

*AMENDED AND RESTATED BY-LAWS OF  
THE CAVALIERS DRUM & BUGLE CORPS, INC.,*

**an Illinois not-for-profit corporation (the “*Organization*”)**

## NAME; SPONSORS

**Name.** The name of the Organization shall be **The Cavaliers Drum & Bugle Corps, Inc.**, or such other name as may be adopted from time to time by the Organization's Board of Directors (the "**Board**") and filed with the Illinois Secretary of State in accordance with the Illinois Not-for-Profit Corporation Act (the "**NFP Act**"), the Organization's Articles of Incorporation (the "**Articles of Incorporation**") and these By-Laws (the "**By-Laws**").

**Sponsors.** The Organization may be sponsored by any organization or individual approved by the Board. Organizations eligible for sponsorship shall include, but not be limited to, veterans organizations, civic organizations, commercial organizations, and units of state or local government.

## OBJECT, MISSION, AND PRINCIPLE STATEMENT; GENERAL POWERS

**Object.** The object of the Organization shall be to promote group achievement through personal excellence, a spirit of cooperation and good fellowship, and to stimulate interest in the performing arts.

**Mission.** The mission of the Organization is to provide the members of the Organization's ensembles and groups ("**members**") with life-changing experiences, educationally and socially, which help each individual member gain real-world life skills, leadership development, musical training and performance experiences. Through the development of the character traits of dedication, discipline and teamwork, each member learns what is required to be successful on and off the performance venue. Participation in any of the Organization's ensembles or groups instills confidence, good character, and a strong work ethic that is desirable in the real-world workplace.

**Principle.** The principle of the Organization is to conduct its affairs toward the goal of achieving its object and mission. In doing so, the Organization shall strive to conduct its affairs in good faith and in accordance with accepted corporate practices. At all times, the Organization shall maintain a policy of openness to all persons without regard to race, creed, gender, religion, economic status, sexual orientation, or national origin.

**General Powers.** For all of these purposes, both general and specific, the Organization shall receive and administer funds, and take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, persons or organization, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Board, except such limitations, if any, as may be contained in the instrument under which such property is received, the Organization's Articles of Incorporation or By-Laws, or any laws applicable thereto.

## OFFICES

**Principal Office.** The principal office of the Organization shall be located in the City of Rosemont, County of Cook, State of Illinois. The Organization may move its principal office and/or establish and maintain offices at such other place or places within or without the State of Illinois as the Board may designate from time to time.

**Registered Agent and Registered Office.** The Organization shall continuously maintain in the State of Illinois a registered office and registered agent as set forth in the Articles of Incorporation.

## MEMBERSHIP

**Membership.** The Organization shall have no “members,” as that term is used in the NFP Act. Members of the Organization’s ensembles and groups (sometimes referred to in these By-Laws as “*members*”) shall have no rights or duties with respect to the Organization itself.

## BOARD

### **General Powers; Allocation of Authority Among Board, Officers and Committees.**

The Board shall be the principal governing body of the Organization and shall have general charge and oversight of the business, affairs, funds and property of the Organization. The Board shall have the full power to carry out the purposes of the Organization in accordance with the NFP Law, the Articles of Incorporation, and these By-Laws, to promulgate rules, regulations and policies (collectively, “*Policies*”) not inconsistent therewith; and to determine whether the conduct of any Board Member, Officer, or Executive Director is detrimental to the welfare of the Organization. Without limiting the foregoing, the Board shall direct and control the budget and all operational Policies. The Board shall delegate day-to-day responsibility over the Organization as appropriate to the Officers, Executive Director, the Ensemble/Group Directors, the committees created by these By-Laws or by the Board (including such committees set forth in Article VIII) (“*Committees*”), and any appropriate designated third-party agents.

