

**Bylaws
of
The United States Institute for Theatre Technology, Inc.**

Effective: March 15, 2016

Jimmie Byrd, Secretary

ARTICLE I – NAME, SEAL AND OFFICES

Section 1. NAME. The name of this Corporation is the UNITED STATES INSTITUTE FOR THEATRE TECHNOLOGY, INC. The Corporation is referred to variously as the “Institute” and “USITT.”

Section 2. SEAL. The seal of the Corporation shall be in the form of a circle and shall bear the name of the Corporation, the state and year of incorporation, and the words “corporate seal.”

Section 3. OFFICE. The Corporation shall maintain its national office in the County of Onondaga, New York. The day-to-day operations of the Corporation shall be conducted from there, and all official records of the Corporation shall be filed and maintained there. The Corporation may also have offices at such other places both within and without the State of New York as the board of directors of the Corporation (the “Board of Directors”) may from time to time determine or the business of the Corporation may require.

ARTICLE II -- PURPOSES AND LIMITATIONS

Section 1. PURPOSES. The primary function of this organization is to actively promote the advancement of the knowledge and skills of its members and to facilitate communication among performing arts practitioners, entertainment industry professionals, educators, and students. This is a not-for-profit Corporation organized and operated exclusively for charitable, educational, and scientific purposes, and in furtherance thereof and for no other purpose, the Corporation shall:

- a. Disseminate information about aesthetic and technological developments in the performing arts and entertainment industry;
- b. Sponsor and participate in national and international projects, programs, conferences, expositions, research, and symposia;
- c. Conduct, encourage, support, and promote research, education, training, innovation and creativity in the performing arts in the fields of planning and design, construction, equipment, aesthetics, presentation, management, and operations;
- d. Advocate safe, efficient and ethical practices in the performing arts and work in cooperation with allied organizations to insure that the interests of the members of the Corporation are represented internationally, nationally, regionally and locally;
- e. Develop and support industry standards to encourage good practices in all aspects of performing arts design and technical production as well as facility design and engineering;
- f. Sponsor national and international exhibits of performing arts designs and technologies including, but not limited to, scenery, costumes, lighting, sound, media, stage technology and architectural designs;
- g. Present awards for excellence and recognize the contributions made by individuals and organizations to promote research, innovation and creativity in the performing arts; and

- h. Publish and/or distribute to members a journal and such other publications as may be appropriate from time to time.

Section 2. LIMIT OF ACTIVITIES. This organization shall not engage in activities which are not in furtherance of its stated purposes or in opposition to the grounds on which it is granted exemption from Federal Income Tax under the provision of Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 3. LIMIT OF EARNINGS AND INFLUENCE. No part of the net earnings of this Corporation shall inure to the benefit of any private member or individual. No substantial part of the activities of the Corporation shall be for the purpose of carrying out propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any political campaign for or against any candidate for public office (as defined by IRS regulations for 501(c)(3) corporations).

ARTICLE III – MEMBERSHIP, DUES, MEMBERSHIP MEETINGS AND VOTING

Section 1. MEMBERSHIP. The members of the Corporation shall consist of persons, corporations, partnerships, unincorporated associations, and other entities interested in furthering the arts of theatre and performing arts planning and design, construction, equipment, aesthetics, presentation, operation, and training. There shall be multiple classes of membership with varying rights and membership dues as the Board of Directors may designate from time to time. Each member shall be entitled to one vote. If a member is a corporation, partnership, unincorporated association or other entity, such member shall designate an individual with the right to cast a vote on the member's behalf.

Section 2. DUES. The Board of Directors shall establish dues for each class of membership. The Board of Directors shall be empowered to change the dues structure from time to time as it may deem necessary.

- a. **Payment.** Dues are payable annually with membership lapsing on the last day of the anniversary month of the last dues payment.
- b. **Failure to Pay Dues.** Expiration of membership occurs if membership payment has not been received on the member's renewal date. No services will be extended beyond this date.

Section 3. MEETINGS.

