

BY-LAWS
OF
INDIANA 211 PARTNERSHIP, INC.

ARTICLE I

Purposes and Offices

Section 1. General Purpose. The purpose of the Indiana 211 Partnership, Inc. (“Corporation”) shall be to plan for, implement and oversee a telephone-based information and referral system in Indiana through the use of the 2-1-1 dialing code so that people in Indiana in need of human services have quick referrals to those who provide them, and data is collected to assist communities in assessing needs and allocating resources.

Section 2. Charitable Purposes. The Corporation is organized exclusively for charitable and educational purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenses incurred in furtherance of any purpose or the exercise of any power, set forth in these By-Laws, and to make payments and distributions in furtherance of the purposes and the exercise of the powers set forth in these By-Laws.

Section 3. Powers of Corporation. The Corporation shall have the powers and rights existing under Indiana law, including without limitation the Indiana Nonprofit Corporation Act, common law, and all statutes, regulations, ordinances, and rulings, and may do all things necessary or convenient, not inconsistent with law and the purposes of the Corporation, to further the activities and affairs of the Corporation.

Section 4. Offices. The principal office of the Corporation in the State of Indiana shall be located in Indianapolis, Indiana, County of Marion. The Corporation may have such other offices, either within or without the State of Indiana, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 5. Registered Agent and Office. The Corporation shall have and continuously maintain in the State of Indiana a registered agent and registered office. The address of the registered office and the registered agent may be changed from time to time by the Board of Directors.

ARTICLE II

Members

Section 1. Members

(a) General Members. General membership in the Corporation shall be limited to those governmental and non-profit organizations that (i) have as part of their stated mission or purpose providing or supporting the provision of information and referral services or human services; and (ii) have executed a memorandum of understanding with the Corporation or unincorporated association that preceded it.

(b) Affiliate Members. Affiliate membership in the Corporation shall be limited to those organizations that, while not eligible to be General Members, have a mission or purpose that encompasses providing or supporting the provision of information and referral services.

Section 2. Approval of Members. All Members must be approved by the Board of Directors. In addition to determining whether a potential Member satisfies the requirements for one of the membership classes described above, the Board of Directors shall take into consideration in its review of a request for membership such other factors as it deems appropriate. Among the other factors that the Board of Directors may consider, if appropriate, is a potential member's demonstrated support or lack of support for the provision of information and referral services or close association with a person, firm or entity that has demonstrated support or a lack of support for the provision of information and referral services.

Section 3. Term of Membership. General and Affiliate memberships in the Corporation shall be for two years only and are subject to renewal with the approval of the Board of Directors at the end of such period.

Section 4. Attendance at Meetings and Voting Rights. Any meeting of the Corporation shall be open to all Members, but only General Members are eligible to vote at meetings. General Members are entitled to one vote for each matter submitted to a vote at any meeting of the Members.

Section 5. Termination of Membership. The Board of Directors may suspend or expel a Member for cause, including for the non-payment of dues as provided for in Article XVI of these By-Laws, after notice and an appropriate hearing, and may terminate the membership of any Member who becomes ineligible for membership.

Section 6. Resignation. Any Member may resign by filing a written resignation with the Corporation.

Section 7. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 8. Meetings of Members.

(a) An Annual Meeting of Members of the Corporation shall be held for the purpose of electing Directors and for the transaction of such other business as properly may come before the meeting. Such Annual Meeting shall be held within three months prior or subsequent to the beginning of the fiscal year of the Corporation.

(b) Special meetings of Members may be called at any time by the the Corporation's Chairman, by the Board of Directors or by one-third of the General Members entitled to vote on the business proposed to be transacted thereat.

(c) Attendance of thirty percent of the General Members in good standing shall constitute a quorum at any meeting. If a quorum is not present at any meeting, a majority of the General Members present may adjourn the meeting from time to time without further notice. Each action at any meeting of the Corporation shall be taken by a majority of votes cast on the question by the General Members voting.

(d) The Board of Directors may designate any time or place, either within or without the State of Indiana, for any Annual Meeting or for any special meeting of the Members.

(e) Written notice stating the place, day and hour of any meeting of Members shall be delivered personally, or sent by regular mail, facsimile or electronic mail, to each Member, not less than ten business days before the date of such meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which meeting is called shall be stated in the notice. Notice of any Members' meeting may be waived in writing if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof.

