

Article 1

Corporation

Section 1.1 Corporate Name. The name of the Corporation shall be Center For Siouxland.

Section 1.2 Corporate Purposes. The Corporation is organized exclusively for charitable and educational, purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 2020, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the “**Internal Revenue Code**”). In furtherance of such purposes, the Corporation may, directly or indirectly:

(a) Raise funds from the public and from all other sources available, receive and maintain such funds; and expend principal and income therefrom in furtherance of these purposes.

(b) Establish, develop, sponsor, promote and or conduct educational programs, scientific research, human services. and other charitable activities.

(c) Contract with other organizations, both for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(d) Be a promoter, partner, member, associate or manager of any partnership, joint venture or other enterprise.

(e) Do any and all other things in furtherance of these purposes that are consistent with the laws of the State of Iowa.

(f) Otherwise operate exclusively for charitable, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in the course of which operation:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above;

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation of the Internal Revenue Code, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of or in opposition to any candidate for public office except as authorized under the Internal Revenue Code; and

(3) The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

Section 1.3 Registered Office and Registered Agent. The Corporation shall continuously maintain a registered office in the State of Iowa, at such location as may be determined from time to time by the Board of Directors of the Corporation (the “**Board**” or the

“**Board of Directors**”) and a registered agent, whose office address is identical with such registered office. The Board of Directors of the Corporation may from time to time change the address of the registered office.

Section 1.4 Other Offices. The Corporation may also have offices at such other places within or without the State of Iowa as the Board of Directors may from time to time determine.

Article 2

Members

Section 2.1 Members. The Corporation shall not have members.

Article 3

Amendments

Section 3.1 Amendments. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by vote of the Board of Directors.

Section 3.2 Review of the Bylaws. The Board of Directors shall review the Bylaws at least every three years.

Article 4

Board of Directors

Section 4.1 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The policy-making powers of the Corporation shall be vested in the Board of Directors, which shall have charge, control, and management of the policies, property, affairs, and funds of the Corporation and shall determine compliance with the Corporation’s stated purposes; shall appoint the officers of the Corporation and fill vacancies occurring in such offices; and shall have the power and authority to do and perform all acts or functions not inconsistent with applicable law, these Bylaws or the Corporation’s Articles of Incorporation.

Section 4.2 Qualifications. Except as otherwise set forth in the Articles of Incorporation, a Director shall be at least 18 years of age. Unless the Articles of Incorporation require otherwise, the Directors need not be residents of the State of Iowa. Once elected to the Board of Directors, a Board member must meet the following qualifications to continue to be a member of the Board: (a) regular involvement in the activities of the Corporation as determined by the Board, (b) attendance in person at all of the meetings of the Board each year, unless a waiver of attendance is requested from and granted by the Chairman of the Board; (c) active participation in the financial support of the Corporation; and (d) such other qualifications as the Board may from time to time provide.

Section 4.3 Election; Composition. Directors shall be elected by the Board of Directors. The Board shall be comprised of not less than 11 Directors nor more than 15 Directors. Efforts shall be made in the election of the Directors to obtain representation from diverse segments of the area population including but not limited to the following: socioeconomic groups, ethnic groups, and professional groups.

Section 4.4 Term and Term Limits. Each Director shall hold office for a three-year term and shall hold office until their successors have been elected and qualified. The Board shall be divided into two classes approximately equal in number, and the expiration of the terms of Directors in one class shall be staggered with the expiration of the terms of the Directors in the other class, so that terms of approximately one half of the Directors will expire every year. A Director shall serve no more than two consecutive full three-year terms, unless he or she is completing a term as an officer of the Corporation or as Chairman of a standing committee of the Board, in which case he or she shall serve until the end of such term. After leave of one year following completion of 2, three-year terms, a Director may be re-elected to the Board of Directors.

Section 4.5 Vacancies; Resignation; Removal. In the event of a vacancy in the office of any Director, other than a Director serving *ex officio*, the Board shall elect a successor who shall hold office for the remainder of the former Director's term of office and until his or her successor has been elected and qualified. A Director may resign at any time by giving written notice to the Corporation in care of the Chairman or the Secretary of the Corporation. The resignation shall be effective upon receipt by the Corporation unless a future effective date is set forth in the notice of resignation or specified by the Board. The pending vacancy may be filled before the effective date, but the successor shall not take office until the effective date. Vacancies created by the resignation, disqualification, or death of a Director may be filled at any time by the remaining Director or Directors. A Director may be removed at any time, with or without cause, by the Board of Directors, acting in the best interests of the Corporation, as determined by the Board in its sole discretion. Unexcused absence from two-thirds of the meetings of the Board during any fiscal year shall constitute an automatic resignation from the Board. The Board of Directors, in its sole discretion, may refuse to accept any resignation.

