

**BYLAWS**  
**OF**  
**THE BREHON JUDGES ASSOCIATION**

**ARTICLE I**  
**Offices**

The corporation shall continuously maintain a registered office and registered agent in Illinois. The corporation may have other offices within or outside the state.

**ARTICLE II**  
**Purpose And Mission**

**SECTION 1. PURPOSE.** The corporation shall have the following purpose: the support and promote a strong, independent and fair minded judiciary that effectively and pragmatically administers justice; to cultivate a spirit of community and cooperation among our members and the broader community we serve; to provide continuing educational opportunities here and in Ireland for our members; and to support cultural, educational, civic and scholarship projects through an affiliated entity to be formed under Section 501(c)(3) of the Internal Revenue Code.

**SECTION 2. MISSION.** The corporation shall have the following mission: to celebrate and acknowledge the contributions of members who have a connection with Ireland; to support the role of our members in a strong and independent judiciary; to foster a community of interest among our members who may share an ancestral or philosophical connection to Ireland; to promote a relationship with organizations that are dedicated to advocacy of the art, music, dance, language, literature and sport associated with Ireland; and to identify and build relationships with Irish judges' associations here and abroad that share common values and ideals.

**ARTICLE III**  
**Members**

**SECTION 1. ELECTION OF MEMBERS.** The board of directors shall appoint all new members.

**SECTION 2. QUALIFICATIONS.** The board of directors may set any criteria for becoming a member and only current or retired state and federal court judges may be admitted as members of the corporation.

**SECTION 3. VOTING RIGHTS.** Each member shall be entitled to one vote on each matter submitted to a vote of the members.

**SECTION 4. TERMINATION OF MEMBERSHIP.** After an appropriate hearing, the board of directors may suspend or expel a member for cause, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of dues, if any.

**SECTION 5. RESIGNATION.** Any member may resign by filing a written resignation with the secretary. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

**SECTION 6. REINSTATEMENT.** Upon written request signed by a former member filed with the secretary, the board of directors may, by the affirmative vote of two thirds of the members of the board, reinstate such former member to membership on such terms as the board of directors may deem appropriate.

**SECTION 7. TRANSFER OF MEMBERSHIP.** Membership in this corporation is not transferable or assignable.

**SECTION 8. NO MEMBERSHIP CERTIFICATES.** No corporation membership certificates shall be required.

### **ARTICLE III Meetings of Members**

**SECTION 1. ANNUAL MEETING.** The annual meeting of the members shall be held on the third Wednesday of January each year to elect directors and transact such other business as may come before the meeting. If that day is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

**SECTION 2. SPECIAL MEETING.** Special meetings of the members may be called by the president, the board of directors, or by at least one-fifth of the voting members, for the purpose or purposes specified in the meeting call.

**SECTION 3. PLACE OF MEETING.** The board of directors may designate any place as the place of meeting for any annual meeting or any special meeting called by the board of directors. If no designation is made or if a special meeting is called in another manner, the meeting place shall be the corporation's registered office in the State of Illinois.

#### **SECTION 4. NOTICE OF MEETINGS.**

**SECTION 5. INFORMAL ACTION BY MEMBERS.** Any action required at a meeting of the members of the corporation, or any other action that may be taken at a meeting of members, may be taken without a meeting if a written consent, detailing the action taken, is signed either (a) by all members entitled to vote on the subject or (b) by members holding at least the minimum number of votes necessary to authorize such action at a meeting where all members entitled to vote were present and voting. If the consent is signed by less than all of the members entitled to vote, the consent shall only become effective (a) if, at least five days prior to the effective date of the consent, a written notice of the proposed action is delivered to all members entitled to vote on the subject, and (b) if, after the effective date of the consent, prompt written notice of the corporate action taken without a meeting is delivered to those members entitled to vote who have not consented in writing.

