

RESTATED BYLAWS OF LITVAKSIG, INC.
(as adopted August 17, 2008)

ARTICLE I

NAME

The name of the corporation is "LitvakSIG, Inc." (the "corporation").

ARTICLE II

NONPROFIT STATUS, PURPOSES AND OBJECTIVES

Section 1. **Nonprofit Status.**

The corporation is organized and shall operate as an Iowa nonprofit corporation and shall have such powers as are now or may hereafter be granted by the Revised Iowa Nonprofit Corporation Act (the "Act").

Section 2. **Purposes.**

The corporation is organized exclusively for charitable, educational, literary and scientific purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In furtherance of such purposes, the corporation may:

- (a) Expend its funds directly to accomplish one or more purposes described in Sections 170(c)(1) and 170(c)(2)(B) of the Code;
- (b) Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; and
- (c) Engage in any and all lawful activities necessary for, or incidental to, the foregoing purposes.

Section 3. **Objectives.**

The corporation has been formed:

- (a) To provide an Internet discussion group forum for exchange of information on Litvak Genealogy, and also as a forum for the discussion of the historical, political, intellectual, religious, and social issues which affected the Litvak communities, helping us to understand their lives in the contexts of their times as this information relates to family history research;
- (b) To maintain an Internet website, providing a permanent home for new information, searchable databases, guidelines for establishing Litvak Shtetl Research Groups, and other resources;
- (c) To promote and encourage genealogical research and encourage the development of genealogical research tools, resources and information;
- (d) To encourage and support the preservation and computerization of primary sources of genealogical data;

- (e) To provide translations of archival and other material which has already been gathered but is inaccessible because it is written in old Cyrillic (Russian), Polish, Yiddish, Hebrew, or Lithuanian; and
- (f) To raise funds through dues, solicitation of contributions and application for genealogical research grants to support these objectives.

ARTICLE III

REGISTERED OFFICE, AGENT AND SEAL

Section 1. **Registered Office and Agent.**

The corporation shall have and continuously maintain in the State of Iowa a registered office and a registered agent whose office shall be identical with such registered office and may have such other offices within or without the State of Iowa and such other registered agents as the Board of Directors (the "Board") may from time to time determine.

Section 2. **Seal.**

The corporation may have a corporate seal in such form as may be determined by resolution of the Board.

ARTICLE IV

MEMBERSHIP

Section 1. **Classes, Qualifications and Dues.**

- (a) The corporation shall have one class of members.
- (b) At any point in time, a person shall be a member of the corporation if the person has agreed to promote the objectives of the corporation, as set forth in Article II of these bylaws, and has paid in full his or her membership dues for the current calendar year.
- (c) Annual membership dues shall be in an amount determined by the Board, and shall be due and payable at the commencement of each calendar year.

Section 2. **Transfer of Membership.**

Membership in the corporation is not transferable or assignable

Section 3. **Section 3. Members' List.**

The corporation shall keep and maintain in electronic form an up-to-date list of members of the corporation, including each member's e-mail address and, in the case of any member who has asked not to receive notices by electronic transmission, such member's mailing address.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. **Annual Meetings.**

- (a) An annual meeting of members shall be held during, and at the same place as, the annual International Conference on Jewish Genealogy held under the auspices of the International Association of Jewish Genealogical Societies, Inc., or if no such conference is held during a calendar year, at such time and place within or without the State of Iowa as the Board may determine.
- (b) At the annual meeting of members:
 - i. the president and treasurer shall report on the activities and financial condition of the corporation;
 - ii. the members shall elect directors in accordance with the provisions of Articles VI, VII and VIII of these bylaws, which include the electronic transmission of written ballots; and
 - iii. the members shall consider and act upon such other matters as may be raised consistent with the notice requirements of these bylaws.
- (c) Except where one-third or more of the membership is present in person or by proxy, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the notice of the meeting. However, the exception clause of the preceding sentence shall not apply so as to permit a vote on a proposed amendment to these bylaws unless proper notice shall have been given in accordance with Article XVI of these bylaws.
- (d) Failure to hold an annual meeting of members shall not invalidate the corporation's existence or affect any otherwise valid corporate acts.

