

**BYLAWS OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN OF SMITH MOUNTAIN VIRGINIA BRANCH**

ARTICLE I. NAME AND GOVERNANCE

Section 1. Name. The name of the organization shall be the American Association of University Women (AAUW) Smith Mountain, Virginia, Branch, hereinafter known as the "Affiliate."

Section 2. Affiliate. AAUW Smith Mountain, Virginia, Branch is an Affiliate of AAUW as defined in Article V.

Section 3. Legal Compliance. This Affiliate shall comply with the requirements of AAUW and federal, state, and local law. The bylaws of this Affiliate shall in no way conflict with the AAUW Bylaws and/or policies.

ARTICLE II. PURPOSE

Section 1. Purpose. As described below in Article V setting out the Affiliate purpose, each Affiliate supports AAUW's purpose which is set forth in the AAUW bylaws as follows:

The general purposes of the Association shall be in accordance with the requirements of the Internal Revenue Code of 1986, as amended, Section 501(c)(3) such that the Association shall be at all times "organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes" as described in the Code and any corresponding provision of any future United States Internal Revenue Law. In service of the purposes set out in the Articles of Incorporation, the Association's specific purpose is to advance equity for women and girls. In keeping with this purpose, AAUW may:

- a. promote equity, education, and development of opportunities for women and girls that enable them to realize their full potential;
- b. provide fellowships and grants to women and girls;
- c. cooperate with other organizations having mutual interests;
- d. take such other actions as are permitted to a District of Columbia nonprofit corporation consistent with its purpose, the Articles and these Bylaws.

ARTICLE III. USE OF NAME

Section 1. Policies and Programs. The policies and programs of AAUW shall be binding on all members and Affiliates engaged in AAUW activities, and no member or Affiliate shall use the name of AAUW to oppose such policies or programs.

Section 2. Proper Use of Name and Logo. The name and logos of AAUW and this AAUW Affiliate may be used only by Members and Affiliates only according to policies and procedures established by the AAUW Board of Directors.

Section 3. Individual Freedom of Speech. These Bylaws governing use of the name of AAUW shall not abridge the freedom of speech of any AAUW Member to speak an opinion in the Member's own name except that this Article shall govern whether the Member may identify AAUW in conjunction with that opinion.

ARTICLE IV. MEMBERS OF THE ASSOCIATION

Section 1. Membership. The membership of this Affiliate shall consist of individual AAUW members ("Individual Members") and college/university members ("College/University Members"), as well as other membership categories as determined by AAUW.

Section 2. Member Qualification.

a. Individual Members.

- (i.) Eligibility. An individual holding an associate (or equivalent, e.g., RN), bachelor's, or higher degree from a higher education institution accredited by a regional accrediting agency recognized by the U.S. Department of Education (an "Accredited Higher Education Institution") or other qualified institution located outside of the United States, as determined by the Board of Directors, shall be eligible to receive admission to AAUW membership; such membership shall be granted upon payment of AAUW dues. The provisions set forth in this section are the sole requirement for eligibility and admissibility to AAUW membership except that the Board of Directors may establish a process to assess credentials that are submitted based on degree equivalence.
- (ii.) Saving Clause. No Individual Member shall lose membership due to any change in the status of the higher education institution upon which original qualification for membership was based.

b. College/University Members. Any Accredited Higher Education Institution or other qualified higher educational institutions located outside the United States, as determined by the Board of Directors, that pays annual dues to AAUW shall be eligible to be a College/University Member. Each College/University Member shall appoint one or two representatives who are eligible to be Individual Members and who shall each have the membership benefits of an Individual Member and any other benefits that accrue to representatives of College/University Members, as determined by the Board of Directors.

c. Other Organizational Members. The Board of Directors may set forth criteria for other organizations ("Organizational Members") to join AAUW.

Section 3. Student Associates. The AAUW Board of Directors may permit undergraduate students enrolled in Accredited Higher Education Institutions or in other qualified educational institutions located outside the United States, as determined by the AAUW Board of Directors, to associate with AAUW, with fees (if any) and benefits as determined by the AAUW Board of Directors.

