

# By-Laws: AAF Buffalo

A corporation governed by the Not-for-Profit Corporation Law of New York

## ARTICLE I: MEMBERS

Section 1. Classification of Members: The membership of AAF Buffalo (the "Corporation") shall consist of (a) Members, (b) Student Members and (c) Honorary Members.

Section 2. Members:(a) Generally. Individuals become members either by applying for membership personally or by being employed in an organization that has a Small Business or Corporate membership.

(b) Individual Memberships. Members must be (i) be over the age of 18 years; (ii) have an interest in the graphic arts and marketing communication fields in and around the City of Buffalo and the Western New York area, including but not limited to the marketing, advertising, public relations, graphic design, illustration, digital, social, mobile, photography, videography, broadcasting, printing, publishing, and copywriting industries; and (iii) be of good standing and reputation in the arts or communications industries in Western New York. Except as provided in the next paragraph, individuals must make an application for Membership pursuant to Section 5 below. Each

(c) Small Business & Corporate Memberships. Each organization (upon payment of the appropriate dues as provided in these bylaws) may have up to three Individual Memberships (Small Business) and up to five, ten and fifteen Individual Memberships (Corporate) to assign to its employees who meet the criteria for membership set forth above. The organization must give the Corporation the information concerning such employees that is required by the application for membership provided for in Section 5 below.

Section 3. Student Members: Persons who are enrolled full time in a college or university program to obtain an undergraduate or graduate degree in the marketing, graphic arts, communications, or any other field related to the graphics arts and marketing communications fields and who demonstrate an interest in the goals and activities of the Corporation may apply for membership as Student Members. Student Membership shall terminate when the member ceases to be enrolled in a program described in the preceding sentence or upon the failure of the member to pay any dues payment. Student Members shall be entitled to attend all meetings of the Membership.

Section 4. Honorary Members: The Board may, from time to time, by affirmative vote of a majority of the Board, grant membership to individuals in appreciation of their special help toward, or interest in, the goals or activities of the Corporation. Honorary Members shall be entitled to attend all meetings of the Membership.

Section 5. Application for Membership: Requests for membership as a Member or Student Member shall be made by providing such information upon such form(s) as the Board shall determine from time to time. Upon acceptance of an application for membership by the Board, the applicant shall become entitled to such rights and privileges as pertain to the class of membership to which he or she has been accepted.

Section 6. Dues: Members shall pay such initiation fees and annual dues as the Board may prescribe for their respective class. The Board shall establish at least three categories of dues: Annual (Individual), Annual (Small Business & Corporate), and Annual (Student). Members whose dues (regardless of category) are in arrears may not receive other benefits of membership unless authorized by the Board or two-thirds of the executive committee. In its discretion, the Board may waive the dues for any member for one or more years by reason of the member's significant efforts or other contributions to the success of the Corporation.

Section 7. Evidence of Membership: Membership shall be evidenced by the inclusion of the member's name, classification and dues category in a list of members to be maintained under the direction of the Vice President of

Communications. The Board may authorize the President, Vice President of Communications or other appropriate officer to issue a certificate of membership, in such form(s) as the Board shall determine from time to time.

## **ARTICLE II: MEETINGS OF MEMBERS**

Section 1. Annual Meeting of the Members: The annual meeting of the Members for the election of directors and for the transaction of such other business as may be set forth in the notice of meeting, shall be held each year at such time and at such place within or without the State of New York as the President or Vice President of Communications shall determine and the notice of the meeting shall specify.

Section 2 Report to the Members: The Board shall present at each annual meeting a report, verified by the President and Treasurer, or by a majority of the directors, showing in appropriate detail the following:

- a) The assets and liabilities, including the funds of the Corporation as of the end of the twelve month fiscal period of the Corporation terminating not more than six months prior to said meeting;
- b) The principal changes in assets and liabilities, including trust funds, during said fiscal period;
- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period;
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period; and
- e) The number of Voting Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current Voting Members may be found.