- a. **Annual.** The annual meeting of the members of the Corporation shall be held at a place designated by the Board of Directors. Notice of the place of the annual meeting shall be given by the Secretary to each member, not less than thirty (30) days before the meeting. If notice is transmitted electronically, such notice is given when directed to the member's electronic mail address as supplied by the member to the Secretary of the Corporation or as otherwise directed pursuant to the member's authorization. At the annual meeting, members shall transact such business as may be referred to the annual meeting by the Board of Directors and/or as contained in the Notice of Meeting. Any item not presented to the annual meeting in this fashion must be deferred to the next meeting of the membership (either annual or special). An Annual Report of the Corporation shall be presented to the members at the annual meeting.
- b. **Special.** Special meetings of the members of the Corporation may be called in the following ways: by the President; by a majority of the Board of Directors; or by the filing with the Secretary of a written request for such a meeting by one hundred (100) members.

Upon the calling of any special meeting, the Secretary of the Board of Directors shall give notice of such special meeting to each member, stating the time, place and purposes thereof, not less than thirty (30) days before the meeting. Only business specified in the notice of meeting shall be transacted at any special meeting.

- c. **Quorum.** At all meetings of the members of the Corporation, five percent (5%) of all voting members shall be present as certified by the Secretary to constitute a quorum necessary to conduct business. In the event of failure to achieve a quorum, those present, if they so choose, may proceed informally but without power to adopt resolutions.
- d. **Procedures.** To resolve points of procedures, *Roberts' Rules of Order* shall be consulted.

Section 4. VOTING. At all meetings of the members of the Corporation, each member present shall be entitled to one vote as per Article III. Section 1. Except as otherwise indicated herein or required by law, a majority of the votes cast at any meeting at which a quorum is present shall be the act of the members. Any member who wishes to vote on an agenda item and who cannot be present at the meeting may submit his/her vote on the question in writing to the Secretary at least 5 days prior to the meeting.

ARTICLE IV -- BOARD OF DIRECTORS

Section 1. BOARD OF DIRECTORS. Each member of the Board of Directors shall be a member in good standing of the Corporation as well as of a Regional Section. Directors are charged with the responsibility to advise, govern, oversee policy and direction, and assist with the leadership and general promotion of the Corporation so as to support its mission and needs. Directors shall be elected by the Corporation's members and shall chair committees as determined by the Board and the bylaws throughout their term(s) in office. Officers are considered Directors for purposes of this Article. The number of officers must always be a minority of the total number of voting Board members.

Section 2. TERM. All terms of office shall commence July 1 of the year elected with the exception of the President's term which shall commence July 1 of the following year, and shall expire on the third anniversary thereof, except in the event of an earlier resignation or removal. Subject to Section 11 of this Article, Directors and Directors who are elected as Officers may serve no more than two consecutive terms in the same office. No one person may serve on the Board in any combination of elected office for more than 12 consecutive years. See Section 10 regarding Vacancies.

Section 3. STAGGERED TERMS OF SERVICE. The term of service for Directors shall be staggered (with the exception of the President). Each year during the voting process, one-third of the Directors shall be elected to hold office until the expiration of their term, which shall in each instance be three (3) years, or until such Director's successor is elected and qualified.

Section 4. QUORUM. A majority of the Directors in any given year shall constitute a quorum.

Section 5. MEETINGS. The Board of Directors shall meet at least four (4) times each year: at the site and time of the Annual Meeting of the members and at three (3) other meetings. Meetings may be held in person or by conference telephone, video conference, or similar communication equipment by means of which all persons participating in the meeting can hear and/or communicate with each other at the same time.

Meetings shall be called by the President, or by the Secretary upon the written notice of a majority of the Directors. Notice of meetings shall be delivered to all Directors at least fourteen (14) days prior to the meeting. Should it be necessary to call a meeting without such prior notification, Directors will be asked to sign a waiver of notice, before or after the meeting, to indicate their waiver of the 14-day notification period. In addition, Directors will be deemed to have waived notice of the meeting if they attend the meeting without protesting, prior to or at its commencement. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

The President or his/her designee shall preside at all meetings of the Board of Directors. If the President is not available and has not designated a replacement, the Secretary shall preside.

Section 6. ACTION WITHOUT MEETING. Any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting, if a consent in writing (either electronically or physically) to the adoption of a resolution authorizing the action so taken shall be signed (either electronically or physically) by all of the Directors.

