

BYLAWS OF

The New Media Caucus

AN ILLINOIS NOT FOR PROFIT CORPORATION

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BYLAWS OF
The New Media Caucus
AN ILLINOIS NOT FOR PROFIT CORPORATION

ARTICLE I: GOVERNING LAWS AND PURPOSES

Section 1: Definition of Bylaws

These Bylaws constitute the code of rules adopted by *The New Media Caucus* (the "Corporation") for the regulation and management of its affairs.

Section 2: Purposes and Powers

The Corporation is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Code"). The Corporation shall have such powers as are set forth in the Articles of Incorporation of the Corporation or as may be granted by the Illinois General Not For Profit Corporation Act of 1986 (the "Act"), or any successor legislation; provided that such powers may be exercised only consistently with its status as a corporation described in Section 501(c)(3) of the Internal Revenue Code, as from time to time amended. The primary purposes of the Corporation are education and research.

Section 3: Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or state or local government, for a public purpose.

ARTICLE II: OFFICES AND AGENT

Section 1: Offices

The Corporation shall have and continuously maintain a Registered Office in the State of Illinois and a Registered Agent at such office. In addition, the Corporation may maintain other offices either within or without the State of Illinois.

ARTICLE III: MEMBERS, ASSOCIATES AND INSTITUTIONAL SPONSORS

Section 1: Classes of Membership

No Members

The Corporation shall not have members.

Effect of Prohibition

Any action which by the Act would require notice to, the presence of, or the vote, consent, approval or other action by the members shall only require notice to, the presence of, or the vote, consent, approval or other action by the Board of Directors.

Associates

Nothing in this Article III shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members," even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 101.80 of the Act or corresponding

section of any subsequent law. The Corporation may confer by amendment of these Bylaws some or all of the rights of a member as set forth in the Act on any person or persons who do not have the right to vote on changes to the Articles of Incorporation, or on a merger, consolidation, or dissolution of the Corporation, or on a distribution of the Corporation's assets, or on a sale, lease, exchange or mortgage of assets, but no such person shall be a member within the meaning of Section 101.80 of the Act.

Individual Associates

Any faculty, staff, administrator or student of educational institutions; artist or practitioner; any member of an organization associated with new media art; or any other interested individual is eligible to become an Associate by payment of dues set forth in the Bylaws.

Advisory Board Membership

Individuals who are elected to the Advisory Board. Advisory Board Members serve to offer their expertise to the Board of Directors and the organization as a whole. The Advisory Board has no voting privileges.

Organizational Sponsors

Organizations with like-minded goals, foci or practices may elect to join the New Media Caucus as an Organizational Sponsor. Organizational Sponsors may not vote or hold office.

Section 2: Qualification and Dues

Dues shall be for one 12-month period. Initial dues, until modified by the board, shall be:

- a. Associate "Membership" \$0
- b. Board of Director \$100
- c. Organizational Sponsors: *Non-profit* \$350 (minimum); *For-profit* \$700 (minimum)

Section 3: Continuation of Associate Status

For classes of associate in which no dues are applicable, association will automatically continue annually, until a request to cancel associate status is made.

Section 4: Organizational Sponsors

Organizational Sponsors do not have voting rights. Organization Sponsors will be notified at the end of their 12-month period, and invited to continue their sponsor status.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: General Powers

The affairs of the Corporation shall be managed by the Board of Directors which shall be the governing body of the Corporation. The Board of Directors, in addition to the powers, authority and duties that may be granted or imposed by the Articles of Incorporation or elsewhere in these Bylaws, shall have all of the powers, authority and duties prescribed or imposed by the Act for corporations organized under the Act which have no members. No Director may act by proxy on any matter. The Board of Directors may delegate functions to officers, employees, committees or others but retains full authority over, and responsibility for, all such functions.

Section 2: Composition

The Board of Directors shall consist of the officers of the Organization and up to 15 additional Board Members, all of whom shall be elected in accordance with the provisions of these Bylaws.

Section 3: Eligibility

Any individual Associate is eligible to be nominated and elected to the Board of Directors.

