

**BY-LAWS OF THE BERKSHIRE ASSOCIATION
FOR BEHAVIOR ANALYSIS AND THERAPY, Inc.**

Posted 10-20-10

ARTICLE I NAME AND LOCATION OF OFFICES

The name of this Corporation is the BERKSHIRE ASSOCIATION FOR BEHAVIOR ANALYSIS AND THERAPY, Inc. also known as BABAT. It is a Massachusetts membership organization supported by membership activities. The principal office of BERKSHIRE ASSOCIATION FOR BEHAVIOR ANALYSIS AND THERAPY, Inc. is in the County of Worcester, Commonwealth of Massachusetts at 33 Turnpike Road, Southborough, Massachusetts.

ARTICLE II PURPOSES

The purpose of this Corporation is to advance the profession, science, and practice of behavior analysis and therapy by advocating for the profession and the services its practitioners provide; promoting quality assurance and training; providing resources and information related to behavior analysis and therapy, and promoting and providing professional development activities for behavioral practitioners and scientists.

ARTICLE III MEMBERSHIP

Section 1. Members.

The members of this organization shall be the persons who have met the criteria set forth in these Bylaws for membership and who have been approved for such membership by the Board. Membership in this Corporation shall not vest in any member any proprietary rights in this Corporation but shall only entitle the member to vote for the election of individuals to the Board. Members shall have no other voting rights in this Corporation. Membership shall not be assignable by any member.

Section 2. Memberships.

(a) Qualifications and Classifications: Membership in this Corporation is open to all persons interested in or actively engaged in teaching, research, or application of the principles of behavior analysis, and shall be in one of three classes:

(1) Professional-Any person holding a bachelor's degree or above in any field and who works full or part-time in behavior analysis or therapy.

(2) Student-Any person classified as a student in a program of study leading to a degree in behavior analysis or a related discipline. Application for membership in this category must be accompanied by certification of the student status of the applicant by a member of the faculty of the program in which the student is enrolled.

(3) Affiliate - Any person with an interest in behavior analysis and therapy who does not qualify for Professional or Student membership.

(b) Application for Membership: Application for membership shall be in accordance with procedures established by the Board.

(c) Dues: Dues shall be established by the Board, and shall be due on or before October 31st of each calendar year. The Board may change the dues schedule as needed.

(d) Termination of Membership:

(1) Members failing to pay dues to this Corporation within sixty (60) days of the due date shall automatically forfeit their membership in this Corporation as of the sixty-first (61st) day. Individuals who have forfeited membership because of non-payment of dues may be reinstated in accord with policies established by the Board.

(2) The Board may, by two-thirds (2/3) vote of the entire Board, suspend or expel any member of this Corporation for violation of these Bylaws, and/or any rules, procedures and policies established by this Corporation. Before such action is taken by the Board, written notice shall be sent to the member not less than thirty (30) days prior to the meeting of the Board at which the matter is to be considered. Said member shall be entitled to a hearing before the Board before any decision is rendered.

(3) The Board may suspend or expel any member for violations of the most current version of the Behavior Analyst Certification Board Guidelines for Responsible Conduct, or violations of the most current version of the Ethical Principles of Psychologists and Code of Conduct, American Psychological Association.

Section 3. Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting of the members of this Corporation may be held at any place within or without the Commonwealth of Massachusetts that has been designated therefor by the Board.

Section 4. Annual Meeting

The annual meeting of the members shall be held in the fourth quarter of each calendar year and shall be called by the Board and noticed in accordance with the provisions of this Article. Members must be in attendance to participate in meeting activities including voting; participation by proxy is not permitted. The annual meeting shall include, but not be limited to, presenting reports by the Directors and Officers of this Corporation.

Section 5. Special Meetings.

Special meetings of the members may be called at any time by order of the President of this Corporation or by simple majority vote of the Board.

Section 6. Notice of Meetings.

Written notice of meetings of members shall be given personally or by regular and/or electronic mailings to all members of this Corporation, sent to his or her last known regular address or electronic mail address. The notice of meeting shall be given at least ten (10) days prior to the date of said meeting.

Section 7. Quorum.

Ten percent (10%) of the voting members shall constitute a quorum for the transaction of business at any meeting of members.

Section 8. Election of Directors of the Board by Written and/or Electronic Ballot.

The election of directors shall be accomplished by written and/or electronic ballot with the ballot of every member being solicited. All solicitations of ballots shall indicate the time, date and place where the ballot must be returned to be counted. The director candidates who receive the highest number of affirmative votes up to the number of director positions to be filled shall be elected.