Section 7. PROCEDURES. To resolve points of procedures, *Roberts' Rules of Order* shall be consulted. The President may choose to appoint a Parliamentarian to advise on questions of procedure in transacting the business of the Board.

Section 8. VOTING. Each Director shall be entitled to one (1) vote, except as noted in Section 1. A majority of the votes cast where a quorum is present shall constitute the act of the Board of Directors, except as otherwise set forth in these bylaws.

Section 9. POWERS. The Board of Directors shall have general powers to do all things advisable for the best interest and welfare of the Corporation; to receive and expend monies; enter into contracts, agreements, and debts; delegate specific authority to the Executive Director; and, in general, to do all things necessary or appropriate to accomplish the purposes of the Corporation. These include but are not limited to

- a. Management of property, business, and affairs of the Corporation. The property of the Corporation shall be in the custody of the Board of Directors and no members shall have individual rights in any Corporation property.
- b. Selection of an Executive Director or other staff as may be required for the efficient operation of the Corporation.
- c. Performing other duties as may be prescribed by these bylaws.

Section 10. VACANCIES. In the event of a vacancy of a Director caused by death, incapacity longer than 60 days, resignation, or election to another office, the Nominations Committee shall recommend a successor to serve out the remainder of such Director's term. Any such recommendation will require Board approval. If the vacancy of the President occurs in the first year of the President's term, the successor is not eligible for another term. However, if the vacancy of the President occurs in the second or third year of the President's term, the successor is eligible for an additional three-year term, upon election. In the event of a vacancy of any other Director, a replacement would be appointed to serve out the original term of the person he/she replaced. Such an appointment would not count toward years in elected office for the appointee.

In the event of a temporary incapacity or prolonged absence of the President (leave of absence lasting less than 60 days), the Board of Directors shall appoint an Acting President from the Board of Directors to serve until the President is able to resume normal duties. The Acting President shall have the full authority and responsibilities of the President during this period.

Section 11. REMOVAL. Any Director may be removed from office for cause by the affirmative vote of no less than two-thirds (2/3) of the Directors then in office.

Section 12. RESIGNATION. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V – ELECTED OFFICERS OF THE CORPORATION

Section 1. GENERAL. All officers of the Corporation shall be elected by the members and shall serve as Directors in accordance with Article IV hereof. Officers, except the Immediate Past President, shall be elected by the membership of the Corporation. The Immediate Past President shall succeed to this office from the presidency upon completion of his/her term of office as President.

Section 2. PRESIDENT. The President shall serve on the Board of Directors and shall preside at all meetings of the members and the Board of Directors. The President shall have general responsibility of the activities of the Corporation, and shall perform such duties as by tradition pertain to the office of the President. The President shall keep the Board of Directors fully informed with respect to the activities of the Corporation. The President shall serve only one term and is not permitted to stand for election to the Board for a period of two years following the completion of his/her term as President.

Section 3. SECRETARY. The Secretary shall serve on the Board of Directors and shall record and file in the national office the minutes of all meetings of the membership and the Board of Directors. In addition, he/she shall have responsibility for and oversight of the operational documents of the Institute. He/she shall perform other duties as may be assigned by these bylaws, the Board of Directors or the President.

Section 4. TREASURER. The Treasurer shall serve on the Board of Directors and shall provide oversight of all assets of the Corporation. He/she shall ensure appropriate financial reports are provided to the Board. He/she shall report regularly to the Board on key financial events, trends, concerns, and assessment of fiscal health. He/she shall perform other duties as may be assigned by these bylaws, the Board of Directors and/or the President.

Section 5. VICE PRESIDENTS. Each Vice President shall serve on the Board of Directors and be in charge of his/her designated area of responsibility as determined by the Board of Directors. Each Vice President shall perform the duties assigned by the Board of Directors and/or the President and/or the Executive Director. He/she may form committees within his/her designated subject area, subject to the Board of Director's approval (Article VII. Section 1), and make recommendations, as appropriate, to the Board of Directors.