Section 4. Dues of Members.

a. Amount. The annual dues and member benefits for any category of member shall be established by a two-thirds vote of the AAUW Board of Directors and dues shall be payable in accordance with the procedures established by the Board of Directors. Members shall be notified at least thirty (30) days in advance of the intent to consider a change in the dues, the proposed amount, and the rationale for the change.

b. Life Membership.

(i.) Paid. An Individual Member may become a life member (a "Life Member") upon a one-time payment of twenty years' annual AAUW national dues, based on the amount of annual AAUW dues set in the year the Member elects to become a Life Member, but without credit for AAUW dues paid in prior years. Thereafter, the Life Member shall be exempt from the payment of AAUW national dues.

(ii.) Fifty-Year Honorary. An Individual Member who has paid AAUW dues for 50 years shall become a Life Member and shall thereafter be exempt from the payment of AAUW national dues.

Section 5. Membership Decisions.

a. Appeals. Any potential Member that has been refused admission to membership may appeal to the Board of Directors for review. The decision of the Board of Directors shall be final.

b. Removal. Any Member may be suspended or removed from membership for any conduct that tends to injure AAUW or to adversely affect its reputation or that is contrary to or destructive of its purpose according to these Bylaws, with action taken following policies and procedures adopted by the Board of Directors. In addition, a College/University Member that is no longer eligible for membership shall be removed from membership as soon as practicable after it loses its eligibility.

ARTICLE V. AAUW AFFILIATES

Section 1. An AAUW Affiliate has no member status but is an independent local organization (incorporated or not) consisting of AAUW individual members who support AAUW's purpose at a state or local level and which has been given the right to use AAUW's name and has executed, and continues to comply with, the AAUW Affiliate Agreement

approved by the AAUW Board and any other requirements established by the Board from time to time. Use of the AAUW name or logo by the AAUW Affiliate is subject to the Affiliate Agreement and approval of the AAUW Board of Directors.

Section 2. Organization.

a. Purpose. Affiliates shall promote the purposes, programs, and policies of AAUW.

b. Bylaws. As an AAUW Affiliate, this Affiliate shall develop bylaws as meet this Affiliates' needs. However, any such bylaws shall not conflict with AAUW Bylaws, policies, or with applicable law. In the event of a conflict, the AAUW Bylaws shall prevail over this Affiliate's bylaws unless the specific provision of the AAUW Bylaws is not permitted according to this Affiliate's state statutes, in which case the Bylaws shall be construed as closely as possible to the original intent of the AAUW Bylaws as permitted by state laws.

c. Structure. As an AAUW Affiliate, this Affiliate may create such leadership structures as meet this Affiliate's needs. This Affiliate shall provide AAUW with designated contacts for administration and finance.

Section 3. Loss of Recognition of an Affiliate.

a. The AAUW affiliation status of any Affiliate may be revoked for cause through affiliation review procedures specified by the AAUW Board of Directors.

b. Any Affiliate shall have the right to appeal to the AAUW Board of Directors within a designated period.

Section 4. Property and Assets. The title to all property, funds, and assets of this Affiliate is vested in this Affiliate. As an AAUW Affiliate, this Affiliate shall have complete control of its property and assets, except that such property and assets shall not be used for any purpose contrary to AAUW's purposes. In the event of the dissolution of this Affiliate or the termination of this Affiliate's affiliation with AAUW, all assets of this Affiliate shall be transferred and delivered to AAUW or to another Affiliate designated by AAUW. AAUW may solicit and consider recommendations from local leaders before making a designation.

ARTICLE VI. PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern this Affiliate in all instances in which they are applicable and in which they are not inconsistent with this AAUW Affiliate Bylaws or with the requirements of AAUW or applicable laws.

ARTICLE VII. AAUW-MANDATED AMENDMENTS TO THE BYLAWS

AAUW-mandated amendments shall be implemented by this Affiliate's board of directors without a vote of the Affiliate's membership and as prescribed by the AAUW Board of Directors.