Section 4: Nominating Board Members

At least three (3) months prior to the annual regular membership meeting, the President shall appoint a Nominating Committee chaired by the Secretary and two other Board Members. It shall be the responsibility of the Nominating Committee to screen nominations to ensure that nominees are eligible, and are willing to stand for election and serve if elected.

Nominees will be duly screened upon receipt of a current biography and position statement by the Nominating Committee. Any individual member or Board Member may forward nominations until one (1) month prior to the annual meeting, when nominations will be closed. All vetted nominations with associated biographies and position statements shall be submitted by the Nominating Committee to the Board of Directors at least two (2) weeks prior to the annual membership meeting.

Section 5: Election to the Board of Directors

Each member of the Board of Directors shall be entitled to one vote for each position to be elected. If more than one position is open the candidates receiving the most votes in declining order will be elected to fill the available positions (e.g. if three positions are open those who receive the top three vote counts will fill the three open positions.) Voting will take place at the Regular Board Meeting held proximal with the Annual Membership Meeting. Any Board Member not present may submit their ballot to the Secretary electronically the day prior to the Regular Board Meeting. The ballots shall be counted by the members of the Nominating Committee and certified to the President who shall announce the results to the membership.

Section 6: Term of Office

All Board Members shall be elected for a term of three (3) years. Newly elected Board Members shall take office immediately following the close of the Annual Regular Meeting of the Organization following their election.

Section 7: Duties of Board Members

Board Member duties include attending Board Meetings, participating on committees, and offering their expertise and assistance in the operation and development of the New Media Caucus. Board Members will actively participate in attracting new Members and organizational sponsors. Board Members will positively represent and promote the New Media Caucus.

Section 8: Regular Meetings of the Board of Directors

At least two regular meetings of the Board of Directors shall be held each year. One meeting will be held at the annual College Art Association Conference. The second meeting will be conducted electronically in the fall. Written notification of the time and place and proposed agenda shall be emailed to Board Members at least two weeks prior to a regular board meeting. Board Members may attend meetings by audio or other electronic means as long as all attending can at least hear and speak to all others attending.

Section 9: Special Meetings of the Board of Directors

Special meetings of the Board of Directors may be called by the President. Board Members may also petition for a special meeting filed with the President by a simple majority of Board Members in good standing. Written notification of the time and place and proposed agenda shall be emailed to Board Members at least three days prior to a special board meeting. Board Members may attend meetings by

audio or other electronic means as long as all attending can at least hear and speak to all others attending.

Section 10: Place of Directors' Meetings

Meetings of the Board of Directors, regular or special, shall be held at the registered office of the Corporation or at any other place within or without the State of Illinois, as the President designates by written notice to the Board of Directors or as the Board of Directors designates by resolution duly adopted.

Section 11: Notice of Directors' Meeting

1. Meetings of the Board of Directors shall be held upon written or electronic notice to the Board of Directors from the President or the Board of Directors, stating the place, day and time of such meeting. Such notice shall be delivered to each Director not less than five (5) nor more than thirty (30) days before the day of the meeting, either personally, by mail or electronically. If mailed, such notice shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the Directors at the addresses as they appear in the records of the Corporation. Any Director may waive notice of any meeting.
2. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need notice or waiver of notice of such meeting, unless specifically required by law or by some provision of these Bylaws.

Section 12: Parliamentary Procedure

Regular meetings and special meetings of the Board of Directors shall be conducted according to the latest edition of Robert's Rules of Order. <http://www.robertsrules.com/>

Section 13: Quorum

A simple majority of the Board Members shall constitute a quorum for the transaction of business at any Board of Directors meeting.

Section 14: Vacancies

Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining Board Members. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 15: Informal Action

In the event that the executive committee determines that Board of Directors action is needed, and the Board of Directors is unable to meet in an appropriate amount of time to act, the President is authorized to poll the total Board. A record (e.g. email, digital, or printed document) of votes cast shall be maintained by the Secretary.