### **Qualifications.**

Members of the Board (“*Board Members*”) shall be distinguished and reputable leaders in the private or public sector who demonstrate an interest in educational excellence, who are willing and able to help the Organization achieve its purpose and meet its obligations, and who are capable of contributing and seeing that others contribute financial support to the Organization. Board Members are expected to attend meetings, actively engage in the work of the Organization, contribute financially to the Organization by giving and/or getting contributions in accordance with expectations and goals established by the Board (including in-kind contributions), and demonstrate high standards for personal and professional conduct.

Any person who is 21 years of age or older is eligible to serve as a Board Member, except for any individual compensated as a formal employee of the Organization in an executive, managerial, educational, or staff position (except to the extent provided in Section 5.17).

**Number.** The Board shall consist of a minimum of nine (9) Board Members.

**Nominations; Automatically Appointed Board Members.**

The Governance/Board Development Committee (the “***Governance/Board Development Committee***”) shall oversee the consideration of potential candidates for service on the Board, conduct due diligence, and nominate candidates judged to be qualified for full Board consideration.

The president of the Cavaliers Alumni Association, an Illinois not-for-profit corporation made up of former members of the Organization’s ensembles and groups (or any successor organization duly approved by the Board) (the “***Alumni Association***”), or his/her designee from among the officers of the Alumni Association’s Board of Directors, will automatically serve as a Board Member, with ex-officio, voting status.

The Executive Director shall automatically serve as a Board Member, with ex-officio, non-voting status.

**Officers Automatically Nominated** The four (4) Officers (President, Vice President, Treasurer and Secretary) currently serving in such capacity shall automatically be selected by the Governance/Board Development Committee for nomination.

**Term.**

Each Board Member is elected to serve a term of three (3) years, those terms being staggered among the Board Members, with 1/3 of the Board Members up for re-election every year. There is no limit on the number of terms a Board Member may serve (consecutive or non-consecutive).

The initial staggering of terms will be initiated by whatever device the current Board chooses at the time these Amended and Restated By-Laws are ratified. All currently serving Board Members at the time of such ratification will automatically be required to serve either two- (2)- or three- (3)-year terms as part of the initialization process, regardless of the device used.

No later than sixty (60) days before each Board Member’s term expires, he or she will notify the Chairman, President and the Chair of the Governance and Board Development Committee in writing of his or her intent to either serve another three- (3)-year term, or step down from Board membership.

Board Members who retire or resign from service may be granted non-voting emeritus status by the Board. Such status entitles them to observe Board meetings (other than any such meetings, or portions of such meetings, that are closed for executive session) but not vote on Board actions.

**Resignation.** Any Board Member may resign from the Board at any time by providing notice to the Secretary or President of the Organization.

## **Removal.**

Any Board Member may be removed from the Board for “cause” by the affirmative vote of a two-thirds (2/3) majority of all voting Board Members (and not simply a two-thirds (2/3) majority of the voting Board Members present at a meeting at which a quorum is present), with “*cause*” defined as:

A Board Member’s breach of any material duty or obligation under the Organization’s Articles of Incorporation, By-Laws, or Policies;

A Board Member is convicted or pleads *nolo contendere* to a misdemeanor (other than a traffic violation), felony, or any crime involving fraud, dishonesty, misappropriation, physical violence, or sexual misconduct;

A Board Member willfully or recklessly engages in misconduct that causes or may cause material harm to the Organization, including the reputation of the Organization or any of its ensembles or groups; or

A Board Member willfully engages in an act that constitutes a conflict of interest with the organization without the approval of the Board or the Executive Committee of the Board.

Notice of the proposed removal will be given to the Board, with the motion heard and voted on at either a regular meeting of the Board or a special meeting. All Board Members will be notified that a motion for dismissal, along with identification of the specific Board Member to be considered. The Board Member being proposed for removal will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

**Vacancies.** Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the minimum number of Board Members shall be filled by the Board. A Board Member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Regular Meetings; Special Meetings.** The Board shall hold an annual meeting and a minimum of one other regular meeting at such times and places as determined by the Board. The President or a majority of Board Members may also call special meetings, if deemed necessary. Any special meeting requires proper notice to the Board. Notice is proper if:

it is sent to each Board Member by a personal telephone call and/or e-mail or other reliable electronic media, or received by each Board Member via certified mail or reliable overnight delivery service (e.g., Federal Express or UPS), at least forty-eight (48) hours in advance of the special meeting;

it is addressed to each Board Member at his or her address, phone number, and/or e-mail address as shown on the books of the Organization; and

it sets forth in an agenda the items of business to be transacted at the special meeting.