**SECTION 6. FIXING OF RECORD DATE.** To determine the members entitled to notice of or to vote at any meeting of members, or to identify members for any other proper purpose, the board of directors of the corporation may establish a record date in advance for such determination. This date must be no more than sixty (60) days prior and, for a meeting of members, not less than five (5) days before. In the case of a merger, consolidation, dissolution, or a sale, lease, or exchange of assets, it cannot be less than twenty (20) days before the date of the meeting. If no record date is set for determining the members entitled to notice of or to vote at a meeting, the date when the notice of the meeting is delivered will serve as the record date for that determination. Once the members entitled to vote at any meeting have been determined, this determination will apply to any adjournment of the meeting.

**SECTION 7. QUORUM.** Holders of one-tenth of the votes that may be cast at a meeting of the corporation, whether present in person or by proxy, shall constitute a quorum for the consideration of such matters at any member meeting; provided that if fewer than one-tenth of the outstanding votes are

represented at said meeting, a majority of the votes represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall constitute the act of the members, unless a greater number of votes or voting by classes is required by the General Not-For-Profit Corporation Act, the articles of incorporation, or these bylaws. At any adjourned meeting where a quorum is present, any business that could have been transacted at the original meeting may be considered. The withdrawal of members from any meeting shall not result in the failure of a duly constituted quorum at that meeting.

**SECTION 8. PROXIES.** Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act on their behalf by proxy; however, no such proxy shall be voted or acted upon after 11 months from its date unless the proxy specifies a longer period.

**SECTION 9. VOTING.** Each member is entitled to one vote on each matter presented for a vote at a members' meeting. Members may vote either in person or by proxy as stipulated in Section 8 of this Article. A simple majority of the votes cast at a meeting where a quorum is present is needed to approve any matter brought to a vote unless a larger number is required by statute, these bylaws, or the articles of incorporation.

**SECTION 10. INSPECTORS.** At any meeting of members, the chair may, or upon the request of any member shall, appoint one or more persons as inspectors for the meeting. These inspectors shall ascertain and report the number of votes represented at the meeting, based on their determination of the validity and effect of proxies; count all votes and report the results; and perform other acts necessary to conduct the election and voting with impartiality and fairness to all members. Each report from an inspector shall be in writing and signed by him, her, or a majority of them if there is more than one acting inspector at the meeting. If there are multiple inspectors, the report of the majority shall represent the report of the inspectors. The report from the inspector or inspectors regarding the number of votes represented at the meeting and the results of the voting shall serve as prima facie evidence thereof.

**SECTION 11. VOTING BY BALLOT.** Voting on any question or in any election may be conducted by voice unless the chair of the meeting orders it, or any member demands that voting be done by ballot.

#### **ARTICLE IV Board of Directors**

**SECTION 1. GENERAL POWERS.** The corporation's affairs shall be managed by or under the direction of its board of directors. A majority of the board may establish reasonable compensation for their services and those of other officers, regardless of any personal interest.

**SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS.** The corporation has ten (10) directors. Each director shall hold office for five (5) years until his or her successor has been elected by the Board of Directors and qualified and may serve consecutive terms. Directors need not be residents of Illinois, but they must be members of the corporation. The number of directors may be decreased by any number greater than two (2) from time to time by amending this section. No decrease in the size of the board of directors shall shorten the term of an incumbent director. Directors must fully adhere to the corporate policies outlined in these bylaws and other policies adopted by the corporation.

**SECTION 3. REGULAR MEETINGS.** A regular annual meeting of the board of directors shall be held with no notice other than that provided in these bylaws, immediately following and at the same location as the annual meeting of members. The board of directors may, by resolution, designate the

time and place for additional regular meetings of the board, provided that no further notice is needed beyond such resolution.

**SECTION 4. SPECIAL MEETINGS.** Special meetings of the board of directors may be called by the president or any two directors. Those authorized to call special meetings may designate a location for holding any special meeting they convene.