Section 16: Resignation of Directors

A Director may resign at any time by written notice delivered to the Board of Directors, the President or Secretary of the Corporation. A resignation is effective when the notice is delivered unless the

notice specifies a certain time. The pending vacancy may be filled before the effective date, but the successor shall not take office prior to such effective date.

Section 17: Removal of Board Members

Members of the Board of Directors serve on the board on behalf of the New Media Caucus membership. Thus Board Members may be removed from the Board by a majority vote of a quorum of the full Board. Board Members accept a standard of participation when accepting membership on the New Media Caucus Board of Directors. Therefore, any Board Member who is absent for more than two official Board meetings in one year, and who has not contacted the President or the Secretary to be excused for the reason of serious conflict which prohibits attendance shall be brought before the Board for nonperformance and a vote for removal from the Board.

Section 18: New Initiatives and Financial Policy Guidelines

All new cost-based initiatives will receive consideration with a written proposal. The proposal must be provided to the Executive Committee for consideration and approval. All expenses will be reported to the Board of Directors at the annual meeting. An annual report with current financials and record of appropriate tax filings for the past year, will be provided to all Board Members at least one week in advance of the annual meeting.

Section 19: Compensation

No Director or Officer of the Corporation shall receive, directly or indirectly, any salary, wages or compensation in his or her capacity as Director or Officer, but may receive reimbursement of reasonable and necessary expenses advanced on behalf of the Corporation.

Section 20: Informal Action

1. Any action required to, or which may, be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and all of any non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. Such consent may also be given electronically.
2. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors or committee members. Such consent may also be given electronically. All the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.
3. Any such consent signed by all the Directors or all the committee members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State under the Act.

ARTICLE V: OFFICERS

Section 1: Officer Positions

The Officers of the New Media Caucus shall be: the President; the President-Elect (in years when a President-Elect has been elected); the Secretary; the Treasurer; the immediate Past President; the

Chair of the Exhibitions and Events Committee; the Chair of the Communication Committee; the Chair of the Media-N Committee (titled Managing Editor), and the Associate Chair of the Media-N Committee (titled Executive Editor). Each of these Officers shall be nominated and elected as hereinafter provided. The Executive Editor of Media-N is the exception in terms of eligibility (Section 2) nomination (Section 3) and Officer duties (Section 6).

Section 2: Eligibility

Board of Directors who have been on the board and who are in good standing, are eligible to be nominated and elected to Officer positions during which Board of Directors membership is retained at least as long as their term of office, and during which they are subject to the same dues and qualifications as Board Members. A 2/3 majority vote of the full Board of Directors is required to waive any aspect of these eligibility requirements; any individual waiver shall not constitute policy. The Executive Editor of Media-N is the exception in terms of eligibility in that they must be a member of the NMC, but are not required to have previously served on the Board of Directors prior to their nomination.

Section 3: Nominating Officers

At least two (2) months prior to the annual membership meeting, the President shall poll the Board of Directors for nominations for available Officer positions. Each nominee shall have indicated a willingness to stand for election and to serve if elected. Board Members will submit nominations to the Secretary or the Chair of the Election Committee, who will verify the eligibility and willingness to stand for election and serve if elected. Nominees will be duly screened upon receipt of a current biography and position statement by the Secretary. In the case where the election is for either or both the President or Secretary, the parties will recuse themselves from the election process and members of the Board of Directors will serve in their place.

Any Board Member may forward a nomination until one (1) month prior to the annual membership meeting, when nominations will be closed. All vetted nominations with associated biographies and position statements shall be submitted by the Secretary to the Board of Directors at least two (2) weeks prior to the annual membership meeting.

The Executive Editor of *Media-N* is the exception in terms of nomination. The Media-N Committee (not the Board Members) will nominate the Executive Editor. This nomination will be approved by a majority of the Board.

Section 4: Officer Election

Each Board Member shall be entitled to one vote for each Officer position to be elected. The candidate receiving a simple majority of the votes cast for that office shall be deemed elected. Voting will take place concurrent with the last Regular Board Meeting of the calendar year. Any Board Member not present may submit their ballot to the Secretary electronically the day prior to the Regular Board Meeting. The ballots shall be counted and certified by the Secretary or the Chair of the Election Committee. The President shall announce the results to the Board of Directors.

