

1 **BY-LAWS OF THE**
2 **BELOIT CONVENTION AND VISITORS BUREAU CHARITABLE FOUNDATION, INC.**

3 **ARTICLE I: General**

4 **Section 1. Purpose of Corporation**

5 The purposes of the Corporation shall be as set forth in the Articles of Incorporation of the
6 Corporation. These By-Laws specify various matters affecting the operations and governance of
7 the Corporation.

8 **Section 2. Location**

9 The principal office of the corporation is located at 656 Pleasant Street, Beloit Wisconsin 53511.
10 The corporation may have other such offices as the Board of Directors may authorize.

11 **ARTICLE II: Purposes and Objectives**

12 **Section 1. Objective**

13 It is the mission of the Beloit Convention and Visitors Bureau Charitable Foundation to lead and
14 coordinate destination development projects in the greater Beloit region through public and
15 private funding, as well as manage grant and sponsorship programs.

16 **ARTICLE III: Board of Directors**

17 **Section 1. General Powers**

18 Subject to the limitations of the Articles of Incorporation of the Corporation, these By-Laws and
19 the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board
20 of Directors.

21 **Section 2. Conflicts of Interest**

22 No contract or other transaction between this Corporation and one or more of its Directors or
23 any other corporation, firm, association, or entity in which one or more of its Directors has a
24 material financial interest, shall be either void or voidable because of such relationship or
25 interest or because such Director or Directors are present at the meeting of the Board of
26 Directors or a committee thereof which authorizes, approves or ratifies such contract or
27 transaction or because their votes are counted for such purpose, if (1) the fact of such
28 relationship or interest is disclosed or known to the Board of Directors or committee which
29 authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for
30 the purpose without counting the votes or consents of such interested Directors; or (2) the fact
31 of such relationship or interest is disclosed or known to the members entitled to vote and they
32 authorize, approve or ratify such contract or transaction by vote or written consent; or (3) the
33 contract or transaction is fair and reasonable for the Corporation.

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35 Common or interested Directors may be counted in determining the presence of a quorum at a
36 meeting of the Board of Directors or a committee thereof which authorizes, approves, or
37 ratifies such contract or transaction.

38 **Section 3. Number, Qualification and Tenure**

39 The Board of Directors of the Corporation shall consist of a minimum of five (5) members and a
40 maximum of seven (7) members. Board members must work and/or live in the greater Beloit,
41 Wisconsin region.

42 The Board of Directors shall be a representative body and shall consist of:

- 43 • Board Chair of Visit Beloit, Inc.
- 44 • CEO of Visit Beloit, Inc. & Beloit Convention and Visitors Bureau Charitable Foundation,
45 Inc.
- 46 • One Representative from a tourism-related business in the greater Beloit, Wisconsin
47 region
- 48 • Additional At-large Members, as determined by the Board of Directors

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50 Elected Directors shall serve terms of three (3) years and shall be eligible no more than two
51 consecutive terms. The Board Chair of Visit Beloit, Inc. shall serve permanently during their
52 term of office for that organization. The CEO of Visit Beloit, Inc. and Beloit Convention and
53 Visitors Bureau Charitable Foundation, Inc. shall serve permanently during their employment as
54 such. No individual shall serve more than two (2) consecutive terms as a Director but following
55 the expiration of one (1) year after their last term of office, they shall again be eligible for re-
56 election to the Board of Directors.

57 **Section 4. Selection of Directors**

58 A Nominating Committee, consisting of three members of the Board, shall be appointed by the
59 Chairperson of the Board no later than July 1 each year and shall serve as a standing
60 committee. The Nominating Committee is responsible for submitting a slate of candidates to
61 replace Directors whose regular terms will expire at the end of the current year. The
62 Nominating Committee shall, also throughout the year, make recommendations to the Board of
63 Directors for the replacement of Directors, who, for whatever reason, leave the Board before
64 the expiration of their term.

65 **Section 5. Candidates**

66 Prior to October 1 each year, the Nominating Committee shall present a slate of candidates to
67 replace Directors whose regular terms expire, confirming by personal interview with the
68 candidates that they are willing to accept directorship responsibilities. The Nominating
69 Committee shall be responsible for studying the current composition of the Board of Directors

70 to identify and recruit new members that would augment the existing skills and experience
71 level of the body. Additional candidates for the Board of Directors may be nominated from the
72 floor by the Board.

