

**RESTATED  
BY-LAWS  
OF  
UNITED WAY OF ALAMANCE COUNTY, NORTH CAROLINA, INC.**

**ARTICLE I  
OFFICES**

Section 1. **NAME**. The name of the corporation is United Way of Alamance County, Inc. hereafter sometimes referred to as "United Way" or "Corporation".

**ARTICLE II  
LOCATION**

Section 1. **SERVICE AREA**. The area to be served by this Corporation shall be Alamance County and such other areas adjacent to or contiguous to Alamance County as determined by the Board of Directors (hereafter "Community").

Section 2. **PRINCIPAL OFFICE**. The principal office of the Corporation shall be located at 803 Hermitage Road, Burlington, North Carolina or such other location as the Board of Directors shall determine.

Section 3. **OTHER OFFICES**. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

**ARTICLE III  
PURPOSES**

Section 1. The purposes for which this Corporation is formed are as set forth in the charter. Generally, to promote these purposes, the following principles are set forth:

a. To assess, on a continuing basis, the need for human service programs; to seek solutions to human problems; to assist in the development of new or the expansion or modification of existing human service programs; to promote preventive activities, and foster cooperation among local, state, and national agencies serving the Community.

b. To develop as fully as possible the financial resources, both governmental and voluntary, needed to meet the human service needs of the Community and reduce the number of appeals for financial support for services.

c. To deploy United Way financial support so as to maximize the resources available to agencies for services aimed at the most current needs of the Community, including those supplied by organizations not now receiving United Way financing.

d. To muster community support and commitment for the entire United Way enterprise through a systematic communications program which both speaks and listens to the Community.

e. To manage United Way operations effectively, and to offer assistance to agencies wishing to improve their management skills.

f. To receive by gift, grant, devise, bequest, or otherwise, and from any private or public sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse, and distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the Corporation may deem best from time to time for the promotion of any or all of the foregoing purposes.

g. To do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry into effect the corporate purpose.

Section 2. **LEGISLATIVE ACTIVITY**. No substantial part of the activities of this Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 3. **CHARITABLE DEDUCTION**. No part of the net earnings of this Corporation shall inure to the benefit of any private shareholder or any individual. The property of this Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution, or abandonment of the owner, after providing for the debts and obligations thereof, any remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation, or Corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Sections 501 (c) (3) and 509 (a) (1), (2), or (3) of the Internal Revenue Code of 1986 as amended.

#### **ARTICLE IV MEMBERS**

Section 1. **CLASS OF MEMBERS**. There shall be four (4) classes of members of the Corporation, participating, contributing, agency, and honorary.

Section 2. **PARTICIPATING MEMBERS**.

a. There shall be between 72 and 90 participating members of this Corporation. One-half of the participating members shall be each elected director of this Corporation. Each elected director of the Corporation shall also appoint one other person as a participating member. These appointed persons shall be representative of diverse elements of the Community, including taxpayers, donors, users of community services or persons affiliated with the agencies and organizations serving the Community. Each participating member shall be entitled to one vote on all matters presented at meeting of the participating members.

b. Those participating members who serve as such by virtue of their being members of the Board of Directors shall serve a term that corresponds to their term as a director. Those participating members that are appointed by elected board members shall serve a term that corresponds to the term of their respective appointing board member.

Section 3. **CONTRIBUTING MEMBER**. Each person, corporation or other entity who contributes to the Corporation shall be a contributing member of the Corporation. Contributing members may attend meetings of the participating members but may not vote on any matters.

Section 4. **BENEFICIARY AGENCY MEMBER**.

a. Any organization (hereafter "Agency") may apply to the Board of Directors to become a Beneficiary Agency member. An application shall contain the following, and such other information as the Board of Directors shall require:

(1) A statement by the head of the agency that the governing board or other policy making body is familiar with the provisions of the charter and bylaws of this Corporation and said governing board has voted to apply for membership and agrees to cooperate with other agencies in furthering the purposes of the United Way;

(2) A statement of the background, purposes and functions of the agency.

b. Any Agency that qualifies and is an exempt organization under the provisions of Section 501 of the Internal Revenue Code of 1986 as amended and, which in the opinion of the Board of Directors, meets all other requirements then in effect for Beneficiary Agency membership may be accepted as a Beneficiary Agency member on such terms as the Board of Directors shall determine.