(f) Each General Member shall designate, by writing filed with the Secretary, one of the General Member's officers, directors or employees to serve as its representative in connection with the affairs of the Corporation, including without limitation voting at any meeting of the Members. A General Member may change the person designated to be its representative at any time by a writing filed with the Secretary. The failure to file a written designation of a person as the General Member's representative shall not prevent any person from acting as a General Member's representative if the Board of Directors determines to its satisfaction that the person is an officer, director or employee of the General Member and otherwise appropriate to serve as a representative. Each General Member shall have only one representative.

ARTICLE III

Board of Directors

Section 1. General Powers. The powers of the Corporation shall be exercised by its Board of Directors. The Board shall have the power to adopt rules and regulations not inconsistent with the Articles of Incorporation and these By-Laws or the laws of the State of Indiana for the management, administration and regulation of the affairs of the Corporation.

Section 2. Number, Tenure and Qualifications. The number of Directors shall be no fewer than three and no more than fifteen. No more than one Director shall be an officer, director or employee of a single General Member. No more than one-fourth of the Directors may be individuals who are not officers, directors, or employees of General Members.

Section 3. Election. Except as provided for in Article III, Section 10, Directors shall be elected by the General Members. Election procedures shall be prescribed by the Board of Directors. A written ballot shall be held if a contest exists.

Section 4. Terms. Each Director shall be elected for a three-year term of office; provided, however, the first Board of Directors elected under these By-Laws shall have five individuals elected for a three-year term, five individuals elected for two-year term, and five individuals elected for a one-year term. The terms of Directors shall commence upon election and shall not expire until his/her successor is elected and qualified. No person shall serve for more than three consecutive full terms as a Director.

Section 5. Meetings. Regular meetings of the Board of Directors may be held at such time and place, either within or without the State of Indiana, as shall from time to time be determined by the Board of Directors. Notice of regular meetings shall not be required to be given; provided, however, that whenever the time or place of regular meetings shall be fixed or changed, notice of such action shall be mailed promptly to each Director who shall not have been present at the meeting at which such action was taken, addressed to him or her at his or her residence or usual place of business. Special meetings of the Board of Directors may be called at any time and location by or at the request of the Chairman or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Indiana, as the place for holding any special meeting of the Board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least three business days previously thereto by written notice delivered personally or sent by regular mail facsimile or electronic mail to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a

Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 7. Quorum and Vote. A quorum at any meeting of the Board of Directors shall be a majority of the total number of Board members elected and qualified from time to time; provided, that less than a majority of the Directors may adjourn any meeting without further notice. A vacancy on the Board of Directors shall not impair the right of a quorum to exercise all the rights and perform all the duties of the Board. Any action taken by the Board of Directors may be authorized by resolution at any regular or special meeting, and each resolution shall take effect immediately and need not be published or posted. No vote may be cast on behalf of a Board member by another person through the use of a proxy. Each action at any meeting of the Board of Directors shall be taken by a majority of the votes cast on the question by the Board members present, each exercising one vote, unless applicable law or these By-Laws provide otherwise. Directors shall participate and vote at all meetings of the Board of Directors in person.

Section 8. Form of Meeting - Written Consent to Action. Unless otherwise restricted by the laws of Indiana, any action required or committed to be taken at any meeting of the Board of Directors, or any committee designated by the Board, may be taken without a meeting, if all members of the Board or of such committee consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. Unless otherwise restricted by the laws of Indiana, the Board or any committee designated by such Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment where all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting.

Section 9. Manner of Acting. The act of a majority of the Directors present at the meeting shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors caused by resignation, death, retirement, disqualification, incapacity, removal or increase in the number of Directors shall be filled by majority vote of the remaining members of the Board of Directors of the Corporation.

Section 11. Compensation and Expenses. Directors as such shall not receive any stated salaries for their services, but reasonable expenses incurred for the benefit of the Corporation may be reimbursed by the Corporation. No expense may be reimbursed unless a written request for reimbursement, accompanied by a receipt, is presented.

Section 12. Resignation. Any Director may resign at any time by giving written notice of his resignation to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall take effect upon receipt thereof.

