

## **By-laws of Advanced Laboratory Physics Association Inc.**

### **A non-profit corporation formed under the Delaware General Corporation Law**

As approved by the Board of Directors on 2021-10-01.

#### **ARTICLE I – NAME**

The name of the corporation is Advanced Laboratory Physics Association, Inc. (the “corporation” or “ALPhA”).

#### **ARTICLE II – PURPOSE**

The corporation is formed exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and, in furtherance of charitable purposes, to provide communication and interaction among instructors and staff who are involved in intermediate and advanced laboratory physics instruction at colleges and universities in the United States and the rest of the world, to foster and promote scholarly discussion of intermediate and advanced laboratory physics instruction; to support the development of the capabilities of individuals engaged in intermediate and advanced laboratory physics instruction and thereby to improve their academic abilities; and, through the foregoing purposes, to promote social welfare.

#### **ARTICLE III – MEMBERSHIP**

##### **Section 1. Members.**

The membership of the corporation (“Members”) shall consist of those persons who have a substantial and bona fide interest in the mission of the corporation and who are admitted to membership on such terms and conditions established from time to time by a Board of Directors (the “Board” or “Directors”) selected by the membership as provided for in Article V. Without limiting the foregoing, but subject to applicable law and the Certificate of Incorporation of the corporation, the Board may provide for a set period or duration of membership, may provide for different classes of membership with different terms and conditions, and may set dues and assessments as a condition of membership.

##### **Section 2. Termination of Membership.**

The Board of Directors can remove any Member from the organization for unprofessional actions the Board deems detrimental to the organization. This can be accomplished with a two-thirds majority vote of the Directors present for the vote.

##### **Section 3. Evidence of Membership.**

Membership in the corporation shall be evidenced by the inclusion of the Member's name and classification in a list of Members to be maintained under the direction of the Secretary. Said list shall

indicate whether the Member is entitled to participate in transactions of business by the membership according to the terms and conditions set by the Board of Directors.

**Section 4. Action by the Members.**

Except as otherwise required by law, or by the Certificate of Incorporation, or by these by-laws, transactions of business by the membership shall be conducted by voting. The Board shall establish rules for the conduct of voting and the counting of votes not otherwise provided for by these by-laws or applicable law.

**ARTICLE IV – VOTING AND MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.**

The annual meeting of Members of the corporation for the election of Directors and Officers, if applicable, and for the transaction of other business shall be held at such time and such place within or without the State of Delaware as shall be determined by the Board of Directors or the President and stated in the notice of the meeting or in a duly executed waiver of notice thereof.

**Section 2. Special Meetings.**

A special meeting of Members may be called by the Board of Directors or the President, and shall be called by the President or the Secretary at the request in writing of a majority of the Board of Directors, or by a petition signed by a number of Members not less than that which would constitute a quorum for the meeting. Each special meeting of the Members shall be held at such time and place within or without the State of Delaware as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Business transacted at any special meeting of Members shall be limited to the purpose or purposes stated in the notice of the meeting.

**Section 3. Notice and Purpose of Meetings.**

Notice of each meeting of Members stating the place, date and hour of the meeting and, in the case of a special meeting, in general terms, the purpose or purposes for which the meeting is called, shall be given in writing or by electronic transmission not less than ten (10) nor more than sixty (60) days before the meeting to each Member of record entitled to vote at the meeting. The notice shall also state the means of remote communications, if any, by which members may be deemed to be present in person and vote at such a meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid, directed to each Member at the Member's address as it appears on the records of the corporation.

**Section 4. Procedure.**

At each meeting of Members the order of business and all other matters of procedure may be determined by the person presiding at the meeting.

**Section 5. Quorum and Action.**

At all meetings of Members, except as otherwise required by law, or by the Certificate of Incorporation or by these by-laws, a quorum shall be required for the transaction of business and shall consist of not

less than one-third of the membership entitled to vote at the meeting, present in person or represented by proxy.