ARTICLE IV DIRECTORS

Section 1. Powers.

Subject to any limitations contained in the Articles of Incorporation and these Bylaws and the pertinent restrictions contained in Chapter 156D and Chapter 180 of the General Laws of the Commonwealth of Massachusetts, all the activities and affairs of this Corporation shall be exercised by or under the direction of the voting members of the Board of Directors. The Board may delegate the management of the day-to-day operation of the activities of this Corporation to a management company or other person or persons, however composed, provided that the activities and affairs of this Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the agents and employees of this Corporation, prescribe such duties for them as may be consistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation and in the Board's discretion require from them security for faithful service.

(b) To make such disbursements from the funds and properties of this Corporation as are required to fulfill the purposes of this Corporation as more fully set out in the Articles of Incorporation thereof and generally to conduct, manage and control the activities and affairs of this Corporation and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of this Corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

(e) To change the principal executive office or the principal business office from one location to another; to cause this Corporation to be qualified to do business in any other state, territory, dependency, or country and to conduct business within or outside the Commonwealth of Massachusetts; and to designate any place within or outside the Commonwealth of Massachusetts for the holding of any meeting or meetings.

Section 2. Number of Directors.

The authorized number of voting directors of this Corporation shall be no fewer than nine (9) and no more than fifteen (15). Each voting Director shall be over 18 years of age and shall be a Professional member of this Corporation.

Section 3. Selection and Tenure of Office.

Elected Directors

Board of Directors who are selected by election pursuant to Article V, section 1 (below), shall be elected by the membership on a rotating basis. One-half (1/2) of the voting directors, or as close to one-half (1/2) as is possible, shall be elected annually during the first quarter of each calendar year by properly executed ballot of the members of this Corporation. Each voting director shall hold office for a term of two (2) years, with the following exceptions: (1) the President shall be a member of the Board for a term of four (4) years: two years as President, and two years as Past-President; (2) a director who is completing the term of a director whose office is vacant shall complete the remaining term of the prior director; or (3) the number of voting directors has been

changed (in which case the directors may be elected for terms of one (1) year and two (2) years in order to continue the rotation basis for the Board. An individual shall not serve more than three (3) consecutive terms as a voting director, and not more than two (2) consecutive terms in the same position, but he or she may be re-elected as a director after one full year has elapsed since he or she last served as a director. However, a director may complete the term of a prior director whose office has become vacant and then continue as a director for two consecutive two-year terms. If the directors are not elected by ballot during the first quarter of the calendar year, the directors may be elected at any special meeting of the members held for that purpose.

The term of office for each director shall begin on February 1 of the calendar year immediately following election and shall continue for the elected term and until a successor has been elected and qualified.

Nominations for open director positions shall be solicited during the third quarter of each calendar year by regular and/or electronic mailings to all members of this Corporation and by printed solicitation in the Annual Conference Program, if a conference is being offered that year.

An Election Committee comprised of members of the Board selected by the President shall review all nominations, confirm that the nominating individuals are current members of the Corporation and the Professional membership status of nominees, and select from the valid nominees a slate of no more than three candidates for election for each open office. The election committee shall propose the candidates to the Board for voting. The Board shall have final approval of the slate of candidates.

The selection of candidates for office shall be made on the basis of qualifications of the individual, unique experiences and affiliations of the individual, and the opinion of which candidates might further the mission of the organization and its immediate concerns, without prejudice on the basis of race, ethnicity, gender, or age.

Appointed Directors

The Board shall appoint Directors as follows: Treasurer, Conference Committee Chairperson, Newsletter Chairperson, Special Appointments (up to two voting director appointments), Student member (up to two appointments), Special advisor (up to two appointments) and Conference Committee Co-Chair (unless an elected director agrees to serve in that role).

An appointment shall be made by simple majority vote of the Board. A call for nomination for an appointed Director position shall be made by the President. Any voting Director of the Board may nominate a member in good standing for appointment. A majority vote shall determine who shall be appointment.

Directors who are selected by appointment pursuant to Article V, section 1 (below), shall be appointed by the Board, for a term of two (2) years. After the term has ended, the Board may vote to renew appointment for another two years.

Section 4. Ethics.

Directors shall comply with the Behavior Analyst Certification Board's Guidelines for Responsible Conduct for Behavior Analysts and the Ethical Principles of Psychologists and Code of Conduct, American Psychological Association.