73 **Section 6. Election**

74 Directors shall be elected by a vote of a majority of the Directors then in office. If any Director
75 so requests, the election of Directors shall be by paper ballot. Elections shall be held at the last
76 regularly scheduled Board meeting of the calendar year.

77 **Section 7. Vacancies and Absences**

78 A vacancy or vacancies on the Board of Directors occurring for any reason, including an increase
79 in the authorized number of Directors, shall be filled by appointment by the Board of Directors.
80 The vacancy shall be filled for the remainder of the expired term. A person elected to complete
81 an unexpired term shall also be eligible for two (2) consecutive terms in office.

82 If a Director is absent without cause or notification from three (3) consecutive meetings, that
83 Directors resignation shall be deemed to have been tendered and accepted.

84 **Section 8. Resignation**

85 A Director may resign at any time by giving written notice to the Secretary of the Corporation,
86 who shall advise the Board of Directors of such resignation. Such resignation shall take effect at
87 the time specified therein or, if no time is specified, then upon receipt of the resignation by the
88 Secretary of the Corporation, and unless otherwise specified therein, acceptance of such
89 resignation shall not be necessary to make it effective.

90 **Section 9. Removal**

91 Any member of the Board of Directors may be removed by majority vote of the Board,
92 whenever, in its judgment, the best interests of the Corporation will be served by such action.

93 **ARTICLE IV: Meetings**

94 **Section 1. General Meetings**

95 Board meetings of the Beloit Convention and Visitors Bureau Charitable Foundation may be
96 called by the Chairperson at any time, or upon the written request of any three (3) members of
97 the Board. The Board shall meet no less frequently than two (2) times a year at a date, time,
98 and place as shall be determined by it. Minutes shall be recorded for all meetings.

99 **Section 2. Annual Meeting**

100 A regular annual meeting of the Board of Directors shall be held prior to December 31 each
101 year at such time or place as may be designated by the Chairperson of the Corporation, or by
102 the Vice-Chairperson if the Chairperson is unable to act, for the election of officers and the

103 transaction of such other business as may properly come before the meeting. In the event of
104 failure, through oversight or otherwise, to hold the annual meeting of the Board of Directors in
105 any year prior to December 31 provided therefore, the meeting upon due notice, may be held
106 at a later date, and any election had or business transacted at such meeting shall be as valid
107 and effectual as if had or transacted at the annual meeting during the months herein provided.

108 **Section 3. Special Meetings**

109 Special meetings of the Board of Directors for any purpose or purposes shall be held whenever
110 called by the Chairperson of the Corporation or if the Chairperson is absent or is unable or
111 refuses to act, by the Vice-Chairperson, or by a majority of the board.

112 **Section 4. Notice/Waiver**

113 With the exception of regular meetings as set forth in Section IV – 1 above, notice of any
114 meeting of the Board of Directors, in each case specifying the place, date, and hour of the
115 meeting, shall be given to each Director by delivering notice, orally or in writing, not more than
116 60 days prior to the date of the meeting, but at least 24 hours before the time set for such
117 meeting or, if notification is by mail, by mailing such notice at least 48 hours before the time set
118 for such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the
119 United States mail, with postage prepaid, and addressed to the Director at the Director's
120 address as it appears on the records of the Corporation. Neither the business to be transacted
121 at, nor the purpose, of any meeting of the Board of Directors need be specified in the notice or
122 waiver of such notice of such meeting. All written notices required in these Bylaws may be
123 delivered by email or other electronic means approved by the Board of Directors.

124 **Section 5. Quorum**

125 A majority of the number of Directors then in office shall constitute a quorum for the
126 transaction of business. The act of the majority of the Directors present at a meeting at which a
127 quorum is present shall be the act or decision of the Board of Directors, unless the act of a
128 greater proportion is required by the law, the Articles of Incorporation, or these By-Laws.

129 **Section 6. Adjournment**

130 Any meeting of the Board of Directors, whether regular or special, and whether a quorum is
131 present, may be adjourned from time to time by the vote of a majority of the Directors present.

