

AMENDED AND RESTATED BY-LAWS OF

IndyCREW, INC.

Dated July __, 2022

ARTICLE I.
FORMATION AND AFFILIATION

Section 1. Name. The name of this corporation shall be IndyCREW, Inc. (hereinafter referred to as the “Corporation”)

Section 2. Affiliation. This organization functions as an affiliate Chapter of the Commercial Real Estate Women Network (CREW Network) and will follow the organizational bylaws and procedures set forth by CREW Network and the CREW Network Board of Directors.

Section 3. Registered Agent’s Office. The post office address of its principal office is P.O. BOX 3461, Carmel, IN 46082, and the name and address of its registered agent is Joelle Compton, 2019 W. 136th Street,, Carmel, IN 46032. The location of its principal office, or the designation of its registered agent, or both, may be changed from time to time by the Board of Directors in accordance with the Indiana Nonprofit Corporation Act of 1991, as amended.

ARTICLE II.
PRINCIPLES AND PURPOSE

Section 1. Defined. Consistent with its purpose set forth below and in its Articles of Incorporation, and by means permitted to be carried on by corporations exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue law), this Corporation shall undertake to operate exclusively for the benefit of, to perform the functions of, and to carry out the obligations of, organizations which qualify as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue law), in such manner as the Board of Directors shall determine.

Section 2. Purposes. The purposes of the Corporation are to:

- (a) Encourage and promote business and professional opportunities for women inclusive of all cultures, experiences and identities in the field of commercial real estate;
- (b) Provide a communication network among women in the field of commercial real estate;
- (c) Further the professional development and expertise of the members through educational opportunities;
- (d) Encourage the recognition and professional development of women in the field of commercial real estate; and
- (e) Promote the highest professional standards among its members.

ARTICLE III. MEMBERS

Section 1. Eligibility. Unless provided to the contrary below, each member of the Corporation must be a professional employed full time in 2 of the last 4 years prior to membership in one of the following fields of commercial real estate: developers, brokers or agents, asset managers, commercial real estate lawyers, commercial real estate appraisers, finance officers or agents, title insurance services or escrow officers or agents, architects and related architectural fields, surveyors and engineers, marketing and public relations, city planners, real estate consultants, media, educators, commercial tenant representatives, or other fields as designated by the Corporation's Board of Directors from time to time which foster and support the purposes of the Corporation. The Corporation's Board of Directors may change the membership criteria from time to time without amending these Bylaws, including, without limitation, (a) setting from time to time a maximum number or percentage of members in each of the aforementioned fields of commercial real estate, (b) establishing classes of members, and (c) permitting honorary memberships. Membership in the Corporation shall be individual (as opposed to business) and is nontransferable.

Section 2. Classes. Membership in the Corporation shall include the following classes.

(a) FULL Member. Any person of good character and reputation who is a professional in the field of commercial real estate may become a member of the Corporation; provided, however, that members have at least five (5) consecutive years of experience in a qualified field of commercial real estate (as defined herein) and be currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one or more of the Qualified Fields of Commercial Real Estate.

(b) Qualified Fields of Commercial Real Estate. "Qualified fields of commercial real estate" shall include Accounting, Acquisitions/Dispositions, Appraisal, Architecture, Asset Management, Brokerage, Business Development (100% CRE firm), Commercial Insurance, Commercial Lending, Construction Mgmt/General Contracting, Consulting, Corporate Real Estate, Cost Segregation, Economic Development, Education, Engineering, Environmental, CRE Executive, Development, Real Estate, Facility Management, Finance, Human Resources (100 % CRE firm), Interior Design/Space Planning, Investment Management, Investor Relations, Land Surveying, Land Use Planning and Zoning, Law, Market Research, Program/Project Management, Property Management, Public Sector, Quasi-Governmental Transportation and Port Authorities, Relocation Services, Risk Management, Title/Escrow, and such other fields as may from time to time be approved by the Board of Directors, so long as the services provided relate to commercial real estate. For purposes of the foregoing the term "commercial real estate" shall mean income-producing real property and real property held for investment. Services rendered in connection with the sale or transfer of individual residential units shall not be considered to relate to Commercial Real Estate but instead shall be considered to relate to residential real estate.