Section 4.6 Meetings. The annual meeting of the Board of Directors shall be held at such time and place within or without the State of Iowa as may be determined from time to time by the Board of Directors. Regular meetings of the Board shall be called by the Chairman of the Board and shall be held at such time and place within or without the State of Iowa as may be determined from time to time by the Board of Directors. The Board shall meet not less than six times each year. Special meetings of the Board of Directors may be called by the Chairman, or upon written petition of any five members of the Board, and shall be held at such time and place within or without the State of Iowa as may be determined from time to time by the Board.

Section 4.7 Notice of Meetings. Written notice stating the place, day and hour of the annual meeting of the Board of Directors shall be delivered personally or by first class mail, facsimile, e-mail, or other form of electronic delivery to each Director entitled to vote at such meeting not less than ten days prior to such meeting. Written notice stating the place, day and hour of any other meeting of the Board of Directors shall be delivered to each Director at least four days prior to the meeting personally or by first class mail, facsimile, e-mail, or other form of electronic delivery.

Section 4.8 Quorum. For all meetings of the Board (other than for action taken by unanimous consent), a quorum shall be one half of the number of Directors then in office, who shall be present in person. Any meeting of the Board at which a quorum is not present may be adjourned by a majority of the Directors present.

Section 4.9 Manner of Acting. An affirmative majority vote of the Directors present in person at a meeting at which a quorum is present shall constitute the action of the Board of Directors, unless a greater number is required by the Act, the Articles of Incorporation, or these

Bylaws. Voting on any question or in any election may be by a voice vote unless a minimum of five Directors shall request that voting be by ballot. No Director may act by proxy on any matter.

Section 4.10 Waiver of Notice. The actions taken at any meeting of the Board of Directors, however called or noticed or wherever held, are as valid as if they had been taken at a duly called and noticed meeting if a quorum is present and if, either before or after the meeting, each Director who is not present signs a waiver of notice or a consent to holding the meeting. All waivers or consents shall be made part of the minutes of the meeting. Attendance of a Director at any meeting constitutes a waiver of notice of the meeting, unless his or her attendance is for the express purpose of objecting to, and he or she does object to, the transaction of any business because the meeting is not lawfully called or convened. The foregoing shall not be deemed to require notice of a meeting which otherwise may be held without notice or call.

Section 4.11 Informal Action by Directors. Any action required by the Act to be taken at a meeting of the Board of Directors or any other action which may be taken at a meeting of the Board, or a committee thereof, may be taken without a meeting if a consent in writing, which may be in one or more counterparts, setting forth the action to be taken, is signed by all of the Directors entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. All the consents evidencing the consent shall be delivered to the Secretary of the Corporation to be filed in the corporate records. The action taken shall be effective when all the Directors have approved the consent, unless the consent specifies a different effective date. Any such consent signed by all the Directors or all the members of a committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Iowa Secretary of State under the Act.

Section 4.12 Conduct of Meetings. At every meeting of the Board of Directors, the Chairman, or in his or her absence, the Chairman-Elect, or in his or her absence, a chair chosen by a majority of the Directors present, shall preside. The Secretary of the Corporation shall act as secretary of the meeting. In the absence of the Secretary, the Chairman may appoint any person to act as secretary of the meeting.

Section 4.13 Participation in Meetings by Telephonic Communications. Members of the Board of Directors or of any committee of the Board may participate in and act at any meeting of such Board or committee through the use of a conference telephone, video, Internet conference or other communications equipment by means of which all persons participating in the meeting can hear each other simultaneously. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Whether to conduct a meeting of the Board or a committee by such means shall be determined by the Executive Committee and the committee chairman, respectively, in its, his or her sole discretion.

Section 4.14 Presumption of Assent. A Director who is present in person at a meeting of a Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken, unless his or her dissent shall be entered into the minutes of the meeting or unless he or she 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 or certified 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 voted in favor of such action.