Section 3. Filing of Report: Such report shall be filed with the records of the Corporation and a copy or an abstract thereof shall be entered in the minutes of the proceedings of the annual meeting at which the report is presented. A final report will be submitted once a complete review has been conducted with the club accountant and it will be submitted in the minutes.

Section 4. Order of Business: The order of business at the annual meeting, unless otherwise specified by whomever called the meeting, shall be as follows:

- a) Calling the meeting to order;
- b) Proof of mailing of notice of meeting or waiver thereof;
- c) Roll and Quorum calls;
- d) Reading of minutes of last annual meeting;
- e) Reports of officers;
- f) Reports of committees;
- g) Introduction of elected directors;
- h) Transaction of other business;
- i) Good and Welfare; and
- j) Adjournment.

Section 5. Special Meetings of the Members: Special meetings of the Members may be called by the Board, the President, or the Vice President of Communications. A special meeting of the Members must be called upon the written demand of ten percent of the Members. Such demand must specify the date and month of the special meeting, which shall not be less than two nor more than three months from the date of such written demand. The Vice President of

Communications of the Corporation, upon receiving the written demand, shall promptly give notice of such meeting, or if he fails to do so within five business days thereafter, any Member signing such demand may give such notice. Each special meeting of the Members shall be held at such time and at such place within or without the State of New York, and for such purpose(s) as the Board or the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 6. Notice of Meetings: The Corporation shall give written or electronic notice of the place, date and hour of each meeting of the Members. Unless it is a notice of the annual meeting, the notice shall state who called the meeting and the meeting's purpose(s). The meeting's business shall be confined to matters related to the purpose(s) set forth in the notice. The notice of the annual meeting of Members shall include a proxy containing the names of the candidates for election to the Board of Directors selected by the Nominating Committee.

Section 7. Waiver of Notice: Notice need not be given to any member who submits, in person or by proxy, before or after the meeting, a signed waiver. Attendance, in person or by proxy, without protesting lack of notice prior to the conclusion of the meeting, shall constitute waiver of notice.

Section 8. Quorum: for the transaction of business shall consist of members entitled to cast the lesser of (a) 100 votes, or (b) one-tenth of the total number of votes entitled to be cast.

Section 9. Procedure: Robert's Rules of Order shall govern the procedure of meetings of Voting Members.

Section 10. Voting: Each Voting Member in good standing shall be entitled to one vote at every meeting of Voting Members. Directors elected at any meeting of the Voting Members shall, except as otherwise provided by law or the certificate of incorporation, be elected by a plurality of the votes cast. The vote for directors, or upon any question before a meeting of the Voting Members, shall not be by ballot unless the presiding officer at such meeting shall so direct. All other corporate action to be taken by the Voting Members shall, except as otherwise provided by law, the Certificate of Incorporation or these bylaws, be authorized by a majority of the votes cast.

Section 11. Fixing Record Date: For the purpose of determining the Voting Members entitled to notice of, or to vote at, any meeting of Voting Members or any adjournments thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action, the Board shall fix, in advance, a date as the record date for any such determination of Voting Members. Only Voting Members as of the record date shall be entitled to the notice or rights in question. Such date shall not be less than 10 nor more than 50 days prior to the date of the meeting, nor more than 50 days prior to any other action. If no record date is fixed, it shall be determined in accordance with law.

Section 12. Proxies: Every member entitled to vote at a meeting, or to express consent or dissent without a meeting, may authorize another person(s) to act by written proxy, signed by the member or his/her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 13. Inspectors at Voting Members' Meetings: The Board, in advance of any Voting Members' meeting, may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a Voting Members' meeting may appoint one or more inspector(s). In case any person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his/her duties, shall take and sign an oath to execute the duties of inspector faithfully with strict impartiality and according to the best of his/her ability. The inspector(s) shall

- a) determine the number Voting Members outstanding and the voting power of each,
  - b) determine the number of votes represented at the meeting,
  - c) determine the existence of a quorum,
  - d) determine the validity and effect of proxies,
- e) receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote,
- f) count and tabulate all votes, ballots or consents,
- g) determine the result, and) do such acts as are proper to conduct the election or vote with fairness to all Voting Members.