132 **Section 7. Organization**

133 All meetings of the Board shall be presided over by the Chairperson of the Board of the
134 Corporation, or in his/her absence, the Vice-Chairperson present, or if a Vice-Chairperson is not
135 present, a Chairperson chosen at each meeting of the Board of Directors. The Secretary of the
136 Corporation, or in the absence of the Secretary any person appointed by the Chairperson of the
137 meeting, shall act as Secretary of the meeting.

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ARTICLE V: Officers and Committees

Section 1. Officers

The Corporation shall have a Chairperson and a Vice Chairperson of the Board of Directors who shall be the presiding officers of the Corporation. The Corporation shall also have a Secretary, a Treasurer, and such other officers or assistant officers as the Directors may from time to time elect.

The Chairperson and the Vice Chairperson shall be members of the Board of Directors. Any two or more of said offices may be held by the same person, except that the offices of Chairperson and Secretary and the offices of Chairperson and Vice Chairperson, may not be held by the same person. In the event the maximum of two (2) consecutive terms have been served by a member of the Board of Directors and that Director still serves as an officer of the Corporation, their term will be extended to the completion of their current term as an officer of the Corporation. No successor board member shall be appointed to replace such Director during the period of their term.

Section 2. Nominations

Prior to October 1 each year, the Nominating Committee shall present a slate of candidates to replace the officers whose terms will expire at the end of the year, confirming by personal interview with the candidates that they are willing to accept the responsibility of officership. Additional candidates for officerships may be nominated from the floor by the Board at the annual meeting of the Board.

Section 3. Election of Officers

Annually, the Chairperson shall present the Nominating Committee's recommended slate of Officers to the Directors no less than one week prior to the final regularly scheduled meeting of the Board for that year. The Nominating Committee slate shall be presented at the meeting and nominations, should there be any, shall be accepted from the floor.

Each officer shall hold office until such officer's successor shall have been duly appointed and qualified, or until such successor's death, resignation, or removal. Appointment as an officer shall not of itself create contract rights.

Section 4. Removal

Any officer may be removed from office by the action of the Board of Directors, whenever in their judgment the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the officer so removed.

Section 5. Resignation

171 Any officer may resign at any time by giving written notice to the Board of Directors or the
172 Secretary of the Corporation. Such resignation shall take effect at the time specified therein or,
173 if no time is specified, then upon receipt of the resignation by the Secretary or the Board of
174 Directors as the case may be, and, unless otherwise specified therein, acceptance of such
175 resignation shall not be necessary to make it effective.

176 **Section 6. Vacancies**

177 A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the
178 term of said office by the Board of Directors.

179 **Section 7. Duties of Officers:**

- 180 A. The Chairperson: The Chairperson shall be the presiding officer of the Board of
181 Directors of the Corporation and shall oversee the Board meetings. The Chairperson
182 works in partnership with the CEO to make sure Board resolutions are carried out.
183 The Chairperson is the primary liaison between the Board of Directors and the CEO.
184 The Chairperson shall be designated by the Board of Directors as one of the signing
185 officers on behalf of the Corporation.
- 186 B. The Vice Chairperson: The Board of Directors shall designate and select a Vice
187 Chairperson who shall be Chairperson-elect and who shall have such duties as may
188 be prescribed by the Board. In the absence or disability of the Chairperson, the Vice
189 Chairperson shall perform the duties of the Chairperson, and when so acting shall
190 have all the powers of, and be subject to all the restrictions on, the Chairperson.
- 191 C. The Secretary:
- 192 a. Certify and keep at the principal office of the Corporation the original or a
193 copy of its Articles of Incorporation and By-Laws, as amended or otherwise
194 altered to date.
- 195 b. Keep at the principal office of the Corporation or such other place as the
196 Board of Directors may direct, a book of minutes of all meetings of the
197 members of the Corporation, the Board of Directors, and committees
198 thereof, with the time and place of holding, whether regular or special and, if
199 special, how authorized, the notice thereof given, and the names of those
200 present at the meetings.
- 201 c. See that all notices are duly given in accordance with the provisions of these
202 By-Laws or as required by law.
- 203 d. Be custodian of the records and of the seal of the Corporation, if any, and see
204 that it is engraved, lithographed, printed, stamped, impressed upon, or
205 affixed to all documents the execution of which on behalf of the Corporation
206 under its seal is duly authorized in accordance with the provisions of these
207 By-Laws.
- 208 e. See that the books, reports, statements, and all other documents and
209 records required by law are properly kept and filled.

