete books and records of account; and (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board.

6.6 Loans to Directors, Officers, Employees and Agents. No loans shall be made by the Corporation to any of its directors, officers, employees or agents.

6.7 Transactions with Interested Parties. No contract or transaction between the Corporation and one or more of the Directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the directors or officers are

directors or officers or have a financial interest, shall be void or voidable solely for that reason or solely because the director or officer is present at or participates in the meeting of the Board of Directors or a committee of the Board of Directors that authorizes the contract or transaction or solely because of the vote of any such director is counted for such purpose, if:

(1) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or such committee, and to Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or

(2) The contract or transaction is fair to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee of the Board of Directors or the members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorizes the contract or transaction.

6.8 Notice. Unless otherwise provided in the Articles of Incorporation or these Bylaws, whenever any notice is required by these Bylaws to be to be given, personal notice is not required unless expressly so stated; any notice is sufficient if given by depositing the same in an United States mail receptacle in a sealed postage paid envelope addressed to the person entitled thereto at his last known address as it appears on the records of the Corporation; and such notice is deemed to have been given on the day of such mailing.

6.9 Waiver of Notice. Whenever any notice of the time, place or purpose of any meeting of the members, directors or committees is required by law, the Articles of Incorporation or these Bylaws, and waiver thereof in writing signed at any time by the person or persons entitled to such notice, or actual attendance at such meeting in person or by proxy (exempt where participation at such meeting is for the express purpose of objecting to the transaction of business at the meeting), is equivalent to the giving of such notice of such person, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

6.10 Evidence of Authority. A certificate by the Secretary, an Assistant Secretary or temporary secretary as to any action taken by the Members, Directors, a committee or any officer or representative of the Corporation shall, as to all persons who rely on the certificate in good faith, be conclusive evidence of that action.

ARTICLE VII. INDEMNIFICATION AND INSURANCE

7.1 Indemnification. The Corporation shall indemnify any member, officer, director, employee or agent of the Corporation and any person who is serving at the request of the Corporation as a director,

officer, member, employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against expenses, including reasonable attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. Such indemnification shall occur when the person serving in a capacity listed previously has acted in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the Corporation. Such indemnification shall occur, with respect to any criminal action or proceeding, but only when the person had no reasonable cause to believe his or her conduct to be unlawful. In actions by or in the right of the Corporation, the indemnification shall be limited to expenses actually and reasonably incurred in connection with the defense or settlement of such action (including attorneys' fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion.) However, no indemnification shall be made in respect to any claim, issue or matter when such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the Court determines upon application that despite the adjudication of liability, he or she is fairly and reasonably entitled to indemnity for such expenses which the Court shall deem proper. The indemnification shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (a) By a majority vote of a quorum of the Board of Directors consisting of Directors who are not parties to such action, suit or proceeding, (b) a quorum of disinterested Directors, or (c) by the Membership.

7.2 To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

7.3 Any indemnification under Section 7.1 (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made: (i) by the Board of Directors by a majority vote or of a quorum consisting of directors who were not parties to such action, suite or proceeding, or (ii) if such quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel, or (iii) members.

7.4 Expenses incurred in defending such an action, suite or proceeding may be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in Section 7.3 above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article VII.

7.5 The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any bylaw, agreement, authorization of members or disinterested directors or otherwise, both as to action in his official capacity and as to

action in another capacity while holding such office, and shall continue to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative.

7.6 The Corporation may procure insurance on behalf of any persons who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer employee or agent of another nonprofit, business or foreign corporation, partnership, joint venture or other enterprise against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the law.

7.7 If any part of Article VII shall be found in any action, suite, or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

**ARTICLE VIII.
AMENDMENT OF BYLAWS**

8.1 The Bylaws of the Corporation may be adopted, amended or repealed by a majority vote of the Board of Directors, presents or represented at any regular or special meeting. Notice must be provided to the Board for the amendment of bylaws.

APPROVED


James A. Kelly, Chairperson