On request of the person presiding at the meeting or any member entitled to vote thereat, the inspector(s) shall make a report in writing of any challenge, question or matter determined and execute a certificate of any fact found. Any report or certificate made shall be prima facie evidence of the facts stated and of the vote as certified.

Section 14. Action of Voting Members Without Meeting: Whenever by law Voting Members are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, including electronic communications, setting forth the action so taken, signed by all of the Voting Members. Written consent thus given by all of the Voting Members shall have the same effect as a unanimous vote of the Voting Members.

## **ARTICLE III: BOARD OF DIRECTORS**

Section 1. Authorization to Manage Corporation: Except as otherwise provided by law or the certificate of incorporation, the activities, property and affairs of the Corporation shall be managed by the Board of Directors. To the fullest extent provided by applicable law, no director or officer shall be liable for any act or omission of the Corporation.

1. The board of directors has been given permission by the overall membership in a vote conducted in August of 2007 to have exclusive voting rights for all Club issues/matters except the following: voting of the next board of directors, any matters deemed by the board of directors that need to be voted on by the overall membership.

Section 2. Number Of Directors: The Board shall consist of 15 people. The Board may increase or decrease the number by a vote of the majority of the entire Board, but the number of directors constituting the entire Board shall at no time be less than 5. No decrease in the number of directors shall shorten the term of any incumbent director.

Section 3. Age Of Directors: Directors shall be at least 18 years of age, and be either a Voting Member or a person who would be eligible for membership if s/he had tendered dues and a completed application for membership.

Section 4. Election Of Directors: Except as otherwise provided by law or these bylaws, each director shall be elected by a vote of the overall membership (student membership excluded). Each director shall hold office until the expiration of his or her term (three-years) of office and until his or her successor has been elected and qualified, or until his or her prior resignation or removal.

Section 5. Vacancies: Newly created directorships resulting from an increase in the number of directors, and vacancies occurring on the Board for any reason, may be filled by a vote of a majority

- a) of the directors then in office, even if less than a Quorum exists, or
- b) of the Voting Members at any meeting of Overall Voting Members, notice of which shall have referred to the election.

A director elected by the Board to fill a vacancy shall hold office until the next meeting of Board at which the election of directors is in the regular order of business, and until his or her successor has been elected and qualified, or until his or her prior resignation or removal. A director elected by the Board to fill a vacancy, shall hold office for the unexpired term of the seat.

Section 6. Resignation: Any director may resign at any time by giving his or her resignation to the President, Vice President of Programming or Vice President of Communications. Resignation shall take effect immediately, or at the time specified therein. Acceptance of such resignation is not necessary to make it effective.

Section 7. Removal: Any director may be removed with cause by the affirmative vote of the Voting Members; or of the majority of the Board at any meeting of the Board, provided that a majority of the entire Board was present at the quorum call at that meeting, and the notice of meeting referred to the proposed action. Unexcused absence from three regular meetings in any 12-month period is cause for removal.

Section 8. Contracts with Directors: No director(s) shall be interested, directly or indirectly, in any contract relating to the Corporation, nor in any contract for furnishing supplies or services thereto, unless authorized by vote of a majority of the entire Board not including the vote(s) of the interested director(s) after full disclosure by such director(s) in good faith of the material facts as to such interest or as otherwise provided by law.

Section 9. Compensation of Directors: No director of the Corporation shall receive, directly or indirectly, salary, compensation or emolument from the Corporation, except reasonable compensation for services actually performed, and reimbursement of expenses necessarily incurred in effecting one or more of the Corporate purposes. One purpose of the Corporation is to achieve a high degree of attendance of directors at all Corporate events other than board meetings. Admission prices paid by directors to attend such events therefore constitute expenses incurred in furtherance of Corporate purposes. The cost of some of these events to the Corporation, however, can be significant, and the Corporation accordingly must charge reasonable admission fees to cover such costs. Therefore, to encourage directors to attend while defraying some of the cost of attendance, the Corporation shall admit directors to Corporate events (other than the annual awards event) for one-half the admission price. The reduced fee does not include the annual ADDY Awards Show.