Section 2. **Special Meetings.**

- (a) A special meeting of members may be called:
 - i. by the president, or
 - ii. by a majority of the Board by vote at a meeting or in a writing addressed to the secretary.
- (b) A special meeting of members shall be called by the secretary on the written request of members representing at least ten percent of the membership of the corporation.
- (c) Any request for a special meeting shall state the purpose of the meeting and the matters proposed to be acted on at it. Unless requested by members representing at least a majority of the membership of the corporation, a special meeting need not be called to consider any matter which is substantially the same as a matter voted on at any meeting of members held during the preceding twelve months.
- (d) The business transacted at any special meeting of members shall be limited to the matters described in the notice of the meeting
- (e) The Board shall have the sole power to fix the date, time and place of the special meeting, except that if notice of a special meeting that has been requested by members is not given pursuant to Section 3 of this Article within 30 days after the date on which a written request meeting the requirements of this Section 2 is delivered to a corporate

officer, then a member who has signed the written request may fix the date, time and place of the special meeting and give notice thereof pursuant to Section 3 of this Article.

Section 3. **Notice of meetings**

- (a) Not less than 10 nor more than 60 days before each meeting of members, the secretary shall transmit a notice of the meeting
 - i. by posting it on at least three occasions to the e-mail discussion group of the corporation, and
 - ii. in writing or by electronic transmission to each member of the corporation.
- (b) The notice shall state the time of the meeting, the place of the meeting and, if the meeting is a special meeting or if notice of the purpose is required by statute, the articles of incorporation or these bylaws, the purpose of the meeting.
- (c) Notice is given to a member when it transmitted to the member by an electronic transmission to any address or number of the member at which the member receives electronic transmissions. If the corporation has received a request from a member that notice not be sent by electronic transmission, the corporation may not provide notice to that member by electronic transmission.
- (d) The inadvertent failure to deliver any notice by electronic transmission which has been given to a member shall not invalidate any meeting or other action.
- (e) An affidavit of the secretary or other agent of the corporation who issued the notice that notice has been given by a form of electronic transmission shall be prima facie evidence of the facts stated in the affidavit.

Section 4. **Quorum and Manner of Acting.**

- (a) At a meeting of members the presence in person or by proxy of ten percent of the membership of the corporation shall constitute a quorum, except that if less than ten percent of the members are present in person or by proxy at said meeting, a majority of the members present may adjourn the meeting to another time without further notice.
- (b) Any member who votes by written or electronic ballot in accordance with Section 3 of Article VI of these bylaws on any matter which properly comes before a meeting shall be treated as present for all purposes of said meeting and all votes cast by such member shall be treated as having been cast at said meeting.

Section 5. **Members' List for Meeting.**

- (a) The list of members of the corporation shall be available for electronic inspection by any member for the purpose of communication with other members concerning any scheduled meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting.
- (b) The corporation shall make the list of members available at the meeting, and any member is entitled to inspect the list at any time during the meeting or any adjournment thereof.

Section 6. **Inspectors.**

- (a) Before any meeting of members, the Board may appoint persons to act as inspectors at the meeting and any adjournment thereof. If no inspectors are so appointed, the chairman of the meeting may, and on the request of members representing at least ten percent of the membership of the corporation shall, appoint inspectors at the meeting.
- (b) The number of inspectors shall be two.
- (c) No candidate for election as a director at a meeting shall serve as an inspector thereat.
- (d) If any person appointed as inspector fails to appear or fails or refuses to act, the chairman of the meeting may, and upon the request of any member shall, appoint a person to fill that vacancy.
- ~~(e)~~ The inspectors shall determine the number of members present in person or by proxy at the meeting, the existence of a quorum, and the authenticity, validity and effect of proxies, receive ballots, hear and determine all challenges and questions in any way arising in connection with the right to vote; count and tabulate all votes; determine the result; and do any other acts that may be proper to conduct the election or vote with fairness to all members.

ARTICLE VI

VOTING

Section 1. **Manner of Voting.**

- (a) Each member shall be entitled to one vote on each matter submitted to a vote of members, except that in elections for directors, each member may vote for as many individuals as there are directors to be elected.
- (b) A majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting, except that a plurality of all the votes cast at a meeting at which a quorum is present is sufficient to elect a director.
- (c) Except as may be otherwise provided by the Board with respect to particular matters to be considered at an annual or special meeting, voting shall be conducted by written ballot, which may be transmitted by electronic means, in accordance with Section 3 of this Article.
- (d) In the case of votes to be taken at an annual or special meeting, the ballot shall be included in the written or electronic notice given pursuant to Section 3 of Article V of these bylaws. In the case of votes to be taken by written ballot without a meeting, the ballot shall be furnished in accordance with Section 4 of this Article.