Section 4.15 Remuneration of Directors. No Director and or member of any committee shall receive compensation for any services in his or her capacity as a Director or committee

member; provided, however, that nothing in these Bylaws shall be construed to preclude any Director or committee member from receiving reimbursement from the Corporation for expenses actually incurred for serving the Corporation as a Director or committee member in compliance with the policy of the Corporation.

Article 5

Committees

Section 5.1 General. The Board of Directors may establish committees of the Board and committees of the corporation, in accordance with the Act. For any such committee, the Board may make provisions for membership, establish procedures to govern the committee's activities, and may delegate authority to committees of the Board as may be necessary or desirable for the efficient management of the property, affairs, business, and/or activities of the Corporation.

Section 5.2 Special or Ad Hoc Committees. There may be such special or *ad hoc* committees as the Board of Directors may from time to time establish for the discharge of particular duties. Upon completion of the tasks for which created, a special or *ad hoc* committee shall stand discharged. Any special or *ad hoc* committee may include members who are not Directors, but at least a majority of its members shall be appointed from among the Directors.

Section 5.3 Standing Committees. There shall be two categories of standing committees of the Board: (a) committees to which the Board may delegate authority; and (b) committees that shall advise the Board in the exercise of the Board's authority but shall not exercise delegated Board authority. Committees to which the Board may delegate authority shall be, but shall not be limited to, the Executive Committee and the Finance and Audit Committee. Committees that shall act as advisory committees shall be the Governance and Nominating Committee. The members of each standing committee shall be appointed by the Board of Directors and shall serve for such terms as may be specified in these Bylaws or as established by the Board. The Chairman shall be an *ex officio* member of all standing committees. Except where otherwise provided in this Article, additional members, including persons who are not Directors, may be appointed. At least two members of each standing committee shall be Directors, one of whom shall be the chair of the committee. A majority of any committee to which the Board delegates its authority shall be Directors. The chairman of each standing committee shall be appointed by the Chairman from among the Directors. The Chairman also may appoint a vice chair of each standing committee, who shall perform the duties of the committee chair during the chair's absence. Any committee member may resign at any time by giving written notice to the Chairman or Secretary of the Corporation. Such resignation shall take effect at the time specified therein or as specified by the Chairman. Any committee member may be removed, with or without cause, by the Chairman or the Board, acting in the best interests of the Corporation. The Board of Directors may at any time establish new standing committees in either or both categories or discontinue any of its standing committees for such time as may be determined, and the duties of any committee so discontinued shall be performed during such discontinuance by the Board

Section 5.4 Committee Procedures. All committees shall act in accordance with the policies and procedures of the Corporation and shall meet as they deem necessary or as directed by the Board. Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the Board and the Secretary of the Corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the Chairman, and the Secretary, each of whom shall have the right to attend and participate in the deliberations of the committee. A majority of the members of each

committee then serving, who shall be present in person or by electronic means, shall constitute a quorum for the transaction of business, and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee.

Section 5.5 Executive Committee. The Executive Committee shall consist of at least seven Directors, including the Chairman; Chairman-elect; Treasurer; Secretary; a Director, Immediate Past Chairman, and the Chair of Governance and Nominating and such other members selected from among the Directors by the Board. The Executive Director shall be a member of the Executive Committee, *ex officio* and without vote. The Chairman shall serve as the chairman of the Executive Committee. The appointment of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law. The Executive Committee shall have such regular meetings as it may determine necessary. Special meetings of the Executive Committee may be called by or at the request of the Chairman, or any three members of the Executive Committee. Notice of meetings of the Executive Committee shall be given to each member of the Executive Committee in the same manner as notices of meetings of the Board of Directors. The Executive Committee shall be vested with and may in its discretion exercise the full powers, duties, responsibilities and authority of the Board, except where prohibited by law and subject to any limitations imposed by law, these Bylaws or the Board of Directors. It shall be responsible for providing direction, advice and counsel to management of the Corporation on high-level strategic planning issues and for any other matters delegated to it by the Board of Directors. Further, the Executive Committee shall be responsible for the performance review and compensation decisions related to the Executive Director and will approve the overall available monies for merit increases.