**SECTION 5. NOTICE.** Notice of any special meeting of the board of directors shall be given at least two (2) days in advance by written notice to each director at their address as indicated in the corporation's records; however, no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least twenty (20) days before such meeting. If mailed, such notice is deemed delivered when deposited in the United States mail in a sealed envelope addressed as above, with postage prepaid. If notice is given by electronic mail, it is deemed delivered when the electronic mail message is transmitted, provided the message is accepted by the recipient's server. Timely mailing or emailing of the minutes of the board of directors to each director may qualify as notice of the next board meeting if the minutes clearly and concisely set forth the details concerning the meeting. Notice of any special meeting of the board may be waived in writing, signed by the person or persons entitled to the notice, either before or after the meeting's time. A director's attendance at any meeting constitutes a waiver of notice for that meeting, except when a director attends specifically to object to the transaction of any business due to the meeting not being lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board needs to be specified in the notice or waiver of notice for such meeting unless specifically required by law or by these bylaws.

**SECTION 6. QUORUM.** A majority of the board of directors shall constitute a quorum for conducting business at any board meeting. However, if fewer than a majority of the directors are present, a majority of the directors that are present may adjourn the meeting to a later time without further notice.

**SECTION 7. REMOTE MEETING.** Any meeting of the board of directors may be conducted remotely through video or telephone conferencing, or other similar communication technologies, enabling all participants to interact with one another. Members of the board of directors may participate in, and engage during, any of these meetings, and their involvement will be considered as attendance in person at the meeting for those who participate.

**SECTION 8. MANNER OF ACTING.** The actions of a majority of the directors present at a meeting where a quorum is present shall constitute the actions of the board of directors, unless a greater number is required by statute, these bylaws, or the articles of incorporation. No director may act by proxy on any matter.

**SECTION 9. VACANCIES.** Any vacancy occurring on the board of directors, or any new director position created due to an increase in the number of directors, shall be filled by the board of directors unless the articles of incorporation, a statute, or these bylaws specify that a vacancy or a directorship created in this manner shall be filled differently; in which case, those provisions shall take precedence. A director who is elected or appointed, as applicable, to fill a vacancy shall serve for the remainder of the unexpired term of their predecessor in office.

**SECTION 10. RESIGNATION AND REMOVAL OF DIRECTORS.** A director may resign upon written notice to the board of directors. A director may be removed with or without cause, as specified by statute.

**SECTION 11. INFORMAL ACTION BY DIRECTORS.** The board of directors' authority may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

**SECTION 12. COMPENSATION.** Directors shall not receive compensation for their services as directors. However, by resolution of the board of directors, the directors may be paid their expenses, if any, for attending each meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

**SECTION 13. PRESUMPTION OF ASSENT.** A director of the corporation who is present at a meeting of the board of directors where action is taken on any corporation matter shall be conclusively presumed to have assented to the action taken, unless his or her dissent is recorded in the minutes of the meeting, or unless he or she files a written dissent regarding such action with the person acting as the secretary of the meeting before its adjournment, or forwards that dissent by registered or certified mail to the corporation's secretary immediately after the meeting adjourns. This right to dissent does not apply to a director who voted in favor of the action.

## **ARTICLE V Officers**

**SECTION 1. OFFICERS.** The officers of the corporation shall include a President, one or more Vice Presidents (the quantity to be determined by the board of directors), a Treasurer, a Secretary, and any other officers that may be elected or appointed by the board of directors. Officers whose authorities and duties are not detailed in these bylaws shall have the powers and perform the duties assigned to them, from time to time, by the board of directors. The same individual may hold any two or more offices.

**SECTION 2. ELECTION AND TERM OF OFFICE.** The corporation's officers shall be elected annually by the board of directors during the regular annual meeting. If the election of officers does not occur at this meeting, it shall be held as soon as conveniently possible thereafter. Vacancies may be filled, or new offices may be created and filled at any meeting of the board of directors. Each officer shall hold office until their successor has been duly elected and qualified, until their death, or until they resign or are removed in the manner provided hereinafter. The election of an officer shall not create contract rights by itself.