(c) ASSOCIATE Member. Any person of good character and reputation who is a professional in the field of commercial real estate with at least two years but fewer than five years' experience may become an associate member of the Corporation; provided, however, that such person is currently involved in a substantially full-time, professional position, the

primary responsibilities of which are in one or more of the qualified field of commercial real estate (as defined herein).

(e) AFFILIATE Member. Any person of good character and reputation who is a professional whose primary professional responsibilities relate to, benefit or support commercial real estate, or whose primary responsibility is selling a physical product related to commercial real estate, and whose admission would further the purposes of the association and benefit its members (as determined by the board of directors).

(f) CIVIC Member. Any person of good character and reputation who is currently employed in local or regional government, other public agencies, universities or other educational institutions or not-for-profit organizations and such person's position's primary responsibilities are in one or more of the Qualified Fields of Commercial Real Estate, or who may or may not meet primary responsibility or experience requirements, but whose admission would further the purposes of the association and benefit its members (as determined by the board of directors). CIVIC Members meeting the requirements of a FULL member, as set forth above, shall be granted all of the rights provided to a FULL member hereunder.

(g) RETIRED / STUDENT Member. Any person of good character and reputation who was a member of a CREW Chapter for 3+ years immediately preceding their retirement OR who is currently involved as a full-time undergraduate student in a field of study that directly relates to a potential professional position in one or more of the qualified fields of commercial real estate (as defined herein).

Section 3. Composition. The number of FULL members in the Corporation shall equal at least seventy-five percent (75%) of the total membership. The aggregate number of ASSOCIATE, and AFFILIATE members of the Corporation shall not exceed twenty-five percent (25%) of the total membership. CIVIC and RETIRED/STUDENT members are not included in the total membership figure when calculating the 75/25 ratio.

Section 4. Application. Each applicant shall file with the Corporation a written application for membership which shall include such information as determined by the Board of Directors or by the Committee or agent to whom the responsibility for membership applications is delegated by the Board of Directors or by the President. All applications for membership in any category must be approved by the Board of Directors which shall have sole discretion. No membership shall become effective until the applicable dues are paid in full. The Corporation's Board of Directors may require members to recertify their eligibility for membership on an annual basis.

Section 5. Membership Book and Roster. The Corporation shall keep a record of the membership of the Corporation, including the current name, address, telephone number, date of admission, and class of membership for each member, and shall have that record available at such time and place as is necessary for the conduct of the Corporation's business.

Section 6. Dues. The Board of Directors shall establish the dues structure for all membership classes. The Corporation shall send or cause to be sent an invoice for dues to each member annually. Failure to remit dues by the due date determined by the Board of Directors shall be grounds for termination of membership. Each member must pay, on the conditions set by the Corporation's Board of Directors, the local and national annual dues in amounts to be fixed from time to time by the Corporation's Board of Directors. Annual dues are due on January 1 of each calendar year and

semiannual dues, if applicable, are due on July 1 of each calendar year and are delinquent if not paid by February 14 or July 15, respectively. A penalty may be assessed on delinquent dues at the discretion of the Corporation's Board of Directors.

Section 7. Term. The term of membership for all members will expire annually on December 31.

Section 8. Resignation. Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting of the Board after receipt. Such resignation shall not relieve the member so resigning of the obligation to pay any accrued and unpaid dues, assessments or other charges.

Section 9. Termination. The Board of Directors, by a majority vote of the full Board, may terminate the membership of any member of the Corporation in its sole discretion. Such members shall be given notice by electronic mail, with a copy of the same to be sent via USPS mail to his/her/their last known address at least thirty (30) days prior to the meeting at which the Board is to act on his/her/their proposed termination. At that meeting the member shall have the right to be heard by the Board of Directors prior to its vote on the proposed termination. The fact and date of termination of any member shall be recorded in the membership book.

Section 10. Reinstatement. Upon written request signed by an inactive member and filed with the Secretary, the Board of Directors may vote to reinstate such inactive member to active membership. An inactive member seeking reinstatement to active status shall notify the incumbent Secretary, complete a new application form and pay all applicable dues, assessments or other charges that are currently due.