Section 5.6 Governance and Nominating Committee. The Governance and Nominating Committee shall consist of at least three and not more than five members, all of whom shall be chosen from among the Directors and shall include the Immediate Past Chairman of the Board and the Chairman-Elect of the Board, both *ex officio*. Members of the Committee shall serve a term of one year, except for *ex officio* members, who shall for the terms of their respective offices, provided, however, that no member may serve more the two consecutive years. The Committee shall (a) recommend to the Board what is expected of individual Directors; (b) submit to the Board nominations to fill vacancies on the Board of Directors; (c) submit to the Board, in accordance with procedures approved by the Board, nominations to fill the offices of the Vice Chairman, Secretary, and Treasurer; (d) develop and administer a program of orientation for newly-elected Directors and oversee Board continuing education programs; (e) review periodically the qualifications for Directors to assure, among other things, that the composition, skills, and experience of the Board are aligned to support the purposes of the Corporation and make recommendations to the Board from time to time for revisions of such qualifications; (f) report annually to the Board on the status of Board-approved indicators for the purpose of allowing the Board to evaluate its own performance; (g) conduct or oversee periodic evaluations of individual Directors and annual evaluations of the Board as a whole; (h) develop and recommend to the Board a profile of the Board as it should evolve over time; (i) consult with the Chairman of the Board and the Executive Director on succession planning for Directors and officers; and (j) periodically review, and recommend to the Board amendments to, the Articles of Incorporation of the Corporation and these Bylaws. The Committee shall have at least two meetings annually.

Section 5.7 Finance and Audit Committee. A majority of the Finance and Audit Committee shall be appointed from among the Directors. Each member of the Finance and Audit Committee shall be free of any relationship that would interfere with his or her individual exercise of independent judgment. Members should be financially literate, familiar with financial reporting

and key fiscal issues in health care and understand not-for-profit accounting practices. At least one member should have accounting or financial management expertise. The appointment of the Finance and Audit Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it, him or her by law. It shall be responsible for assuring the accuracy and validity of the financial and statistical information used by the Board or by external agencies to evaluate the fiscal affairs of the Corporation. It shall also be responsible for assisting the Board in fulfilling its oversight responsibilities relating to the Corporation's financial practices, system responsibility and integrity activities, internal controls and financial management. It shall also be responsible for approving the Committee's annual work plan; reviewing the Committee's charter as part of the periodic review of these Bylaws; evaluating the adequacy, performance and effectiveness of the systems of control and the audit and internal audit activities; accepting the completed audit of the financial statements and presenting the financial statements to the Board; reviewing the Committee's education program; and conducting an annual self-assessment. In addition to any other requirements set forth in these Bylaws, the Governance and Nominating Committee shall approve the formation, responsibilities and membership of any subcommittee this Committee may from time to time create.

Article 6

Officers

Section 6.1 Titles. The officers of the Corporation shall be a Chairman, a Vice Chairman, an Immediate Past Chairman, one or more Vice Chairmen, a Secretary, and a Treasurer. each of whom shall be selected from among the Directors. The Corporation may also have one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and assistant officers as may be elected by the Board of Directors in accordance with this Article. The Board of Directors may, in a manner consistent with these Bylaws, delegate to any officer or committee the power to appoint any subordinate officers, committees, or agents and to specify their duties and authority.

Section 6.2 Election and Term of Office. The officers of the Corporation shall be chosen at the annual meeting of the Board of Directors or at such other time as the Board of Directors may select. Each officer, other than officers serving *ex officio*, shall, unless otherwise specified in these Bylaws, hold such position for a period of two years or until his or her successor is elected and qualified, unless such officer resigns or is removed or otherwise disqualified to serve. Each *ex officio* officer shall hold his or her position for the period determined by the Board of Directors. No officer, except *ex officio* officers, may hold the same position for more than four consecutive years (*i.e.*, two consecutive, two-year terms), except with the approval of the Board. One person may be elected to hold two or more offices, excepting those of Chairman and Secretary; however, no officer may execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law, the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by two or more officers.

Section 6.3 Removal and Resignation. Any officer may be removed, with or without cause, by the vote of two-thirds of the Directors present and voting at a meeting, whenever, in the Board's sole judgment, the best interests of the Corporation will be served by the removal; provided, however, that the removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an officer or agent shall not of itself create contract rights. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairman or to the Secretary of the Corporation. Any resignation shall take effect on the date

the notice of resignation is received, unless a later time is specified in the notice. Unless otherwise specified in the notice, the acceptance of the resignation is not necessary to make it effective.