Section 6. PRESIDENT-ELECT. The President-Elect, to be elected every third year, shall succeed to the Presidency following the President's third year in office. He/she shall have those duties as assigned by the President and the bylaws and shall serve in this office for a term of one (1) year. He/she shall serve as a voting member of the Board of Directors. In the event of a resignation from or vacancy in this office, the Nominations Committee shall recommend a successor for this position until such time as a new election for President can be held. Any such recommendation will require Board approval. The Acting President-Elect shall have the full authority and responsibilities of the President-Elect during this period. Should the period extend beyond June 30, the Acting President-Elect would become the Acting President.

Section 7. IMMEDIATE PAST PRESIDENT. The position of Immediate Past President is filled by the outgoing President of the Institute for a term of one year. The Immediate Past President shall serve as a voting member of the Board of Directors and shall have such other duties as the President or the Board of Directors shall determine.

ARTICLE VI – OFFICIALS OF THE CORPORATION

Section 1. GENERAL. The Board may select an Executive Director, or any other official of the Corporation as it may deem necessary or appropriate from time to time, by majority vote of those directors present at any meeting for which proper notice has been given and a quorum has been established. Such officials shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined by the Board of Directors.

Section 2. EXECUTIVE DIRECTOR. The Executive Director shall serve at the pleasure of the Board and execute its decisions, including carrying out the corporation's goals and policies. He/she shall assume the operational responsibilities of the Corporation and oversee all hiring, firing, and management of staff and independent contractors. He/she shall also oversee the workflow of the Corporation and provide final review for all agreements and contracts entered into with the Corporation prior to the execution thereof. The Executive Director shall serve as a non-voting member of the Board of Directors and attend all meetings to report on the progress of the organization and answer questions of the board members, subject to the right of the Board of Directors to discuss certain matters, including without limitation executive compensation and performance, in private.

ARTICLE VII -- COMMITTEES

Section 1. GENERAL. The Corporation shall have the standing committees designated in this Article VII and any number of ad hoc committees that the Board of Directors, by resolution adopted by a majority of the Board, may designate from time to time. Each committee shall serve at the sole pleasure of the Board of Directors. Each committee may be authorized by the Board of Directors to act on its behalf in any matter not specifically prohibited by the Corporation's Certificate of Incorporation or by law.

Section 2. COMMITTEE MEMBERSHIP. The President shall appoint the Chair of each Committee annually, subject to the approval of the Board of Directors, except as noted in Section 3 below. Such appointments shall occur immediately following July 1st of each year. Each Chair shall serve a one-year term, except as otherwise set forth herein, subject to the earlier resignation or removal of such Chair by a two-thirds vote of the Board of Directors. Such appointments are renewable for a maximum of six consecutive years. Following a call for participants from the general membership or the Board (as appropriate), the Committee Chairs shall appoint the remaining members of their respective Committees, subject to approval of the President and Secretary.

Section 3. STANDING COMMITTEES. The following are the Standing Committees of the Corporation.

- a. **Compensation Committee.** The Compensation Committee of the Board of Directors shall evaluate annually the past performance and compensation of the Executive Director and shall recommend to the Board of Directors any changes in compensation, benefits and/or duties and responsibilities.
- b. **Nominations Committee.** The Nominations Committee shall review the qualifications of potential nominees for elected positions on the Board of Directors and present an annual election slate to the membership for voting. The Committee shall also develop selection criteria to be used in the recruitment process; maintain records of potential and current directors' skills, experiences, and terms of service; and assist the Board with filling any vacancies that occur.
- c. **Bylaws Committee.** The Bylaws Committee shall, as requested by the Board of Directors, the President, the membership, or on its own initiative, study problems concerning the Corporation's Bylaws; interpret bylaw questions; draft possible amendments to the Bylaws; and implement solutions to Bylaws-related problems. The Committee shall maintain an official text of the Bylaws incorporating all changes and shall verify as correct all published texts of the Bylaws. The Committee shall review operational manuals of the Institute on a regular basis for compliance with the Bylaws.
- d. **Finance Committee.** The Finance Committee is charged with oversight of the financial operation of the Corporation. This Committee shall review financial procedures, operations, and reports of the Corporation, and shall analyze financial data of the Corporation's financial assets, obligations, and of such matters as directed by the Board of Directors, and provide recommendations to the Board. It will recommend an annual budget for the Corporation and provide continuing review of it.
- e. **Audit Committee.** The Audit Committee shall assist the Board of Directors in fulfilling its oversight responsibilities with respect to (1) the audit of the Corporation's books and records and (2) the system of internal controls that the Corporation has established. The Audit Committee is granted the authority to investigate any matter or activity involving financial accounting and financial reporting, as well as the