Section 13. Removal of Directors. Any Director may be removed at any time, either for or without cause, by the two-thirds vote of the Board of Directors.

ARTICLE IV

Officers

Section 1. Number. The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer and each shall be elected by the members of the Board of Directors from among its members.

Section 2. Election and Term. Officers shall be elected annually. Each such officer shall hold his office until his successor shall have been duly elected or until his death, resignation or removal.

Section 3. Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The Chairman. Subject to the control of the Board of Directors, the Chairman shall function for all purposes as the Corporation's President and principal executive officer and shall in general supervise and control all of the business and affairs of the Corporation. The Chairman may sign with the Treasurer or any other proper officer of the Corporation authorized by the Board of Directors any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation. The Chairman shall see that all orders and resolutions of the Board of Directors are carried into effect and in general shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chairman. In the absence of the Chairman or in the event of his or her inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned to him or her by the Chairman or by the Board of Directors.

Section 7. Secretary. As and to the extent required by law or directed by the Corporation's Board of Directors, the Secretary shall:

- (a) Record all the proceedings of the Board of Directors and committees, if any, in books to be kept for such purpose;
- (b) Cause all notices to be duly given in accordance with the provisions of these By-Laws and as required by law;
- (c) Be custodian of the records and of the seal of the Corporation and, if required by law, to cause such seal to be affixed to all instruments, the execution of which on behalf of the Corporation under its seal shall have been duly authorized in accordance with these By-Laws;
- (d) See that the lists, books, reports, statements, certificates and other documents and records required by law are properly prepared, kept and filed;
- (e) Have charge of the minute books of the Corporation; and
- (f) In general, perform all duties incident to the office of Secretary and such other duties as are given to him or her by these By-Laws or as from time to time may be assigned to him or her by the Board of Directors or the Chairman.

Section 8. Treasurer. As and to the extent required by law or directed by the Corporation's Board of Directors, the Treasurer shall:

- (a) Have charge of and supervision over and be responsible for the funds, receipts and disbursements of the Corporation;
- (b) Cause the monies and other valuable effects of the Corporation to be deposited in the name and to the credit of the Corporation in such banks or trust companies or with such bankers or other depositories as shall be selected by the Board of Directors;
- (c) Subject to contrary resolution by the Board of Directors, cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of the Corporation and cause to be taken and preserved proper vouchers for all money disbursed;
- (d) Render to the Board of Directors financial reports from time to time as requested;

- (e) Cause to be kept at the principal business office of the Corporation correct books of account of all its business and transactions; and
- (f) In general, perform all duties incident to the office of Treasurer and such other duties as are given to him or her by these By-Laws or as from time to time may be assigned to him or her by the Board of Directors or the Chairman.

Section 9. Employees and Agents. The Board shall employ such employees and agents as it deems appropriate and the powers, duties and compensation of employees and agents shall be as fixed by the Board of Directors or by authority delegated by the Board.

Section 10. Fidelity Bonds. Each Director, officer, employee or agent of the Corporation shall furnish such fidelity bonds as may be required by the Board of Directors from time to time.

ARTICLE V

Committees

Section 1. Committees. The Board of Directors may create such committees as it deems appropriate and assign them with specific duties and powers and determine the date of their termination. The members of the committees need not be members of the Board of Directors.

Section 2. Chairman. One member of each committee shall be appointed as its chairman by the Corporation's Chairman.

Section 3. Term of Office. Each member of a committee shall continue to serve at the discretion of the Corporation's Board of Directors .

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

Section 7. Limitation of Authority. No committee shall have any authority beyond that expressly granted to it by the Board of Directors.

ARTICLE VI

Contracts, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chairman of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors 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 VII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation for one or more of the exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), consistent with the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Marion County Probate Court exclusively for such purposes or to such organization or organizations that are organized and operated exclusively for such purposes as said Court shall determine.

ARTICLE VIII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Interest of Directors in Contracts. A contract or other transaction between the Corporation and a Director of the Corporation or between the Corporation and any other corporation, political subdivision, firm, association, or entity in which a Director of the Corporation is a stockholder, director, member, employee or an officer or is financially interested, may not be either void or voidable because of this relationship or interest or because the Director is present at the meeting of the Board of Directors of the Corporation or a committee of the Board of Directors of the Corporation that authorizes, approves, or ratifies the contract or transaction or because the Director's votes are counted for such purposes if:

- (1) The fact of the relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Director; or
- (2) The contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee of the Board of Directors that authorizes, approves, or ratifies the contract or transaction. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 2. Director Liability. No Director of the Corporation shall be liable for any of the Corporation's obligations.