Section 5. **HONORARY MEMBER**. Honorary members are natural persons who are selected in recognition of outstanding and unselfish service to the community and shall include the President of the United Way Community Council.

**ARTICLE V  
MEETINGS OF PARTICIPATING MEMBERS**

Section 1. **PLACE OF MEETINGS**. All meetings of the participating members shall be held at the principal office of the Corporation, or at such other place as shall be designated in the notice of the meeting.

Section 2. **ANNUAL MEETINGS**. The annual meeting of participating members shall be held in the month of February at such place and on such day and hour as the Board of Directors may determine, for the purpose of electing directors of the Corporation and for the transaction of such other business as may be properly brought before the meeting.

Section 3. **SUBSTITUTE ANNUAL MEETING**. If the annual meeting of participating members shall not be held on the day designated by these by-laws, a substitute annual meeting may be called. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 4. **SPECIAL MEETINGS**. Special meetings of the participating members may be called at any time by the Board of Directors of the Corporation, or by not less than 10% of the participating members pursuant to their written request.

Section 5. **NOTICE OF MEETINGS**. Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, to each participating member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. When a meeting is adjourned for less than thirty days in any one adjournment, it is not necessary to give any notice of the adjourned meeting other than by announcement at the meeting at which the adjournment is taken.

Section 6. **VOTING LISTS**. The secretary of the Corporation shall make, at least ten (10) days before each meeting of participating members, a complete list of all participating members entitled to vote at such meeting or any adjournment thereof, in alphabetical order, which list shall be kept on file at the principal office of the Corporation for ten (10) days prior to the meeting and shall be provided and kept open for inspection at the meeting.

Section 7. **QUORUM**. Thirty percent (30%) of the participating members of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members, except that at a substitute annual meeting of members, the number of members there represented either in person or by proxy, even though less than a majority, shall constitute a quorum for the purpose of such meeting.

The participating members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough participating members to leave less than a quorum.

Section 8. **PROXIES**. A member may vote either in person or by an agent authorized by a written proxy executed by the participating member.

Section 9. **VOTING**. Each participating member entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of members.

The vote of a majority of the participating members voting on any matter at a meeting at which a quorum is present shall be the act of the members on that matter, unless the vote of a greater number is required by law or by the charter or bylaws of this Corporation.

## **ARTICLE VI BOARD OF DIRECTORS**

Section 1. **GENERAL POWERS.** The business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may by general resolution delegate any of the powers to committees of their own number such power as they may see fit. In addition, the Board shall determine who shall be authorized to sign on behalf of the United Way of Alamance County, North Carolina, Inc., checks, contracts, endorsements, notes, receipts, releases and other documents.

Section 2. **NUMBER, TERM AND QUALIFICATIONS.** The number of Directors shall be no more than forty-five (45), plus each member of the Executive Committee who is not otherwise an elected director.

Directors shall be elected for a term of three (3) years in such manner that the terms of one-third (1/3) of all elected Directors shall expire each year except when shorter terms shall be required in order to have the terms of one-third (1/3) of the elected Directors expire each year.

The President of the United Way Community Council who is an honorary member of the "Corporation" shall also be an elected member of the Board of Directors but shall have no vote. The term of this elected director shall be one (1) year.

No person shall be eligible to serve as an elected Director for more than two (2) successive three (3) year terms. A person who has served as an ex officio member shall be allowed to serve two (2) successive three (3) year terms after expiration of the one year term served as the ex officio member.

Section 3. **NOMINATIONS.** Each year the Nominating Committee shall, no less than twenty (20) days before the annual meeting, nominate individuals as candidates to succeed the directors whose terms expire that year. The Nominating Committee shall make a prompt report of its recommendations to the participating members at the annual meeting.

Section 4. **ELECTION OF DIRECTORS.** Directors shall be elected at the annual participating members meeting or at any special meeting called for that purpose. The Nominating Committee shall report its nominees to the members at their annual meeting and there shall be provision for nominations from the floor. Any such nomination from the floor must be seconded and shall be voted on in conjunction with the slates of nominees presented by the Nominating Committee. The directors shall be elected by the affirmative vote of the majority of the participating members present in person or by proxy.