- Corporation's internal controls. This Committee shall be responsible for hiring, setting compensation, and overseeing the auditor's activities. The Committee will meet with outside auditors at least once annually and at other times when considered appropriate. The Committee will make regular progress reports to the Board.
- f. Publications Committee** The Publications Committee shall serve in an advisory capacity to the Board of Directors on matters dealing with the development of publications that reflect the Institute's core mission, the establishment of policy regarding publications, and similar matters as directed by the Board.
 - g. Annual Conference & Stage Expo Committee.** The Annual Conference & Stage Expo Committee shall be responsible for recommending to the Board of Directors policies and procedures used to govern the Annual Conference & Stage Expo and dates and sites for the annual conference.
 - h. Membership Committee.** The Membership Committee shall be charged with the responsibility for encouraging the growth of the Institute and of sustaining its membership. The Committee shall take an active part in creation and execution of membership recruitment and retention activities. The Committee shall further be responsible for recommending to the Board of Directors policies on such matters as categories of membership, membership privileges and benefits, recruitment, recognition of membership, and any other related issues.
 - i. International Activities Committee.** The International Activities Committee shall be responsible for establishing contact and maintaining communication with international organizations, associations and professional groups and for coordination of the international efforts of USITT, including but not limited to, the United States Center of OI STAT, USITT's contributions and planning of USITT's participation in Prague Quadrennial events, and visits by international guests to the USITT Annual Conference & Stage Expo.
 - j. Awards & Resolutions Committee.** The Awards & Resolutions Committee shall be responsible for the selection of recipients for various awards and resolutions to be presented by the Institute. Their selection must be ratified by the Board of Directors. The composition of the wording of awards and resolutions shall be the responsibility of this Committee.
 - k. Grants & Fellowships Committee.** The Grants & Fellowships Committee shall be responsible for the development and oversight, including the selection process, of all grants, fellowships, and scholarships granted by the Institute. The selection of all recipients for any grants, fellowships, or scholarships must be ratified by the Board of Directors.
 - l. Diversity & Inclusion Committee.** The Diversity & Inclusion Committee shall be responsible for supporting and promoting diversity, equity and inclusion within USITT's programs and projects and the Institute as a whole. In addition, the Committee will steer Institute efforts to advocate for and support diversity, equity and inclusion within the entertainment industry. The Committee shall be responsible for recommending to the Board of Directors policies that fulfill and advance the mission and goals indicated in the Diversity Policy.

ARTICLE VIII – COMMISSIONS

Section 1. COMMISSIONS. The Corporation may designate any number of commissions as the Board of Directors, by resolution adopted by a majority of the entire Board, may designate from time to time. Each commission shall be established to promote, recognize and provide programming and assistance to research activities in subject areas of interest to the Corporation and its members. The results of such activities shall be the dissemination of information to the membership and the entertainment arts design and technology community for the advancement of the profession.

Section 2. COMMISSIONERS. The Board of Directors shall appoint Commissioners responsible for each Commission. All terms of office shall commence July 1 of the year appointed and shall expire on the third anniversary thereof, except in the event of an earlier resignation or removal. Each commissioner may serve no more than two consecutive terms. Commissioners shall appoint the remaining leadership of their respective Commissions, subject to approval of the President and the Secretary.

Section 3. DUTIES. Commissioners shall be selected for their expertise in specific performing arts and entertainment design/technology fields. Each Commissioner shall be responsible for supporting approved research and/or projects and guiding them through the Standards and/or publications process as appropriate; guiding the development of Professional Development Workshops and symposia; and providing oversight of the Annual Conference & Stage Expo programming process. Each Commissioner shall consult with the Director responsible for the Commission area throughout his/her term(s) in office, and shall submit regular reports (at least annually) on the progress of projects.

Section 4. MEETINGS. Commissions shall meet as often as necessary to fulfill their functions within the Institute and as directed by the Board of Directors. In no case shall they meet less than once a year.

ARTICLE IX -- REGIONAL SECTIONS AND STUDENT CHAPTERS

Section 1. REGIONAL SECTIONS.

