

BY-LAWS  
OF  
MCHENRY FIREFIGHTERS ASSOCIATION

ARTICLE I

The corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II

Members

SECTION 1- CLASSES OF MEMBERS.

The corporation shall have 3 classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

1. Probationary – non-voting - \*dues paying
2. Active - \*voting - \*dues paying
3. Association – non-paying member – non-voting – 10 years of retired service

SECTION 2- ELECTION OF MEMBERS.

Membership is employment at MTFPD

SECTION 3- VOTING RIGHTS.

Each active member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4- TERMINATION OF MEMBERSHIP.

The board of directors by affirmative vote of two-thirds of all of the members of the board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues, if any.

#### SECTION 5- RESIGNATION.

Any member may resign by filing a written resignation with the secretary, but such resignation will not relieve the member so resigning of the obligation to pay any dues, assessments or other charges.

#### SECTION 6- REINSTATEMENT.

Upon written request signed by a former member and filed with the secretary, the board of directors may by the affirmative vote of the-thirds of the members of the board reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

#### SECTION 7- TRANSFER OF MEMBERSHIP.

Membership in this corporation is not transferable or assignable.

#### SECTION 8- NO MEMBERSHIP CERTIFICATES.

No member certificates of the corporation shall be required.

### ARTICLE III

#### Meetings of Members

##### SECTION 1- QUARTERLY MEETING.

A quarterly meeting of the members shall be held on the first Monday in the months of February, May, August and November for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The meeting shall be held at the same hour at the next succeeding business day.

##### SECTION 2- SPECIAL MEETING.

Special meetings of the members may be called either by the president or the board of directors, or not less than one-third of the members having voting rights, for the purpose or purposes stated in the call of the meeting.

### SECTION 3- PLACE OF MEETING.

The board of directors may designate any place as the place of meeting for any quarterly meeting or for any special meeting called by the board of directors.

### SECTION 4- NOTICE OF MEETINGS.

Written notice stating the place, date and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five nor more than sixty days before the date of such meeting, or, in the case of a removal of one or more directors, a merger, consolidation, dissolution of sale, lease or exchanger of assets, not less than twenty nor more than sixty days before the date of the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

### SECTION 5- FIXING OF RECORD DATE.

For the purpose of determining the members entitled to notice of or to vote at any meeting of members, or in order to make a determination of members for any other purpose, the board of directors of the corporation may fix in advance a date as the record date for any such determination of members, such date in any case to be no more than 60 days and, for a meeting of members, not less than 5 days, or in the case of a merger, consolidation, dissolution or sale, lease or exchange of assets, not less than 20 days before the date of such meeting. If no record date is fixed for the determination of members entitled to notice of or to vote at a meeting of members, the date on which notice of the meeting is delivered shall be the record date for such determination of members. When the determination of members entitled to vote at any meeting of members has been made, such determination shall apply to any adjournment of the meeting.

#### SECTION 6- QUOROM.

The holders of one-tenth of the votes which may cast at a meeting of members of the corporation, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of members; provided that if less than one-tenth of the outstanding votes are represented at said meeting, a majority of the votes so represented may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the member, unless the vote of a greater number or voting by classes is required by the General Not for Profit Corporation Act, the articles of incorporation or these by-laws. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

#### SECTION 7- PROXIES.

Each member entitled to a vote at a meeting of members or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy. Proxy shall be designated by providing a signed proxy card and good for said meeting only.

#### SECTION 8- VOTING.

Each active member shall be entitled to one vote in each matter submitted to vote at a meeting of members. Each active member may vote either in person or by proxy as provided in SECTION 7 hereof.

#### SECTION 9- INSPECTORS.

At any meeting of members, the chairman of the meeting may, or upon the request of any member, shall appoint one or more persons as inspectors for such meeting.

Each report of an inspector shall be in writing and signed by him or her or by a majority of them if there be more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of votes represented at the meeting and the results of the voting shall be prima facie evidence thereof.

#### SECTION 10- VOTING BY BALLOT.

Voting on any question or in any election may be by voice unless the chairman of the meeting shall order or any member shall demand that voting be by ballot.