Section 5. **REMOVAL.** Any director may be removed at any time with or without cause by a vote of a majority of the participating members entitled to vote at an election of directors. If any directors are so removed, new directors may be elected at the same meeting.

Section 6. **RESIGNATION.** Any member of the Board of Directors who shall miss three consecutive regularly scheduled meetings of the Board without having first notified the secretary of the Corporation may be deemed to have resigned as a member of the Board of Directors. Directors may resign at any time by giving written notice of such resignation to the Secretary of the Board of Directors.

Section 7. **VACANCIES**. Any vacancy except that resulting from a removal as set forth in Section 5 of this Article, occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Board of Directors. Any director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

## **ARTICLE VII MEETINGS OF DIRECTORS**

Section 1. **REGULAR MEETINGS**. The Board of Directors shall meet at least four times a year at such times as are designated by the Chair of the Board of Directors. In addition, the Board of Directors may provide, by resolution, the time and place, for the meeting of additional regular meetings.

Section 2. **SPECIAL MEETINGS**. Special meetings of the Board of Directors shall be called by or at the request of the Chair of the Board of Directors, a majority of the Executive Committee, or upon written request of five or more Directors. Such a meeting may be held as fixed in the Notice of Meeting by the person or persons calling the meeting.

Section 3. **NOTICE OF MEETINGS**. Regular meetings of the Board of Directors may be held upon oral or written notice of the time and place of such regular meetings which shall be given each director not less than seven (7) days before such meeting.

The person or persons calling a special meeting of the Board of Directors shall, at least five (5) days before the meeting, give oral or written notice thereof. Such notice need not specify the purpose for which the meeting is called.

Section 4. **QUORUM**. A majority of the total members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5. **MANNER OF ACTING**. Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. **PRESUMPTION OF ASSENT**. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who votes in favor of such action.

Section 7. **INFORMAL ACTION BY DIRECTORS**. Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

## **ARTICLE VIII EXECUTIVE COMMITTEE**

Section 1. **MEMBERS**. The Executive Committee shall consist of Chair of the Board of Directors, Past Chair, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Chair of the Budget and Admissions Committee, Vice Chair of the Budget and Admissions Committee, Campaign Chair, Campaign Chair-Elect, two (2) Members-at-Large and Community Council President. Any member of the Executive Committee who is not already a member of the Board of Directors shall become a member of the Board of Directors by virtue of serving on the Executive Committee. The Community Council President shall serve as an ex-officio member without vote.

Section 2. **DUTIES**. The duties of the Executive Committee shall consist of supervising the transaction of all routine business of the Corporation; acting for the Board of Directors in the interim between its meetings; and serving as the Nominating Committee. The Executive Committee shall have the authority to order disbursements of the funds of the Corporation within the limits set by the Board of Directors from time to time. The Executive Committee shall examine the reports of all other committees and forward them with recommendations to the Board of Directors, when appropriate. The Executive Committee shall possess all other powers and exercise all other functions delegated to it by the Board of Directors. Except as set forth in Article X, Section 5, the Executive Committee shall also fill all committee chair or vice-chair vacancies that may occur by reason of resignation or vacancy. Any person elected to fill a vacancy shall serve for the unexpired term of his predecessor in office. The Executive Committee shall also receive monthly financial reports from the President.

Section 3. **MEETINGS**. Regular meetings of the Executive Committee shall be held at the call of the Chair of Board of Directors or at least three (3) members of the Executive Committee.

Section 4. **MINUTES**. The Executive Committee shall keep minutes of its proceedings and report to the Board when required.

Section 5. **RESPONSIBILITY OF DIRECTORS**. The designation of an Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law. If action taken by an Executive Committee is not thereafter formally considered by the Board, a director may dissent from such action by filing his written objection with the Secretary with reasonable promptness after learning of such action.