Section 5: Terms of Office

All new Officers shall assume their respective positions at the Annual Meeting, and shall continue in office until their successors are elected. Typically, this Annual Meeting takes place concurrently with the Annual CAA Conference, in February of each year.

President

The President shall serve for a three (3) year term. The President may be re-elected for a second three (3) year term, which will extend their existing term. Any individual seeking nomination to this office beyond a second term is not permissible without a 2/3 majority vote of the full Board of Directors.

President-Elect

The President-Elect shall be elected for a one (1) year term, in the first year to serve as President-Elect and then will immediately move to the office of President for a full three (3) year term.

Secretary and Treasurer

The Secretary and the Treasurer shall be elected for a three (3) year term in alternate years so as to result in staggered terms of office. Individuals may serve in these positions for multiple terms.

Immediate Past President

The Immediate Past President shall serve for (1) one year, immediately following their term as president.

Chairs of Media-N

The Managing Chair and Executive Chair of Media-N will be elected to a three (3) year term. Individuals may serve in these positions for multiple terms.

Chair of Communications

The Chair of Communications will be elected to a three (3) year term. Individuals may serve in this position for multiple terms.

Chair of Exhibitions and Events

The Chair of Exhibitions and Events will be elected to a three (3) year term. Individuals may serve in this position for multiple terms.

Section 6: Duties of Officers

President

The President's duties include running all Board of Directors and Executive Committee meetings, leadership of the Caucus, overseeing its day to day affairs, call and moderating meetings, function as the New Media Caucus spokesperson, and serving as liaison to the College Art Association national conference and other inter-organizational relations.

President-Elect

The President-Elect shall serve on committees and perform such other duties as delegated by the President. The President-Elect is expected to work closely with the President in preparation for assuming the President role at the conclusion of their year as President-Elect.

Secretary

The duties of Secretary shall be to keep records of all membership and Board of Director meetings and will perform such other duties as assigned by the Board of Directors or delegated by the President. The Secretary shall be a member and Chair of the Nominating Committee which coordinates Board of Director, and shall also coordinate Officer elections.

Treasurer

The duties of the Treasurer are to collect all dues and other accounts due to the Organization, and to deposit such funds in the name of the New Media Caucus in a financial institution approved by the Board of Directors, and will perform such other duties as assigned by the Board or delegated by the President. The Treasurer will keep accounts of the sources of all income and purposes of all expenditure, manage tax filing and provide a complete financial report at the annual membership meeting of the Caucus.

Immediate Past President

The immediate Past President will offer their experience and institutional memory to assist the President and officers in developing the organization. In consultation with the current President, the immediate Past President will develop outreach and fundraising opportunities while positively representing and promoting the mission of the New Media Caucus.

Chairs of Media-N

Working closely together, the two chairs of Media-N will perform complementary roles within the committee. They are responsible for: day-to-day operation of the Media-N journal; working with the Editorial Board for oversight and completion of Media-N related tasks; and soliciting new Editors. Both serve as Officers, but only the Managing Editor is required to attend Executive Committee meetings.

Managing Editor role: maintains relationships with the New Media Caucus; acts as liaison and facilitator of the Annual Conference Edition; and coordinates synchronous meetings of the Editorial Committee.

Executive Editor role: stewards the production of two themed issues a year, and maintains publishing responsibility for the Annual Conference Edition; supervises the review process and OJS platform; guides and coordinates the setting of standards and processes, guides emerging approaches to content.

Chair of Communications

The Chair of Communications is responsible for coordinating the Organization's website, mailing list and social media outlets. This includes forming sub-committees for oversight and completion of communication related tasks.

Chair of Exhibitions and Events

The Chair of Exhibitions and Events is responsible for events during the annual meeting of the Organization, as well as New Media Caucus events throughout the year. This includes forming sub-committees for the oversight and completion of event related tasks.

Section 7: Removal of Officers

Officers are members of the Board of Directors and serve on behalf of the Corporation. Officers may be removed by a 2/3 majority vote of a quorum of the full Board non-performance.