ARTICLE IV. **MEETINGS OF CREW NETWORK ORGANIZATION**

A minimum of one (1) official delegate, or designated alternate (see Article VI, Section 3-4), will be in attendance at all CREW Network leadership summit & council meetings (typically three per year: winter, spring and fall) to represent the members of the chapter. The official chapter delegates (2) are responsible to disseminate CREW Network information to the members and leaders of the chapter and to act as a liaison between CREW Network and the chapter. Two (2) votes per chapter are required on all CREW Network governance issues that come before the Council of Delegates: one (1) vote from each of two (2) delegates, or two (2) votes from one (1) delegate, if the only delegate in attendance.

ARTICLE V. **MEETINGS OF THE CORPORATION**

Section 1. Meetings and Quorum. The annual meeting of the membership shall be held in September, or on such other date as is determined by the Board of Directors for the purpose of announcing the slate of Officers and Directors for the following year and such other matters as determined by the Board. No notice shall be necessary for the holding of this annual meeting. Special meetings of the membership may be called as provided by law or by the President or any Board member at the written request of not less than one-third (1/3) of the members authorized to vote. Meetings of the membership may be held either within or outside of this state.

Section 2. Voting Rights. Each member in good standing shall be entitled to one vote on all matters. Cumulative voting shall be prohibited.

Section 3. Proxy/ Absentee. The members of this Corporation, represented in person or by proxy or voting by absentee ballot, at any meeting or mail vote of members shall constitute a quorum for such meeting or mail vote. A member may vote by proxy, by an instrument in writing executed by that member, appointed to act on behalf of the member for one or more matters at a particular meeting or meetings of members, including all adjournments thereof. A facsimile, electronic mail or similar communication appearing to have been transmitted by such person, or a photocopy or equivalent reproduction of a writing appointing a proxy, is a sufficient writing. No appointment of a proxy shall be valid after the expiration of one month after it is made unless the writing specifies the date on which it is to expire or the length of time it is to continue in force. A member may vote by absentee ballot by delivering the ballot, in advance of the meeting of members, to any Officer of the Corporation in person, by ordinary mail, facsimile, electronic mail or similar communication or via a delivery service. Unless otherwise provided herein, a majority of the members voting on any matter shall determine the matter.

Section 4. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or outside Indiana, and any action may be taken thereat if notice is waived in writing by every member having the right to vote at the meeting.

Section 5. Books and Records. Any member shall have the right to examine all financial books and records of the Corporation for any reasonable and proper purpose and at any reasonable time. However, such request must be made in writing and directed to the President of the Board, with a copy to the Corporation's Executive Director. The Board may redact any information found in the requested records that it feels reasonably necessary to maintain confidentiality of the Corporation.

ARTICLE VI. **BOARD OF DIRECTORS**

Section 1. Duties, Number and Qualification. The Board of Directors shall consist of not less than seven (7) and not more than fifteen (15) persons eligible to serve. The Board of Directors shall be charged with the responsibility for managing the property, governance and business affairs of the Corporation by the adoption of policies and procedures ("Policies and Procedures") which shall set forth: the policy for such management including but not limited to the power to fix the salaries of all officers, to employ and discharge all employees and appointive officers, fix the wages or salaries thereof; or said Board may authorize any one or more of its officers to do so, policy for fees, benefits and guidelines for membership and the procedures regarding same. The Board may, by written resolution, or through the Policies and Procedures document, as may be amended from time to time, prescribe, or amend the manner in which all obligations of the Corporation shall be issued and signed. No person shall serve as a Director unless such person is an active FULL, RETIRED or AFFILIATE member, as further defined herein. The Board of Directors shall be composed of those members who are Officers of the Corporation and the Directors.

Section 2. Composition. The Board shall be composed of no more than 2 AFFILIATE members, no more than 2 RETIRED members, and the remainder of the Board shall consist of FULL members.

Section 3. Election. The Directors of the Corporation shall be elected by the members of the Corporation at the annual meeting to be held in September of each year. The Directors shall elect the Officers of the Corporation as set forth in Article VII. In order to be qualified to be elected to the position of Director, an individual must be a member in good standing who has a minimum of five (5) years of experience in fields related to commercial real estate.

Section 4. Term. Members of the Board of Directors shall serve for three (3) year terms. Membership on the Board of Directors shall be limited to six (6) years in succession. The official terms of the newly elected Directors and Officers shall commence on the first day of January following the annual meeting and election.

Section 5. Selection. The Nominating Committee shall select replacements for those Directors whose terms are expiring. Such nominees shall serve unless disapproved by a majority of the voting members of the Corporation at the annual meeting or mail vote for such purpose.