**SECTION 3. REMOVAL.** Any officer elected or appointed by the board of directors may be removed by the board whenever it believes that doing so is in the corporation's best interests. However, such removal shall not affect the contract rights, if any, of the person removed.

**SECTION 4. PRESIDENT.** The president shall serve as the principal executive officer of the corporation. Under the direction and control of the board of directors, he or she shall oversee the business and affairs of the corporation. He or she shall ensure that the resolutions and directives of the board of directors are implemented unless the board has assigned that responsibility to another individual. In general, he or she shall perform all duties associated with the office of president and any other duties prescribed by the board of directors. He or she shall preside at all meetings of both the members and the board of directors. Unless the authority to execute is expressly delegated to another officer or agent of the corporation, or a different execution method is specified by the board of directors or these bylaws, he or she may execute any contracts, deeds, mortgages, bonds, or other instruments authorized by the board for the corporation. He or she may carry out such execution either under or without the corporation's seal and either individually or in conjunction with the secretary, any assistant secretary,

or any other officer authorized by the board of directors, depending on the requirements of the instrument's form.

**SECTION 5. VICE PRESIDENT.** The vice president shall assist the president in fulfilling his or her duties as directed by the president and shall perform other duties as assigned by the president or the board of directors periodically. In the absence of the president, or in the case of his or her inability or refusal to act, the vice president shall carry out the duties of the president and, when acting in that role, shall have all the powers and be subject to all the restrictions of the president. Except in instances where the authority to execute is expressly delegated to another officer or agent of the corporation, or where a different execution method is specifically prescribed by the board of directors or these bylaws, the vice president may execute contracts, deeds, mortgages, bonds, or other instruments authorized by the board of directors on behalf of the corporation, whether under or without the corporate seal, and either individually or in conjunction with the secretary, any assistant secretary, or any other officer authorized by the board of directors, based on the form of the instrument.

**SECTION 6. TREASURER.** The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

**SECTION 7. SECRETARY.** The secretary shall (a) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each member that shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors.

**SECTION 8. DELEGATION OF AUTHORITY.** In the event of an officer's absence or for any other reason deemed sufficient, the board of directors may delegate the powers or duties of that officer to any director, another officer, or employee of the corporation for the time being, or may reduce some or all of the powers or duties of that officer.

## **ARTICLE VI**

### **Committees, Commissions, and Advisory Boards**

**SECTION 1. COMMITTEES.** The board of directors, by resolution adopted by a majority of the directors currently in office, may designate one or more committees, each of which will consist of two or more directors and any other individuals designated by the board of directors, provided that a majority of each committee's members are directors. If the board of directors resolves to create an executive committee, it shall consist entirely of directors. Committees shall serve at the pleasure of the board of directors and may be dissolved at any time by the board. The committees, to the extent outlined in the resolution and not restricted by law, shall possess and exercise the authority of the board of directors in managing the corporation; however, the designation of such committees and the delegation of authority to them shall not relieve the board of directors, or any individual director, of any responsibility imposed on them by law.

**SECTION 2. COMMISSIONS OR ADVISORY BODIES.** Commissions or advisory bodies that do not have or exercise the authority of the board of directors in the corporation may be designated or created by the board of directors and shall consist of individuals as selected by the board of directors. A commission or advisory body may include directors as members, as determined by the board of directors. The commission or advisory body may not act on behalf of the corporation or bind it to any actions, but may provide recommendations to the board of directors or the officers of the corporation.

**SECTION 3. TERM OF OFFICE.** Each member of a committee, advisory board, or commission shall remain in their position until the next annual meeting of the corporation's members and until a successor is appointed, unless the committee, advisory board, or commission is terminated sooner, or unless the member is removed from the committee, advisory board, or commission by the board of directors, or unless the member no longer qualifies as a member thereof.