Upon a request stating the object of the special meeting by any person or persons who have duly called a special meeting, it shall be the duty of the Organization's Secretary to fix the time of the meeting and give due notice thereof. If the Secretary neglects or refuses this duty in a timely manner under the circumstances, the person or persons calling the meeting may give notice of the special meeting. The business to be transacted at any special meeting shall be limited to those items of business set forth in the notice of the meeting.

**Telephonic Meetings.** Board Members may participate in and act at any meeting of the Board through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person(s) so participating.

**Quorum; Manner of Acting.** A majority of Board Members entitled to vote on a particular matter shall constitute a quorum for the transaction of business. Unless a greater majority is specifically required by the laws of the State of Illinois, the Articles of Incorporation or these By-Laws, the act of a majority of Board Members present and voting at a meeting at which a quorum is present shall be the act of the Board. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of a Board Member from the meeting so as to reduce the number of Board Members present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board prior to the loss of quorum. A majority of the Board Members present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to those who are not present at the time of adjournment.

**Board Action Without a Meeting.** Any action that may be taken at a meeting of the Board may be taken without a meeting prior to such action, if a consent in writing setting forth such action is signed by all of the Board Members and is filed with the minutes of the proceedings of the Board. If the Board acts pursuant to this provision, then no notice to Board Members is required.

**Minutes.** Minutes of each meeting of the Board shall be taken by the Organization's Secretary and shall be disseminated to each Board Member prior to the next Board meeting. The minutes, as approved by the Board, shall be stored with minutes of previous meetings in a location accessible to all Board Members.

**Chairman of Meetings.** The Board of Directors shall elect, from its members, a Chairman who will be responsible for the conduct of all board meetings. In the absence of the Chairman, The President (and, in the President's absence, the Vice President) shall be responsible for the conduct of all board meetings.

**Compensation and Expenses for Officers and Board Members.** Officers and Board Members shall not be paid a salary or wages for serving in such capacities. Officers and Board Members may be reimbursed for reasonable expenses incurred to attendance meetings of the Board and for other work done on behalf of (and at the request of) the Board, provided receipts are submitted in a timely manner and in accordance with Policies established by the Executive Committee.

**Other Services of Board Members.** The Organization recognizes that, on occasion, a Board Member may be called upon to render services to the Organization outside those generally understood to be responsibilities of a Board Member (whether as an employee or an independent contractor) and such services may warrant a stipend to compensate for time, expertise, materials, and/or expenses. Such a stipend is allowed under the following conditions:

These positions/roles are approved by the Board, are performed under the direction and supervision of the Executive Director, and are “at-will” arrangements;

The Executive Director is solely responsible for ensuring the performance of these individuals;

The work/services being performed do not materially impact the financial position of the organization; and

The individuals are not significantly compensated, and the terms for such services are provided at fair market value and on arm’s-length terms (as reasonably determined by the Board).

**Conflict of Interest.** If a Board Member is related to, affiliated with or otherwise involved with a firm or organization with which the Organization is doing, may do or may consider doing business, the Board Member shall disclose that relationship or involvement and declare a potential conflict of interest. The Board or relevant Board Committee shall determine if the affected individual can remain present and/or participate with or without voting rights as the relevant business is conducted. On an annual basis, members of the Board shall sign a statement disclosing relevant affiliations and financial interests which may represent a potential conflict of interest.

**Code of Ethics.** Members of the Board shall adopt a Code of Ethics that shall be communicated to all Board Members and Officers and implicit in their acceptance of such position(s).

