

Amended and Restated Bylaws of The Humane Society of the Tennessee Valley

(Approved by the Board _____, 2016)

Article I: Corporation Name

Section 1.01. *Corporation Name.* The name of this corporation is The Humane Society of the Tennessee Valley, Inc. (hereinafter the "Corporation"). It is a nonprofit corporation organized and existing under the laws of the State of Tennessee. The Corporation will not have members.

Article II: Purpose of Corporation

Section 2.01. *Purpose.* The purpose of the Corporation as set forth in the Charter is preventing cruelty to animals. To this end, the mission of the Corporation shall provide solutions for ending the euthanasia of adoptable animals.

Section 2.02. *Authority.* These Bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, T.C.A. § 48-51-101, *et seq.* (the "Act").

Section 2.03. *Not-for-Profit Public Benefit Corporation.* The Corporation is a not-for-profit public benefit corporation, established for educational and charitable purposes. The Corporation has the status that is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the "Code"), as an organization described in Section 501(c)(3) of the Code.

Article III: Offices And Registered Agent

Section 3.01. *Registered Office.* The Corporation shall designate and continuously maintain a registered office in the County of Knox in the State of Tennessee.

Section 3.02. *Principal Office.* The principal office of the Corporation shall be 6717 Kingston Pike, Knoxville, TN 37919, Knox County.

Section 3.03. *Other Offices.* The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

Section 3.04. *Registered Agent.* The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

Article IV: Board Of Directors

Section 4.01. *General Powers and Qualifications.* All corporate powers of the

Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (also referred to as the “Board” and “Directors”). All Directors must be natural persons and shall be at least eighteen (18) years of age.

Directors may not receive compensation for their services on the Board; nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 4.02. *Number of Directors.* The Board of Directors shall be comprised of not less than three (3) and not more than thirteen (13) Directors, but these Bylaws may be amended from time to time to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than three (3) Directors.

Section 4.03. *Election and Tenure.* Directors shall be elected by the Board of Directors at the annual meeting of the Board to be held at the principal office of the Corporation, or at such other place as may be fixed by prior resolution of the Board of Directors, but no later than the first Tuesday of October of each and every year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, not a legal holiday. Directors shall be elected for three (3) year terms but may serve no more than two (2) consecutive three (3) year terms unless at least 18 months shall have elapsed between the end of the Director’s second (2nd) consecutive three (3) year term and the beginning of their third (3rd) 3 year term. In no event shall a Director serve more than four (4) terms.

Section 4.04. *Regular Meetings.* In addition to the annual meeting referred to in Section 4.03 above, other board designated regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors shall determine from time to time.

Section 4.05. *Special Meetings.* Special meetings of the Board of Directors may be called by the President or by no less than three (3) of the Directors entitled to vote at such meeting.

Section 4.06. *Notice.* Except as otherwise provided by these Bylaws, the notice requirements for meetings are as follows:

(a) Regular meetings of the Board of Directors may be held without notice.

(b) Special meetings of the Board of Directors must be preceded by at least seven (7) days’ written notice to each Director of the date, time, place and purpose of such special meeting.

(c) Notwithstanding Section 4.06 (a) and (b) above, any action by the Board of Directors to remove a Director or to approve a matter shall be preceded by at least seven (7) days’ written notice to each Director that the matter will be voted upon at a therein specified meeting of the Board of Directors, unless such notice is waived pursuant to

Section 4.07 or Section 7.04 below.

(d) Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 4.07. *Waiver of Notice of Meeting.* If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4.08. *Quorum and Voting.* A quorum of the Board of Directors consists of a majority of Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, unless these Bylaws, the Charter or the Act require the vote of a greater number of Directors.

Section 4.09. *Vacancy.* If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal of a Director with or without cause:

(a) The Board of Directors may fill the vacancy; or

(b) If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

Section 4.10. *Removal of Director With or Without Cause.* The Board of Directors may remove any Director with cause or without cause by the affirmative vote for such removal of two-thirds (2/3) of the Directors then in office.

Section 4.11. *Action Without Meeting.* Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

Section 4.12. *Indemnification.* With respect to claims or liabilities arising out of service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both

as now in effect and as hereafter adopted or amended as further set forth in Exhibit A, attached hereto and incorporated herein by reference.

Section 4.13. *Immunity.* To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

Section 4.14. *Employees.* The Board of Directors may authorize the employment of full or part-time employees as are needed to carry out the program and business of the Corporation. The compensation and other terms of employment shall be set by the Board of Directors who may enter into contracts of employment with any such employee on behalf of the Corporation.

Section 4.15. *Committees.* There shall be three (3) standing committees: Executive, Finance & Budget and Nominating. Each standing committee shall have a chairperson appointed. Committee membership shall be fixed by the Board and may include any individual as well as members of the Board. All Committee members must be renewed annually at the annual meeting. Members are to serve until the next annual meeting of the Board and until their respective successors are appointed and the Board shall have power to fill vacancies.

Section 4.16. *Executive Committee.* The Board of Directors by resolution adopted by a majority of its members, shall designate three (3) or more of its members to the executive committee. A majority of the Committee members shall be a quorum at a meeting of the Executive Committee. Actions of the Executive Committee must be authorized by the affirmative vote of a majority of all voting members present at a meeting at which a quorum is present. The Executive Committee shall act between meetings of the Board in situations and emergencies, which cannot await a meeting of the full Board in regard to the conduct of business of the Corporation. It shall have no power to fill vacancies on the Board or in offices. It shall meet on the call of the President whenever, in his or her judgment, the business of the Corporation may require. All actions taken shall be reported to the Board at its next regular meeting. Further, matters related to the process and procedure of the Executive Committee are attached as Exhibit A.