- 210 f. Exhibit for inspection upon request the relevant books and records of the
211 Corporation to any member (if the Corporation has members) for any proper
212 purpose at any reasonable time.
- 213 g. In general, perform all duties incident to the office of Secretary, and such
214 other duties as from time to time may be assigned by the Board of Directors.
- 215 D. The Treasurer:
- 216 a. Have charge and custody of, and be responsible for, all funds and securities
217 of the Corporation, and deposit all such funds in the name of the Corporation
218 in such banks, trust companies, or other depositories as shall be selected by
219 the Board of Directors.
- 220 b. Keep and maintain adequate and correct accounts of the Corporation's
221 properties and business transactions, including account of its assets,
222 liabilities, receipts, disbursements, gains, losses, capital equipment, and
223 surplus.
- 224 c. Exhibit for inspection upon request the relevant books and records of the
225 Corporation to any member (if the Corporation has members) for any proper
226 purpose at any reasonable time.
- 227 d. Render interim statements of the condition of the finances of the
228 Corporation to the Board of Directors upon request and render a full
229 financial report at the annual meetings of the Board of Directors and, if there
230 are members, at the annual meeting of members.
- 231 e. Receive, and give receipt for, moneys due and payable to the Corporation
232 from any source whatsoever.
- 233 f. In general, perform all the duties incident to the office of Treasurer including
234 attending meetings and such other duties as from time to time may be
235 assigned to the Treasurer by the Board of Directors.

236 **Section 8. Chief Executive Officer**

- 237 A. Hiring and Oversight: The Board of Directors are required to utilize the Chief
238 Executive Officer of Visit Beloit, Inc. for the duties of this Corporation. The CEO will
239 report directly to the Chairperson of the Board of Directors.
- 240 B. Duties: The duties of the CEO shall include:
- 241 a. To manage the work of the Corporation under the direction of the
242 Chairperson of the Board of Directors.
- 243 b. Subject to such policies and budgetary restrictions as may be established by
244 the Board of Directors, to employ, supervise, direct, and have control of all
245 other employees and personnel.
- 246 c. Other duties as assigned by the Chairperson of the Board of Directors.

247 **Section 9. Standing Committees**

248 The Board of Directors shall maintain the following standing committees: the Nominating
249 Committee and the Finance Committee (Executive Committee). The Executive Committee will
250 act as the Finance Committee.

251 The Finance Committee (Executive Committee) shall be responsible for working with the CEO in
252 the preparation of the annual budget and in the design and implementation of a program and
253 fiscal monitoring process.

254 **Section 10. Executive Committee with Limited Board Authority**

255 The Board of Directors may authorize an Executive Committee to act on behalf of the
256 Corporation between scheduled meetings. If so authorized, this Committee shall consist of the
257 Chairperson, Vice Chairperson, Secretary, Treasurer, and Immediate Past Chairperson. A
258 majority of the Executive Committee shall constitute a quorum for the transaction of business
259 at any meeting of the Executive Committee. But, if less than a majority of the Executive
260 Committee members are present at any meeting, a majority of the Executive Committee
261 members present may adjourn the meeting from time to time without further notice. The
262 Executive Committee shall act by majority vote of its members.

263 The designation of an Executive Committee and the delegation thereto of authority shall not
264 operate to relieve the Board of Directors or any individual Director of any responsibility
265 imposed upon the Board of Directors or any individual Director by law.

266 **Section 11. Advisory Committees**

267 Other Advisory Committees may be appointed or authorized by the Chairperson to address
268 such needs and concerns that, from time to time, may arise. All such Committees shall exist
269 upon the approval of the Board of Directors and may consist of members from outside the
270 Board of Directors.

271 **ARTICLE VI: Instruments: Contracts, Checks, Deposits and Funds**

272 **Section 1. Funds**

273 The Corporation may accept funds, monies, contributions, securities, and other forms of
274 monies to support Article II.

275 **Section 2. Execution of Instruments**

276 Except as in these By-Laws otherwise provided, the Board of Directors may authorize any
277 officer or officers, agent or agents, to enter into any contract or execute and deliver any
278 instrument in the name of and on behalf of the Corporation, and such authorization may be
279 general or confined to specific instances. Except as so authorized, or as in these By-Laws
280 otherwise expressly provided, no officer, agent, or employee shall have any power or authority
281 to bind the Corporation by any contract or engagement or to pledge its credit or to render it
282 liable for any purpose in any amount.