Directors shall avoid participating in dual relationships and any activities that may compromise their ability to make objective decisions regarding this Corporation.

The Board may require directors to notify the Board of any conflicts of interest that may compromise their ability to make objective decisions regarding this Corporation.

Section 5. Removal of Director.

Any director may be removed for cause and without cause from the Board if such removal is approved by a majority of the directors then in office.

An individual who is removed from the Board shall not be eligible to serve as a director or on a committee of this Corporation for a minimum of three years. In addition, if a director violates policies and procedures of the organization, including but not limited to conference activities, election to office, or appointment to special committees, the Board shall vote on whether to remove said director from office.

An individual who has been removed from the Board may, after three years, petition the Board for eligibility to run for elected office or appointment as a member of the Board. The Board may deny this request without cause.

Section 6. Resignation or Leave of Absence of a Director.

Any director may resign effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be appointed to take office when the resignation becomes effective if the resignation takes effect more than one month prior to an election or if the resignation is for an appointed office.

A director may request a leave of absence effective upon giving written notice to the Board. The Board shall vote on whether to approve said leave. During the leave period the director seat will be held vacant until the duration of the approved leave. A leave of absence cannot exceed twelve (12) consecutive months.

Section 7. Vacancies.

Vacancies on the Board may be filled by vote of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a special meeting held pursuant to notice to all members in compliance with written notification requirements, or (3) a sole remaining director. Each director so elected shall hold office until the expiration of the term of office of the replaced director and until a successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors is increased.

The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of any court, or convicted of a felony. That individual shall not be eligible to serve as a director or on a committee of this Corporation at any point in the future.

No reduction of the authorized number of voting directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 8. Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting of the Board may be held at any place within or without the Commonwealth of Massachusetts which has been heretofore designated for that purpose by the Board.

Section 9. Annual Meeting.

The annual meeting of the Board shall be held in the first quarter of each calendar year and shall be called and noticed in accordance with the provisions of this Article.

Section 10. Special Meetings and Electronic Voting Provisions.

Special meetings of the Board may be called by the President or any two directors.

Special electronic vote of the Board may be called at any time by order of the President of this Corporation, according to the following provisions:

- (a) The voting issue must first be unanimously affirmed by voting directors to require an immediate, special electronic vote in lieu of waiting until the next scheduled meeting of the Board. Only then may the issue be voted upon through electronic mail.
- (b) All voting directors must be contacted by electronic mail or phone call confirming receipt of the call to vote. If a voting member cannot confirm receipt of call to vote, a vote cannot be made on the issue until contacting the director is resolved.
- (c) A call to an electronic vote must require at least five calendar days to respond. If all voting directors have not responded within five days, the vote shall be closed and recorded as "no action taken". A new call to electronic vote may be made.
- (d) The Secretary shall record the procedures, keeping records of the outcome and circulating a general summary of votes and resolution to all voting directors following the close of the vote. The Secretary shall maintain this record following all procedures established for recording and storing the minutes of meetings.

Section 11. Notice of Meetings.

Meetings of the Board shall be held upon not less than five (5) days notice by first-class mail or forty-eight (48) hours notice delivered personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), telegraph, facsimile, electronic mail, or other electronic means. Any such notice shall be addressed or delivered to each director or at such director's address as it is shown upon the records of this Corporation or as may have been given to this Corporation by the director for such purpose of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Section 12. Quorum and Board Action.

A majority of the voting directors in office shall constitute a quorum. A majority of the voting directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors, if any, who were not present at the time of the adjournment.

Section 13. Participation in Meetings by Conference Telephone.

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment, so long as all of the following apply:

- (a) Each member participating in the meeting can communicate with all of the other members concurrently.
- (b) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken by this Corporation.
- (c) This Corporation adopts and implements some means of verifying both of the following:

(1) A person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting.

(2) All statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

Section 14. Waiver of Notice.

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or to a director who attends the meeting without protesting, before or at its commencement about the lack of notice. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 15. Adjournment.

A majority of the voting directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 16. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if all voting members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the voting members of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 17. Rights of Inspection.

Every voting director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of this Corporation.

Section 18. Committees.