ARTICLE VIII. OTHER AMENDMENTS TO THE BYLAWS

Provisions of these bylaws not mandated by AAUW may be amended by a two-thirds vote of Individual Members voting after a quorum is attained. Prior to being voted upon, amendments to these bylaws shall be sent to the state bylaws committee for approval. Proposed bylaws amendments shall be sent to the entire Affiliate membership at least fourteen (14) calendar days prior to the applicable meeting.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

a. Composition and Appointment. There shall be at least three (3) Individual Members on the Nominating Committee. The Board of Directors of the Affiliate shall appoint the members of the Nominating Committee. The chair and members of the Nominating Committee shall have the following qualifications: the chair will be the Membership Vice-President, and at least one member shall not be a current board member.

b. Terms. Members of the Nominating Committee shall be appointed at least three (3) months before the Affiliate's annual meeting and shall serve until the annual meeting.

c. Resignation or Ineligibility. In the event that any member of the Nominating Committee resigns or is proposed as a candidate for office and agrees to stand for nomination, the President will, if requested by the Committee Chair, appoint a replacement member of the Nominating Committee to serve the remainder of that member's term.

Section 2. Nominations.

a. Nominating Committee Report. The Report of the Nominating Committee with the names of the nominees shall be sent to Affiliate members at least fourteen (14) days before the annual meeting.

b. Nominations from the Floor. Nominations may be made from the floor at the time of the election, with the written consent of the nominee.

Section 3. Elections.

a. Election Meeting. Elections shall be held at the annual meeting.

b. Vote. The election shall be held by secret ballot unless there is only one (1) nominee for a given office, when a voice vote may be taken. Election shall be by a majority vote of the Individual Members present in person at the meeting and voting. Proxy voting is not permitted.

ARTICLE X. OFFICERS AND DIRECTORS

Section 1. Elected and Appointed Officers and Directors.

a. Elected Officers and Directors. The elected officers and directors shall be the President, Program Vice President, Membership Vice President, Secretary, and Treasurer.

(i.) Co-Officers: Any officer position may be held by more than one Individual Member, each duly elected in accordance with these bylaws. Each officer position shall have only one vote in any matter where the officer is voting.

(ii.) Even Numbered Year Elections. The President, Program Vice President, and Secretary shall be elected in even numbered years.

(iii.) Odd Numbered Year Elections. The Membership Vice President and Treasurer shall be elected in odd numbered years.

b. Appointed Officers and Directors. The appointed officers and directors shall be the chairs of Community Outreach, Fundraising, Newsletter, Publicity, Scholarship, and such others as deemed necessary by the Board of Directors. The President shall appoint, with the approval of the Board of Directors, the officers/directors of the Affiliate that are not required to be elected. An appointed officer/director position may be held by more than one Individual Member, provided each officer position shall have only one vote in any matter where the officer/director is voting.

Section 2. Duties. Officers and directors shall perform the duties described by these bylaws and Affiliate policies. The elected and appointed directors shall facilitate and promote the purpose and mission of AAUW.

a. Reports. All elected and appointed officers shall provide reports to the Affiliate's Board of Directors as requested.

b. The President. The President shall be responsible for (i.) being the official spokesperson and representative for the Affiliate in activities of AAUW; (ii.) generally overseeing the affairs of the Affiliate, including the submission of such reports and forms as required by AAUW and state; (iii.) meeting specific deadlines established by AAUW, the state and Affiliate; (iv.) presiding over membership business meetings, Board of Directors' meetings, and Executive Committee meetings; (v.) appointing, with the approval of the Board, all non-elected officers and chairs of all committees and any task force, with the exception of the Nominating Committee; (vi.) appointing an Individual Member to conduct an annual review of Affiliate financial records; (vii.) serving as ex-officio member of all committees and any task force.

c. Program Vice President. The Program Vice President shall (i.) arrange/coordinate membership programs and events; (ii.) preside at meetings in the absence of the President; (iii.) represent the Affiliate in the absence or disability of the President; and (iv.) perform such duties as requested by the President or Board of Directors.

d. Membership Vice President. The Membership Vice President shall (i.) maintain an accurate membership roster; (ii.) serve as the chair of the Nominating Committee; (iii.) preside at meetings in the absence of the President and Program Vice President; (iv.) represent the Affiliate in the absence or disability of the President and Program Vice President; and (v.) perform such duties as requested by the President or Board of Directors.