Section 2. **Proxies.**

- (a) A member may, by signing an appointment form or by an electronic transmission, appoint a proxy to vote or otherwise act for the member, except with respect to the election of directors of the corporation.

- (b) A proxy may be either specific or general. A specific proxy is one which authorizes the proxy-holder to vote for a specific proposal, and directs him as to which way to vote. A general proxy is one which leaves it to the discretion of the proxy-holder how to vote on one or more proposals.
- (c) Except as may be otherwise provided by the Board with respect to particular matters to be considered at an annual or special meeting, the use of general proxies shall not be permitted
- (d) A specific proxy is valid until the proposal to which it relates has been voted upon. A general proxy is valid for eleven months unless a different period is expressly provided for in the appointment. However, a general proxy shall not be valid for more than three years from its date of execution
- (e) An appointment of a proxy is effective when a signed appointment form or an electronic transmission of an appointment form is received by the secretary or other officer or agent of the corporation who is authorized to tabulate votes. An electronic transmission must contain or be accompanied by information from which it can be determined that the member authorized the electronic transmission.
- (f) Appointment of a proxy is revoked by the person appointing the proxy if the person appointing the proxy attends any meeting and votes in person, or if the person appointing the proxy signs and delivers or sends through electronic transmission to the secretary or other officer or agent authorized to tabulate votes either a writing or electronic transmission stating that the appointment of the proxy is revoked or a subsequent appointment form.

Section 3. **Written Ballots.**

- (a) Each written ballot shall set forth separately each proposal to be voted upon, and shall provide an opportunity to vote for or against each proposed action.
- (b) Where the matter to be voted on is the election of directors, the written ballot shall provide an opportunity to vote for as many candidates as there are positions to be filled.
- (c) Any ballot that is furnished to members shall be accompanied by a statement of:
 - i. the number of responses needed to meet the quorum requirements,
 - ii. the percentage of approvals necessary to approve each matter other than election of directors,
 - iii. the time by which a ballot must be received by the corporation in order to be counted, and
 - iv. the mailing address and e-mail address to which completed ballots are to be returned.
- (d) A written ballot may be delivered and a vote may be cast on that ballot by electronic transmission. An electronic transmission of a written ballot shall contain or be accompanied by information indicating that a member authorized the electronic transmission of the ballot.
- (e) In the case of votes to be taken at an annual or special meeting, the ballot shall be included in the written or electronic notice given pursuant to Section 3 of Article V of these bylaws. In the case of votes to be taken by written ballot without a meeting, the ballot shall be furnished in accordance with Section 4 of this Article.

- (f) A written ballot shall be deemed to be cast when the ballot is received by the secretary or other officer or agent of the corporation who is authorized to tabulate votes.
- (g) A written ballot shall not be revoked.

Section 4. **Action by Written Ballot Without a Meeting.**

- (a) Any action which may be taken at any annual or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter not less than 10 days nor more than 60 days prior to the time by which a ballot must be received by the corporation in order to be counted.
- (b) Approval by written ballot pursuant to this Section 4 shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. **General Powers.**

- (a) The property, business and affairs of the corporation shall be managed by or under the direction of the Board. Without limiting the foregoing, the Board may exercise all such powers of the corporation as are provided by the Act, the articles of incorporation and these bylaws, as in effect from time to time.
- (b) The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may in the execution of the powers granted, employ and appoint such agents and establish such offices as it may consider necessary.

Section 2. **Number, Tenure and Qualifications.**

- (a) The number of directors which shall constitute the whole Board shall be nine.
- (b) The directors shall be divided into three classes as nearly equal in number as possible, with the term of office of each class expiring in successive years. At each successive annual meeting of members, the members present in person or by proxy at such meeting shall elect directors of each successive class to serve for three-year terms and until their successors are elected and qualify (and, in the event of any interim vacancies, the members of any other class to serve for the remainder of the term of that class and until their successors are elected and qualify).
- (c) If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class shall hold office for a term that shall coincide with the remaining term of that class, but in no case shall a decrease in the number of directors shorten the term of any incumbent director.
- (d) No director shall be eligible to serve more than three consecutive terms.

- (e) Directors must be members of the corporation but need not be residents of the State of Iowa.