Section 6. Meetings. The Board of Directors shall meet within thirty (30) days of the annual meeting of members for the purpose of organization, election of officers, and consideration of any other business that may be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. Regular meetings of the Board of Directors shall be held on an as-needed basis, but not less than three (3) times a year. Special meetings of the Board of Directors for any purpose or purposes may be called by any two (2) Directors.

Section 7. Notice. The Secretary shall deliver written notice of the time and place and, in the case of a special meeting, the purpose of meetings for the Board of Directors at least three (3) days prior thereto.

Section 8. Quorum. The presence of a simple majority of the members of the Board of Directors shall constitute a quorum. If a quorum is not present a lesser number may adjourn the meeting to a later day, not more than ten days later. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice. Any Director shall be deemed present at a meeting if attending by telephonic or other communication equipment by means of which all persons participating in the meeting can hear each other.

Section 9. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at any time and at any place within or outside of Indiana and any action may be taken thereat, if notice is waived in writing by every member of the Board of Directors.

Section 10. Resignation. A Director of the Corporation may resign at any time by giving notice thereof in writing to the Corporation's Board of Directors. In the event that a Director is absent from 3 consecutive meetings of the Board, such resignation may be deemed by the Corporation's Board of Directors to have been tendered and accepted.

Section 11. Vacancies. Any vacancy in the Board of Directors caused by death, resignation or other incapacity may be filled by a majority vote of the remaining Directors to serve out the unexpired term. If the vote of the remaining Directors shall result in a tie, such vacancy may be filled by a vote of the Nominating Committee at a special meeting called for that purpose.

Section 12. Removal. The Board of Directors, by a majority vote of those Directors whose positions are unquestioned, may remove any member of the Board or Officer from office for good cause. In addition to removal for good cause, the failure of a Director to attend, without an excuse approved by the President, two consecutive meetings of the Board or 50% or more of the total Board meetings in one year, shall constitute a basis for removing that Director as a member of the Board of Directors. Written notice shall be given to any person whose continued service in office has been called into question thirty (30) days in advance of the meeting at which removal is to be considered by the Board of Directors. At that meeting the person whose removal from office is in question shall have the right to be heard by the Board of Directors prior to its vote on removal.

ARTICLE VII. **OFFICERS**

Section 1. Selection and Term. The Corporation shall have a Past President, President, a President-Elect/Delegate, a Secretary, a Treasurer, and a second Delegate (who may or may not hold one of the aforementioned officer positions). The Corporation may also have such other officers and assistants as it may desire. Any two or more offices may be held by the same person, except that the duties of the President and the Secretary shall not be performed by the same person. Such Officers shall be selected from the active members of the Corporation by the Nominating Committee, shall serve unless disapproved by a majority of all of the members of the Corporation (which majority shall include a majority of all of the active members of the Corporation) at a meeting or mail vote for such purpose, and shall serve for one year in that capacity and until their successors are selected and qualified.

Section 2. Past President. The Past President shall provide advice and counsel to the President and, in the absence of both the President and President-Elect, shall preside at meetings of the Corporation and the Board of Directors. The Past President shall chair the Nominating Committee.

Section 3. President and President-Elect/Delegate. The President shall be the chief executive officer of the Corporation and shall administer and exercise general supervision over all its affairs. The President shall become the Past President of the Corporation for the term succeeding the term which the person has served as President. The President, and in the President's absence the President-Elect, shall preside at all meetings of the Corporation and at all meetings of the Board of Directors and shall discharge any other duties the Board of Directors may require. The President-Elect shall become the President of the Corporation for the term succeeding the term which the President previously served as President-Elect. The President-Elect shall represent the Corporation as a Delegate to CREW Network and attend, or make arrangements for an approved alternate to attend, all CREW Network council meetings during such term. The President and President-Elect/Delegate shall be a FULL member.

Section 4. Delegates. There shall be at least two (2) official Delegates, with one position being held by the President-Elect of the Chapter as noted in Section 3 above, who are charged with the responsibility to disseminate information from CREW Network to the members and leaders of the chapter and to act as a liaison between CREW Network and their chapter. Delegates are required to attend, or make arrangements for an alternate delegate, approved by the Board of Directors, to attend all CREW Network council meetings during the Delegates' term. Two (2) votes per chapter are required on all CREW Network governance issues that come before the Council of Delegates (one vote each cast by two delegates or two votes cast by one delegate if there is only one delegate in attendance). Delegates shall be FULL members.

