

**BYLAWS
OF
SOCIETY FOR TOTAL WORKER HEALTH**

**Article I
Name, Purpose, Foundations and Offices**

1. Name. The name of this nonprofit corporation is Society for Total Worker Health (the “**Corporation**”).

2. Purpose. The Corporation is a nonprofit corporation formed to promote the advancement of worker health, safety, well-being, and productivity through education, training, advocacy, and transdisciplinary collaboration. The Corporation will serve as a transdisciplinary community of and for researchers, educators, professionals, practitioners, students, and others who share a common interest in advancing worker health, safety and well-being. In furtherance of the Corporation’s purposes, the Corporation shall engage in activities to advance the field of Total Worker Health® (“**TWH**”) through education, training, outreach, and advocacy for the benefit of workers, their families, and the community. The Corporation will convene conferences, meetings and trainings, prepare white papers, and provide community (and a communications platform) for professionals. The Corporation will receive, administer and utilize funds in furtherance of this purpose and, if necessary to carry out its mission, the Corporation may (a) hold any property, or any undivided interest in property, without limitation as to amount or value; (b) dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, the Articles of Incorporation of the Corporation, these Bylaws or any applicable laws; (c) do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers except as permitted under the Colorado Revised Nonprofit Corporation Act (the “**Act**”), the Articles of Incorporation of the Corporation, these Bylaws, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

3. Foundations and Principles. The Corporation is founded to advance worker health, safety, well-being, and productivity through education, outreach, and advocacy. The Corporation will serve as a transdisciplinary community of professionals for sharing ideas to expand research, training, education, dissemination, and advocacy for the benefit of workers, their families, and the community.

4. Offices. The principal office of the Corporation shall be located at 13001 East 17th Place, Suite W3111, Mail Stop B119, Aurora, CO 80045. The Corporation may also have offices at such other places as the Board of Directors may from time to time designate or the purposes of the Corporation may require.

Article II Members

1. Membership. Membership in the Corporation shall be open to all persons interested in TWH who meet the requirements set forth in this Article II. Approval by the Board of Directors or its designee shall be required for election to all classes of membership. Each person may hold only one membership and may not hold fractional memberships. Membership entitles each member to the rights set forth in this Article II but does not grant any ownership rights in or distribution rights from the Corporation. No member may transfer a membership and all rights of membership cease upon the member's death or dissolution.

2. Non-Voting Members. The Board of Directors may refer to persons associated with the Corporation who have no voting rights as "members" and adopt policies and procedures for the admission of such persons. Such persons are not "voting members" as that term is used in the Act.

3. Requirements for Membership. To be a member of the Corporation, an individual or organization must pay the membership fees, assessments, and any other consideration as determined by the Board of Directors. Other qualification or criteria for membership may be required as determined by the Board of Directors from time to time.

4. Classes and Categories of Membership. The Corporation shall have two classes of members: voting members ("**Voting Members**") and non-voting members ("**Non-Voting Members**"). Each class of membership shall be divided into the following categories:

(a) Voting Members.

i. Individual Member. Any individual interested in TWH, including students, professionals and retired individuals.

ii. Early Career Individual Member. Any individual interested in TWH with less than an equivalent of 10 years professional experience in a position relevant to TWH.

iii. Student Individual Member. Any individual pursuing an undergraduate or advanced degree relevant to TWH.

(b) Non-Voting Members.

i. Partner Member. Any institution, organization or group, including corporations, academic institutions, professional associations and governmental agencies that has made a commitment to TWH as defined in the Corporation's Policy Manual (the "**Policy Manual**").

ii. Honorary Member. An individual named by the Corporation's Board of Directors from time to time.

5. Member Benefits. Each category of membership shall be entitled to certain benefits as determined by the Board of Directors from time to time and outlined in the Policy Manual. Individuals and partners that commit to membership before October 10, 2022 and make a minimum contribution to be determined by the Board of Directors (the “**Founding Members**”) shall be entitled to additional benefits as determined by the Board of Directors from time to time and outlined in the Policy Manual.