Section 8: Vacancies

Should an Officer position become vacant, the Executive Committee shall appoint a member who is willing to serve in that position until the next Board of Directors meeting when a special election will be called. Special elections will conform to the regular election process, and only differ in that they occur at an alternate meeting time.

ARTICLE VI: TRUSTEES

Section 1: Definition and Composition

The Trustees of the Corporation are composed of the current President, Treasurer and Secretary. Trustees function as fiduciary agents of the Corporation. They are responsible for the annual distribution of income per Federal and State tax code. In the case that the Corporation were to be dissolved, the Trustees will oversee the distribution of the organization's assets per Article XI of this document.

ARTICLE VII: ADVISORY BOARD

Section 1: Composition

The Advisory Board shall consist of up to fifteen (15) individuals who have made significant contributions to New Media Caucus and/or the field at large. All Advisory Board Members shall be elected in accordance with the provisions of these Bylaws.

Section 2: Eligibility

Any individual is eligible to be nominated and elected to the Advisory Board.

Section 3: Nominating Advisory Board Members

Any member of the Board of Directors may nominate an individual to stand for election to the Advisory Board at any Board Meeting. It is the responsibility of the Nominating Board Member to ensure that the nominee is willing to stand for election and serve if elected. Nominees will be duly screened upon receipt of a current biography by the Nominating Board Member provided to the Secretary. The Secretary will distribute the biographies of all nominated

Section 4: Election to the Advisory Board

Only four (4) Advisory Board members may be added to the board in any given fiscal year as defined in the Bylaws. Each Board Member shall be entitled to one vote for each position to be elected. A majority vote of a quorum of the full Board is required for each position under consideration. Voting will take place electronically within two weeks after formal nominations are made at any Board Meeting. The ballots shall be counted by the Secretary and certified to the President who shall announce the results to the membership.

Section 5: Term of Office

All Advisory Board Members shall be elected for a term of five (5) years. Newly elected Advisory Board Members shall take office immediately following the election. Advisory Board Members may be elected for multiple terms.

Section 6: Duties of Advisory Board Members

Advisory Board Member duties include offering their expertise and assistance in the development of the Organization, providing input ex-officio to the Board of Directors on strategic planning issues. Advisory Board Members are asked to specifically assist in the areas of: growth of membership, attracting organizational sponsors, developing partnerships with outside organizations, and positively representing and promoting the Organization.

Section 7: Removal of Advisory Board Members

Advisory Board Members serve on the board on behalf of the New Media Caucus membership. Thus Advisory Board Members may be removed by a majority vote of the full Board of Directors.

ARTICLE VIII: COMMITTEES

Section 1: Standing Committees

Standing Committees shall be: Executive Committee, Exhibitions and Events, Communications, and *Media-N*. The Chair of a Standing Committee shall be elected by the Board of Directors.

The Chair of each Standing Committee shall provide reports of Committee activities at each meeting of the Board of Directors, and shall submit a written report of Committee activities to the Board of Directors prior to the Annual Meetings of the Board of Directors. Unless otherwise specified in the Bylaws, terms of members shall be staggered over a three (3) year period. If a vacancy occurs, it shall be filled by appointment of the President or his/her designee. The chair of each committee shall be a board member.

Section 2: Executive Committee

The Executive Committee shall handle the day-to-day activities of the Organization with a majority vote sufficient for action items. Members of the Executive Committee shall include the President, who will chair the Executive Committee, Secretary, Treasurer, President-Elect, immediate Past President, the Chair of the Exhibitions and Events Committee, the Chair of the Communication Committee and the Chair and Associate Chair of the Media-N Committee. The Executive Committee may choose to elect one additional *ad hoc* member to lead special initiatives.

Section 3: Exhibitions and Events

The Chair of the Exhibitions and Events Committee must be a Board Member in good standing. This committee shall organize exhibitions and events in conjunction with conferences where New Media Caucus maintains a presence (e.g. the annual College Art Association Conference). In this regard, this committee is responsible for developing relationships with venues that can support our programming. Additionally, this committee will spearhead the development of exhibition, performance, and screening opportunities beyond conference affiliations, with the purpose of promoting the work of New Media Caucus members and advancing our mission. The Committee Chair is responsible for maintaining direct liaison on all its developments and initiatives with the President of the New Media Caucus, who is automatically a member of this committee.