Section 5. Secretary. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board of Directors and of the members, shall see that all notices are duly given in accordance with the provisions of these Bylaws and, if otherwise, pursuant to law, shall discharge any other duties the Board of Directors may require. The Secretary shall be responsible for determining whether there is a quorum at meetings. The Secretary shall be a FULL member.

Section 6. Treasurer. The Treasurer shall oversee the executive director of the Corporation, as hired by the Board, and shall make such requests as required by the Board of the executive director to provide reports, financial statements, and other associated documents, and access to such information as the Board of Directors may require. Furthermore, the Treasurer shall oversee the executive director with the development of the Corporation's annual budget; and shall discharge any other duties the Board of Directors may require. The Treasurer shall also serve as Chairperson of the Finance Committee, if one exists. The Treasurer shall be a FULL member.

Section 7. Vacancy and Removal. A vacant office may be filled in the manner described in Article VI Section 10 of these Bylaws. Removal of a person from office shall be as described in Article VI Section 11 of these Bylaws

Section 8. Executive Director. The Board of Directors may, at its option hire an executive director to work on the day-to-day administrative duties of the Corporation. This position is at-will and does not have a voting position on the Board. The Board of Directors may modify the duties of this position from time-to-time, and shall be responsible for defining the compensation for this position.

ARTICLE VIII. **COMMITTEES**

Section 1. Nominating Committee. The Board shall appoint a Nominating Committee to be comprised of at least five (5) members as follows: the President, the President-Elect, the Past-President (who shall be Chairperson), and at least two (2) non-Board members appointed by the Board of Directors. No later than July 31 each year, or a date approved of by the Board in writing, but in no event shall such date be later than September 30th, the Nominating Committee shall select from those active members of the Corporation who have expressed a willingness to serve on the Board of Directors a slate which shall include Officers to serve during the upcoming calendar year and Directors to replace those whose terms are expiring to serve for the following two calendar years. The Nominating Committee shall notify the general membership of such selections no later than the earlier of August 31 or seven days prior to the annual meeting of the general membership, which shall occur in September or October of each year. Such notice may be by meeting of the general membership called for such purpose, by mail, facsimile, electronic mail, or such other method approved by the Nominating Committee. The nominees shall serve in such capacities unless the slate is disapproved by a majority of all of the members of the Corporation (which majority shall include a majority of all of the active members of the Corporation). Voting may occur at a meeting of the general membership or by mail ballot (including regular U.S. mail, facsimile or electronic mail). If the slate is disapproved, then the Nominating Committee shall select a replacement slate of Officers and Directors, repeating the process outlined above until a slate of Officers and Directors is qualified to serve.

Section 2. Committees. The Board of Directors may from time to time appoint one or more additional Committees to consist of not less than three (3) members and may authorize the delegation to any such Committee of any of the authority of the Board of Directors. The Board may

appoint one or more Directors as liaisons of any such Committee who may attend any meeting of the particular Committee and report the activities of the Committee to the Board of Directors. The duties of the Committees shall be defined from time to time by the Board of Directors. Chairpersons of the Committees shall be appointed by the President. These Chairpersons shall serve a term of one (1) year and may be reappointed for subsequent terms.

Section 3. Meetings and Quorum. Meetings of any Committee shall be held on an as-needed basis as determined by the Board of Directors or the Chair of the Committee, but at least once annually, on a date and at a place designated by the Chair of the Committee. Attendance at meetings of any Committee shall be open to all members of the Corporation; however, only Committee members shall be eligible to vote at these meetings. The presence of a simple majority of the members of the Committee shall constitute a quorum.

Section 4. Special Committees. The President may appoint such other Committees as are necessary to transact the business of the Corporation.

Section 5. Constraints and Accountability. All actions of the Committees shall be approved by the President. No commitments on behalf of the Corporation may be made by the Chairs or members of the Committees without the prior approval of the Board of Directors.

Section 6. Vacancy and Removal. In the event of a vacancy in the Chair of a Committee, the President shall appoint an individual to serve out the unexpired term. The President at the President's discretion may remove from office any Chairperson of a Committee.

ARTICLE IX. **FISCAL/PROGRAM YEAR**

The fiscal and program year of the Corporation shall be January 1 through December 31 of each year.