- a. **Purposes.** The purpose of the formation of a Regional Section of the Corporation is to stimulate the exchange of ideas and information among members in close geographic proximity and to support and further the stated purposes of the Corporation.
- b. **Membership.** The number of founding members of a Regional Section shall be no fewer than fifteen (15) voting members of the Corporation. A Regional Section may not continue with fewer than this number of members of the Corporation.
- c. **Boundaries.** The Regional Section shall be geographically constituted so as to enable regular meetings and exchanges of ideas and communication within areas that are normally closely bound together. Establishment and change of sectional boundaries shall be at the approval of the Board of Directors.
- d. **Powers.** Regional Sections shall be empowered to hold meetings and carry on any and all activities prescribed in their Charter. The Regional Section shall not be permitted to present, print, distribute, or advocate any official statement representing the Corporation without the express written approval and consent of the Board of Directors. The Regional Section shall not bind or enter into contracts binding on the Corporation.

The Regional Section shall not prescribe, print, or disseminate information, which is contrary to these bylaws or Certificate of Incorporation of the Corporation, or engage in any activity from which the Corporation is enjoined by law.

The Board of Directors shall receive all applications to establish Regional Sections for review and approval.

- e. **Finances.** The Regional Section may request financial assistance from the Corporation during its formation or for its ongoing activities. The Regional Section is empowered to levy, at its discretion, local dues in addition to the National membership dues.
- f. **Officers.** The officers of a Regional Section shall be members in good standing of the Corporation and shall consist of at least a Chair, Vice-Chair, Secretary and Treasurer who shall be elected by the Section membership. No more than two offices may be held by the same person.

- g. Charter.** The Board of Directors shall issue a Charter to each Regional Section upon approval of its application.
- h. Status.** A Regional Section shall maintain its active status in the Corporation as long as it continues to have no fewer than fifteen voting members of the Corporation, submits an annual report indicating financial status and continued activity in the section, and the officers of the Section are members in good standing of the Corporation. Failure to meet these requirements may result in the Board of Directors declaring a Section Inactive. During the time a Section is Inactive, Active status may be reinstated by the Board of Directors, providing the Section meets the requirements established in the bylaws for Active status. Inactive status may be held by a Section for a maximum of three years at which time its charter shall be revoked by the Board of Directors.

Section 2. STUDENT CHAPTERS.

- a. Purposes.** The purpose of the formation of Student Chapters of the Corporation is to stimulate activity in meeting the purposes of the Corporation through the activity of student members located at an institution or within a limited geographical area.
- b. Membership.** The members of a Student Chapter shall include at least six (6) persons who are student members in good standing of the Corporation. There shall be at least one (1) sponsor who is a non-student member in good standing of the Corporation and who is designated by the applicants to provide guidance and counsel for the Chapter.
- c. Application.** The Membership Committee Chair shall have the power to accept or renew the application of a Student Chapter for a term not to exceed one (1) year.
- d. Funds.** The Chapter is empowered to levy, at its discretion, local dues in addition to the National Membership dues. It may also, if conducting a project of national interest, seek financial assistance from the Corporation through application to the Chair of the Membership Committee.
- e. Powers.** The Chapter shall be empowered to hold meetings and carry on the project(s) or program(s) as prescribed in their Charter. The Chapter shall not be permitted to present, print, distribute, or advocate any official statement representing the Corporation without the express written approval and consent of the President. The Chapter shall not bind, or enter into contracts binding the Corporation, nor shall it prescribe, print, or disseminate information which is contrary to these bylaws or Certificate of Incorporation of the Corporation, or engage in any activity from which the Corporation is enjoined by law.

ARTICLE X – FELLOWS

Section 1. QUALIFICATIONS. The honorary designation “Fellow of the Institute” may be bestowed for life upon those members of the Corporation who have made a truly outstanding contribution to the theatre and/or the performing arts community and to the work of the Corporation.

Section 2. SELECTION. Fellows are nominated and selected by the existing Fellows according to established policies of that body as approved by the Board of Directors.

ARTICLE XI. DIRECTORS' AND OFFICERS' LIABILITY AND INDEMNIFICATION

Section 1. INDEMNIFICATION.