283 **Section 3. Bank Accounts**

284 The Board of Directors from time to time may authorize and maintain regular and/or special
285 bank accounts with such banks, trust companies, or other depositories as may be selected by
286 the Board or by any officer or officers, agent or agents of the Corporation to whom such power
287 may be delegated from time to time by the Board of Directors. The Board of Directors may
288 make such rules and regulations with respect to said bank accounts, not inconsistent with the
289 provisions of these By-Laws as the Board may deem expedient.

290 **Section 4. Checks, Drafts, Etc.**

291 All checks, drafts, or other orders for the payment of money, notes, acceptances, or other
292 evidence of indebtedness issued in the name of its Corporation, shall require only the signature
293 of the CEO if less than \$500. If physical checks are to be issued in amounts greater than \$500,
294 they shall require the signature of the CEO and either the Chairperson or the Treasurer.
295 Electronic payments do not require a second signature prior to payment.

296 **Section 5. Deposits**

297 All funds of the Corporation shall be deposited from time to time to the credit of the
298 corporation in such banks, trust companies or other depositories as the Board of Directors may
299 select.

300 **Section 6. Loans**

301 No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness
302 shall be issued in its name unless authorized by or under the authority of a resolution of the
303 Board of Directors. Such authority may be general or confined to specific instances. No loans
304 may be made to any officer or Director of the Corporation, directly or indirectly, except that
305 reasonable advances of reimbursable expenses may be made in the discretion of the
306 Chairperson or, in the case of the Chairperson, as determined by the Board of Directors.

307 **Section 7. Sale of Securities**

308 The Board of Directors may authorize and empower any officer or officers to sell, assign,
309 pledge, or hypothecate any and all shares of stock, bonds or securities, or interest on stocks,
310 bonds or securities, owned or held by this Corporation at any time, including without limitation
311 because of enumeration, deposit certificates for stock and warrants or rights which entitle the
312 holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or
313 purchasers, pledge or pledges, on behalf and in the name of this Corporation, any assignment
314 of bonds or stock certificates representing shares of stock owned or held by this Corporation,
315 and any deposit certificates for stock, and any certificates representing any rights to subscribe
316 for shares of stock. However, this Corporation shall not offer or sell any of its securities in
317 violation of any State or Federal securities law registration or other requirement.

318 **Section 8. Gifts**

319 The Corporation may accept gifts, contributions, donations, and bequests (herein generally
320 called "gifts") for its purposes. While the Corporation specifically encourages unrestricted gifts
321 whose principal and/or income therefrom may be used for the Corporation's purposes in the
322 discretion of the Board of Directors of this Corporation, the Board of Directors will accept gifts
323 for a restricted or otherwise designated purpose if such restriction is determined by the Board
324 of Directors to be acceptable or otherwise conforms with these By-Laws and any other
325 guidelines established by the Board of Directors for such restricted gifts.

326 **ARTICLE VII: Miscellaneous**

327 **Section 1. Fiscal Year**

328 The fiscal year of the Corporation shall end on December 31 of each year.

329 **Section 2. Corporate Seal**

330 The seal of the Corporation, if one is adopted by the Board of Directors of the Corporation, shall
331 contain the name of the Corporation and the word "Wisconsin."

332 **ARTICLE VIII: Indemnification**

333 **Section 1. Action Not in Name of Corporation**

334 The Corporation shall indemnify any person who was or is a party to any threatened, pending
335 or completed action, suit or proceedings, whether civil, criminal, administrative, or investigative
336 (other than an action by or in the right of the Corporation) by reason of the fact that such
337 person is or was a Director, officer, member, employee or agent of the Corporation, or is or was
338 serving at the request of the Corporation as a Director, trustee, officer, member, employee or
339 agent of another corporation, partnership, joint venture, trust or other enterprise, against
340 expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually
341 and reasonably incurred by such person in connection with such action, suit or proceeding if
342 such person acted in good faith and in a manner he reasonably believed to be in or not opposed
343 to the best interests of the Corporation, and, with respect to any criminal action or proceeding,
344 had no reasonable cause to believe such person's conduct was unlawful.