6. Application for Membership. An application for membership shall be made via electronic or hard copy forms, as approved by the Board of Directors. Such forms shall include a pledge to abide by the the Corporation’s Code of Ethics and Code of Conduct. Qualifications of applicants for membership shall be screened by the Corporation’s administrative staff, and new members’ names shall be reported annually to the Corporation. Applications for membership which do not clearly qualify as applicants shall be referred to the Executive Committee for decision regarding the applications so referred.

7. Membership Dues. Membership dues are payable at time of acceptance of a membership application and on the first day of July of each year. The amount and payment terms of membership dues for each category of membership shall be determined by the Board of Directors and set forth in in the Policy Manual. All membership dues are nonrefundable. Members or potential members experiencing financial hardship may apply for reduced dues as outlined in the Policy Manual.

8. Good Standing and Termination. Membership in the Corporation shall terminate upon the resignation of a member, failure of a member to pay dues within a 3-month grace period, death, dissolution, expulsion from membership for violation of the Corporation’s Code of Ethics or Code of Conduct, or for commission of any act deemed by the Board of Directors as injurious to the reputation and standing of the TWH profession or the Corporation. Except for failure to pay dues, no member shall be expelled without due process and without a two-thirds (2/3) vote of the Board of Directors at a duly constituted meeting as defined in Article III.

9. Reinstatement. Any member terminated for nonpayment of dues may be reinstated within a three (3) year period in accordance with the Policy Manual. Following such period, any such member shall be required to re-apply to the Corporation as a new member. Resignation, suspension, or termination of membership shall not relieve a member or former member from liability for any unpaid dues or other duly assessed fees or charges. In order to re-apply for membership, all back dues must be paid in full before membership may be approved, except as determined by the Board of Directors.

10. Meetings. The annual meeting of the members (the “**Annual Meeting of the Members**”) for the election of the Board of Directors and for the transaction of such other business as may come before the members shall be held each year at the place, time, and date as determined by the Board of Directors. The President of the Corporation shall preside at the meetings of the members. The Secretary of the Corporation shall act as Secretary at all meetings of the members.

11. Notice of Meetings. Written notice of the place, date, and hour of any meeting shall be given to each Voting Member at such meeting by mailing the notice by first class mail with

postage prepaid, personal delivery, fax, or email not less than ten (10) nor more than fifty (50) days before the date of the meeting. Notice of any meeting other than the Annual Meeting of the Members shall indicate the person or persons calling the meeting and notice of any special meeting shall also indicate the purpose for which it is called.

12. Quorum. At all meetings of members, ten percent (10%) of the Voting Members eligible to vote or one hundred (100) Voting Members, whichever is less, present in person or by remote communication, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Voting Members present in person or by remote communication shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

13. Voting. Except as otherwise provided by statute or these Bylaws, the vote of a majority of the Voting Members present at the time of a vote, if a quorum is present at such time, shall be the act of the members. At any meeting of the members, each Voting Member present, in person or by remote communication, shall be entitled to one (1) vote. The record eligibility of voting rights shall be set by the Board sixty (60) days before the date of the meeting.

14. Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by a majority of the Voting Members. Such consent may be written or electronic and must be sent to every Voting Member. If consent is electronic it must be able to be reasonably determined to have been sent by the Voting Member. All written consents shall: (i) indicate the number of responses needed to meet the quorum requirement; (ii) state the percentage of approvals necessary to approve each matter other than election of directors; (iii) specify the time by which the ballot must be received in order to be counted; and (iv) be accompanied by written information sufficient to permit each Voting Member to reach an informed decision. The written consent shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

15. Meeting by Remote Communication. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication. Each Voting Member shall be deemed present in person at the meeting if both of the following apply:

(a) The Corporation implements reasonable measures to provide Voting Members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Voting Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.

(b) If any Voting Member votes or other action taken at the meeting by means of electronic transmission to the Corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation.

Article III Directors and Officers

1. Composition. The Board of Directors shall consist of the President, the President-Elect, the Secretary and the Treasurer (collectively, the “**Officers**”), the Chair of the Advisory Panel and each Director At-Large (as defined by the Board of Directors in its sole discretion). The Officers shall at all times serve on the Board of Directors. Each Director shall have one vote.