## **ARTICLE IX PRESIDENT/CPO**

Section 1. The Board of Directors shall employ a President/CPO on such terms and conditions as the Board shall establish. The President/CPO shall serve as general administrative officer of the Corporation and represent the Corporation to the community, reporting to the Board. In addition, the President/CPO shall serve as professional advisor to the Board; implement effectively all policies adopted by the Board; inform the Board fully and accurately regarding the operations of the corporation; work with a Budget and Admissions Committee to develop a budget and keep the Board up to date on budget problems; prepare and submit to the Executive Committee monthly financial statements at its Executive Committee meeting after the close of each month and, under the supervision of the Treasurer cause the certified public accountants selected by the Board of Directors to prepare audited financial statements of the Corporation as of the close of each fiscal year; work with United Way volunteer leadership in planning and implementing the annual campaign; cultivate and

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develop cooperative government and community relationships; serve as liaison and coordinator of beneficiary agencies, receiving agency reports and report on beneficiary agencies to the Board; and such other duties as the Board of Directors or Executive Committee assigns.

## **ARTICLE X OTHER COMMITTEES**

Section 1. **CAMPAIGN COMMITTEE**. The chair (Campaign Chair) and vice chair (Campaign Chair-Elect) of the Campaign Committee shall be nominated by the Nominating Committee and elected by the participating members at its annual meeting. The chair of the committee shall appoint such persons as are necessary to serve as members of the Campaign Committee. The Campaign Committee shall plan, organize and implement the annual campaign for the United Way of Alamance County within the guidelines and policies established by the Board of Directors.

Section 2. **BUDGET AND ADMISSIONS COMMITTEE**. The chair and vice chair of the Budget and Admissions Committee shall be nominated by the Nominating Committee and elected by the participating members at its annual meeting. The chair shall appoint such persons as are necessary to serve as members of the Budget and Admissions Committee. The Budget and Admissions Committee shall meet at the direction of the Chair. The Committee shall consider and decide all matters pertaining to the allowances, increases and reductions of annual budgets and all other matters pertaining thereto. The Budget and Admissions Committee shall additionally review applications for beneficiary agency status; accept reports from the President regarding beneficiary agencies and review all agency needs and make recommendations regarding allocation of funds.

Section 3. **NOMINATING COMMITTEE**. The members of the Executive Committee shall be the Nominating Committee. This committee shall annually recommend to the Board qualified persons for election to the Board, qualified persons for election to the various offices, and qualified persons for election to the various chair and vice-chair committee posts. The chair of the Nominating Committee shall be the Past President. The Nominating Committee shall adopt such rules and regulations for nomination as they deem necessary and such rules and regulations shall be subject to approval by the Board of Directors. In nominating persons for the Board of Directors, the committee shall make every effort to see that the Board is at all times representative of the principal, civic, commercial and cultural forces in the community and includes individuals with understanding and appreciation of the social welfare needs and resources of the community.

Section 4. **TERM, REMOVAL AND RESIGNATION**. Unless indicated otherwise, the term for all committee positions shall be one year. Any committee chair or vice-chair may be removed at any time with or without cause by a vote of the majority of the directors. If any chair or vice-chair is so removed, a new chair or vice-chair may be elected at the same meeting.

Section 5. **ADDITIONAL COMMITTEES/SUBCOMMITTEES**. The Board of Directors may create such additional committees or subcommittees as shall be deemed desirable from time to time.

## ARTICLE XI OFFICERS

Section 1. **OFFICERS OF THE CORPORATION**. The officers of the Corporation shall consist of a Chair of Board, a Past Chair, a Secretary, an Assistant Secretary, a Treasurer and an Assistant Treasurer.

Section 2. **ELECTION AND TERM**. The officers of the Corporation shall be elected by the participating members at its annual meeting and each officer shall hold office for a term of one (1) year or until his death, resignation, retirement, removal, disqualification or his successor shall have been elected and qualified.

Section 3. **REMOVAL**. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. **BONDS**. The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

Section 5. **DUTIES OF OFFICERS**. The duties of the officers of the Corporation shall be as follows:

a. **CHAIR OF THE BOARD OF DIRECTORS**. The Chair of the Board of Directors shall be the Chair of the Corporation and shall preside at all meetings of the Board of Directors and shall perform all other such duties as are incident to that office or may properly be required by the Board of Directors. The Chair shall be, ex officio, a member of all committees.

b. **PAST CHAIR**. The Past Chair shall be the immediate past chair of the Corporation. He shall serve as chair of the Nominating Committee and, in the absence of the Chair, or in the event of the Chair's death, inability or refusal to act, unless otherwise determined by the Board of Directors, shall perform the duties of the Chair and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair.