## **OFFICERS**

**Officers.** The elected officers of the Organization (“*Officers*”), each of whom shall also be a Board Member, shall be a President, a Vice President, a Treasurer, and a Secretary.

**Term.** The Officers shall be elected for terms of two (2) years.

**Election.** The Officers shall be elected by the Board at the regularly scheduled annual Board meeting in the autumn of even-numbered years.

**President.** The President shall assign and supervise the duties of all other Officers and the Executive Director. H/she shall assume all duties of Officers which are vacant or vacated until such office is filled by election. The President has the authority to temporarily assign any vacated office to one or more current Board Members. The President shall also be responsible, either directly or indirectly, for all fundraising, legal, government and insurance matters. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Organization or a different mode of execution is expressly prohibited by the Board or in these By-Laws, the President may execute, on behalf of the Organization, any contracts, deeds, mortgages, bonds or other instruments which the Board has authorized to be executed. The President may accomplish such execution either under or without the seal of the Organization (if any such seal is adopted) and either individually or with the Secretary or any other Officer or agent according to the requirements of the form of the instrument. The President may vote all securities which the Organization is entitled to vote except as and to the extent such authority shall be vested in a different Officer or agent of the Organization by the Board. Upon consultation with each Board Member, the President will assign all committee chairs and appoint each Board Member to a standing board committee, an ad hoc committee, and/or as the liaison to the Board. The Board Member will be asked to serve for the duration of one year in any assignment after which the Board Member may ask the President for reassignment for the remaining duration of a Board Member's term.

**Vice President.** The Vice President shall assist the President and take over the duties of the President in his or her absence or inability to act and shall perform such duties as assigned from time to time by the President.

**Treasurer; Fiscal Year.** The Treasurer shall receive and account for all moneys belonging to the Organization. The Executive Director will work with the Treasurer to establish and control operational costs. The fiscal year for the Organization shall begin October 1st and end September 30th.

**Secretary.** The Secretary shall be responsible for keeping records of minutes of Board' meetings and for notifying Officers and Board Members of meetings. The Secretary shall maintain all official records of the organization.

## **EXECUTIVE DIRECTOR; LEADERSHIP OF ENSEMBLES & GROUPS**



**Executive Director.** The President shall appoint an ad hoc nominating committee to select an Executive Director of the Organization (the “***Executive Director***”) as needed. The committee will present to the President the names of those persons selected by the committee to be elected as Executive Director of the Organization by a vote of the Board. The President will then present those names to the entire Board for a vote. The Executive Director shall be responsible for overseeing the day-to-day business of the Organization, reporting directly to the President. The Executive Director shall be an ex-officio, non-voting member of the Board. If the position of Executive Director is vacant, the responsibilities of the Executive Director will fall unto the President and/or the President’s designee(s), until the Executive Director position is filled.

**Directors of Ensembles & Groups.** The directors of each ensemble/group of the Organization (“***Ensemble/Group Directors***”) shall be responsible for the business of their individual ensembles/groups, reporting directly to the Executive Director. Ensemble/Group Directors are not members of the Board, but they shall be present at Board meetings as required/requested by the Board.

## **COMMITTEES AND ADVISORY GROUPS**

**Executive Committee.** The Executive Committee shall be comprised of the Officers and other individuals as designated by the President. The immediate past president is also invited to serve one, one-year term on the Executive Committee at the discretion of the President. A Board Member may be elected and designated by the Board as President-elect, and serve as a member of the Executive Committee, at any time prior to the known end-date of the current President’s term of office.

The Executive Committee shall: (a) review reports of all committees and task forces established from time to time by the Board or Board Committees; (b) determine the progress of any and all projects conducted by the Organization; and (c) establish and review Policies for the Organization. The Executive Committee shall keep regular minutes of its meetings and report the same to the Board when required.

Regular meetings of the Executive Committee shall be held at least four (4) times during each year. Procedures for meetings of the Executive Committee shall be the same as those for meetings of the Board as set forth in Section 5.10 through Section 5.14 (including notice, quorum, action without a meeting, etc.).