**SECTION 4. CHAIR.** One member from each committee, advisory board, or commission shall be appointed as chair.

**SECTION 5. VACANCIES.** Vacancies in the membership of any committee, advisory board, or commission may be filled by appointments made in the same manner as specified for the original appointments.

**SECTION 6. COMMITTEE MEETINGS.** Meetings of any committee may be called by the board of directors, the president, the committee chair, or a majority of the committee's voting members. Notice of the time and location of any committee meeting shall be provided at least two (2) days before the meeting.

**SECTION 7. QUORUM AND MANNER OF ACTING.** Unless otherwise provided for in the resolution of the board of directors that establishes a committee, advisory board, or commission, a majority of the entire committee, advisory board, or commission will constitute a quorum. The actions of a majority of the members present at a meeting where a quorum is established will be regarded as the actions of the committee, advisory board, or commission.

**SECTION 8. RULES.** Each committee, advisory board, or commission may adopt rules for its governance that are not inconsistent with these bylaws or the rules adopted by the board of directors.

**SECTION 9. INFORMAL ACTION.** A committee's authority may be exercised without a meeting if a written consent form setting forth the action taken is signed by all the members entitled to vote.

## **ARTICLE VII**

### **Contracts, Checks, Deposits, and Funds**

**SECTION 1. CONTRACTS.** The board of directors may authorize any officer or officers or agent or agents of the corporation, in addition to those officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. This authority may be general or limited to specific instances.

**SECTION 2. CHECKS, DRAFTS, ETC.** All checks, drafts, and other orders for payment of money, notes, or other evidence of indebtedness issued in the corporation's name must be signed by the designated officer or officers, or agent or agents, in a manner determined by resolution of the board of directors. In the absence of such a resolution, these instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or a vice president of the corporation.

**SECTION 3. DEPOSITS.** All funds of the corporation shall be periodically deposited in banks, trust companies, or other depositories as chosen by the board of directors.

**SECTION 4. GIFTS.** The board of directors may accept any contributions, gifts, bequests, or devises on behalf of the corporation for its general purposes or for any specific purpose of the corporation.

**ARTICLE VIII  
Books and Records**

The corporation shall maintain accurate and complete books and records of account. It shall also keep minutes of the proceedings of its members, board of directors, and committees that have any authority of the board of directors. At the registered or principal office, a record shall be kept that lists the names and addresses of the members who are entitled to vote. All books and records of the corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE IX  
Fiscal Year**

The corporation's fiscal year shall be fixed by resolution of the board of directors.

**ARTICLE X  
Dues**

**SECTION 1. ANNUAL DUES.** The board of directors may determine, from time to time, the amount of the initiation fee, if any, and the annual dues payable to the corporation by members of each class.

**SECTION 2. PAYMENT OF DUES.** The board of directors may determine the date at which membership dues must be paid. A new member's dues will be prorated from the first day of the month in which the member is elected to membership for the remainder of the corporation's fiscal year.

**SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP.** If any member of any class is in default for failing to pay dues for a period of three (3) months from the start of the period when those dues became payable, the board of directors may terminate his or her membership in the manner outlined in Article II of these bylaws.

**ARTICLE XI  
Seal**

The corporation does not have a seal.

**ARTICLE XII  
Waiver of Notice**

Whenever notice is required under the General Not For Profit Corporation Act of Illinois or the corporation's articles of incorporation or bylaws, a written waiver signed by the person or persons entitled to such notice, whether given before or after the stated time, shall be considered equivalent to

giving that notice. Attendance at any meeting shall be deemed a waiver of notice unless a person attending objects to the meeting on the grounds that proper notice was not given.

### **ARTICLE XIII Indemnification**

**SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION.** The corporation may indemnify any individual who was or is a party, or who is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding—whether civil, criminal, administrative, or investigative (excluding an action by or in the right of the corporation)—due to the fact that he or she is or was a director, officer, employee, or agent of the corporation, or was serving at the corporation's request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. This indemnification covers expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement that are actually and reasonably incurred by that individual in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, in the case of any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent shall not, by itself, establish a presumption that the individual did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, or, in the case of any criminal action or proceeding, that the individual had reasonable cause to believe that his or her conduct was unlawful.

**SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION.** The corporation may indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor, due to the fact that such person 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 corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) that are actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, provided that such person acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation. However, no indemnification shall be made regarding any claim, issue, or matter for which such person has been adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation, unless the court in which the action or suit was brought determines, upon application, that despite the adjudication of liability, and considering all circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses deemed proper by the court.

**SECTION 3. RIGHT TO PAYMENT OF EXPENSES.** If a director, officer, employee, or agent of the corporation is successful, whether on the merits or otherwise, in defending any action, suit, or proceeding mentioned in Sections 1 and 2 of this Article, or in defending any claim, issue, or matter within those sections, that person shall be indemnified for expenses (including attorneys' fees) that were actually and reasonably incurred in relation to the defense.

**SECTION 4. DETERMINATION OF CONDUCT.** Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation solely as authorized in the specific case, following a determination that indemnifying the director, officer, employee, or agent is appropriate under the circumstances because he or she has met the applicable standard of conduct outlined in Section 1 or Section 2 of this Article. Such determination shall be made (a) by the board

of directors through a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding; (b) if such a quorum cannot be obtained, or if a quorum of disinterested directors directs it, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

**SECTION 5. PAYMENT OF EXPENSES IN ADVANCE.** The corporation may pay expenses incurred in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such matters, as authorized by the board of directors in each specific case, upon receiving an undertaking from or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to indemnification by the corporation as authorized in this Article.

**SECTION 6. INDEMNIFICATION NOT EXCLUSIVE.** The indemnification provided by this Article shall not be considered exclusive of any other rights to which individuals seeking indemnification may be entitled under any bylaw, agreement, or vote of members or disinterested directors, or otherwise. This applies to actions taken in their official capacity as well as in other roles while holding such office. The indemnification shall continue for individuals who have ceased to be directors, officers, employees, or agents, and shall benefit the heirs, executors, and administrators of such individuals.

**SECTION 7. INSURANCE.** The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. This insurance covers any liability asserted against such person and incurred by such person in any of these capacities or arising from his or her status as such, regardless of whether the corporation would have the authority to indemnify such person against this liability under the provisions of this Article.

**SECTION 8. NOTICE TO MEMBERS.** If the corporation has paid indemnity or advanced expenses under this Article to a director, officer, employee, or agent, it shall provide written notice of the indemnification or advance to all voting members, either with or before the notice for the next member meeting.

**SECTION 9. REFERENCES TO CORPORATION.** For the purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation that has merged with a merging corporation) involved in a merger that, had its separate existence continued, would have possessed the power and authority to indemnify its directors, officers, employees, or agents. Thus, any person who was a director, officer, employee, or agent of such a merging corporation, or who was serving at the request of such a merging corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article concerning the surviving corporation as that person would have occupied with respect to the merging corporation had its separate existence continued.

**SECTION 10. OTHER REFERENCES.** For the purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall encompass any excise taxes assessed on an individual regarding an employee benefit plan; and references to “serving at the request of the corporation” shall cover any service as a director, officer, employee, or agent of the corporation that imposes responsibilities on or involves services by such director, officer, employee, or agent in relation to an employee benefit plan, its participants, or beneficiaries. An individual who has acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of

an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the corporation” as stated in this Article.

**ARTICLE XIV**  
**Amendments**

The authority to alter, amend, or repeal the bylaws, or adopt new ones, shall reside with the board of directors unless stated otherwise in the articles of incorporation or the bylaws. This action may occur during a regular or special meeting, provided that written notice of the meeting's purpose is given. The bylaws may include any provisions for the regulation and management of the corporation's affairs that are not inconsistent with the law or the articles of incorporation.

4916-2794-8320, v. 3