- a. Any person made or threatened to be made a party to any action or proceeding, other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person, such person's testator or intestate, was a director or officer of this Corporation, shall be indemnified by this Corporation to the full extent permitted by law against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person, such person's testator or intestate as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith, for a purpose which such person reasonably believed to be the best interests of the Corporation and in criminal actions or proceedings, had no reasonable cause to believe that his conduct was unlawful.
- b. Any person made or threatened to be made a party to any action or proceeding by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, by reason of the fact that such person, such person's testator or intestate, is or was a director or officer of this Corporation, shall be indemnified by this Corporation to the full extent permitted by law against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person, such person's testator or intestate in connection with the defense of such action or proceeding, or in connection with any appeal therein, if such director or officer acted in good faith, for a purpose which such person reasonably believed to be the best interests of the Corporation except that no indemnification under this paragraph shall be made in respect of (1) a threatened action, or a pending action which is settled or otherwise disposed of, or (2) any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that a court determines that such person is fairly and reasonably entitled to indemnity.
- c. Expenses incurred in defending a civil or criminal action or proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount in case such director or officer receiving such advancement or allowance is ultimately found not to be entitled to indemnification or, where indemnification is granted, to the extent the expenses so advanced by the Corporation or allowed by the court exceed the indemnification to which such director or officer is entitled.
- d. The right of indemnification provided in this Article XI shall not be deemed exclusive of any other rights to which a director or officer seeking indemnification or advancement of expenses may be entitled as provided in the Certificate of Incorporation or as provided by (1) a resolution of the Board or (2) an agreement providing for such indemnification, it being expressly intended that these bylaws authorize the creation of other rights in any such manner.

Section 2. INSURANCE. The Board shall have the power to purchase and maintain insurance: (i) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of its directors and officers under the provisions of this Article XI; (ii) to indemnify directors and officers in instances in which they may be indemnified by the Corporation; and (iii) to indemnify in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article XI, provided the contract of insurance covering such directors and officers provides, to the extent required by law, for a retention amount and for co-insurance.

Section 3. REPEAL OR MODIFICATION. No repeal or modification of this Article XI, including, without limitation, any repeal or modification of this Article XI occurring upon the merger, consolidation, or dissolution of the Corporation, shall adversely affect, repeal, or modify any right of indemnification for any act or omission which occurred or is alleged to have occurred while such right of indemnification was in place.

ARTICLE XII. FISCAL MANAGEMENT

Section 1. FISCAL YEAR. The fiscal year of the Corporation shall commence on the first day of July in each year. The commencement date of the fiscal year herein established shall be subject to change by the Board.

Section 2. CHECKS. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 3. BOOKS AND ACCOUNTS. The books and accounts of the Corporation shall be kept under the direction of the Treasurer in accordance with generally accepted accounting practices.

Section 4. AUDITING AND REPORTING. At the close of each fiscal year, the books and records of the Corporation shall be audited in accordance with generally accepted accounting practices, and the Audit Committee shall direct the President and Treasurer to present a full and correct statement of the affairs of the Corporation at the annual meeting of the members and filed with the Secretary and other agencies as legally required.

ARTICLE XIII. AMENDMENTS

Section 1. AMENDMENT. These bylaws may be amended or repealed or new bylaws may be adopted (a) by a majority vote of all the members present at any meeting of members of the Corporation, provided the provisions of a quorum have been met and the proposed action is inserted in the notice of such meeting, or (b) by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors.

Section 2. NOTICE. Prior to any vote to amend these bylaws, the bylaws as amended, together with a concise statement of the changes made, shall be presented to the members or the Board of Directors, as applicable, on a date not less than ten (10) and not more than thirty (30) days prior to any vote for approval thereof.

Whenever these bylaws are amended causing a change in the composition or numbers of the Board of Directors, all Directors and Officers currently in office that would be affected by such a change in the bylaws shall serve their full terms of service before such bylaws changes are implemented.

ARTICLE XIV. DISSOLUTION

In the event of dissolution of this Corporation, all assets remaining after payment of all obligations shall be distributed exclusively for charitable, educational, and scientific purposes to organizations organized and operated exclusively for such purposes and exempt from Federal Income Tax under the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.