Committees of the Board may be appointed by vote of the Board. Official Board committees shall be chaired by a voting member of the Board and composed of two or more members of the Corporation, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board, except with respect to:

- (a) The approval of any action for which the Commonwealth of Massachusetts General Law also requires members' approval;
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;

- (g) The naming of an Election Committee by the President of the Corporation;
- (h) The expenditure of corporate funds to support a nominee for director after there or more people nominated for director than can be elected; or

Any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 19. Fees and Compensation.

Directors shall not receive compensation for their services as directors. Directors may receive reimbursement for expenses as may be fixed or determined by the Board and may serve the organization in some other capacity for which compensation is paid.

Section 20. Annual Reports and Statements.

The Board shall cause an annual report and a statement of certain transactions and indemnifications to be sent annually to the members and directors of this Corporation or posted in electronic form on the Corporation web site.

ARTICLE V DIRECTORS AND OFFICERS

Section 1. Member Elected and Board Appointed Directors.

- (a) The voting members of the Board of Directors of this Corporation shall be:

- President
- Secretary
- Treasurer
- Past-President
- Conference Committee Chairperson
- Newsletter Chairperson
- Professional Practice Committee Chairperson
- Membership Committee Chairperson
- Student Relations Chairperson
- Member-at-large (two positions, representing 1) Greater Boston Area, 2) Central and Western Massachusetts)
- Special Appointment (up to two appointments)

- (b) The Directors positions elected to office by a vote of members shall be:

- President
- Secretary
- Professional Practice Committee Chairperson
- Membership Committee Chairperson
- Student Relations Committee Chairperson
- Member-at-large (both positions)

- (c) The Directors appointed to office by the Board of Directors shall be:

- Treasurer
- Conference Committee Chairperson
- Newsletter Chairperson
- Special Appointment (up to two voting director appointments)

(d) The Board of Directors may appoint individuals to the following positions as ex-officio, non-voting members of the Board of Directors of this Corporation:

- Student member (up to two appointments)
- Special advisor (up to two appointments)
- Conference Committee Co-Chair, unless an elected director agrees to serve in that role.

(e) Any Professional member may serve as a director.

Section 2. Duties of President.

(a) The President shall be the chief executive officer of this Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of this Corporation and the activities of the officers.

(b) He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

(c) Unless another person is specifically appointed by the President as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members.

(d) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of this Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors, or shall approve the execution of such instruments by the Treasurer of the Corporation.

Section 3. Duties of Past President.

(a) In the absence of the President or in the event of their inability or refusal to act, the Past President shall perform all duties of the President and, when so acting, shall have all the power of, and be subject to all the restrictions on, the President.

(b) The Past President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 5. Duties of Secretary.

The Secretary shall:

(a) Certify and keep at the principal office of this Corporation the original, or a copy, of these Bylaws, as amended or otherwise altered to date.

(b) Keep at the principal office of this Corporation or at such other place as the Board may determine, the minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether annual or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(d) Be custodian of the records and of the seal of this Corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of this Corporation.

(e) Keep at the principal office of this Corporation a membership book or electronic database containing the name and address of each and every member, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

(f) Exhibit at all reasonable times to any director of this Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the directors of this Corporation.

(g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 6. Duties of Treasurer.

The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of this Corporation, and deposit all such funds in the name of this Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, monies due and payable to this Corporation from any source whatsoever.

(c) Disburse, or cause to be disbursed, the funds of this Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of this Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any director of this Corporation, or to his or her agent or attorney, on request therefor.

(f) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of this Corporation.

(g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(h) In general, to perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 7. Duties of Other Directors.

(a) Conference Committee Chair: To coordinate and oversee the planning and implementation of the annual conference, including the management of the conference budget and site selection, selection of the conference program, and on-going operations of the conference, including a final report of these activities to the Board of Directors.

(b) Newsletter Chairperson: To coordinate the production and distribution of the twice-yearly newsletter which is to be sent to all members.

(c) Professional Practice Committee Chairperson: To coordinate the implementation and monitoring of activities related to professional practice at the regional and national legislative level; coordinate and implement cooperation with activities of national membership organizations in applied behavior analysis; and foster professional

development through continuing education programs and other training offered by the Corporation.

(d) Membership Committee Chairperson: To maintain the list of current membership and to coordinate efforts to gain new members and retain current members.

(e) Student Relations Committee Chairperson: To maintain positive relations with regional colleges and universities offering coursework in applied behavior analysis; to promote active student involvement through recognition of student submissions to the annual conference.

(f) Member-at-large: To provide consultation to the Board on matters of concern for the field for their geographic area, participate in conference planning activities such that regional members' interests and concerns are offered as needed.