345 The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or
346 upon a plea of nolo contendere or its equivalent, shall not, of itself, created a presumption that
347 the person did not act in good faith and in a manner which the person reasonably believed to
348 be in or not opposed to the best interests of the Corporation, and, with respect to any criminal
349 action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

350 **Section 2. Action in Name of Corporation**

351 The Corporation shall indemnify any person who was or is a party or is threatened to be made a
352 party to any threatened, pending or completed action or suit by or in the right of the
353 Corporation to procure a judgment in its favor by reason of the fact that such person is or was a

354 Director, officer, member, employee or agent of the Corporation, or is or was serving at the
355 request of the Corporation as a Director, officer, member, employee or agent of another
356 corporation, partnership, joint venture, trust or other enterprise against expenses, including
357 attorneys' fees, actually and reasonably incurred by such person in connection with the defense
358 or settlement of such action or suit if such person acted in good faith and in a manner such
359 person reasonably believed to be in or not opposed to the best interests of the Corporation and
360 except that no indemnification shall be made in respect of any claim, issue or matter as to
361 which such person shall have been adjudged to be liable for negligence or misconduct in the
362 performance of his duty to the Corporation unless and only to the extent that the court in
363 which such action or suit was brought shall determine upon application that, despite the
364 adjudication of liability but in view of all circumstances of the case, such person is fairly and
365 reasonably entitled to indemnity for such expenses which such court shall deem proper.

366 **Section 3. Successful Defense**

367 To the extent that a Director, officer, member, employee, or agent of the Corporation has been
368 successful on the merits in defense of any action, suit or proceeding referred to in Section 1 or
369 2, or in the defense of any claim, issue, or matter therein, such person shall be indemnified
370 against expenses, including attorneys' fees, actually and reasonably incurred by such person in
371 connection therewith.

372 **Section 4. Authorization of Indemnification under Sections 1 and 2**

373 Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the
374 Corporation only as authorized in the specific case upon a determination that indemnification
375 of the Director, officer, member, employee, or agent is proper in the circumstances because
376 such person has met the applicable standard of conduct set forth in Section 1 or 2. Such
377 determination shall be made:

- 378 a. By the Board of Directors by a majority vote of a quorum consisting of Directors who
379 were not parties to such action, suit, or proceedings; or
- 380 b. If such quorum is not obtainable, or, even if obtainable, a quorum of disinterested
381 Directors so directs, by independent legal counsel in a written opinion.

382 **Section 5. Advances for Expenses**

383 Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or
384 proceeding may be paid by the Corporation in advance of the final disposition of such action,
385 suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an
386 undertaking by or on behalf of the Director, officer, member, employee, or agent to repay such
387 amount unless it shall ultimately be determined that such person is entitled to be indemnified
388 by the Corporation as authorized in this section.

389 **Section 6. Non-Exclusive**

390 The indemnification provided by this Article shall not be deemed exclusive of any other rights to
391 which those indemnified may be entitled under any By-Laws, agreement, vote of disinterested
392 directors or otherwise, both as to action in any such person's official capacity and as to action in
393 another capacity while holding such office, and shall continue as to a person who has ceased to
394 be a Director, officer, member, employee or agent and shall inure to the benefit of the heirs,
395 executors and administrators of such a person.

396 **Section 7. Insurance**

397 The Corporation may, upon resolution of its Board of Directors duly adopted, purchase and
398 maintain insurance on behalf of any person who is or was a Director, officer, member,
399 employee, or agent of the Corporation, or is or was serving at the request of the Corporation as
400 a Director, officer, member, employee, or agent of another corporation, partnership, joint
401 venture, trust or other enterprise against any liability asserted against such person and incurred
402 by such person in any such capacity or arising out of such person's status as such, whether or
403 not the Corporation would have the power to indemnify such person against such liability
404 under this provision of the Corporation's By-Laws.

405 **ARTICLE IX: Amendment**

406 These By-Laws may be amended only after the full Board of Directors has received the
407 proposed changes in writing (electronic notification permissible) a minimum of forty-eight
408 hours prior to the meeting where changes will be considered and by affirmative vote of two-
409 thirds (2/3) of the Directors then holding office.

410 Approved by the Board of Directors on August 28, 2013

411 Amended by the Board of Directors on April 16, 2021