### ARTICLE IV

#### Board of Directors

#### SECTION 1- GENERAL POWERS.

The affairs of the corporation shall be managed by or under the directions of its board of directors. A majority of the board of directors may establish reasonable compensation for their services and the services of other officers, irrespective of any personal interest.

#### SECTION 2- NUMBER, TENURE AND QUALIFICATIONS.

The number of directors shall be seven (7). Each director shall hold office until the next meeting for the election of directors following his or her election and until his or her successor shall have been elected and qualified. { Directors need to be active members of the corporation. And not Chief Officers of the district }. The number of directors may be decreased to not fewer than 3 or increased to any number from time to time by amendment of this section, unless the articles of incorporation provide that a change in the number of directors shall be made only by amendment of the articles of incorporation. No decrease shall have the effect of shortening the term of an incumbent director. All positions will be for a two year term so that only up to 3 board members will be replaced annually.

#### SECTION 3- REGULAR MEETINGS.

A regular monthly meeting of the board of directors shall be held without other notice than these by-laws, immediately after, and at the same place as the quarterly meeting of members. The board of directors may provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

#### SECTION 4- SPECIAL MEETINGS.

Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

#### SECTION 5- NOTICE.

Notice of any special meeting of the board of directors shall be given at least five days previous thereto by written notice to each director at his or her address as shown by the records of the corporation except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. 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. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the 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 6- QUORUM.

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

#### SECTION 7- MANNER OF ACTING.

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 of directors, unless the act of a greater number is required by statute, these by-laws, or the articles of incorporation. No director may act by proxy on any matter.

#### SECTION 8- VACANCIES.

Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors unless the articles of incorporation, a statute, or these by-laws provide that a vacancy or a directorship so created shall be filled in some manner, elected by the voting membership in which case such provisions shall control. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### SECTION 9- RESIGNATION AND REMOVAL OF DIRECTORS.

A director may resign at any time upon written notice to be board of directors. A director may be removed with or without cause, as specified by statute.

#### SECTION 10- INFORMAL ACTION BY DIRECTORS.

The authority of the board of directors may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

#### SECTION 11- COMPENSATION.

The board of directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers, or otherwise notwithstanding any director conflict of interest. By resolution of the board of directors, the directors may be paid for their expenses, if any, of attendance at each meeting of the board. No such payment previously mentioned in this section shall preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

#### SECTION 12- PRESUMPTION OF ASSENT.

A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## ARTICLE V

### Officers

#### SECTION 1- OFFICERS.

The officers of the incorporation shall be a president; one vice president, a treasurer, a secretary and such other officers as may be elected or appointed by the board of directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person.

#### SECTION 2- ELECTION AND TERM OF OFFICE.

The officers of the corporation shall be elected annually by the board of directors at the annual meeting of the board of directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

#### SECTION 3- REMOVAL.

Any officer elected or appointed 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 person so removed.



#### SECTION 4- PRESIDENT.

The president shall be the principal executive officer of the corporation. Subject to the direction and control of the board of directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the board of directors are carried into effect except in those instances in which that responsibility is assigned to some other persons by the board of directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the board of directors. He or she shall preside at all meetings of the members and of the board of directors. 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 of directors or these by-laws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument. He or she may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the corporation by the board of directors.

#### SECTION 5- VICE PRESIDENT.

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 of directors. 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 upon the president. Except in those instances in which the authority to execute is expressly delegated to another office or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors or these by-laws, the vice-president may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the board of directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

#### SECTION 6- TREASURER.

The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporations; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) 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 by the board of directors. If required by the board of directors, the treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the board of directors shall determine.

#### SECTION 7- SECRETARY.

The secretary shall: (a) record the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be designated to him or her by the president or by the board of directors.

#### SECTION 8- SALARIES.

The salaries of the officers shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

## ARTICLE VI

### Committees, Commissions and Advisory Boards

#### SECTION 1- COMMITTEES.

The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees each of which will consist of two or more directors and such other persons as the board of directors designates provided that a majority of each committee's membership are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the board of directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it, him or her by law.