#### **Section 6. Adjournments.**

The Members entitled to vote who are present in person or represented by proxy at any meeting of Members, whether or not a quorum shall be present at the meeting, shall have power by a majority of the votes cast to adjourn the meeting from time to time without notice other than announcement at the meeting of the time and place to which the meeting is adjourned. At any adjourned meeting held without notice at which a quorum shall be present any business may be transacted that might have been transacted on the original date of the meeting. If the adjournment is for more than thirty days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the adjourned meeting.

#### **Section 7. Voting; Proxies.**

Unless otherwise provided in the Certificate of Incorporation, each Member of record on the record date fixed for the meeting (or if no such date has been fixed, on the date of the meeting) shall be entitled to one vote. Each Member entitled to vote at a meeting of Members or to express consent or dissent to corporate action in writing without a meeting may act in person or may authorize another person or persons to act for the Member by proxy, but no proxy shall be voted or acted upon after three years from its date unless it provides for a longer period. Directors elected at any meeting of Members shall, except as otherwise required by law or the Certificate of Incorporation or these by-laws, be elected by a plurality of the votes cast. All other corporate action to be taken by vote of Members shall, except as otherwise required by law or the Certificate of Incorporation or these by-laws, be authorized by a majority of the votes cast. Unless otherwise provided in the Certificate of Incorporation, the vote for Directors shall be by ballot, but the vote upon any other question before a meeting of Members shall not be by ballot unless required by law or unless the person presiding at such meeting shall so direct or unless any Member present in person or by proxy and entitled to vote thereon shall so demand. Ballots may be cast by electronic transmission.

#### **Section 8. Consent of Members in Lieu of Meeting.**

Unless otherwise provided in the Certificate of Incorporation, any action required to be taken at any annual or special meeting of Members, or any action (including, without limitation, adoption, amendment or repeal of by-laws) which may be taken at any annual or special meeting of Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken and the date of each signature, shall be signed by Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote thereon were present and voted. Written consents signed by a sufficient number of Members to take action shall be delivered to the corporation within sixty days of the earliest dated consent so delivered. Written consent may be given by facsimile, electronic mail or other electronic transmission, provided that any such facsimile, electronic mail or other electronic transmission sets forth or is delivered with information from which the corporation can determine (a) that the facsimile, electronic mail or other electronic transmission was transmitted by the Member or by a person or persons authorized to act for the Member and (b) the date on which such Member or authorized person or persons transmitted such facsimile, electronic mail or electronic transmission. The date on which such facsimile, electronic mail or electronic transmission is transmitted shall be deemed

to be the date on which such consent was signed. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing.

**Section 9. Presence at Meeting by Remote Communication.**

Members or proxyholders may participate in a meeting of the Members by remote communication, and participation in a meeting by such means shall constitute presence in person at the meeting, provided that (a) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member or proxyholder, (b) the corporation shall implement reasonable measures to provide such Members and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (c) if any Member or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

**Section 10. Waiver of Notice.**

Whenever notice is required by law or these by-laws to be given to any Member, a written waiver thereof, signed by such Member in person or by proxy, or a written waiver thereof by electronic transmission by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. The attendance of any Member at a meeting in person or by proxy shall constitute a waiver of notice of such meeting, except when the person attends a 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. Neither the business to be transacted at, nor the purpose of any annual or special meeting of the Members need be specified in any written waiver of notice.

**Section 11. Inspectors of Election.**

The Board of Directors may, in advance of any meeting of the Members, appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed in advance of the meeting, the person presiding at such meeting may, and on the request of any Member entitled to vote thereat shall, appoint one or more inspectors. In case any inspector appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. Each of the inspectors, before entering upon the discharge of their duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of their ability. No person who is a candidate for the office of Director of the corporation shall act as an inspector at any meeting of the Members at which Directors are elected.