2. Appointment and Term of Office. The business and property of the Corporation shall be managed and controlled by the Board of Directors. The initial Officers are those persons named in the Action by Written Consent of Sole Incorporator, dated as of March 11, 2022 and shall serve until the first Annual Meeting of the Members. Thereafter, to become an Officer (and thereby a Director), a person shall be nominated by a Director and elected at the Annual Meeting of the Members. At the first Annual Meeting of the Members, for the purpose of staggering the Officers’ terms of office, the President-Elect and President shall be elected to one (1) year terms (the “**1-Year Term President-Elect**” and the 1-Year Term President) and the Secretary and the Treasurer shall be elected to a (2) year term. The 1-Year Term President-Elect and 1-Year Term President shall hold office until the second Annual Meeting of the Members, at which time the Board of Directors shall nominate, and the Voting Members shall vote for, the successor of the 1-Year Term President-Elect and the 1-Year Term President. Thereafter, the President-Elect shall automatically be advanced to the office of President when that office is vacated for any reason. With the sole exception of the 1-Year Term President-Elect and 1-Year Term President, the Officers, and each Director At-Large shall hold office for a term of 2 years and each shall serve for such term and until the election and qualification of a successor, or until such individual’s death, resignation, or removal. Nominees receiving the greatest number of votes shall be elected..The Officers may be elected to a maximum of two consecutive terms in the same position.. Directors At-Large shall be elected at the first Annual Meeting of the Members and after the end of their terms at the Annual Meeting of the Members thereafter. Directors At-Large may be elected to any number of consecutive terms. Other than the Secretary and Treasurer, no member of the Board of Directors may hold more than one position on the Board concurrently.

3. Number. The number of Directors of the Corporation shall initially be set at five (5), but such number may be increased or decreased by resolution of the Board of Directors. When the number of Directors is so decreased by resolution adopted by the Board of Directors, each Director in office shall serve until his or her term expires, or until his or her death, resignation or removal.

4. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

5. Removal. Directors may be removed at any meeting of the Board of Directors, with or without cause, by a vote of two thirds of the Directors other than the Director with respect to whom such vote is taken.

6. Vacancies. Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of

Directors, may be filled by the Directors then serving, although less than a quorum, by affirmative vote of the majority. Any Director so elected by the Board of Directors shall hold office until the next Annual Meeting of the Members.

7. Annual Meetings. The Directors shall meet annually at the principal office of the Corporation or such other place determined by the Directors to elect officers, review the annual report described in Section 17 of this Article, transact other business, and, if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. The place and time of such first meeting may, however, be fixed by written consent of all the Directors.

8. Special Meetings. Special meetings of the Board of Directors may be called by the President and must be called by the President on the written request of any member of the Board.

9. Notice of Meetings. Notice of all Directors' meetings, except as otherwise provided herein, shall be given to every Director at least twenty-four (24) hours before the time of the meeting, stating the date, time, and place of the meeting. The notice need not describe the purpose of the meeting. Notice may be given orally to the Director, personally or by telephone or other wire or wireless communication. Notice may also be given in writing by telegraph, teletype, electronically transmitted facsimile, electronic mail, mail, or private carrier. Notice shall be effective at the earliest of the time it is received; five days after it is deposited in the United States mail, properly addressed to the last address for the Director shown on the records of the Company, first class postage prepaid; or the date shown on the return receipt if mailed by registered or certified mail, return receipt requested, postage prepaid, in the United States mail and if the return receipt is signed by the Director to which the notice is addressed.

10. Chair. At all meetings of the Board of Directors, the President, or in the President's absence a chair chosen by the Directors present, shall preside.

11. Quorum. At all meetings of the Board of Directors, a majority of the Directors shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Director.

12. Contracts and Services. The Directors and Officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which a Director or officer is personally interested shall be at arm's length and not violate any provision in these Bylaws, the Corporation's Articles of Incorporation or the Corporation's Conflict of Interest Policy; and provided further that no contract, transaction, or act shall be taken on behalf of the Corporation which would result in the

denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code or 1986, as amended (the “**Code**”) and Treasury Regulations thereunder, as they now exist or as they may be amended (“**Regulations**”). In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action.

13. Compensation. Directors and Officers shall not receive any stated salary for their services, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each annual or special meeting of the board. The Board of Directors shall have power in its discretion to contract for and to pay to Directors or Officers rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

14. Powers. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the Colorado, shall be vested in the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation, such powers as they may see fit.