Section 3. Public Charity Status. The Corporation shall seek to be classified as a public charity and not as a private foundation. The failure of the Corporation to obtain classification as a public charity shall not affect its existence in any manner, and the Corporation shall exist as if it were intended to be a private foundation. To this end, the Corporation:

- (a) Will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law);

- (b) Will not engage in any act of self-dealing as defined in § 4941(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law);
- (c) Will not retain any excess business holdings as defined in § 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law);
- (d) Will not make any investments in such manner as to subject it to tax under § 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); and
- (e) Will not make any taxable expenditures as defined in § 4945(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IX

Indemnification of Officers, Directors and Other Persons

Section 1. General. To the extent not inconsistent with applicable law, every Eligible Person shall be indemnified by the Corporation against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim:

- (a) if such Eligible Person is Wholly Successful with respect to the Claim, or
- (b) if not Wholly Successful, then if such Eligible Person is determined, as provided in either Section 3(i) or 3(ii) of this Article IX, to have:
 - (1) conducted himself or herself in good faith; and
 - (2) reasonably believed:
 - (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; and
 - (ii) in all other cases, that his or her conduct was at least not opposed to the best interest of the Corporation; and

- (3) in the case of any criminal proceeding, either:
 - (i) had reasonable cause to believe his or her conduct was lawful; or
 - (ii) had no reasonable cause to believe his or her conduct was unlawful.

The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (b) of this Section 1. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interest of the Corporation or at least not opposed to its best interest if the Eligible Person reasonably believed he was acting in conformity with the requirements of such Act or he reasonably believed his actions to be in the interest of the participants in or beneficiaries of the plan.

Section 2. Definitions.

(a) The term “Claim” as used in this Article IX shall include every pending, threatened, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), whether civil, criminal, administrative, or investigative, formal or informal, in which an Eligible Person may become involved, as a party or otherwise: (i) by reason of his being or having been an Eligible Person, or (ii) by reason of any action taken or not taken by him in his capacity as an Eligible Person, whether or not he continued in such capacity at the time a Liability or Expense shall have been incurred in connection with a Claim.

(b) The term “Eligible Person” as used in this Article IX shall mean every person (and the estate, heirs, and personal representatives of such person) who is or was a Director, officer, member, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, agent, or fiduciary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving an employee benefit plan at the request of the Corporation if his duties to the Corporation also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

(c) The terms “Liability” and “Expense” as used in this Article IX shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person or reasonable expenses with respect to a proceeding.

(d) The term “Wholly Successful” as used in this Article IX shall mean (i) termination of any Claim against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after making or threatened making of any Claim without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Procedure.

(a) Every Eligible Person claiming indemnification hereunder (other than one who has been Wholly Successful with respect to any Claim) shall be entitled to indemnification if it is determined, as provided in this Section 3(a), that such Eligible Person has met the standards of conduct set forth in clause (b) of Section 1 of this Article IX. The determination whether an Eligible Person has met the required standards of conduct shall be made (i) by the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the Claim, and if such a quorum cannot be obtained, then (ii) by majority vote of a committee duly designated by the Board of Directors (in which designation, Directors who are parties to the Claim may participate) consisting solely of two (2) or more Directors not at the time parties to the Claim, and if such a committee cannot be constituted by the Directors, then (iii) by special legal counsel selected by a majority vote of the full Board of Directors (in which selection, a Director who is a party to the Claim may participate). If an Eligible Person is found to be entitled to indemnification pursuant to the preceding sentence, the reasonableness of the Eligible Person's Expenses shall be determined by the procedure set forth in the preceding sentence, except that if such determination is by special legal counsel, the reasonableness of Expenses shall be determined by a majority vote of the full Board of Directors (in which determination, a Director who is a party to the Claim may participate).