**Section 12. Duties of Inspectors of Election.**

Whenever one or more inspectors of election may be appointed as provided in these by-laws, they shall determine the number of Members entitled to vote, the number of Members at the meeting, the existence of a quorum in person or by proxy, and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with

the right to vote, count and tabulate all votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members.

**Section 13. Fixing Record Date.**

The record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, except that the Board of Directors may, by resolution, fix a different record date which shall not precede the date such resolution is adopted and shall not be more than sixty nor less than ten days before the date of the meeting. The record date for determining Members entitled to consent to corporate action in writing without a meeting shall be either the first date on which a signed written consent provided for in these by-laws is delivered to the corporation or, if prior action by the Board of Directors is required by law, at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action, except that the Board of Directors may, by resolution, fix a different record date which shall neither precede nor be more than ten days after the date such resolution is adopted. The record date for determining Members entitled to vote shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, except that the Board of Directors may, by resolution, fix any other record date not more than sixty days prior to such action. Only such Members as shall be Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting of Members and any adjournment thereof. A determination of Members of record entitled to notice of or to vote at any meeting of Members shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

**ARTICLE V – BOARD OF DIRECTORS**

**Section 1. General Powers.**

The Board shall be responsible for the overall management of the corporation, including all matters of corporate governance and finance.

**Section 2. Number and Qualifications.**

The Board shall consist of four Officers (the President, the Vice President, the Secretary, the Treasurer), and not less than three and not more than eight additional members. Within that range, the exact number of Board members shall be fixed from time to time by action of the Board. Each Board member must be a Member of the corporation in good standing at the time of election.

**Section 3. Selection and Nomination.**

The Directors and Officers other than the President shall be elected by the Members to a term of office as given in Section 4 of this Article V. Such an election of a Director or Officer shall require a plurality of the votes cast by the Members entitled to vote in the election.

Nominations of candidates for election as Directors, the Vice President, the Secretary and the Treasurer shall be made by the Nominating Committee.

#### **Section 4. Term of Office.**

Except as otherwise required by law or these by-laws, each Director shall hold office for the term for which the Director is elected and until the Director's successor has been elected and qualified, or until the Director's earlier death, resignation or removal. Elections shall be held at the annual meeting of Members for each office with a term that expires before the subsequent annual meeting of Members. The following shall be the terms of office for each of the Directors:

- a. The Vice President shall serve for two years as Vice President, followed by two years as President. In the event that the Vice President is unable to serve as president, the election must include both.
- b. The term of office for the President shall be two years. The President cannot again hold office in the presidential line for at least four years after completion of this term.
- c. The term of office for the Secretary shall be four years. The Secretary cannot again hold the office of Secretary for at least four years after completion of this term.
- d. The term of office for the Treasurer shall be four years. The Treasurer cannot again hold the office of Treasurer for at least four years after completion of this term.
- e. Other Directors shall have a term of two years. Such other Directors cannot again hold the office of Director except as President, Vice President, Secretary or Treasurer for at least two years after completion of three consecutive terms.

#### **Section 5. Resignation.**

Any Director may resign at any time by giving written notice to the corporation. Such resignation shall take effect at the time specified therein; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 6. Removal or Suspension of Directors.**

Except as otherwise provided by law, any Director may be removed or have authority suspended by the Board of Directors at any time, with or without cause.

Except as otherwise provided by law, any Director or the entire Board of Directors may be removed, with or without cause, by the vote of a majority of the Members of the corporation then entitled to vote in an election of Directors.