Section 3. **Meetings of Directors**

- (a) Regular meetings of the Board may be held as provided by resolution of the Board. Special meetings of the Board may be called by or at the request of the president or any three directors.
- (b) Any or all directors may participate in a regular or special meeting by conference telephone or any other means of communication by which all directors participating may simultaneously communicate with each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4. **Notice of Board meetings**

- (a) Notice of any meeting of the Board shall be given at least two days prior thereto by written, facsimile or e-mail notice to each director at his or her address, facsimile number or e-mail address as shown in the records of the corporation. If mailed or delivered, such notice shall be deemed to be delivered when received by the director. If notice is given by facsimile or e-mail, such notice shall be deemed to be delivered when the facsimile or e-mail is transmitted.
- (b) 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.

Section 5. **Quorum and Manner of Acting.**

- (a) A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting to another time without further notice.
- (b) Each director shall be entitled to one vote on any matter properly before the Board, and no director may vote by proxy.
- (c) The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 6. **Vacancies.**

- (a) A majority of the remaining directors, whether or not sufficient to constitute a quorum, may fill a vacancy on the Board which results from any cause, including an increase in the number of directors.
- (b) A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 7. **Resignation of Directors.**

- (a) A director may resign at any time upon written notice to the Board. Such resignation shall take effect at the time specified therein, if any; otherwise it shall take effect upon receipt thereof by the remaining members of the Board at a duly called meeting.
- (b) The acceptance of such resignation shall not be necessary to make it effective.

Section 8. **Removal of Directors.**

- (a) Any director, or the entire Board, may be removed from office at any time, with or without cause, by the vote of at least two thirds of the members present in person or by proxy at a meeting of members, provided that the notice of the meeting shall have stated that the purpose, or one of the purposes, of the meeting is the removal of the director(s).
- (b) Any director may be removed from office at any time for cause by the vote of at least two thirds of the entire Board. "Cause" for this purpose shall include, without limitation, missing two or more consecutive Board meetings without valid excuse.

Section 9. **Informal Action by Directors.**

- (a) Any action required or permitted to be taken by the Board may be taken without a meeting if each director signs a consent describing the action to be taken and delivers it to the corporation in writing or by electronic transmission.
- (b) Action taken under this section is the act of the Board when one or more consents signed by all of the directors are so delivered to the corporation.
- (c) The consent may specify the time at which the action taken is to be effective.
- (d) A director's consent may be withdrawn by revocation signed by the director, provided such revocation is delivered to the corporation prior to the delivery to the corporation of the consents of all the other directors.
- (e) A consent signed under this section has the effect of action taken at a meeting of the Board and may be described as such in any document.

Section 10. **Compensation.**

Directors shall not receive any compensation for their services as directors; however, the Board may authorize reimbursement of reasonable out-of-pocket expenses incurred in the performance of their duties.

Section 11. **Presumption of Assent.**

- (a) A director of the corporation who is present at a meeting of the Board at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken:
 - i. unless his or her dissent is entered in the minutes of the meeting; or
 - ii. unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof; or
 - iii. unless he or she forwards his or her written dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting.

(b) Such right to dissent shall not apply to a director who voted in favor of such action.

Section 12. Committees.

- (a) The Board, by the affirmative vote of a majority of all the directors in office, may create one or more committees of the Board and appoint members of the Board to serve on them. Each committee shall have two or more directors, who shall serve at the pleasure of the Board.
- (b) The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, shall also apply to committees of the Board and their members.
- (c) To the extent specified by the Board or these bylaws, each committee of the Board may exercise the authority of the Board, except that in no event shall a committee do any of the following:
 - i. authorize distributions of assets of the corporation;
 - ii. approve or recommend to members the dissolution or merger of the corporation, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (
 - iii. elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees;
 - iv. approve or recommend to the members any amendment to the articles of incorporation or these bylaws; or
 - v. amend, alter, repeal or take any action inconsistent with any resolution or action of the Board.

Section 13. Task Forces.

- (a) The Board may create one or more task forces and appoint members of the Board and other members of the corporation to serve on them. Each task force shall have two or more members (including at least one director), who shall serve at the pleasure of the Board.
- (b) The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, shall also apply to task forces created by the Board and their members.
- (c) Task forces shall have such purposes and duration as determined by the Board but may not exercise the authority of the Board.

ARTICLE VIII

NOMINATION AND ELECTION OF DIRECTORS

Section 1. Appointment of Nominating Task Force.