Section 4: Communications

The Chair of the Communications Committee must be a Board Member in good standing. This committee shall utilize all appropriate means to acquaint the appropriate constituencies and the lay public with the role and importance of the New Media Caucus. The committee will assist with the vision and continued development of the New Media Caucus website and social media initiatives. A Board Member shall be Chair and The Director of the Website will automatically be a member of this committee *unless there is no current Board Member in this titled position*.

Section 5: Media-N

The *Media-N* Committee oversees the Editorial Board, the publication of the journal, and the management of its content.

Section 6: Other Standing Committees

When the Board of Directors creates a Standing Committee, it shall state the purposes and the responsibilities of the committee for inclusion in the Minutes of the Corporation. The Board shall initiate an Amendment to revise the Bylaws, to be voted upon at the subsequent meeting, to include such a committee. The Chair, their term, and initial members of the committee shall be recommended by the President and approved by the Board.

Section 7: Special or Ad Hoc Committee

When a Special or *ad hoc* Committee is created by the Board, the President shall appoint a Chair and members of the Committee to carry out the purpose for which it was created and a termination time for the *ad hoc* Committee.

ARTICLE IX: INDEMNIFICATION OF EMPLOYEES AND AGENTS

Section 1: Claim Brought By Third Party

The Corporation may, but is not required to, indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she 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, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that the person did not act 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 or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2: Claim By or in the Right of the Corporation

The Corporation may, but is not required to, indemnify any person who was or is a party, 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 by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall be 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 in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3: Successful Defense

To the extent that a present or former Director, Officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in **Sections 6.01 or 6.02 of these Bylaws**, or in the defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith; if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation.

Section 4: Determination of Conduct

Any indemnification under **Sections 6.01 or 6.02 of these Bylaws** (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in said Sections 6.01 or 6.02. Such determination shall be made by a majority vote of the Board of Directors who were not parties to such action, suit or proceeding, even though less than a quorum, and if there are no such directors, by independent legal counsel.

Section 5: Insurance

The Corporation may, but is not required to, 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, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against liability under the provisions of this Article VI.

ARTICLE X: OPERATIONS

Section 1: Fiscal Year

For accounting, tax and related purposes, the Corporation shall operate, and its records shall end, on December 31 of each year.

Section 2: Execution of Documents

The Board of Directors may authorize any Officer or Officers or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. In the absence of such determination by the Board of Directors, such documents shall be signed by the Treasurer and countersigned by the President.

Section 3: Books and Records

The Corporation shall keep correct and complete books and records of account and of the activities of the Corporation, including the Articles of Incorporation, these Bylaws and minutes of the proceedings of the Board of Directors and any committee of the Board of Directors, which books and records shall be kept at the Corporation's principal office or at such other place as the Board of Directors shall from time to time determine.

Section 4: Inspection of Books and Records

All books and records of the Corporation may be inspected by a Director, or his or her agent or attorney, for any purpose at any mutually agreed upon time.

Section 5: Not For Profit Operation

The Corporation will not have or issue shares of stock. No dividend shall be paid, and no part of the money, property or other assets of the Corporation will be distributed to its Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for

actual services rendered, other than as an Officer or Director, with the exception of the Executive Director, who may be compensated as such.

Section 6: Loans to Management

The Corporation shall make no loans to any of its Directors or Officers..

Section 7: Gifts

The Officers or Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests or devises for the general purpose or for any specific purpose of the Corporation.

ARTICLE XI: AMENDMENTS

Section 1: Amendment of Bylaws

The affirmative vote of a majority of the Board of Directors then in office is required to amend, repeal, alter or adopt new Bylaws. Such action may be taken at a regular or special meeting provided written notice of the purpose shall be given prior to said meeting, or by written or electronic consent. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the Act, law or the Corporation's stated purpose.