e. Secretary. The Secretary shall (i.) record and keep minutes of all business meetings of the membership, the Board, and the Executive Committee, and any action taken by the Board or Executive Committee without a meeting; (ii.) have charge of all correspondence of the Affiliate and keep on file all communications received and copies of all letters sent; and (iii.) perform such duties as requested by the President or Board of Directors.

f. Treasurer. The Treasurer shall be responsible for (i.) collecting, distributing, and accounting for the funds of the Affiliate; (ii.) meeting specific deadlines established by AAUW, the state and Affiliate; (iii.) collecting dues and promptly remitting them to AAUW and state; (iv.) issuing checks in payment of expenses and other items upon receipt, as necessary, of appropriate supporting records; (v.) presenting the estimated budget for the next fiscal year to the Board for approval before the annual meeting; (vi.) presenting the final financial statement to the Board for the prior fiscal year in which the Treasurer served; (vii.) submitting the Affiliate's Group Tax Exemption Form to AAUW; (viii.) providing such records as are necessary for an annual financial review; and (ix.) perform such duties as requested by the President or Board of Directors.

Section 3. Terms of Office

a. Terms of Office. Elected and appointed officers and directors shall serve for a term of two (2) fiscal years. Elected officers/directors shall not serve more than two consecutive full terms in the same office. A full term for an elected officer is considered service in office for more than 15 months. Appointed officers may serve consecutive terms in the same appointed office without limit. No Individual Members shall hold more than one elected board position at any given time.

b. Beginning of Term. The term of each officer and director shall begin on July 1 or when elected/appointed. The continuing or incoming President may call and hold a meeting of the incoming Board of Directors and/or of the incoming Executive Committee prior to July 1, so long as any vote taken at the meeting includes only those entitled to vote as a member of the Board of Directors on the date of the meeting.

c. Removal from Office. An officer or director of the Affiliate may be removed from being an officer and director for any reason or no reason by two-thirds vote of all Board members (except the subject officer/director) present at an in-person meeting of the Board of Directors called for that purpose. The notice of the meeting sent to the Board shall state that the purpose, or one of the purposes, of the meeting is removal of the officer/director. The vote shall be conducted pursuant to the procedures for voting by the Board set forth in the Bylaws.

Section 4. Vacancies.

a. Elected Officers Other than President. A vacancy in the position of an elected officer, excluding the President, shall be filled for the unexpired term by majority vote of the Board of Directors; provided, however, that if a position is held by more than one Individual Member, the vacant position shall only be filled with the consent of the remaining member(s) holding that position. In the event an elected position remains unfilled after July 1 or an appointed or elected officer is temporarily unable to serve in the position, the President, with the approval of the Board, may appoint an Individual Member to temporarily fill the position.

b. President. A vacancy in the office of President shall be filled as follows:

(i.) Co-Presidents. If there are co-Presidents, the remaining co-President shall complete the term as President.

(ii.) Single President. If there is a single President, the position shall be filled by the Program Vice President. If there are co-Program Vice Presidents, one shall be elected as President by the Board of Directors.

ARTICLE XI. BOARD OF DIRECTORS

Section 1. Members. The elected and appointed officers and directors shall constitute the Board of Directors of the Affiliate. This Affiliate must have a minimum of two (2) directors and a minimum of two (2) separate officers, one responsible for the management of the Affiliate and one responsible for the financial affairs. In addition, the Affiliate shall designate a member other than the contacts for administration and finance to record and make available upon request the minutes of each noticed Affiliate and board meeting.

Section 2. Powers and Duties. In accordance with the bylaws, the Board of Directors shall have the general power to:

a. provide oversight to ensure the proper administration of the affairs of the Affiliate; carry out its policies, financial administration, and programs; and exercise such powers and perform such acts as permitted by law, the Certificate of Incorporation, if applicable, or these bylaws;

b. approve all non-elected officers/directors and chairs, and the members of the Nominating Committee;

c. approve the estimated fiscal year budget and present it to the membership;

- d. approve any cash or non-cash fundraising activity by the Affiliate;
- e. approve the programs and events of the Affiliate;
- f. act for the Affiliate between meetings of the membership;
- g. adopt rules to govern its proceedings;
- h. approve the establishment of task forces, standing or special committees and appointed officer positions as needed; and
- i. determine the date and location for any official meetings of the Affiliate.