**Finance Committee.** The Finance Committee shall be comprised of the Treasurer of the Board and at least two other Board Members and may also include other persons as invited by the Finance Committee, provided that a majority of the Finance Committee's members are Board Members. Regular meetings of the Finance Committee shall be held at least two times during each year, including prior to or in conjunction with each regular meeting of the Executive Committee. The responsibility of the committee includes overseeing investment Policies and prudent management of the Organization's investments; and financial reporting of the Organization. The Finance Committee will present its recommendations to the Executive Committee which shall act on the recommendations or refer the recommendations to the Board for action.

The Finance Committee shall: (a) develop and define budget criteria for each fiscal year; (b) annually review investment Policies; (c) establish and review all reports and reporting standards related to the operation of the Organization. Procedures for meetings of the Finance Committee shall be the same as those for meetings of the Board as set forth in Section 5.10 through Section 5.14 (including notice, quorum, action without a meeting, etc.)

**Governance/Board Development Committee.** The Governance/Board Development Committee shall be comprised of the Vice President or a Board Member who is on the Executive Committee, and at least two other Board Members, and may also include other persons invited by the Governance/Board Development Committee, provided that a majority of the Governance/Board Development Committee's members are Board Members. Regular meetings of the Governance/Board Development Committee shall be held at least two (2) times during each year. The Governance/Board Development Committee will present its recommendations to the Executive Committee which shall act on recommendations or refer the recommendations to the Board for action.

The Governance/Board Development Committee shall: (a) review the By-Laws on an annual basis; (b) actively recruit new Board members and review Board member participation and activity yearly to ensure a productive, functional Board; (c) promote contributions of "time, talent and treasure" by Board members; (d) present the slate of Officers to the Executive Committee for review and approval prior to full Board approval. Procedures for meetings of the Governance/Board Development Committee shall be the same as those for meetings of the Board as set forth in Section 5.10 through Section 5.14 (including notice, quorum, action without a meeting, etc.)

**Other Committees and Advisory Groups.** The Organization may establish other advisory Committees and task forces as authorized by the Board, Executive Committee or President. Any such Committee or task force shall consist of two or more Board Members and such other persons as invited by the Board, Executive Director or President, provided that a majority of the members are Board Members. Advisory groups shall determine when and how often they shall meet and shall present their recommendations to the Executive Committee. The Executive Committee shall act on the recommendations or refer the recommendations to the Board for action.

Members of Advisory Groups shall serve at the pleasure of the Board, Executive Committee or President, shall record minutes of their meetings and submit the minutes to the Secretary, and shall not be entitled to receive any compensation for their service. They may be reimbursed for reasonable expenses for attendance at meetings and for other work done on behalf of the

Organization provided receipts are submitted in a timely manner and in accordance with Policies established by the Executive Committee and the Board.

## **AGENTS AND ADVISERS**

**Agents.** In accordance with Policies established by the Executive Committee and the Board, the Organization may designate and authorize agents who are not members of the Board to conduct business on behalf of the Organization in accordance with and except as limited by the Articles of Incorporation, these By-Laws, applicable laws and regulations, and the Policies and decisions of the Board and Executive Committee.

## **BOOKS AND RECORDS**

**Maintenance.** The Organization shall keep correct and complete books and records and account and shall also keep minutes of the proceedings of its Board and Committees having any authority of the Board.

**Location.** The books, accounts and records of the Organization shall be maintained within the State of Illinois, at such place or places as the Board may from time to time determine.

**Inspection.** The books, accounts and records of the Organization shall be open to inspection by any members of the Board at all times; and open to inspection by other eligible parties at such times, and subject to such Policies, as the Board may, from time to time, prescribe, except as otherwise restricted by the laws of Illinois.

## **TRANSACTIONS**

**Contracts.** Subject to the other provisions of this Article XI, all contracts and agreements executed and delivered in the name of the Organization shall be signed by such Officer or agent of the Organization and in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instrument shall be signed by the President.