15. Officers.

(a) **Number and Succession.** The Officers of the Corporation shall include the President, the President-Elect, the Secretary and the Treasurer. Unless determined otherwise by the Board of Directors, the outgoing President shall be automatically succeeded by the outgoing President-Elect.

(b) **President.** The President shall preside at all meetings of the Board of Directors. The President shall have general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned to the President by the Board of Directors. The President shall also preside over meetings of the Executive Committee.

(c) **President-Elect.** At the request of the President, or in the event of the President’s absence or disability, the President-Elect shall perform the duties and possess the powers of the President, and to the extent authorized by law, the President-Elect shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to the President-Elect by the Board of Directors.

(d) **Secretary.** The Secretary shall have charge of books, documents and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all the meetings of the Board of Directors of the Corporation. The Secretary may sign with the President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal, if any, of the Corporation. The Secretary shall, in general, perform all the duties incident to the office of secretary, subject to the control of the Board of Directors, and shall do such other duties as may be assigned to the Secretary by the Board of Directors.

(e) **Treasurer.** The Treasurer shall have the custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may endorse on behalf of the Corporation checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer may make such payments as may be necessary on behalf of the Corporation. The Treasurer shall keep the books of the Corporation which shall provide a full and accurate account of all moneys and obligations received and paid or incurred by the Corporation, and the Treasurer shall exhibit such books at all reasonable times to any Director or officer at the offices of the Corporation. The Treasurer shall, in general, perform all the duties incident to the office of treasurer, subject to the control of the Board of Directors. The Corporation shall bond the Treasurer.

16. Chair of the Advisory Panel.

(a) The Chair of the Advisory Panel (the “**Chair of the AP**”) shall provide the Officers with guidance and recommendations concerning the conduct of the Corporation’s programs and the development of resources.

(b) The initial Chair of the AP shall be appointed by the Corporation’s initial Board of Directors for a term of one year. Thereafter, the Advisory Panel members shall elect its Chair of the AP annually by majority vote at the Corporation’s annual meeting. The Chair of the AP may serve no more than four (4) consecutive terms.

(c) The Chair of the AP shall serve as a voting member of the Board of Directors. No other member of the Advisory Panel shall have voting rights on the Board of Directors.

17. Committees.

(a) **Executive Committee.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may appoint an Executive Committee to consist of one (1) or more members of the Board of Directors. The Executive Committee, to the extent provided in the resolution, shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing it so long as such powers are consistent with the Act. The Executive Committee shall have the authority to manage the day to day operations of the Corporation to the extent provided in the resolution.

(b) **Finance Committee.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may appoint a Finance Committee to consist of one (1) or more members of the Board of Directors. The Finance Committee, to the extent provided in the resolution, shall have and may exercise such powers as shall be conferred or authorized by the resolutions appointing it so long as such powers are consistent with the Act. The Finance Committee shall have the authority to manage the financial matters of the Corporation to the extent provided in the resolution.

(c) **Other Committees.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may, from time to time, appoint such other committees as

may be permitted by law. Such other committees appointed by the Board of Directors shall consist of one (1) or more members of the Board of Directors and shall have such powers and perform such duties as may be prescribed by the resolution or resolutions creating such committees, but in no event shall any such committee have the powers denied to the Executive Committee.

(d) Term. The Board of Directors, subject to the provisions of subsections (a) or (b) of this Bylaw, may at any time increase or decrease the number of members of a committee or terminate the existence of a committee. The membership of a committee member shall terminate on the date of his death or voluntary resignation from the committee or from the Board of Directors. The Board of Directors may at any time for any reason remove any individual committee member and the Board of Directors may fill any committee vacancy created by death, resignation, removal or increase in the number of members of the committee. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee, and, in addition, in the absence or disqualification of any member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.

(e) Meetings. Unless the Board of Directors shall otherwise provide, regular meetings of the Executive Committee, Finance Committee and any other committee appointed pursuant to this Section 17 shall be held at such times and places as are determined by the Board of Directors, or by any such committee, and when notice thereof has been given to each member of such committee, no further notice of such regular meetings need be given thereafter. Special meetings of any such committee may be held at any place which has been determined from time to time by such committee, and may be called by any director who is a member of such committee, upon notice to the members of such committee of the time and place of such special meeting given in the manner provided for the giving of notice to members of the Board of Directors of the time and place of special meetings of the Board of Directors. Notice of any special meeting of any committee may be waived in writing at any time before or after the meeting and will be waived by any director by attendance thereat, except when the director attends such special meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise provided by the Board of Directors in the resolutions authorizing the creation of the committee, a majority of the authorized number of members of any such committee shall constitute a quorum for the transaction of business, and the act of a majority of those present at any meeting at which a quorum is present shall be the act of such committee.