Section 3. Delegation of Power. The board may delegate to the Executive Committee such authority as it deems necessary consistent with law.

Section 4. Meetings.

a. Regular Meetings. Regular meetings of the Board of Directors shall be held at least three (3) times each fiscal year at the call of the President at such time and place as may be designated. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means shall be considered to be present in person at the meeting. An action of the Board will take effect if passed by the majority of the members of the Board, except in the case of removal of an officer or director from office where a two-thirds vote is required.

b. Special Meetings. Special meetings of the Board may be called by the President or shall be called upon the written request of two (2) members of the Board of Directors.

Section 5. Voting between Meetings. Between meetings of the Board of Directors, an action may be taken by the Board without a meeting if the action is unanimously approved by all Board members. A vote may be taken at the request of the President on any question permitted by state law that is submitted to the Board in writing, provided that every member of the Board shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action taken. Voting will close by a specified time. If all Board members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at a Board meeting. The minutes of the vote or the next Board meeting shall reflect the results of the vote taken and include the written consents of each Director.

Section 6. Quorum for Meetings. The quorum for a meeting of the Board of Directors shall be a majority of its members.

ARTICLE XII. EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee of the Board of Directors shall consist of the elected officers.

Section 2. Powers and Duties. Subject to the limitations of state law, the Executive Committee shall have the powers and duties prescribed by the bylaws and such duties as may be delegated to it by the Board of Directors. The Executive Committee shall act on matters that may properly come before the Board of Directors in the interim between meetings of the Board of Directors and report to the Board its work and actions.

Section 3. Meetings. Meetings of the Executive Committee shall be held at the call of the President or upon written request of at least two (2) members of the Executive Committee. The Executive Committee may conduct the meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means shall be considered to be present in person at the meeting. An action of the Executive Committee will take effect if passed by the majority of its members.

Section 4. Voting Between Meetings. Between meetings of the Executive Committee, an action may be taken by the Committee without a meeting if the action is unanimously approved by all Committee members. A vote may be taken at the request of the President on any question permitted by state law that is submitted to the Committee in writing, provided that every member of the Executive Committee shall have an opportunity to vote upon the question submitted, and all members shall sign a consent in the form of a record describing the action taken. Voting will close by a specified time. If all Executive Committee members vote on any question so submitted, the vote, by any means permitted by state law, shall be counted and have the same effect as if cast at an Executive Committee meeting. The minutes of the vote or the next Board meeting shall reflect the results of the vote and include the written consents of each Director.

Section 5. Quorum. The quorum for a meeting of the Executive Committee shall be a majority of the Executive Committee members.

ARTICLE XIII. COMMITTEES

Section 1. Standing Committees.

a. There shall be the following standing committees: Community Outreach, Fundraising, Newsletter, Publicity, and Scholarship. There may be additional standing committees as considered necessary by the Board of Directors.

b. The chair of any standing committee shall be appointed by the President, with approval by the Board of Directors, and the members of the committee shall be appointed by the committee chair.

c. Committees shall perform duties as assigned by the Board of Directors.

d. Standing committee chairs that are elected or appointed officers and directors shall serve for a term of two fiscal years. Standing committee chairs may serve consecutive terms without limit.

Section 2. Special Committees and Task Forces. Special committees and task forces may be authorized by the Board of Directors, as necessary. The chairs of such committees and task forces shall be appointed by the President and approved by the Board and the members of the committee or task force shall be appointed by the committee or task force chair. The chairs of any committee and task force shall serve for a term of one fiscal year and may serve consecutive terms without limit.

Section 3. Duties. Each standing and special committee and task force shall formulate programs and activities to carry out the mission of AAUW as assigned by the Board of Directors.

Section 4. Reports. All committees and task forces shall provide reports to the Affiliate's Board of Directors as requested.

Section 5. Quorum. The quorum for a meeting of any committee shall be a majority of its members.

ARTICLE XIV. FINANCIAL ADMINISTRATION

Section 1. Administration. The Affiliate's Board of Directors shall have responsibility to

- a. oversee the administration of finances, including preparation of the budget;
- b. oversee the management, acquisition, and disposition of the Affiliate's property and equipment in accordance with the bylaws;
- c. set policies and procedures to maintain financial records as required by AAUW and consistent with generally accepted accounting principles and federal, state, and local laws.

