



# **BYLAWS**

**OF THE**

# **National Panhellenic Conference**

Amended October 2006

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**BYLAWS**  
**of the**  
**NATIONAL PANHELLENIC CONFERENCE**

Amended October 2006

**ARTICLE I**  
**ACTIVE AND ASSOCIATE MEMBERS**

**Section 1. Active Members.** Active Members of the National Panhellenic Conference, Inc. (The “Corporation”), shall be those Women’s National/International College Fraternities that meet the following requirements and otherwise have been admitted as Active Members in accordance with the requirements of these Bylaws:

1. An Active Member must have as a member no woman who holds membership in, has resigned from, or been expelled from any other fraternity which is a member of the Corporation.
2. An Active Member must have as a new member/pledge no woman who has broken her pledge with, or has had her pledge broken by another Active Member of the Corporation on the same campus until after the expiration of one (1) calendar year from the date she was originally pledged.
3. An Active Member must have been an Associate Member for at least four (4) years.
4. An Active Member must have been established in its national character for at least thirteen (13) years.
5. An Active Member must have all its chapters established in senior colleges and universities which are authorized to confer a Bachelor’s degree, and which are given satisfactory ratings by the pertinent recognized regional associations of colleges and secondary schools, or other recognized agency and/or entity that confers accreditation in the relevant jurisdiction.
6. An Active Member must have a minimum of fourteen (14) chapters and the fourteenth chapter must be at least two (2) years old.
7. An Active Member must maintain no more than one (1) chapter on any one (1) college or university campus.
8. An Active Member’s policies, practices, and procedures must conform to all the Unanimous Agreements, as described in Article VIII of the Bylaws.

An Active Member that does not continue to meet the requirements for Active membership may be reclassified by the Board of Directors as an Associate Member of the Corporation. Any such reclassification shall result in the loss of voting privileges on the Board of Directors.

Each Active Member may designate or appoint one (1) director to serve on the Board of Directors and as many as three (3) alternates. All such representatives shall be present or past National Officers, as defined by their respective fraternities.

The following fraternities are now Active Members of the Corporation:

- |                      |                       |
|----------------------|-----------------------|
| 1. Pi Beta Phi       | 14. Alpha Gamma Delta |
| 2. Kappa Alpha Theta | 15. Alpha Delta Pi    |
| 3. Kappa Kappa Gamma | 16. Delta Zeta        |
| 4. Alpha Phi         | 17. Phi Mu            |
| 5. Delta Gamma       | 18. Kappa Delta       |
| 6. Gamma Phi Beta    | 19. Sigma Sigma Sigma |
| 7. Alpha Chi Omega   | 20. Alpha Sigma Tau   |
| 8. Delta Delta Delta | 21. Alpha Sigma Alpha |
| 9. Alpha Xi Delta    | 22. Alpha Epsilon Phi |
| 10. Chi Omega        | 23. Theta Phi Alpha   |
| 11. Sigma Kappa      | 24. Phi Sigma Sigma   |
| 12. Alpha Omicron Pi | 25. Delta Phi Epsilon |
| 13. Zeta Tau Alpha   | 26. Sigma Delta Tau   |

Additional fraternities admitted as Active Members of the Corporation shall be listed as such in order of their admission. If two (2) or more fraternities are admitted as Active Members at the same session, they shall be listed in the order of their founding dates.

**Section 2. Associate Members.** Associate Members of the Corporation shall be those Women's National/International College Fraternities that meet the following requirements and otherwise have been admitted as Associate Members in accordance with the requirements of these Bylaws:

- 1) An Associate Member must have as members and new members/pledges women who conform to the regulations as set forth for the Corporation's Active Members.
- 2) An Associate Member must have been in existence in its national character for at least nine (9) years and have a minimum of twelve (12) well-established chapters.
- 3) An Associate Member must conform to the ideals and the standards adopted by the Corporation.
- 4) An Associate Member must have all of its chapters established in senior colleges and universities that are authorized to confer a Bachelor's degree, and which are given satisfactory ratings by the pertinent recognized regional associations of colleges and secondary schools, or other recognized agency and/or entity that confers accreditation in the relevant jurisdiction.

- 5) An Associate Member must have the endorsement of the administrative authorities on all those campuses where its chapters are established.
- 6) A status of Associate Membership shall not exceed two (2) successive bienniums. Failure to attain Active Membership within that period shall result in the petitioning fraternity losing all membership status within the Corporation.

Each Associate Member may have one (1) representative and one (1) alternate representative to the Board of Directors, both of whom shall be members of the National Council of their respective fraternities. Representatives of Associate Members may participate in meetings of the Board of Directors, but shall not be entitled to vote on any issue to come before any such meeting.