#### SECTION 2- COMMISSIONS OR ADVISORY BODIES.

Commissions or advisory bodies not having and exercising the authority of the board of directors in the corporation may be designated or created by the board of directors and shall consist of such persons as the board of directors designates. A commission or advisory body may or may not have directors as members, as the board of directors determines. The commission or advisory body may not act on behalf of the corporation or bind it to any actions but make recommendations to the board of directors or to the officers of the corporations.

#### SECTION 3- TERM OF OFFICE.

Each member of a committee, advisory board or commission shall continue as such until the next quarterly meeting of the members of the corporation and until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the board of directors, or unless such member shall cease to qualify as a member thereof.

#### SECTION 4- CHAIRMAN.

One member of each committee, advisory board or commission shall be appointed chairman.

#### SECTION 5- VACANCIES.

Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### SECTION 6- QUOROM.

Unless otherwise provided in the resolution of the board of directors designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission 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, advisory board or commission.

#### SECTION 7- RULES.

Each committee, advisory board or commission may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

#### SECTION 8- INFORMAL ACTION.

The authority of committee may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all the members entitled to vote.

## ARTICLE VII

### Contracts, Checks, Deposits, and Funds

#### 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 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 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 president or vice president 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 VIII

### Certificates of Membership

#### SECTION 1- CERTIFICATES OF MEMBERSHIP.

The board of directors may provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice president and by the secretary, and may bear the corporation's seal which may be in facsimile. The name and address of each member shall be entered on the records of the incorporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the board of directors may determine.

#### SECTION 2- ISSUANCE OF CERTIFICATES.

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his or her name and delivered to him or her by the secretary, if the board of directors shall have provided for the issuance of certificates of membership under the provisions of section 1 of this article.

## ARTICLE IX

### Books and Records

The incorporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the incorporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

## ARTICLE X

### Fiscal Year

The fiscal year of the incorporation shall be fixed by resolution of the board of directors.

## ARTICLE XI

### Dues

#### SECTION 1- ANNUAL DUES.

The board of directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

#### SECTION 2- PAYMENT OF DUES.

Dues shall be payable in advance on the 15<sup>th</sup> and the 30<sup>th</sup> of each month. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation. Only members exempt from paying dues shall be on a leave of absence or have resigned.

#### SECTION 3- DEFAULT AND TERMINATION OF MEMBERSHIP.

When any member of any class shall be in default in the payment of dues for a period of 2 months from the beginning of the period for which such dues became payable, his or her membership may thereupon be terminated by the board of directors in the manner provided in Article II of these by-laws.

## ARTICLE XII

### Seal

The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

## ARTICLE XIII

### Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois 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. Attendance at any meeting 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 XIV

### Indemnification

#### SECTION 1- INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION.

The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative ( other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or 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 expenses (including attorneys' fees), incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.



## SECTION 2- INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION.

The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or 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 expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believe to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

## SECTION 3- RIGHT TO PAYMENT OF EXPENSES.

To extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, defense of any claim, issue or matter therein, such person shall be indemnified against expenses ( including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

## SECTION 4- DETERMINATION OF CONDUCT.

Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the members entitled to vote, if any.

#### SECTION 5- PAYMENT OF EXPENSES IN ADVANCE.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in the Article.

#### SECTION 6- INDEMNIFICATION NOT EXCLUSIVE.

The indemnification provided by this Article shall not deem exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### SECTION 7- 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.

#### SECTION 8- NOTICE TO MEMBERS.

If the corporation has paid indemnify or has advanced expenses under this Article to a director, officer, employee or agent, the corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

#### SECTION 9- REFERENCES TO CORPORATION.

For purposes of this Article, references to “the corporation” shall include, in addition to the surviving corporation, any merging corporation ( including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation , partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporations as such person would have with respect to such merging corporation of its separate existence had continued.

#### SECTION 10- OTHER REFERENCES.

For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporations” as referred to in this Article.

## ARTICLE XV

### Amendments

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the board of directors unless otherwise provided in the articles of incorporation or the by-laws. Such action may be taken at a regular or special meeting of which written notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the articles of incorporation.