Section 2. Fiscal Year. The fiscal year shall be July 1 through June 30.

Section 3. Affiliate Dues.

a. Definition. The Affiliate's dues shall include AAUW dues, state Affiliate dues and branch Affiliate dues, except as provided below in the case of Life Members and Honorary Life Members.

b. Branch Affiliate Dues Amount. Branch Affiliate Dues shall be fixed by a two-thirds vote of the Affiliate members present at the annual meeting. When the Board of Directors recommends a change in the dues, Affiliate membership must be notified of the intent to change the dues, the proposed amount, and the rationale for the change at least fourteen (14) days prior to the vote.

c. Payment. Affiliate dues payment procedures shall be established by the Affiliate's board policy. Affiliate dues shall be payable as follows:

(i.) Dues of a continuing Individual Member are payable on or before the expiration date recorded by AAUW. An individual Member whose dues remain unpaid after that date, and after any applicable grace period offered by AAUW has expired, will be dropped from membership.

(ii.) Dues of a new Individual Member may be paid at any time. The payment date recorded by AAUW shall, in accordance with the procedures of AAUW, determine the start and end of the first membership period.

d. Paid Life Members who are Individual Members of the Affiliate are exempt from AAUW dues and shall continue to pay annual state Affiliate and branch Affiliate dues (as required). Fifty-year Honorary Life Members shall be exempt from AAUW and state Affiliate dues and shall continue to pay branch Affiliate dues (as required).

e. Reciprocity. A current paid Individual Member of an Affiliate may transfer membership to another Affiliate without payment of additional dues.

ARTICLE XV. MEETINGS OF THE MEMBERSHIP

Section 1. General Membership Meetings. A business meeting of the Affiliate membership may be held at any membership meeting at which a quorum is present.

Section 2. Annual Meeting. The Affiliate shall have at least one regular business meeting each fiscal year between May and June to be known as the annual meeting. The annual meeting may include the election of officers; receiving of reports of officers, directors, and committees; and the transaction of any other business as may properly come before it.

Section 3. Special Meetings. Special business meetings of the membership may be called by a vote of the Board of Directors, the President, or at the request of at least 20 percent of the membership.

Section 4. Notice. Written or printed notice, or electronic notice stating the place, day, and hour of each annual and special business meeting and the purpose(s) for which the meeting is called, shall be delivered at least fourteen (14) calendar days before the date of the meeting to all Affiliate members. Only business for which a notice has been given shall be transacted at a special meeting.

Section 5. Voting.

a. Each Individual Member of the Affiliate in good standing as of the date of the meeting and present in person at a meeting shall be entitled to vote on any item of business, except that only noticed items may be voted on at a special meeting. Proxy voting is not permitted.

b. Individual Members shall be entitled to vote by voice, show of hands, or (only in the case of the election of officers) by secret ballot.

c. The affirmative vote of a majority of the votes cast shall be necessary for the adoption of any business, except that a two-thirds vote shall be required to adopt changes to the dues pursuant to Article XIV and amendments to these bylaws pursuant to procedures in Article VIII.

Section 6. Quorum. Twenty (20) percent of the Affiliate members entitled to vote shall constitute a quorum.

ARTICLE XVI. INDEMNIFICATION

To the maximum extent allowable by law, the Affiliate may, as determined from time to time by the Board of Directors, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that she/he is or was a member of the Board of Directors, officer, or committee member of the Affiliate. Every member of the Board of Directors, officer, or committee member of the Affiliate may be indemnified by the Affiliate against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the board, officer, committee member, chief executive officer, or employee in connection with any threatened, pending, or completed action, suit, or proceeding with respect to which she/he may become involved by reason of her/his being or having been a member of the board, officer, or committee member of the Affiliate, or any settlement thereof, if she/he acted in good faith and in a manner she/he reasonably believed to be in, or not opposed to, the best interests of the Affiliate and, with respect to any criminal proceeding, had no reasonable cause to believe her/his conduct was unlawful, unless she/he is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which the member of the board, officer, or committee member is entitled.

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