#### **Section 7. Vacancies.**

A vacancy in the office of the President shall be filled for the remainder of the term by the Vice President, who shall serve simultaneously as President and Vice President during the remainder of the term, and shall continue to serve as President for the next term. Newly created directorships and other vacancies in the Board of Directors, including vacancies resulting from the resignation of Directors effective immediately or at a future date or from the removal of Directors, with or without cause, may be filled by vote of a plurality of the Directors then in office (including Directors whose resignations are effective at a future date), although less than a quorum, or by the sole remaining Director. Each Director so chosen shall hold office for a term specified by the Board at the time the vacancy is filled, not to exceed the remaining term of the vacancy being filled and not to exceed the term specified in Section 4 of this Article V, and until the Director's successor has been elected and qualified, or until the Director's

earlier resignation or removal. A vote to fill a vacancy or vacancies created by the resignation or resignations of a Director or Directors effective at a future date shall take effect when the resignation or resignations become effective.

#### **Section 8. Regular Meetings of Directors.**

Regular meetings of the Board of Directors may be held without notice at such time and such place within or without the State of Delaware as may be fixed from time to time by resolution of the Board of Directors.

#### **Section 9. Special Meetings of Directors.**

A special meeting of the Board of Directors may be called by the President or, in the absence or disability of the President, the Vice President, or by any two Directors, or if there is only one Director by that one Director. Each special meeting of the Board of Directors may be held at such time and place within or without the State of Delaware as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

#### **Section 10. Notice of Special Meetings.**

Notice of each special meeting of the Board of Directors, stating the time and place thereof, shall be given by the President, the Vice President, the Secretary, or any member of the Board of Directors, to each member of the Board of Directors not less than twenty-four hours before the meeting by either (a) delivering the same to each member of the Board of Directors personally, or (b) sending the same by telephone, facsimile, electronic mail, or other means of electronic transmission to the address designated by the Director for such purposes (or, if none is designated, to the Director's last known address), or (c) delivering the notice to the address designated by the Director for such purpose (or, if none is designated, to the Director's last known address). The notice of any meeting of the Board of Directors need not specify the purpose or purposes for which the meeting is called, except as otherwise required by law or these by-laws.

#### **Section 11. Quorum and Action by the Board.**

At all meetings of the Board of Directors, except as otherwise required by law or these by-laws, a quorum shall be required for the transaction of business and shall consist of not less than a majority of the Board of Directors, and the vote of a majority of the Directors present shall decide any question that may come before the meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

#### **Section 12. Procedure.**

The order of business and all other matters of procedure at every meeting of the Board of Directors may be determined by the person presiding at the meeting.

### **Section 13. Committees of Directors.**

The Board of Directors may, by resolution adopted by vote of a majority of the entire Board of Directors, designate one or more committees, each committee to consist of one or more of the Directors of the corporation. The Board 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. In the absence or disqualification of any member or alternate member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not 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 or alternate member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the property, business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority of the Board of Directors in reference to amending the Certificate of Incorporation, adopting any agreement of merger or consolidation, recommending to the Members the sale, lease or exchange of all or substantially all of the corporation's property and assets, recommending to the Members a dissolution of the corporation or a revocation of a dissolution, or amending the by-laws of the corporation. Each such committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. A majority vote of all the members of any such committee may fix its rules or procedure, determine its actions and fix the time and place within or without the State of Delaware for its meetings and specify the number of members required to constitute a quorum and what notice thereof, if any, shall be given, unless the Board of Directors shall otherwise provide. The Board of Directors may at any time fill vacancies in, change the membership of, or discharge any such committee.

### **Section 14. Other Committees.**

The Board may also create from time to time one or more other committees, the membership of which need not be limited to Directors, that are advisory but do not have the delegated authority of the Board. Except as otherwise specified herein or in the Policies and Procedures of the corporation, a majority of the members of any committee reporting to the Board shall constitute a quorum for any meeting of such committee, and the affirmative vote of a majority of the members present at such meeting shall be required for the approval of any action by such committee. The Board of Directors may at any time fill vacancies in, change the membership of, or discharge any such committee.

### **Section 15. Nominating Committee.**

The Board shall create a Nominating Committee, the membership of which need not be limited to Directors. The Nominating Committee shall prepare for the Members of the corporation a slate of candidates for each of the elected positions to be decided in each election.