(f) Duties. The Executive Committee, the Finance Committee, and such other committee or officer designated by the Board of Directors, shall annually prepare a report, verified by the President, to be presented at the annual meeting of the Board of Directors, showing in appropriate detail the following: (a) the assets and liabilities, including the donated funds, of the Corporation as of the end of the fiscal year; (b) the principal changes in assets and liabilities, including donated funds, during the year immediately preceding the date of the report; (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report; and (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding

the date of the report. The annual report of Directors shall be filed with the records of the Corporation.

18. Advisory Panel. The Board of Directors shall designate the name, objectives, responsibilities, and rules of procedure of the Panel. The advisory panel may provide such advice, service, and assistance to the Board of Directors and carry out such duties and responsibilities for the Corporation as may be specified by the Board of Directors; except that, if any such Advisory Panel has one or more members thereof who are entitled to vote on Panel matters and who are not then also Directors, such Advisory Panel may not exercise any power or authority reserved to the Board of Directors by the Act, the Articles of Incorporation or these Bylaws. Further, the Advisory Panel shall have authority to incur any corporate expense or make any representation or commitment on behalf of the Corporation without the express approval of the Board of Directors.

Article IV Agents and Representatives

The Board of Directors may appoint agents and representatives of the Corporation to perform acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized by law.

Article V Contracts

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into, execute and deliver any contract or instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount, *provided, however*, that the Corporation shall not engage in any act of self-dealing as described in Section 7-121-501 of Act.

Article VI Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

Article VII Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year (other than its first year of existence) and end on December 31.

Article VIII
Prohibition Against Sharing in Corporate Earnings

No Director, officer, employee, committee member, or other person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors, after all debts have been satisfied, shall be distributed in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Regulations thereunder.

Article IX
Investments

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may be permitted by law to make or any similar restriction, *provided, however*, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Code.

Article X
Amendments

The Board of Directors shall have power to make, alter, amend, repeal and restate the Bylaws of the Corporation by affirmative vote of a majority of the Board.

Article XI
Exempt Activities/Expenditures

Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

Article XII Indemnification

1. Indemnification of Directors, Officers, Employees and Other Agents.

(a) **Directors and Officers.** The Corporation shall indemnify its Directors and officers to the fullest extent not prohibited by the Act or any other applicable law; *provided, however,* that the Corporation may modify the extent of such indemnification by individual contracts with its Directors and officers; and, *provided, further,* that the Corporation shall not be required to indemnify any Director or officer in connection with any proceeding (or part thereof) initiated by such person unless (i) such indemnification is expressly required to be made by law, (ii) the proceeding was authorized by the Board of Directors of the Corporation, (iii) such indemnification is provided by the Corporation, in its sole discretion, pursuant to the powers vested in the Corporation under the Act or any other applicable law or (iv) such indemnification is required to be made under subsection (d).

(b) **Employees and Other Agents.** The Corporation shall have power to indemnify its employees and other agents as set forth in the Act or any other applicable law. The Board of Directors shall have the power to delegate the determination of whether indemnification shall be given to any such person as the Board of Directors shall determine.

(c) **Expenses.** The Corporation shall advance to 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, by reason of the fact that he is or was a Director or officer, of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, prior to the final disposition of the proceeding, promptly following request therefor, all expenses incurred by any Director or officer in connection with such proceeding, provided, however, that, if the Act requires, an advancement of expenses incurred by a Director or officer in his or her capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Article XII or otherwise.