- (a) With respect to the election of directors at the annual meeting of members, the Board, on or before the first day of April of each year, shall appoint a Nominating Task Force consisting of the following five persons:

- i. the most recently serving past president of the corporation who is able and willing to serve on the task force and who shall chair the task force,
 - ii. a director selected by the president,
 - iii. a member of the corporation (who shall not be a director) selected by the president,
 - iv. a director selected by the Board, and
 - v. a member of the corporation (who shall not be a director) selected by the Board.
- (b) With respect to any election of directors at a special meeting of members, the Board shall appoint the Nominating Task Force no later than 30 days before the notice of the special meeting is required to be sent.

Section 2. **Duties of Nominating Task Force.**

- (a) The Nominating Task Force shall hold one or more meetings and shall not later than six weeks prior to the date of the meeting of members at which directors are to be elected recommend a slate of candidates who are members of the corporation and are willing to stand for election as directors at the meeting of members.
- (b) The Nominating Task Force shall recommend at least one candidate for each director position to be filled but need not recommend more than one candidate for each such position. The report of the Nominating Task Force shall set forth the qualifications of each candidate.
- (c) In cases where a candidate is also willing to serve as an officer of the corporation if elected as a director, the report of the Nominating Task Force shall specify the office in which such candidate is willing to serve and his or her qualifications therefor.
- (d) The report of the Nominating Task Force shall be included with the notice of the meeting of members at which directors are to be elected.

Section 3. **Nominations by Members.**

Any member of the corporation may nominate one or more additional candidates for election as directors of the corporation by submitting to the secretary of the corporation, in writing or by electronic transmission, not later than three weeks prior to the date of the meeting of members at which directors are to be elected, a statement setting forth the name, address and qualifications of each proposed candidate, accompanied by a written consent of each proposed candidate to be named as a candidate and to serve as a director if elected.

Section 4. **Conduct of Elections.**

- (a) No person shall be eligible for election as a director of the corporation unless he or she shall have been nominated in accordance with Section 2 or Section 3 of this Article.
- (b) The election of directors shall take place at a meeting of members
- (c) The notice of the meeting furnished in accordance with Section 3 of Article V of these bylaws shall include:
- i. a written ballot that lists all candidates who have been nominated in accordance with Section 2 or Section 3 of this Article,
 - ii. the report of the Nominating Task Force and
 - iii. any statements submitted in accordance with Section 3 of this Article.

ARTICLE IX

OFFICERS

Section 1. **Officers.**

The officers of the corporation shall be the president, vice president, secretary, treasurer and such other officers as may be determined and elected by the Board. Any number of offices may be held by the same person.

Section 2. **Election and Term of Office.**

- (a) At the first meeting of the Board after each annual meeting of members, the Board shall elect the officers of the corporation.
- (b) The president and vice president shall be elected from among the members of the Board. The other officers may be, but need not be, members of the Board.
- (c) Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her earlier death or until he or she shall resign or shall have been removed in the manner hereinafter provided.
- (d) Election as an officer shall not of itself create contract rights.

Section 3. **Resignation and Removal of Officers.**

- (a) Any officer may resign at any time upon written notice to the Board.
- (b) Such resignation shall take effect at the time specified therein, if any; otherwise it shall take effect upon receipt thereof by the Board at a duly called meeting. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- ~~(c)~~ Any officer may be removed or suspended by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal as an officer shall not affect such person's tenure as a director.

Section 4. **President.**

- (a) The president shall be the principal executive officer of the corporation and shall preside at all meetings of the Board and meetings of members at which he or she is present.
- (b) Subject to the direction and control of the Board, he or she shall:
 - i. be in charge of the business and affairs of the corporation,
 - ii. see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board, and
 - iii. in general discharge all duties incident to the office of president and such other duties as may be prescribed by the Board.
- (c) Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board, he or she may execute for the corporation any contracts or other instruments that the Board has authorized to be executed, and he or she may

accomplish such execution either individually or with the secretary or any other officer thereunto authorized by the Board according to the requirements of the form of the instrument.

- (d) At each annual meeting of members, the president shall present to the members a written report on the activities of the corporation during the past twelve months.

Section 5. Vice President.

- (a) The vice president shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the Board.
- (b) In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions on the president.

Section 6. Secretary.

The secretary shall -

- (a) record the minutes of the meetings of the Board in one or more books provided for that purpose,
- (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law,
- (c) be the custodian of the corporate records of the corporation, and
- (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or the Board.

Section 7. Treasurer.