Section 10. Special Advisors: From time to time, the Board may designate, as special advisors, persons from the community who are interested in the objectives of the Corporation to assist the Corporation in its operations. Special advisors shall not have any right(s) to vote or to participate in the management of the Corporation, nor any liability with respect thereto.

## **ARTICLE IV: BOARD MEETINGS**

Section 1. Regular Meetings: Regular meetings of the Board shall be held each month, at such time and place and for the transaction of such business as shall be determined by the Board and set forth in the notice of the meeting.

Section 2. Proxy: Directors may not vote by proxy on any matter.

Section 3. Special Meetings: Special meetings of the Board may be called at any time by the President (or in his or her absence or disability, the Vice President of Programming or the Vice President of Communications), and must be called by such officer on written request by a majority of the directors. Such request shall state the purpose(s) for the meeting. Special meetings of the Board shall be held at such time and place as the person calling the meeting shall determine and the notice of the meeting shall specify.

Section 4. Notice: Notice of a special meeting of the Board shall state the time, place and purpose(s) thereof. If given by mail or e-mail, notice shall be given to each member of the Board not less than three (3) days before the meeting, postage prepaid, addressed to each member of the Board at his or her residence or usual place of business.

Section 5. Quorum: If the Board is comprised of fifteen or fewer members, a quorum shall be one-third of the entire Board. Otherwise, a quorum shall be five plus one for every ten (or fraction thereof) members in excess of fifteen. The vote of a majority of the directors present shall decide any question that may come before the meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 6. Procedure: Robert's Rules of Order shall govern the procedure of meetings of the Board of Directors.

Section 7. Action Without Meeting: Any action required or permitted to be taken by the Board (or any committee thereof) may be taken without a meeting if all members of the Board (or the committee) consent in writing (including electronic communication) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings.

Section 8. Meeting By Phone: Members of the Board (or any committee thereof) may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear or otherwise communicate with each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

## **ARTICLE V: COMMITTEES OF DIRECTORS**

Section 1. Standing Committees:

(a) In General. The Board of Directors, by resolution or resolutions adopted by a majority of the entire board, may designate from among its members standing committees each consisting of three or more directors with one director being designated as the committee chairman, and may designate one or more directors as alternate members of any such committee who may replace any absent member or members at any meeting of such committee. Each such committee shall have only the authority provided in these bylaws and shall serve at the pleasure of the Board of Directors. Each standing committee shall have such a name as may be provided from time to time in these bylaws or in the resolution or resolutions of the Board of Directors. The members of each standing committee shall hold such office for one year and until their successors are elected.

(b) Executive Committee. The Executive Committee shall consist of the following directors: President, Vice President of Programming, Vice President of Communications, and Treasurer and the Past President. The Executive Committee shall have all the authority of the Board except as otherwise provided by law. The President shall serve as Chair of the Executive Committee, but is not entitled to a vote. However, the person holding this office may place a vote in the event of a tie-breaker needed. The Past President is a non-voting position as well.

Section 2. Special Committees. The Board of Directors or the President of the Corporation may appoint from among the members of the Board of Directors special committees, including ad hoc committees, for such particular purpose or purposes as shall be specified upon the creation of each such committee. Each such committee shall have only such powers as are specifically delegated to it, shall serve at the pleasure of the Board of Directors, and shall report periodically to the Board of Directors on the status of its achievement of the particular purpose or purposes for which it

was formed. No such committee shall have any power which the Executive Committee may not have. Without limiting the foregoing, the Board shall appoint an ADDY Awards Show Committee, which shall have the authority to organize the annual awards show of the Corporation.

### Section 3. Committees of the Corporation Section

(a) In General. The Board may designate committees of the Corporation for such purpose or purposes as shall be specified upon the creation of such committee and shall elect the members of such committees, who may consist of directors or officers of the Corporation or of other persons. Each such committee shall have only such powers as are specifically delegated to it and shall serve at the pleasure of the Board of Directors. Except as otherwise provided in this Article, the provisions of these bylaws and applicable law that apply to officers of the Corporation generally shall apply to the members of such committees who are not already directors or officers of the Corporation.