Section 6.4 Vacancies. If the office of the Chairman becomes vacant by reason of death, resignation, removal, or otherwise, the Vice Chairman shall assume the office of the Chairman. In the absence or inability to act of the Vice Chairman, the Board of Directors shall elect a successor who shall hold office for the unexpired term of the Chairman and until his or her successor is elected. A vacancy in any other office may be filled by the Chairman for the unexpired term and until his or her successor is elected.

Section 6.5 Bonds. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Corporation, with sufficient surety or sureties, conditioned on the faithful performance of the duties of their respective offices, and to comply with all other conditions as may from time to time be required by the Board of Directors.

Section 6.6 Failure to Act. In case of the absence or disability of any officer or his or her refusal or neglect to act, any person authorized by the Chairman or by the Board of Directors, may perform the functions of that officer.

Section 6.7 Chairman. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors and shall have such other duties and powers as may be delegated to her or him by these Bylaws or by the Board of Directors.

Section 6.8 Vice Chairman. At an appropriate time, as determined by the Board, before the expiration of the Chairman's term of office, the Board may elect a Vice Chairman, who shall assume the office of Chairman upon expiration of the Chairman's term. During his or her term of office, the Vice Chairman shall become familiar with the roles and duties of the Chairman and, in the absence of the Chairman, shall preside at meetings of the Board. The Vice Chairman shall exercise such other powers as may be delegated to her or him by law, these Bylaws, or the Board of Directors.

Section 6.9 Immediate Past Chairman. Upon the expiration of the Chairman's tenure and the election of a new Director to the position of Chairman, the outgoing Chairman shall automatically become the Immediate Past Chairman for a one-year term, during which he or she shall assist and advise the new Chairman, and otherwise work to ensure the operations of the Corporation are not disrupted and are appropriately transitioned to the Chairman.

Section 6.10 Vice Presidents. The Board may appoint such Vice Presidents as it deems appropriate. The Vice Presidents shall have such powers and perform all duties as from time to time may be prescribed for them respectively by the Board of Directors or these Bylaws.

Section 6.11 Secretary. In general, the Secretary shall perform all duties incident to the office of Secretary, and shall do or cause to be done the following, without limitation: certify and keep at the principal place of business of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, including all amendments or alterations thereto; keep at the place where the Bylaws or a copy are kept a record of the proceedings of meetings of its Directors; prepare the minutes of the meetings of the Board of Directors, which shall be circulated to all of the Board within a time specified by a resolution of the Board; sign, certify, or attest documents as may be required by law or the business of the Corporation; keep the corporate seal, if any; and affix the seal to instruments as may be necessary or proper; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, including notices of any meetings of the Board of Directors; see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed; and perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 6.12 Treasurer. The Treasurer shall be subject to the control and direction of the Board of Directors, and shall have general oversight of the financial affairs of the Corporation and the care and custody of its funds and securities. The Treasurer shall do or cause to be done the following in a manner consistent with the Corporation's financial policies and procedures: deposit all funds and securities in the Corporation's name and credit with financial institutions as may be designated by the Board of Directors; make disbursements of these funds for corporate purposes under the general control of the Board of Directors and the Executive Director in accordance with those procedures established by the Board; and keep and maintain accurate books of account. The Treasurer shall perform such other duties as may be delegated by the Board of Directors. The Treasurer may be required to give a bond for the satisfactory performance of duties in such amount, in such form and with such sureties as the Board of Directors may require. In case of the absence or disability of the Treasurer or his or her refusal or neglect to act, the Assistant Treasurer, if any, may perform the functions of the Treasurer. In the absence of an Assistant Treasurer, the Assistant Secretary or the Secretary acting as Assistant Treasurer, may perform the functions of the Treasurer. In the absence or inability to act, or refusal or neglect to act, of both the Treasurer and the Secretary, any person authorized by the Chairman or Vice Chairman, if any, or by the Board of Directors may perform the functions of the Treasurer.

Section 6.13 Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the Chairman, the Board of Directors or these Bylaws. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine in a manner consistent with the Corporation's financial policies and procedures

Section 6.14 Other Officers. Other officers shall have those powers and duties delegated or assigned to them by the Board of Directors.