**Section 3. Application.** Applications for admission as an Active or Associate Member of the Corporation shall be submitted to the Corporation prior to May 1 of any year in which the Corporation holds a Biennial Session. The Executive Committee shall make a recommendation to the Board of Directors regarding the petition. The Corporation shall, by the affirmative vote of five-sixths (5/6) of the Board of Directors, accept or reject any application for membership, whether such application is for Active or Associate Membership.

**Section 4. Dues.** Each Active and Associate Member of the Corporation shall pay dues to the Corporation, in an amount and at the time determined by the Board of Directors from time to time. The Board of Directors may make special dues assessments upon the Active and Associate Members for such purposes as the Corporation or the Board of Directors shall determine. Any Active or Associate Member that is delinquent in paying its dues at the time of a Biennial or Interim Session shall forfeit representation in that session and shall be reinstated only upon payment of all current and delinquent dues.

## ARTICLE II

### BOARD OF DIRECTORS AND MEETINGS

**Section 1. Directors.** The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation and these Bylaws. The Board of Directors shall have twenty-six (26) members. Each of the twenty-six (26) Active Members shall designate or appoint one (1) representative to serve on the Board of Directors.

The term of each member of the initial Board of Directors named in the Articles of Incorporation shall be through the last day of the Biennial Session held in 1995, and until her successor is designated or appointed and qualified. Thereafter, the term of each member of the Board of Directors shall be for one (1) year, and until her successor is designated or appointed and qualified. A director may serve any number of consecutive terms.

**Section 2. Quorum and Voting.** Seventy-five percent (75%) of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any

business properly to come before the Board of Directors. Unless otherwise provided in these Bylaws or the Articles of Incorporation of the Corporation, 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.

**Section 3. Annual Meeting.** The annual meeting of the Corporation shall be held at such place, date, and time as the Executive Committee of the Corporation shall specify. In odd numbered years the annual meeting shall be known as the Biennial Session. In even numbered years the annual meeting shall be known as the Interim Session.

**Section 4. Regular Meetings of Directors.** The Board of Directors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Such regular meetings of the Board of Directors shall be held at such place, date, and time, within or without the State of Indiana, as is specified in the notice of the meeting.

**Section 5. Special Meetings of Directors.** The Board of Directors may hold special meetings for any lawful purpose upon not less than two (2) days notice by a unanimous vote of the Executive Committee of the Corporation or by written petition, submitted to the Corporation's Secretary, describing the purpose of the special meeting, and dated and signed by at least seventy-five percent (75%) of the directors of the Corporation. A special meeting shall be held at such place, date, and time, within or without the State of Indiana, and for such purpose as is specified in the call of the meeting. Oral or written notice of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation to each member of the Board of Directors in accordance with statutory requirements.

**Section 6. Waiver of Notice of Meetings of Directors.** Notice may be waived in a writing, signed by the director entitled to the notice, and filed with the minutes of the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

**Section 7. Means of Communication.** The Corporation, or any committee thereof, may (a) permit a director to participate in a regular or special meeting by, or (b) conduct a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be considered present in person at the meeting.

**Section 8. Action By Written Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if at least one (1) written consent describing such action is signed by each director or each committee member, as the case may be, and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as described in this Section shall have the effect of a meeting vote and may be described as such in any document.

**Section 9. Vacancies.** When a vacancy occurs on the Board of Directors for any reason other than the expiration of the director's term or an increase in the number of directors, the vacancy shall be filled by the Active Member then holding such vacated directorship. When a vacancy occurs by reason of an increase in the number of directors, the vacancy shall be filled by the Active Member whose admission to the Corporation has resulted in such increase.

**Section 10. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

**Section 11. Miscellaneous.** All National officers, past and present, of Active Members may attend business meetings of the Corporation. In addition, registered visitors may be extended invitations to attend business meetings of regular sessions of the Corporation by a two-thirds (2/3) vote of the directors.

### ARTICLE III

#### OFFICERS

**Section 1. In General.** The officers of the Corporation shall be a Chairman, a Secretary, a Treasurer. The officers of the Corporation shall attain office by rotation in accordance with the order of Active Members set forth in Article I of these Bylaws. Each officer shall serve three (3) consecutive 2-year terms. Such terms shall be, in ascending order, for the offices of Treasurer, Secretary, and Chairman, respectively. Each such 2-year term shall commence on the date following the last day of the Biennial Session in the year in which she rotates into the office of Treasurer, Secretary, or Chairman, respectively, and continue until the last day of the next succeeding Biennial Session. Any vacancy occurring in any office shall be filled by the Active Member then holding such vacated office, and the person selected to fill such vacancy shall serve until the expiration of the term vacated.