(b) If an Eligible Person claiming indemnification pursuant to Section 3(a) of this Article IX is found not be entitled thereto, the Eligible Person may apply for indemnification with respect to a Claim to a court of competent jurisdiction, including a court in which the Claim is pending against the Eligible Person. On receipt of an application, the court, after giving notice to the Corporation and giving the Corporation ample opportunity to present to the court any information or evidence relating to the Claim for indemnification that the Corporation deems appropriate, may order indemnification if it determines that the Eligible Person is entitled to indemnification with respect to the Claim because such Eligible Person met the standards of conduct set forth in clause (b) of Section 1 of this Article IX. If the court determines that the Eligible Person is entitled to indemnification, the court shall also determine the reasonableness of the Eligible Person's Expenses.

Section 4. Nonexclusive Rights. The right of indemnification provided in this Article IX shall be in addition to any rights to which any Eligible Person may otherwise be entitled. Irrespective of the provisions of this Article IX, the Board of Directors may, at any time and from time to time, (a) approve indemnification of any Eligible Person to the full extent permitted by the provisions of applicable law at the time in effect, whether on account of past or future transactions, and (b) authorize the Corporation to purchase and maintain insurance on behalf of any Eligible Person 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.

Section 5. Expenses. Expenses incurred by an Eligible Person with respect to any Claim shall be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof if:

- (1) the Eligible Person furnishes the Corporation a written affirmation of his good faith belief that he has met the standards of conduct specified in Section 1(b) of this Article IX;
- (2) the Eligible Person furnishes the Corporation a written undertaking, executed personally or on the Eligible Person's behalf, to repay the advance if it is ultimately determined that the Eligible Person did not meet the standards of conduct specified in Section 1(b) of this Article IX; and
- (3) the Board of Directors makes a determination that the facts then known would not preclude indemnification of the Eligible Person.

Section 6. Contract. The provisions of this Article IX shall be deemed to be a contract between the Corporation and each Eligible Person, and an Eligible Person's rights hereunder with respect to a Claim shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article IX that occurs subsequent to the date of any action or not taken by reason of which such Eligible Person becomes involved in a Claim.

Section 7. Effective Date. The provisions of this Article IX shall be applicable to Claims made or commenced after the adoption hereof, whether arising from acts or omissions to acts before or after the adoption hereof.

ARTICLE X

Books and Records

To the extent required by law, the Corporation shall keep at the registered or principal office correct and complete books and records of account, minutes of the proceeds of its members, Board of Directors and committees having any of the authority of the Board of Directors, and a record giving the names and addresses of the Members and Directors.

ARTICLE XI

Fiscal Year

Unless otherwise provided in a resolution adopted by the Board of Directors, the fiscal year of the Corporation shall commence on the first day of January in each year and shall end on the last day of December.

ARTICLE XII

Corporate Seal

The Seal of the Corporation shall consist of a circular disc across the center of which shall appear the name of the Corporation and the word "SEAL."

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act, as amended, or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Exempt Activities

Notwithstanding any other provision of these By-Laws, no Director, officer, member, employee, agent, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under § 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XV

Amendments

All By-Laws of the Corporation now or hereafter adopted shall be subject to amendment, alteration or repeal, and new By-Laws may be adopted by the affirmative vote of two-thirds of the then elected and qualified Directors, given at any regular or special meeting; provided, however, that the notice or waiver of notice of such meeting shall have stated, in effect, that consideration is to be given at such meeting to the amendment, alteration or repeal of the By-Laws or the adoption of new By-Laws. Notwithstanding any amendment, alteration or repeal of the By-Laws or the adoption of new By-Laws, the Board of Directors may continue in its discretion to apply and follow until the next election of Directors the amended, altered, repealed or former By-Laws, in whole or part.

ARTICLE XVI

Section 1. Dues. Dues payable by Members of the Corporation shall be as determined by the Board of Directors from time to time. In addition to establishing the amount of any dues, the Board of Directors shall determine when dues shall be payable by Members.

Section 2. New Members. Dues of each new Member of the Corporation shall be prorated in such manner as the board of directors shall determine from time to time.

Section 3. Default and Termination of Membership. When any Member shall be in default in the payment of dues for a period of three months from the beginning of the period for which such dues become payable, its membership shall be deemed to be no longer in good standing and such Member may be suspended or expelled by the Board of Directors in the manner provided in Article II of these By-Laws.

Secretary

Date