(b) Nominating Committee. At its regular meeting in March of each year, the Board shall appoint two directors and two Voting Members who are not directors as a nominating committee. The nominating committee shall solicit candidates for election to the Board of Directors, including but not limited to solicitation through the Corporation's newsletter or direct mail. The candidates selected by the nominating committee shall be presented to the Voting Members for election as a group and introduced to the Voting Members at the annual meeting as provided in Article II of these bylaws.

(c) Advisory Committee. Without limiting the foregoing, the Board may establish an advisory committee consisting of one or more directors and officers and the Corporation's Administrative Assistant, which shall advise the Board of Directors on financial and legal matters, but which shall not have any authority to bind the Corporation with respect to any such matter. The Corporation's outside accountant and outside attorney shall be invited to consult with such advisory committee.

Section 4. Provisions Applicable to All Committees. The Board of Directors may, by resolution, eliminate any committee, combine committees, or reassign functions among committees. Each committee shall have only such authority as is specified in these bylaws or upon the creation of such committee. Except as so specified, no committee shall have any of the authority of the Board of Directors. Except as otherwise provided in these bylaws,

(a) members of each committee shall serve a term of one year and until their successors are elected unless such committee is sooner dissolved, (b) persons who are not directors or officers, including without limitation employees of the Corporation, may be appointed as non-voting advisory members of any committee, (c) committees shall meet at such times and places as the chairs of the committees shall determine and the notice of the meeting shall specify, and (d) meetings of committees shall be governed by the provisions of these bylaws that govern meetings of the entire Board of Directors as if such provisions referred to such committees instead of the Board. Each committee shall keep regular minutes of its proceedings.

## **ARTICLE VI: OFFICERS**

Section 1. Selection of Executive Officers: Is conducted when a member of the current board, having served a period of at least one year, is identified for an executive position or if a person comes forward and requests to hold an executive position. If volunteers are not secured, the Board shall, at the first meeting after the annual meeting of Voting Members, appoint or elect a President, a Vice President of Programming, a Vice President of Communications, and a Treasurer, each of whom shall be chosen from by affirmative vote of a majority of the Board. At each such annual meeting for the election of officers, a member of the previously elected executive board shall be elected as President, unless he or she resigns or is found, by an affirmative of the entire new Board, to be unqualified for cause. The Past President may also serve as part of the Executive Committee, but will not have voting privileges.

Section 2. Selection of Other Officers: The Board may appoint or elect a Newsletter Editor, an ADDY Show Chair (Co-Chairs), a Membership Director, a Programming/Events Coordinator, Electronic Communications, an Academic Liaison,

a Public Relations Director, and such others as it may, from time to time, determine. Such additional officers shall have such authority and perform such duties as the Board may from time to time prescribe.

Section 3. Term of Office: Officers holding the position of President, Vice President of Programming and Vice President of Communications, shall hold office for a term of one year; the Officer holding the position of Treasurer shall hold office for a term of two years, unless otherwise determined by the Board, and until their successors have been elected or appointed and qualified, or until they sooner resign or are removed. Directors appointed to the executive board immediately following their full term will have their term automatically renewed for a period of one year, unless otherwise determined by the Board.

Section 4. Removal: Any officer may be removed or have his or her authority suspended by the Board at any time, with or without cause. If any office becomes vacant for any reason, the Board shall have the power to fill such vacancy.

Section 5. Resignation: Any officer may resign at any time by notifying the Board, the President or the Vice President of Communications in writing. Resignation shall take effect immediately, or at the time specified therein. Acceptance is not necessary to make it effective.

Section 6. Duties of Officers May Be Delegated: In case of the absence or disability of an officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate, for the time being, the powers or duties of any officer to any other officer, or to any member of the Board.

Section 7. President: The President shall be the chief executive and administrative officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board.

Section 8. Vice President of Programming: The Vice President of Programming shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President of Programming shall also have such powers and perform such duties as usually pertain to the office or are properly required by the Board. The Vice President of Programming shall oversee the Programming and Education committees.