**Section 2. Chairman.** The Chairman shall preside at all meetings of the Board of Directors of the Corporation and shall be responsible for implementation of policies established by the Board of Directors. The Chairman shall perform the duties incident to the office of chief executive officer of the Corporation and such other duties as the Board of Directors may prescribe.

**Section 3. Secretary.** The Secretary shall be responsible for all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall cause to be prepared and entered in the minute book of the Corporation the minutes of all meetings of the Board of Directors. The Secretary shall cause to be prepared and distributed all notices of meetings and shall cause to be authenticated records of the Corporation, as necessary. The Secretary shall ensure that applicants for membership are notified of the action taken concerning such applications. The Secretary shall perform or cause to be performed the duties usual to such position and such other duties as the Board of Directors, the Chairman, or the Executive Committee may prescribe.

**Section 4. Treasurer.** The Treasurer shall cause to be prepared and maintained correct and complete records of account showing accurately the financial condition of the Corporation. All

notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall cause to be furnished, whenever requested by the Board of Directors, the Chairman, or the Executive Committee, a statement of the financial condition of the Corporation and shall perform or cause to be performed the duties usual to such position and such other duties as the Board of Directors, the Chairman, or the Executive Committee may prescribe.

## **ARTICLE IV**

### **COMMITTEES**

**Section 1. Executive Committee.** The Executive Committee shall be composed of three (3) voting members and two (2) ex-officio nonvoting members. The voting members shall be the officers of the Corporation. The ex-officio nonvoting members shall be the Chairman of the Alumnae Panhellenics Committee, and the Chairman of the College Panhellenics Committee. The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors including, without limitation, the following duties:

1. To send reports of the sessions promptly to each Active and Associate Member;
2. To carry on the work of the Corporation between sessions;
3. To appoint administrative personnel as needed in the Central Office;
4. To keep the representatives of each Active and Associate Member informed regarding the work of the Corporation and of its various committees;
5. To serve as a court of reference to decide issues upon which decisions have not been reached by the committee to which such issues have been assigned;
6. To appoint all official representatives empowered to speak or act for the Corporation;
7. To authorize and conduct a vote by mail (which includes postal mail, e-mail and fax) upon questions arising between sessions of the Corporation; and
8. To perform such other duties as may be assigned to it by the Board of Directors.

In the interim between sessions, the Executive Committee may meet once at the expense of the Corporation, **provided, however**, that the Committee deems such meeting imperative to the best welfare of the Corporation. An Executive Session of the Corporation may be called by a unanimous vote of the Executive Committee.

**Section 2. Standing Committees.** The Corporation shall have the following standing committees: (i) Academic Excellence, (ii) Alumnae Panhellenics, (iii) Archives, (iv) Awards, (v)

Budget and Finance, (vi) Bylaws Review, (vii) College Panhellenics, (viii) Educational Development, (ix) Extension, (x) Government Relations, (xi) Housing, (xii) Long-Range Planning, (xiii) Minutes Review, (xiv) National Panhellenic Conference Liaison, (xv) Publications, (xvi) Public Relations, (xvii) Recruitment, (xviii) Research, and (xix) University Document Review. All of the above-listed committees shall have such responsibilities and powers as the Board of Directors, the Chairman, or the Executive Committee shall specify. The incoming Chairman of the Corporation, with the approval of the Executive Committee, shall appoint the members and chairman of each Standing Committee, each of which shall be a Director or Alternate Director. The Chairman of the Corporation may, however, with approval of the Executive Committee, appoint additional members who are not Directors or Alternate Directors to serve as non-voting members of Standing Committees. All such appointments shall hold for the interim between one Biennial Session and the close of the next succeeding one.

**Section 3. Special Committees.** The Board of Directors or, during the period between sessions, the Executive Committee may, by resolution, authorize and establish such special committees as are necessary or desirable to further the goals and to perform the programs of the Corporation. The members of a special committee shall be appointed by the Directors or, at their direction, by the incoming or sitting Chairman, respectively. The members of a special committee authorized during the period between sessions shall be appointed by the Executive Committee. Each member of a Special Committee shall be a Director or Alternate Director. The Chairman of the Corporation may, however, with approval of the Executive Committee, appoint additional members who are not Directors or Alternate Directors to serve as non-voting members of Special Committees. All appointments to a special committee shall be effective for the period specified in the resolution establishing such committee. A committee member appointed by the Board of Directors, the Executive Committee or the Chairman may be removed by a majority vote of the Board of Directors or the Executive Committee, as the case may be, with or without cause.