### **Section 16. Financial Compensation.**

The Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors or any committee thereof or in carrying out their duties to the corporation. This paragraph shall not preclude any Director from serving the corporation in any other capacity and receiving compensation in such capacity.



**Section 17. Action Without a Meeting.**

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing, or by electronic transmission, to the adoption of a resolution authorizing the action. The resolution and the consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.

**Section 18. Presence at Meeting by Telephone or Videoconferencing.**

Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of a conference telephone or videoconferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

**Section 19. Waiver of Notice.**

Whenever notice is required by law or these by-laws to be given to any Director, a written waiver thereof, signed by such Director, whether before or after the time stated therein, shall be deemed equivalent to notice.

**ARTICLE VI – OFFICERS**

**Section 1. Officers.**

The following members of the Board of Directors are the Officers of the corporation: the President, the Vice President, the Secretary, and the Treasurer.

**Section 2. The President.**

The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of Members and of the Board of Directors. The President shall have the powers and duties of immediate supervision and management of the corporation which usually pertain to the President's office, and shall perform all such other duties as are properly required of the President by the Board of Directors.

**Section 3. The Vice President.**

The Vice President shall, in the absence or disability of the President, or at the President's request, perform the duties and exercise the powers of the President. The Vice President also shall have such powers as usually pertain to the Vice President's office and shall perform such duties as usually pertain to this office or as are properly required of the Vice President by the Board of Directors.

**Section 4. The Secretary.**

The Secretary shall issue notices of all meetings of Members and of the Board of Directors where notices of such meetings are required by law or these by-laws. The Secretary shall attend meetings of Members and of the Board of Directors and keep the minutes thereof in a designated location to be provided for

that purpose. The Secretary shall designate another Director as a temporary replacement for meetings that the Secretary cannot attend. The Secretary shall affix the corporate seal to and sign such instruments as require the seal and the Secretary signature and shall perform such other duties as usually pertain to this office or as are properly required of the Secretary by the Board of Directors.

#### **Section 5. The Treasurer.**

The Treasurer shall have the care and custody of all the moneys and securities of the corporation. The Treasurer shall cause to be entered in the books of the corporation to be kept for that purpose full and accurate accounts of all moneys received by the Treasurer and paid by the Treasurer on account of the corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of the Treasurer by the Board of Directors or by the laws of the United States or of any state, country or other jurisdiction in which the corporation transacts business, and shall perform such other duties as usually pertain to this office or as are properly required of the Treasurer by the Board of Directors.

#### **Section 6. Officers Holding Two or More Offices.**

Any two or more offices may be held by the same person but no Officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by two or more Officers.

#### **Section 7. Duties of Officers May be Delegated.**

In case of the absence or disability of any Officer of the corporation, or in case of a vacancy in any office or for any other reason that the Board of Directors may deem sufficient, the Board of Directors, except as otherwise provided by law, may temporarily delegate the powers or duties of any Officer to any other Officer or to any Director.

#### **Section 8. Security.**

The corporation may secure the fidelity of any or all of its Officers or agents by bond or otherwise, as may be required from time to time by the Board of Directors.

### **ARTICLE VII – INDEMNIFICATION**

#### **Section 1. Right of Indemnification.**

Each Director and Officer of the corporation, whether or not then in office, as well as any Member acting as part of a committee of the corporation created by a provision within Article V of these by-laws, shall be indemnified by the corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the General Corporation Law of the State of Delaware or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Director or Officer or committee member only if such action or proceeding (or part thereof) was authorized by the Board of Directors.

## **Section 2. Advancement of Expenses.**

Expenses incurred by a Director or Officer or committee member in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article VII may be paid by the corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such Director or Officer to repay such advancement in case such Director or Officer or committee member is ultimately found not to be entitled to indemnification as authorized by this Article VII and (b) approval by the Board of Directors acting by a quorum consisting of Directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the Members. To the extent permitted by law, the Board of Directors or, if applicable, the Members, shall not be required to find that the Director or Officer or committee member has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the corporation makes any advance payment of expenses hereunder.