c. **SECRETARY**. The Secretary shall: (a) keep the minutes of the meetings of members, of the Board of Directors and of the Executive Committee 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 custodian of the corporation records and of the seal of the Corporation and see that the seal of Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the mailing address of each member which shall be furnished to the Secretary by such member; (e) keep or cause to be kept in the State of North Carolina at the Corporation's registered office or principal place of business a record of the Corporation's members, giving the names and addresses of all members and prepare or cause to be prepared voting lists prior to each meeting of members as required by law and these Bylaws; and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors.

d. **ASSISTANT SECRETARY**. The Assistant Secretary, shall, in the event of the Secretary's absence or inability to act, perform the duties and functions of the Secretary.

e. **TREASURER**. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; oversee that receipts for monies due and payable to the Corporation from any source whatsoever are given or received, and assure that all such monies are deposited in the name of the Corporation in such depositories as shall be selected by the Board; (b) receive and review the monthly financial statements prepared by the President and cause the President to have the certified public accountants selected by the Board of Directors prepare audited financial statements of the Corporation as of the close of each fiscal year, which statement shall be made and filed at the Corporation's registered office or principal place of business in the State of North Carolina within three months after the end of such fiscal year and thereat kept available for a period of at least ten years; and (c) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chair or by the Board of Directors, or by these bylaws.

f. **ASSISTANT TREASURER**. The Assistant Treasurer, if appointed, shall, in the event of the Treasurer's absence or inability to act, perform the duties and functions of the Treasurer.

## **ARTICLE XII POLICIES AND PROCEDURES**

Section 1. **MANUAL OF PROCEDURES**. The Board of Directors may adopt such manual of procedures from time to time as it shall deem desirable.

Section 2. **DESIGNATED FUNDS**. Funds received by the Corporation which are specifically designated will be paid according to the Designation Process approved by the Board.

## **ARTICLE XIII CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1. **CONTRACTS**. The Board of Directors may authorize any officer or officers, agent or agents, 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.

Section 2. **LOANS**. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. **CHECKS AND DRAFTS**. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by at least two of the following: The President, the Chair, the Treasurer, and the Assistant Treasurer or such other officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. **DEPOSITS**. Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

Section 5. **OWNERSHIP AND TRANSFER OF PROPERTY.** The Board of Directors shall have the right to acquire real and personal property by purchase, lease, gift, devise or otherwise and to the extent necessary or convenient to hold such property and dispose of such property or any part thereof. The Board of Directors may delegate its power and authority under this Section to the Chair, the President or such other person as it shall deem advisable.

## **ARTICLE XIV INDEMNIFICATION**

### Section 1. **INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

1. **INDEMNITY.** Any person who at any time serves or has served as a director or officer of the Corporation shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against liability and litigation expense arising out of such status or activities in such capacity. "Liability and litigation expense" shall include costs and expenses of litigation (including reasonable attorney's fees), judgments, fines and amounts paid in settlement which are actually and reasonably incurred in connection with or as a consequence of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including appeals. In no circumstances, however, shall the Corporation indemnify any such person against any liability or litigation expenses said officer or director shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty.

2. **DETERMINATION OF RIGHT TO INDEMNITY.** Promptly after the final disposition or termination of any matter which involves liability or litigation expense as described in Paragraph 1 or at such earlier time as it sees fit, the Corporation shall determine whether any person described in section 1 is entitled to indemnification thereunder. Such determination shall be limited to the following issues: (1) whether the person to be indemnified is a person described in Paragraph 1, (2) whether the liability or litigation expense incurred arose out of the status or activities of such person as described in Paragraph 1, (3) whether liability was actually incurred and litigation expense was actually and reasonably incurred, and (4) whether the liability and litigation expenses were incurred by an officer or director who shall have been adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. Such determination shall be made by a majority vote of directors who are not parties to the action, suit or proceeding (or, in connection with "threatened" actions, suits or proceedings, who are not "threatened parties"). If at least four such disinterested directors are not obtainable, or, even if obtainable, if at least half of the number of disinterested directors so direct, such determination shall be made by independent legal counsel in written opinion.