(g) Special appointments: Two (2) special appointments as voting directors who shall attend the Board of Directors' meeting and provide Directors with information and advisement in their area of expertise.

Section 8. Appointed (Non-Voting) Directors.

(a) Student Members-Two (2) student members who shall be enrolled full time in either a graduate program or undergraduate program with a focus on behavior analysis. The student members shall attend the Board of Directors' meetings and provide Directors with information regarding the interests and needs of the student members of this Corporation. The student members shall also develop a method by which regional graduate and undergraduate programs in behavior analysis can provide input to the Board of Directors and become aware of this Corporation's activities.

(b) Special appointments-Two (2) special appointments who shall attend the Board of Directors' meeting and provide Directors with information and advisement in their area of expertise.

(c) Conference Committee Co-Chair - One (1) Professional member may be appointed to assist the Conference Committee Chair in coordinating and overseeing the planning and implementation of the annual conference if no elected director agrees to serve in this role.

Section 9. Executive Committee.

The President, Past President, Secretary, Treasurer, and Conference Chair of the Board shall comprise the Executive Committee. The Executive Committee shall be chaired by the President. At its discretion, the Executive Committee may invite other directors, contractors, vendors, or members of the organization to attend all or part of its meetings.

The Executive Committee shall conduct operations of the Corporation between meetings of the full Board of Directors, representing and acting for the Board of Directors. In this role, the Executive Committee shall have the full powers of the Board, with the restrictions described in Article IV of these Bylaws.

Section 10. Inability to Act.

In the case of absence or inability to act of any directors of this Corporation and of any persons herein authorized to act in their place, the Board may from time to time delegate the powers or duties of such directors to any other directors or any directors or other persons whom the Board may select.

ARTICLE VI INDEMNIFICATION OF AGENTS

For purposes of this Article, "agent" means any person who is or was a director, officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic Corporation which was a predecessor Corporation of this Corporation or of another enterprise at the request of such predecessor Corporation.

No agent shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such agent as an agent notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an agent director (i) for breach of the agent's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the agent derived an improper personal benefit. No amendment or repeal of this provision shall deprive an agent of the benefits herof with respect to any act of omission occurring prior to such amendment or repeal.

This Corporation shall have power to purchase and maintain insurance on behalf of any agent of this Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not this Corporation would have the power to indemnify the agent against such liability under the provisions of this Article.

In the event of litigation pursuant to this article the prevailing party shall be entitled to reimbursement for his, her or its reasonable attorneys' fees and expenses of pursuing or defending any such claims.

ARTICLE VII RECEIPT AND DISBURSEMENT OF FUNDS

Section 1. Receipt of Funds.

This Corporation shall receive all monies and/or other properties transferred to it for the purposes of this Corporation (as shown by the Articles of Incorporation as amended to date). However, nothing contained herein shall require the Board to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of this Corporation as shown by said Articles.

Section 2. Disbursement of Funds.

This Corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

ARTICLE VIII ADDITIONAL PROVISIONS

Section 1. Validity of Instruments Signed by Officers.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof, executed or entered into between this Corporation and any other person, when signed by the President, or the Secretary, or the Treasurer of this Corporation is not invalidated as to this Corporation by any lack of authority of the signing officers in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

Section 2. Authority of Directors and Agents.

The Board, except as the Bylaws otherwise provide, may authorize any director or directors, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of this Corporation. Such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or the Board, and except as in this Section hereinabove provided, no director, agent or employee shall have any power or authority to bind this Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 3. Representation of Shares of Other Corporations.

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of this Corporation all rights incident to any and all shares of any other Corporation or Corporations standing in the name of this Corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized so to do in proxy or power of attorney duly executed by said officer.

Section 4. Amendments.

These Bylaws may be amended or repealed by the approval of the Board, except for the amendment or repeal of membership voting rights in this Corporation. These rights may only be amended or repealed by the approval of the Board and the members.

Section 5. Instruments in Writing.

All checks, drafts, demands for money and notes of this Corporation, and all written contracts of this Corporation shall be signed by such officer or officers, agent or agents, as the Board may from time to time by resolution designate.

Section 6. Maintenance of Articles, Bylaws and Records.

This Corporation shall keep at its principal executive office:

- (a) The original or a copy of its Articles of Incorporation and Bylaws as amended to date;
- (b) Adequate and correct books and records of account; and
- (c) Minutes of the proceedings of its Board and committees of the Board.