**Section 4. Advisory Committee.** The Corporation shall have an Advisory Committee which shall be available to the Executive Committee for advice and consultation. The Advisory Committee shall be composed of all past Chairmen of the Corporation. A meeting of the Advisory Committee shall be held at each Biennial or Interim Session, provided that at least two (2) past Chairmen are present. The chairmanship of the Advisory Committee shall rotate among those committee members who also serve as directors or alternates of the Corporation in accordance with the order of Active Members set forth in Article I of these Bylaws.

## ARTICLE V

### NATIONAL PANHELLENIC CONFERENCE FOUNDATION, INC.

There shall be a National Panhellenic Conference Foundation, Inc., a non-profit corporation under the laws of the State of Indiana for purposes within the meaning of Section 501(c)(3) Internal Revenue Code of 1954 of the United States. The Foundation shall operate under the jurisdiction of a Board of Trustees in accordance with its Articles of Incorporation.

## ARTICLE VI

### INTER-RELATED ORGANIZATIONS

**Section 1. College Panhellenics.** College Panhellenics shall be organized on those campuses where there are two (2) or more Active Members of the Corporation. The Active Member which established the first chapter on any given campus shall be responsible for organizing the College Panhellenic. College Panhellenics receive services and resources from the Corporation through the payment of annual dues.

**Section 2. Alumnae Panhellenics.** Alumnae Panhellenics shall be composed of representatives of the Corporation's Active or Associate Members, alumnae chapters, and/or individual alumnae members. These Alumnae Panhellenics receive educational and informational services from the Corporation through the payment of annual dues. Only Alumnae Panhellenics that pay annual dues may use the word "Panhellenic" to designate the name of their organization.

## ARTICLE VII

### DISCIPLINE

**Section 1. Discipline.** The Executive Committee shall consider discipline only in the event that an Active or Associate Member is accused of violating a Unanimous Agreement and/or acting contrary to Panhellenic ethics. The allegation must be submitted in writing to the Executive Committee and come from another Active or Associate Member and must include documentation providing strong evidence that a violation has occurred.

**Section 2. Procedures.** The procedures to follow in the event that it has been determined that such a Member of the Corporation may have violated a Unanimous Agreement and/or acted contrary to Panhellenic ethics shall be as follows:

1. Copies of the allegation and all documentation shall be provided to each member of the Executive Committee, which shall then make a determination as to whether or not the allegation, if true, would constitute a matter for which discipline should be considered. If it is determined that the allegation does not support the conclusion that there has been an act subject to discipline, the matter shall be dismissed and no further action taken. In the event that a member of the Executive Committee is an individual member of the accused or accusing member organization, that Executive Committee member shall be replaced for the consideration of the accusations and mediation, by the Chairman of the Advisory Committee, or the next member in rotation not having a conflict of interest.
2. In the event that the Executive Committee determines the allegations state a possible violation, the Executive Committee shall provide copies of the accusations and all documentation submitted therewith to the accused Active or Associate Member within ten (10) days of having received the written documentation of the alleged violation.

3. The Executive Committee shall promptly, in any manner it deems appropriate, contact the accused Active or Associate Member, and in consultation with the accusing Member or Members, the Executive Committee shall attempt to mediate between the involved parties in an effort to reach a mutually agreeable solution correcting the situation and eliminating the need for disciplinary consideration. Any mediated solution must be agreeable to the accused, the accusing party, and a majority of the Executive Committee members. A mediated solution should include an agreement as to who pays the expenses incurred by the Executive Committee.
4. If the Executive Committee is unable to mediate an agreeable solution without a meeting, the Executive Committee shall convene a meeting within sixty (60) days of receiving written documentation of the alleged violation. Both the accused Member and each accusing Member shall send up to two (2) representatives to such an Executive Committee meeting. Each Member involved shall pay the expenses associated with the attendance of its own representatives and share equally in the expenses incurred by the Executive Committee. The purpose of said Executive Committee meeting with the involved parties shall be to make a final effort to find a resolution acceptable to all parties and a majority of the Executive Committee. The resolution need not include a determination of guilt or innocence of the charges. If no mutually agreeable solution can be found and the accusing Member or Members desire to proceed, the Executive Committee shall declare the mediation efforts to have reached an impasse.
5. Upon the declaration of impasse in mediation by the Executive Committee, the Executive Committee shall promptly call and schedule a meeting of the Corporation in Executive Session (the official representative or her alternate representative) to take place within sixty (60) days thereafter. Once an Executive Session has been called and the date announced, the accused Member may not withdraw from the disciplinary process.
6. At the Executive Session, the accusing Member or Members shall proceed to present to the Executive Committee all evidence relating to the accusations, and the accused Member shall have the opportunity to present all evidence to the contrary. Each party shall be permitted to hear all evidence submitted by the other party and may question any witnesses offered by the other party. The parties involved shall be represented by up to two (2) representatives of each Member, which representatives must be individual members of the Member organization involved. At the conclusion of the presentation of evidence by the accusing and accused parties, the Executive Session may, upon a two-thirds vote of the Corporation in Executive Session, take any of the following actions:
  - a. Absolve the accused Member of any wrongdoing;
  - b. Censure the accused Member before the Corporation; or
  - c. Place the accused Member on probation by the Corporation, the duration of which shall not exceed beyond one calendar year from the date of implementation. The terms of probation may include conditions and corrective actions to be undertaken by the accused and may include a directive that the Member on probation be required to pay expenses of the proceedings.