Article 7

Indemnification

Section 7.1 Indemnification Generally. To the full extent permitted under the Act, the Corporation shall defend and 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 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 him in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he 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 pleas 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 which he or she reasonably believed to be in and not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Anything in this Article to the contrary notwithstanding, to the extent that any person referred to therein has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.2 Determination of Payment. Any indemnification under Section 7.1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the 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 Section 7.1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum (as defined in these Bylaws) consisting of Directors who are not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 7.3 Payment in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation.

Section 7.4 Non-exclusive Rights. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of his or her successors in interest, including but not limited to his trustees, heirs, executors, and administrators.

Section 7.5 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her 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 him or her against such liability under the provisions of this Article.

Article 8

Conflicts of Interest

Section 8.1 Statement of General Policy on Conflict of Interest. No transactions or other relationships or arrangements involving remuneration or other benefit to a Director or officer (or to a Director's or officer's family member), or to an organization in which such Director or officer (or family member) has a material financial interest, or of which the Director or officer (or family member) is a member, officer, Director, general partner, principal or controlling stockholder, shall be entered into by the Corporation without (a) a full disclosure to the Board of Directors by the interested Director or officer of the material facts of the transaction and the Director's or officer's (or family member's) remuneration, or other interest or relationship; (b) the authorization, approval or ratification of the Board of Directors; and (c) a determination by the Board that the transaction is fair to the Corporation at the time it is authorized, approved or ratified. No Director so interested may vote on such authorization, approval or ratification by the Board of Directors. The Board shall establish a conflicts of interest policy for the Corporation that implements this Article 8 and is consistent with these Bylaws and applicable law and standards.

Section 8.2 Disclosure. Every Director and officer, in a manner, form and frequency to be prescribed by the Board of Directors, shall be required, as a condition of his or her office, to disclose fully any interest that could give rise to a conflict of interest as defined in this Article and any policy adopted by the Board relating to conflict of interest

Article 9

Execution of Instruments and Deposit of Funds

Section 9.1 Authority for Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The authority may be general or confined to specific instances. Unless authorized in accordance with these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any sum of money or for any purpose.

Section 9.2 Execution of Instruments. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation, promissory notes, mortgages and other evidences of indebtedness of the Corporation, and other instruments or documents, shall be executed, signed or endorsed by the Chairman, any Vice Chairman, Executive Director and/or by the Secretary or any Assistant Secretary, and may have the corporate seal, if any, affixed, all in accordance with the policies of the Corporation.

Section 9.3 Bank Accounts and Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by an officer or officers, or agent or agents of the Corporation to whom the power may be delegated from time to time by the Board of Directors.

Section 9.4 Endorsement Without Countersignature. Endorsements for deposit of commercial paper to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the Chairman or any Vice Chairman, or the Treasurer, or

by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated the power.

Section 9.5 Signing of Checks and Drafts. Except as otherwise provided in these Bylaws, all checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by those person or persons and in the manner as shall be determined from time to time by resolution of the Board of Directors.

Section 9.6 Gifts. The Board of Directors, and any officer of the Corporation authorized by the Board, may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Article 10

Fiscal Year

The fiscal year (“**Fiscal Year**”) of the Corporation shall be begin on the first day of January and end on the last of December in each year.

Article 11

Corporate Records, Reports And Seal; Manner of Delivery of Notices

Section 11.1 Seal. The Board of Directors may adopt, use and subsequently alter a corporate seal; however, use of a corporate seal or a facsimile is not required and does not affect the validity of any instrument.

Section 11.2 Maintenance of Records. The Corporation shall keep correct and complete books and records of account and other records of the activities of the Corporation as may be appropriate. All such records shall be open to inspection upon the demand of any Director.

Section 11.3 Manner of Delivery of Notices. A notice for any meeting required by these Bylaws, if mailed, shall be considered to be delivered when deposited in the United States mail in a sealed, properly addressed envelope, first class, postage prepaid. If such notice is given by facsimile transmission, it shall be considered to be given upon direction to the facsimile number of record of the Director. If such notice is given by electronic mail or other means of electronic transmission, it shall be considered to be given upon direction to the electronic mail address or other electronic address of record of the Director. If sent by other means (including courier or express mail), such notice shall be considered to have been delivered when actually delivered to the address of record of the Director. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors or a committee of the Board need be specified in the notice or waiver of notice of such meeting, unless specified in these Bylaws.