Section 9. Vice President of Communications: The Vice President of Communications shall, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President of Communications shall also have such powers and perform such duties as usually pertain to the office or are properly required by the Board. The Vice President of Communications shall issue notices of all meetings of directors and members where notices of such meetings are required by law or these bylaws. The Vice President of Communications shall attend all meetings of the Board and shall serve as a backup to the office services manager to keep minutes thereof. The Vice President of Communications is responsible for reviewing and approving the minutes prior to being distributed. When necessary, the Vice President of Communications shall have items officially notarized and shall perform such other duties as it pertains to the office or as properly required by the Board. The Vice President of Communications shall oversee the Communications and Membership committees.

Section 10. Treasurer: The Treasurer shall have the care and custody of all the monies and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all monies received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the office or are properly required of the Treasurer by the Board.

Section 11. Officers Holding Two or More Offices: Any two or more offices, except those of President and Vice President of Communications, may be held by the same person, but no officer shall execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more officers.

Section 12. Compensation: No officer of the Corporation shall receive, directly or indirectly, salary compensation or emolument from the Corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

Section 13. Presiding Officer: The presiding officer of all meetings of the members and Board shall be the officer or director whose position first occurs in this list: President, Vice President of Programming, Vice President of



Communications, Treasurer, Past President, Board member with most years of service (if tied, the Board member from the group with the most years of services who has been a member of the corporation longest; and if that results in a tie, the presiding officer shall be chosen by lot drawn from among such members).

## **ARTICLE VII: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Right of Indemnification: Each director and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board.

Section 2. Advancement of Expenses: Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such advancement in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article VII and (b) approval by the Board acting by a quorum consisting of directors who are not parties to such action or proceeding. To the extent permitted by law, the Board or, if applicable, the Membership, shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expense hereunder.

Section 3. Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article:

- a) shall be available with respect to events occurring prior to the adoption of this Article;
- b) shall continue to exist after any rescission or restrictive amendment of this Article with respect to events occurring prior to such rescission or amendment;
- c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer, (or, if applicable, at the sole discretion of the testator or intestate of such director or officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed; and
- d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights: The rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive of any other rights to which any director or officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the Certificate of Incorporation, these bylaws, a resolution of the Members, a resolution of the Board or an agreement providing for such indemnification (authority to enter into which is hereby given to the Board), the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the Corporation

or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof

Section 5. Severability: If this Article or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available therefore.

Section 6. Fullest Effect: It is the intent of this Article to grant indemnification to the fullest extent allowed by law. Therefore, any changes to the enabling legislation are incorporated by reference.

## **ARTICLE VIII: CORPORATE FINANCE**

Section 1. Corporate Funds: The funds of the Corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees as the Board from time to time may designate. No officers, agents or employees of the Corporation, alone or with others, shall have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

Section 2. Fiscal Year: The fiscal year of the Corporation shall be from September 1 to August 31, unless otherwise provided by the Board.

Section 3. Loans to Directors and Officers: No loans shall be made by the Corporation to its directors and officers.

Section 4. Gifts: The Board, the Executive Committee, or any officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation.

Section 5. Voting of Securities Held by the Corporation: Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board or the Executive Committee shall specify. In the absence of any direction by the Board or Executive Committee, such stocks or securities shall be voted by the President as he or she shall determine.

Section 6. Income from Corporation: All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

## **ARTICLE X: AMENDMENTS**

Section 1. Procedure for Amending bylaws: Bylaws of the Corporation may be adopted, amended or repealed (i) at any meeting of Voting Members, notice of which shall have included specification of the proposed action, by the affirmative vote of a majority of the Voting Members, or (ii) at any meeting of the Board, notice of which shall have included specification of the proposed action, by the affirmative vote of a majority of the entire Board; provided, however, that if any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of Voting Members for the election of directors the bylaw adopted, amended or repealed, together with a concise statement of the changes made.

Section 2. Prospective Effect: Any modification or repeal of any provision of Article VII, Indemnification, shall have prospective effect only.