**Loans.** No loans to the Organization shall be contracted on the Organization's behalf, and no evidence of indebtedness shall be issued in the Organization's name, unless authorized by a resolution of the Board.

**Checks, Drafts, Etc.** All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by such Officer or agent of the Organization and in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer and countersigned by the President or Agent.

**Deposits.** All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board may from time to time designate.

**Contributions.** In accordance with Policies established by the Executive Committee, the Board and the Officers or agents of the Organization may accept on behalf of the Organization any gifts, grants or corporate sponsorships for the general purposes or for any special purposes of the Organization and may enter into agreements related to the terms and conditions for the use of the contributions. However, the Organization shall not be obligated to accept any contribution and may decline to do so.

## **INDEMNIFICATION**

**Indemnification in Actions Other than by or in the Right of the Organization.** The Organization shall 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 (other than an action by or in the right of the Organization) by reason of the fact that he or she is or was a Board Member, Officer, agent or authorized volunteer acting on behalf of the Organization, or is or was serving at the request of the Organization as a director, officer or agent of another organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful or inappropriate by reasonable person standards.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Organization or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

**Indemnification in Actions by or in the Right of the Organization.** The Organization shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that such person is or was a Board Member, Officer or agent of the Organization, or is or was serving at the request of the Organization as a director, officer or agent of another organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense of settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Organization, provided that no indemnification shall be made in respect of any claim, issue or matters to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Organization, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall seem proper.

**Right to Payment of Expenses.** To the extent that a Board Member, Officer, agent or authorized volunteer of the Organization has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 12.1 and 12.2, or in defense of any claim, issue or matter therein, such a person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**Determination of Conduct.** Any indemnification under Sections 12.1 and 12.2 (unless ordered by a Court) shall be made by the Organization as authorized in the specific case, upon a determination that indemnification of the Board Member, Officer, agent or authorized volunteer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 12.1 and 12.2. Such determination shall be made (a) by the Board by a majority vote of the quorum consisting of Board Members who are not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested Board Members so directs, by independent legal counsel in a written opinion.

**Payment of Expenses in Advance.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Organization in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Board Member, Officer, agent or authorized volunteer to repay such amount, unless it shall be ultimately be determined that he or she is entitled to be indemnified by the Organization as authorized in this Article XII.

**Indemnification Not Exclusive.** The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Board Members or otherwise, both as to action if his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Board Member, Officer, agent or authorized volunteer, and shall inure the benefit of the heirs, executors and administrators of such person.

**Insurance.** The Organization may purchase and maintain insurance on behalf of any person who is or was a Board Member, Officer, agent or authorized volunteer of the Organization, or who is or was serving at the request of the Organization as a director, officer or agent of another organization, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, arising out of his or her status as such, whether or not the Organization would have the power to indemnify such person against such liability under the provisions of this Article XII.

## **DISSOLUTION OF THE ORGANIZATION**

**Application and Distribution of Assets.** Upon the dissolution of the Organization, all liabilities and obligations of the Organization shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore. The Board shall then dispose of all of the assets of the Organization exclusively for the enumerated purposes as shall at the time qualify the Organization as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, as the Board shall determine and in accordance with a plan of distribution adopted at a meeting of the Board.

Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Organization 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. No part of the net earnings or funds of the Organization shall inure to the benefit of, or be distributed to its Board Members, Officers, agents or other persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

## **AMENDMENTS**

Any person may suggest an amendment to the Articles of Incorporation or these By-Laws by presenting such suggestion to the Secretary of the Organization in writing. The amendment shall be read, discussed and voted upon at the next scheduled meeting of the Board. Any such amendment shall require the affirmative vote of a two-thirds (2/3) majority of all voting Board Members (and not simply a two-thirds (2/3) majority of the voting Board Members present at a meeting at which a quorum is present) in order for such amendment to pass.