Notwithstanding the foregoing, unless otherwise determined pursuant to paragraph (e) of this Bylaw, no advance shall be made by the Corporation to an officer of the Corporation (except by reason of the fact that such officer is or was a Director of the Corporation, in which event this paragraph shall not apply) in any action, suit or proceeding, whether civil, criminal, administrative or investigative, if a determination is reasonably and promptly made (i) by a majority vote of a quorum consisting of Directors who were not parties to the proceeding, even if not a quorum, or (ii) by a committee of such Directors designated by a majority of such Directors, even though less than a quorum, or (iii) if there are no such Directors, or such Directors so direct, by independent legal counsel in a written opinion, that the facts known to the decision-making party at the time such determination is made demonstrate clearly and convincingly that such person acted in bad faith or in a manner that such person did not believe to be in or not

opposed to the best interests of the Corporation.

(d) Enforcement. Without the necessity of entering into an express contract, all rights to indemnification and advances to Directors and officers under this Bylaw shall be deemed to be contractual rights and be effective to the same extent and as if provided for in a contract between the Corporation and the Director or officer. Any right to indemnification or advances granted by this Bylaw to a Director or officer shall be enforceable by or on behalf of the person holding such right in any court of competent jurisdiction if (i) the claim for indemnification or advances is denied, in whole or in part, or (ii) no disposition of such claim is made within ninety (90) days of request therefor. The claimant in such enforcement action, if successful in whole or in part, shall be entitled to be paid also the expense of prosecuting the claim. In connection with any claim for indemnification, the Corporation shall be entitled to raise as a defense to any such action that the claimant has not met the standards of conduct that make it permissible under the Act or any other applicable law for the Corporation to indemnify the claimant for the amount claimed. In connection with any claim by an officer of the Corporation (except in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such officer is or was a Director of the Corporation) for advances, the Corporation shall be entitled to raise a defense as to any such action clear and convincing evidence that such person acted in bad faith or in a manner that such person did not believe to be in or not opposed to the best interests of the Corporation, or with respect to any criminal action or proceeding that such person acted without reasonable cause to believe that his conduct was lawful. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the Act or any other applicable law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or its members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct. In any suit brought by a Director or officer to enforce a right to indemnification or to an advancement of expenses hereunder, the burden of proving that the Director or officer is not entitled to be indemnified, or to such advancement of expenses, under this Article XII or otherwise shall be on the Corporation.

(e) Non-Exclusivity of Rights. The rights conferred on any person by this Bylaw shall not be exclusive of any other right which such person may have or hereafter acquire under any applicable statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its Directors, officers, employees or agents respecting indemnification and advances, to the fullest extent not prohibited by the Act or any other applicable law.

(f) Survival of Rights. The rights conferred on any person by this Bylaw shall continue as to a person who has ceased to be a Director, officer, employee or other agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) **Insurance.** To the fullest extent permitted by the Act, or any other applicable law, the Corporation, upon approval by the Board of Directors, may purchase insurance on behalf of any person required or permitted to be indemnified pursuant to this Bylaw.

(h) **Amendments.** Any repeal or modification of this Bylaw shall only be prospective and shall not affect the rights under this Bylaw in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any agent of the Corporation.

(i) **Saving Clause.** If this Bylaw or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each Director and officer to the full extent not prohibited by any applicable portion of this Bylaw that shall not have been invalidated, or by any other applicable law. If this Article XII shall be invalid due to the application of the indemnification provisions of another jurisdiction, then the Corporation shall indemnify each Director and officer to the full extent under applicable law.

(j) **Certain Definitions.** For the purposes of this Bylaw, the following definitions shall apply:

i. The term “proceeding” shall be broadly construed and shall include, without limitation, the investigation, preparation, prosecution, defense, settlement, arbitration and appeal of, and the giving of testimony in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

ii. The term “expenses” shall be broadly construed and shall include, without limitation, court costs, attorneys’ fees, witness fees, fines, amounts paid in settlement or judgment and any other costs and expenses of any nature or kind incurred in connection with any proceeding.

iii. The term the “Corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, and employees or agents, so that any person who is or was a Director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent 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 Bylaw with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

iv. References to a “Director,” “officer,” “employee,” or “agent” of the Corporation shall include, without limitation, situations where such person is serving at the request of the Corporation as, respectively, a Director, officer, employee, trustee or agent of another corporation, partnership, joint venture, trust or other enterprise.

v. 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; and a person who acted in good faith and in a manner he reasonably believed to be in the interest 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 Corporation” as referred to in this Bylaw.