If there fails to be two-thirds (2/3) of the Members of the Corporation meeting in Executive Session willing to support any of the above alternatives, the matter will be closed with there having been no determination of the guilt or innocence of the accused.

## ARTICLE VIII

### UNANIMOUS AGREEMENTS

In the matter of Unanimous Agreements, which requires a unanimous affirmative vote of the Board of Directors and unanimous ratification by National Presidents, the procedure shall be as follows:

1. Agreements that the Board of Directors vote unanimously to make binding shall be submitted by the Secretary of the Corporation to the National Presidents within (2) weeks of such unanimous vote. The Agreement shall be sent to each director, who will then submit to her respective National President for consideration and action. Through the directors the results of each Active Member's actions shall be reported to the Secretary of the Corporation.
2. Within ten (10) days after the votes of the members have been received, the Secretary of the Corporation shall announce the results of the vote to the Board of Directors. The Agreements which are ratified by all the National Presidents shall at once become binding upon each chapter of an Active or Associate Member, the National Presidents being responsible for their observance.
3. A unanimous vote of the Board of Directors is required for the enactment of a new Agreement and a five-sixths (5/6) vote of the Board of Directors is required for the amendment of an existing Agreement.

## ARTICLE IX

### INDEMNIFICATION

**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, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, 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 IX, to have acted in good faith, in what he or she 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 he or she 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 or settlement (whether with or without court approval) shall not create a presumption that a person did not meet the standards of conduct set forth in this Article IX.

## **Section 2. Definitions.**

1. As used in this Article IX, 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 his or her heirs or personal representatives) may become involved, as a party or otherwise:
  - a. By reason of his or her being or having been a director, officer, employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or
  - b. By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust, or other organization or entity where he or she served as such at the request of the Corporation, or
  - c. By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.
2. As used in this Article IX, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees, disbursements, and amounts of judgment, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.
3. As used in this Article IX, the term “wholly successful” shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding, or (iii) 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 IX 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 he or she 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 which are within the possession or control of the Corporation.

**Section 4. Relationship to Other Rights.** The right of indemnification provided in this Article IX 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 IX, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, 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 he or she is entitled to indemnification.

**Section 7. Purchase of Insurance.** The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article IX and insurance protecting the Corporation's directors, officers, employees, agents, or other persons.

## ARTICLE X

### CONTRACTS, CHECKS, LOANS, DEPOSITS AND GIFTS

**Section 1. Contracts.** The Board of Directors may authorize one (1) or more officers or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

**Section 2. Checks.** All checks, drafts, or other orders for payment of money by the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate by resolution. Such specification may be general or confined to specific instances.

**Section 3. Loans.** Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

**Section 4. Deposits.** All funds of the Corporation shall be deposited to its credit in such bank, banks, or other depositories as the Board of Directors may specify. Such specifications may be general or confined to specific instances.

**Section 5. Gifts.** The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

## **ARTICLE XI**

### **AMENDMENTS**

These Bylaws may be amended by the vote of five-sixths (5/6) of the members of the Board of Directors present and voting at any Biennial or Interim Session, or at a special session called for that purpose. These Bylaws also may be amended by a mail vote in the interim between sessions by a seven-eighths (7/8) vote of the Board of Directors. Any regular or special meeting of the Board of Directors, including any mail vote, at which an amendment is to be approved may be held upon not less than two (2) days' notice, as described in Section 6 of Article II of these Bylaws. In addition, the notice must (i) state that the purpose of such meeting is to consider a proposed amendment to the Bylaws and (ii) contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

## **ARTICLE XII**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the applicable law, the Corporation's Articles of Incorporation, these bylaws, and any special rules of order the Corporation may adopt.