### 3. **ADVANCE EXPENSES.**

a. Litigation expense incurred by a person described in paragraph 1 in connection with the matter described in paragraph 1 shall be paid by the Corporation in advance of the final disposition or termination of such matter, if the Corporation receives an undertaking, in writing, dated and signed by the person to be indemnified, to repay all such sums unless such person is ultimately determined as provided in paragraph 2 above to be entitled to be indemnified by the Corporation. Request for payment in advance of written disposition or termination shall be submitted in writing unless this requirement is waived by the Corporation. Before the first such payment is made, the Corporation shall have received the written undertaking referred to herein and notice of the request for advance payment shall have been given to the members of the Board of Directors.

b. Notwithstanding the foregoing subsection (a), no advance payment shall be made as to any payment or portion of payment for which the determination is made that the person requesting payment will not be entitled to indemnification. Such determination may be made only by majority vote of disinterested directors or by independent legal counsel as provided herein. If there are not at least four disinterested directors, then notice of all requests for advance payment shall be delivered for review to independent legal counsel for the Corporation. Such counsel shall have the authority to disapprove any advance payment or portion of a payment for which it plainly appears that the person requesting payment will not be entitled to indemnification.

4. **SETTLEMENT**. The Corporation shall not be obligated to indemnify persons described in paragraph 1 above for any amounts paid in settlement unless the Corporation consents in writing to the settlement. The Corporation shall not unreasonably withhold its consent to proposed settlements. The Corporation's consent to a proposed settlement shall constitute an agreement by the Corporation that any person is entitled to indemnification hereunder. The Corporation shall waive the requirement of this section for its written consent as fairness and equity may require.

5. **APPLICATION FOR INDEMNITY OR ADVANCES**.

a. A person described in paragraph 1 may apply to the Corporation in writing for indemnification or advance expenses. Such application shall be addressed to the Secretary or, in the absence of the Secretary, to any officer of the Corporation. The Corporation shall respond in writing to such applications as follows: to a request for indemnity under paragraph 2, within ninety (90) days after receipt of the application; to a request for advance expenses under paragraph 3, within fifteen (15) days after the receipt of the application.

b. The right to indemnification or advance expenses provided herein shall be enforceable in any court of competent jurisdiction. A legal action may be commenced if a claim for indemnity or advance expenses is denied in whole or in part, or upon the expiration of the time periods provided in the preceding subsection (a). In any action, the claimant shall be entitled to prevail upon establishing that he is entitled to indemnification or advance expenses but the Corporation shall have the burden of establishing, as a defense, that the liability or expense was incurred on account of activities which were at the time taken, known or believed by the claimant to be clearly in conflict with the best interest of the Corporation. In any such action, if the claimant establishes the right to indemnification, he shall also have the right to be indemnified against the litigation expense (including a reasonable attorney's fee) of such action.

6. **SAVINGS CLAUSE**. If this Bylaw provision or any portion hereof shall be invalidated on any ground by any court or agency of competent jurisdiction, then the Corporation shall nevertheless indemnify each person described in paragraph 1 to the full extent permitted by the portion of this Bylaw that is not invalidated and also to the full extent (not exceeding the benefits described herein) permitted or required by applicable law.

**ARTICLE XV  
GENERAL PROVISIONS**

Section 1. **SEAL**. The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is inscribed "SEAL"; and such seal, as impressed on the margin hereto, is hereby adopted as the corporate seal of the Corporation.

Section 2. **WAIVER OF NOTICE**. Whenever any notice is required to be given to any member or director by law, by the charter or by these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 3. **FISCAL YEAR**. The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 4. **AMENDMENTS**. Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds of the directors then holding office at any regular or special meeting of the Board of Directors.

Section 5. **SALARIES**. Directors shall serve without compensation.

Section 6. **DISSOLUTION**. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or the Federal, State, or local government for exclusive public purpose.

RE-STATED BY-LAWS ADOPTED DECEMBER 8, 1993  
RE-STATED BY-LAWS REVISION APPROVED NOVEMBER 30, 1994  
RE-STATED BY-LAWS REVISION APPROVED FEBRUARY 21, 1996  
RE-STATED BY-LAWS REVISION APPROVED DECEMBER 8, 1999\*