## **Section 3. Availability and Interpretation.**

To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article VII (a) shall be available with respect to events occurring prior to the adoption of this Article VII, (b) shall continue to exist after any rescission or restrictive amendment of this Article VII with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or Officer or committee member, on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the corporation and the Director or Officer or committee member for whom such rights are sought were parties to a separate written agreement.

## **Section 4. Other Rights.**

The rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any other rights to which any Director or Officer of the corporation or other person may now or hereafter be otherwise entitled whether contained in the Certificate of Incorporation, these by-laws, a resolution of the Board of Directors or an agreement. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article VII shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Director or Officer of the corporation or other person in any action or proceeding to have assessed or allowed in such person's favor, against the corporation or otherwise, such person's costs and expenses incurred therein or in connection therewith or any part thereof.

## **Section 5. Severability.**

If this Article VII or any part hereof shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article VII shall remain fully enforceable.

## **ARTICLE VIII – FINANCES**

### **Section 1. Purpose of Corporate Funds.**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2. Disposition of Corporate Funds.**

The fund of the corporation shall be deposited in its name with such banks, trust companies or other depositories as the Board of Directors may from time to time designate. All checks, notes, drafts and other negotiable instruments of the corporation shall be signed by such Officer or Officers, employee or employees, agent or agents as the Board of Directors may from time to time designate. No Officers, employees or agents of the corporation, alone or with others, shall have power to make any checks, notes, drafts or other negotiable instruments in the name of the corporation or to bind the corporation thereby, except as provided in this Section 2.

### **Section 3. Fiscal Year.**

The fiscal year of the corporation shall be the calendar year unless otherwise provided by the Board of Directors.

### **Section 4. Reserves.**

The Board of Directors may set aside out of any funds of the corporation legally available for such purposes such sum or sums as the Board of Directors from time to time in its discretion shall deem proper as a reserve for working capital, for contingencies, or for such other purpose or purposes as the Board of Directors shall deem conducive to the interests of the corporation, and the Board of Directors may modify or abolish any such reserve in the manner in which it was created.

## **ARTICLE IX – CORPORATE SEAL**

### **Section 1. Form of Seal.**

The corporate seal shall have inscribed thereon the name of the corporation, the year of its incorporation and the words "Corporate Seal" and "Delaware", and shall otherwise be in such form as shall be prescribed from time to time by the Board of Directors.

## **Section 2. Use of Seal.**

The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced in any manner.

## **ARTICLE X – POLICIES AND PROCEDURES**

The Board may adopt and amend from time to time Policies and Procedures for the governance and operations of the corporation, provided that such Policies and Procedures shall not be inconsistent with the Certificate of Incorporation or these by-laws. The Board shall publish and make generally available to the membership any such Policies and Procedures as in effect at any time.

## **ARTICLE XI – AMENDMENT OF BY-LAWS**

Changes to the by-laws of the corporation must be initiated by a two-thirds vote of the membership of the Board. These changes are to be communicated to the membership for review at least sixty (60) days before any action on them can be considered by the membership. Discussion of these changes must take place at an annual or special meeting of Members. The minutes of this meeting must be communicated to the membership before a vote is held. Acceptance of the changes requires the vote of a majority of votes cast by the Members then entitled to vote at an election of Directors.

## **ARTICLE XII – DISSOLUTION**

This corporation shall continue forever unless dissolved in the manner provided by the Certificate of Incorporation or the General Corporation Law of Delaware or other applicable law. In the event that the corporation is dissolved, the Board, after fulfillment of all obligations of the corporation, shall dispose of all assets of the corporation exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, except that in the case of funds granted by an agency stipulated otherwise, disposition shall be made in accordance with the provisions contained in the pertinent grant documents. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.