- (a) The treasurer shall:
 - i. be the principal accounting and financial officer of the corporation and maintain adequate books of account of the corporation,
 - ii. have charge and custody of and be responsible for all funds and securities of the corporation,
 - iii. receive and give receipts for monies due and payable to the corporation from any source whatsoever, and
 - iv. in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or the Board.
- (b) At each annual meeting of members, the treasurer shall present to the members a written report on the financial affairs of the corporation during the most recently ended fiscal year, including a balance sheet as at the end of such fiscal year.

Section 8. Vacancies.

The Board may fill any vacancy in any office or create and fill new offices at any meeting of the Board.

Section 9. **Compensation.**

Officers of the corporation shall not receive any compensation for their services as officers; however, the Board may authorize reimbursement of reasonable out-of-pocket expenses incurred in the performance of their duties.

Section 10. **Fidelity and Surety Bonds.**

The corporation may obtain for each officer and employee of the corporation a bond, in such amounts and with such number of sureties, as the Board will from time to time, determine, for the faithful performance of his or her duties and for the restoration to the corporation, in case of his or her death, resignation, retirement or removal, of all books, papers, vouchers, money, or other property of whatever kind in his or her possession or under his or her control, belonging to the corporation.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. **Contracts.**

The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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, and Related Documents.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officers of the corporation and in such manner as shall from time to time be determined by resolution of the Board, provided that the signatures of two individuals shall be required on all such instruments. In the absence of such determination, such instruments shall be signed by the president and the treasurer.

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 may select.

Section 4. **Gifts.**

The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation and may give receipts therefor.

Section 5. **Loans.**

No officer or director shall be authorized to obtain loans on behalf of the corporation without the approval of the Board.

ARTICLE XI

BOOKS AND RECORDS

Section 1. **Keeping of Books**

- (a) The corporation shall keep correct and complete books and records of account. It shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board and shall keep at the registered office a record giving the names and addresses of the directors.
- (b) Any records maintained by the corporation in the regular course of its business, including its books of account and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

Section 2. **Inspection of Books and Records**

All books and records of the corporation may be inspected by any director or his or her agent or attorney for any proper purpose at any reasonable time. Members of the corporation shall have such rights of inspection of books and records of the corporation as are provided by applicable law.

ARTICLE XII

FISCAL YEAR

Unless otherwise provided by resolution of the Board, the fiscal year of the corporation shall begin on the first day of July in each year and end on the last day of June in the succeeding year.

ARTICLE XIII

ANNUAL INDEPENDENT REVIEW

The corporation may by resolution adopted at an annual meeting of members provide for an annual independent review or audit of the accounts of the corporation by an independent certified public accountant to be chosen by the Board.

ARTICLE XIV

WAIVER OF NOTICE

- (a) Whenever any notice is required to be given under the Act, the articles of incorporation or these bylaws, a waiver thereof given in writing or by electronic transmission, 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.

- (b) Attendance at any meeting in person or, where permitted, by proxy shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XV

INDEMNIFICATION

Section 1. Right to Indemnification.

- (a) The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person.
- (b) Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of this Article, the corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board.

Section 2. Prepayment of Expenses.

The corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article or otherwise.

Section 3. Claims.

- (a) If a claim for indemnification (following the final disposition of such action, suit or proceeding) or advancement of expenses under this Article is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim.

- (b) In any such action the corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

Section 4. **Nonexclusivity of Rights.**

The rights conferred on any Covered Person by this Article shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the articles of incorporation, these bylaws, agreement, vote of members or disinterested directors or otherwise.

Section 5. **Other Sources.**

The corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

Section 6. **Amendment or Repeal.**

Any repeal or modification of the foregoing provisions of this Article shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 7. **Other Indemnification and Prepayment of Expenses.**

This Article shall not limit the right of the corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

Section 8. **Insurance.**

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person 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 such person against such liability under the provisions of this Article.

ARTICLE XVI

AMENDMENTS

Section 1. Power to Amend

The power to alter, amend or repeal these bylaws or adopt new bylaws shall be vested in the members of the corporation and shall require the affirmative vote of two thirds of the members present in person or by proxy at a meeting of members.

Section 2. Notice

Notice of any proposed amendment shall be given to all members in writing or by electronic transmission at least two weeks before the date of the meeting of members at which it is to be voted upon.

No amendment to these bylaws may be proposed or voted upon at a meeting of members unless proper notice shall have been given to members as provided in this Article.

ARTICLE XVII

INTERPRETATION

Where any provision of these bylaws is contrary to the provisions of any statute or of the articles of incorporation, the latter shall prevail.