ARTICLE X. **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

Section 1. Contracts. The Corporation's Board of Directors may authorize any officer(s) or the Executive Director of the Corporation 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, so long as such contract, in a substantially similar substance and form has been approved of in the applicable annual budget, and, or approved Minutes.

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

Section 3. Checks and Drafts. All checks, drafts or orders for the payment of money that is not already approved of by the Board in such applicable annual budget, shall require approval unless otherwise determined by resolution, or approved Minutes of the Corporation's Board of Directors.

Section 4. Funds. All funds of the Corporation not otherwise employed shall be deposited

to the credit of the Corporation at such banks, trust companies, or other depositories as the Corporation's Board of Directors may select, or as may be designated by any officer, officers, agent, or agents of the Corporation to whom the Board may delegate such power.

Section 5. Acceptance of Gifts. The Corporation's Board of Directors, or any officer or officers or agent or agents of the Corporation to whom such authority may be delegated by the Board, may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.

Section 6. Audits. On request of a majority of the Corporation's Board of Directors, the accounts of the Corporation may be audited by a reputable certified public accountant, whose report shall be submitted to each member of the Corporation's Board of Directors, and kept on file at the offices of the Corporation as required by law.

ARTICLE XI.
TRANSACTIONS BETWEEN
CORPORATION AND DIRECTORS OR OFFICERS

No contract or other transaction shall be void or in any way affected or invalidated because it is between the Corporation and one or more of its Directors or Officers or between the Corporation and any other corporation, firm, association or other entity in which one or more of the Directors or Officers of this Corporation are directors, officers, stockholders or otherwise financially interested, provided that: (1) the interest of any such Director or Officer is disclosed or made known to the Directors or a Committee of the Directors, and (2) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the Directors.

ARTICLE XII.
INDEMNIFICATION AND INSURANCE

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a Director or Officer of the Corporation shall be indemnified by the Corporation for all liability and reasonable expense that may be incurred by the Director or Officer in connection with or resulting from any claim, action, suit, or proceeding (a) if such person is wholly successful with respect thereof or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article XI to have acted in good faith, in what the Director or Officer reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what the Director or Officer reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding by judgment, 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 a person did not meet the standards of conduct set forth in this Article XI.

Section 2. Definitions.

(a) As used in this Article XI, the terms “claim, action, suit, or proceeding” shall include any threatened, pending or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or such person’s heirs or personal representatives) may become involved, as a party or otherwise:

- (1) by reason of being or having been a Director or Officer of the Corporation;
or
- (2) by reason of any action taken or not taken by the Director or Officer in any such capacity, whether or not the Director or Officer continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article XI, the terms “liability” and “expense” shall include, but shall not be limited to, reasonable counsel fees and disbursements and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article XI, the term “wholly successful” shall mean:

- (1) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against the Director or Officer;
- (2) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding; or,
- (3) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification:

(a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the “Referee”), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article XI; and

(b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the Referee and answer questions, which the Referee deems relevant and shall be given ample opportunity to present to the Referee evidence upon which the Director or Officer relies for indemnification. The Corporation shall, at the request of the Referee, make available facts, opinions or other evidence in any way relevant to the Referee’s findings that is within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article XI shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article XI, the Board of Directors may, at any time and from time to time, approve indemnification of Directors, Officers, or other persons to the fullest extent permitted by applicable law or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may 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 upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless the Director or Officer is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase standard policies of directors and officers liability insurance and comprehensive business insurance covering the Corporation's liabilities and obligations under this Article XI and insurance protecting the Corporation's Directors or Officers, or other persons.

ARTICLE XIII.
AMENDMENTS

These Bylaws may be altered, amended, or repealed and new bylaws adopted by action of a resolution of the Board of Directors, and adoption by the membership, at any regular or special meeting of the membership or by mail vote (including regular U.S. mail, facsimile, or electronic mail), provided that notice is given at least ten (10) days prior to the meeting or mail vote at which the proposed changes are to be adopted.

ARTICLE XIV.
DISSOLUTION

Upon dissolution of the Corporation the 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 to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify under Section 501(c)(6) of the Internal Revenue Code.

Accepted and adopted this — day of _____, 20__.

Denise Kouril

Kiamesha Colom

Laura Haynes

Susan Hargrove

Kristin Hornberger