Section 4.17. *Nominating Committee.* The Nominating Committee shall consist of three (3) or more Board members elected by the Board at the annual meeting. The Nominating Committee shall at least seventy-two (72) hours prior to any meeting of the Board present in writing its recommendations for filling vacancies on the Board or the Corporation's Officer.

Section 4.18. *Finance & Budget Committee.* The Finance and Budget Committee shall consist of three (3) or more Board members elected by the Board at the annual meeting. The Finance and Budget Committee shall at least seventy-two (72) hours prior to any meeting of the Board present in writing its recommendations for action or results of its review on matters related to the finances or budget of the Corporation.

Section 4.19. *Ad Hoc Committees.* The President, with the approval of the Board of Directors as evidenced by resolution, may from time to time create such ad hoc committees as the President believes necessary or desirable to investigate matters or advise the Board of Directors. Ad hoc committees shall limit their activities to the accomplishment of the tasks for which created and shall have no power to act except as specifically conferred by resolution of the Board of Directors. Such committees shall operate until their tasks have been accomplished or until earlier discharged by the Board of Directors.

Article V: Officers

Section 5.01. *Required Officers.* The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may from time to time be elected or appointed by the Board of Directors. Except for the offices of President and Secretary, the same individual may simultaneously hold more than one (1) office in the Corporation. All officers must be natural persons and shall be at least eighteen (18) years of age. Section 5.02. *Election.* Each year at the annual meeting of the Board of Directors held as specified in Section 4.03 above, the Board shall elect the officers of the Corporation by a majority vote of those Directors present, provided a quorum exists.

Section 5.03. *Term of Office.* The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify, subject, however, to the right and authority of the Board of Directors to remove any officer at any time with or without cause.

Section 5.04. *Powers and Duties.* The powers and duties of the officers of the Corporation shall be as follows:

(a) *President.* The President shall be the principal executive officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer(s) of the Executive Committee of the Corporation. No individual shall serve more than two (2) consecutive terms as President.

(b) *Vice President.* The Vice President, shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President, when acting as President or as authorized by the Board, may sign and execute contracts and other obligations pertaining to the regular course of his or her duties.

(c) *Secretary.* The Secretary shall attend all meetings of the Board of Directors of the Corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty

to give or cause to be given notice of all meetings of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(d) *Treasurer.* The Treasurer shall have custody of the Corporation's funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 5.05. *Removal and Resignation.* The Board of Directors may remove any officer at any time with or without cause. Any Officer may resign at any time by giving notice to the Board. Any such resignation shall take effect at the date of receipt or at such later time therein specified, the acceptance of such resignation shall not be necessary to make effective.

Section 5.06. *Vacancies.* Any vacancies occurring in the offices of the President, Vice President, Secretary or Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

Section 5.07. *Delegation of Powers and Duties.* In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 5.08. *Indemnification.* With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended as further set forth in Exhibit B attached hereto and incorporated herein by reference.

Article VI: Records And Reports

Section 6.01. *Corporate Records.* The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and appropriate accounting records.

Section 6.02. *Required Records.* The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) A list of the names and business or home addresses of its current Directors and officers; and
- (d) The most recent annual report delivered to the Tennessee Secretary of State.

Section 6.03. *Annual Financial Statements and Audit.* The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, an annual audit review or compilation prepared by independent accountants and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.

Article VII: Miscellaneous Provisions

Section 7.01. *Fiscal Year.* The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors and shall begin the first day of July and end on the last day of June in each calendar year. The Board may change the fiscal year if deemed to be in the best interests of the Corporation.

Section 7.02. *No Seal.* The Corporation shall have no seal.

Section 7.03. *Notice.* Whenever notice is required to be given to Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, or by telephone, facsimile or other form of wire or wireless communication, or by mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, or by overnight carrier and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

Section 7.04. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated

thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 7.05. *Negotiable Instruments*. All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s), as may be authorized by the Board of Directors.

Section 7.06. *Deposits*. The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.

Section 7.07. *Gifts*. The Board of Directors may accept on behalf of the Corporation any contribution gift, bequest, or devise for the general purpose of for any special purpose of the Corporation.

Section 7.08. *Advisors to the Corporation*. The Board of Directors may elect or appoint any person or persons to act in an advisory capacity to the Corporation or in an honorary capacity with respect to the Corporation.

Section 7.09. *Parliamentary Procedures*. The most recent edition of “Roberts Rules of Order” shall be used in meetings where unresolved procedural issues arise. The meeting shall, otherwise, be conducted in the manner agreed upon by those present at the meeting unless otherwise prohibited by law or these Bylaws.

Section 7.10. *Distributions and Compensation*. No part of the assets of the Corporation shall issue to or be distributable to the benefit of its Officers or Directors or other private persons, except to reimburse approved, legitimate and reasonable out of pocket expenses incurred for the benefit of the Corporation and approved, legitimate and reasonable services incurred for the benefit of the Corporation.

Section 7.11. *Standard of Conduct of Directors and Officers*. The standard of conduct to be employed by officers and directors of the Corporation are set forth in Exhibit C, attached hereto and incorporated herein by reference as Exhibit C.

Section 7.12. *Conflict of Interest*. A conflict of interest transaction is a transaction with the Corporation in which a director or officer of the Corporation has a direct or indirect interest. A director or officer of the Corporation has an indirect interest in a transaction if, but not only if, a party to the transaction is another entity in which the director or officer has a material interest, or of which the director or officer is a general partner, director, officer, or director. A conflict of interest transaction is not voidable, or the basis for imposing liability on the director or officer, if the transaction was fair at the time it was entered into, or if the transaction is approved as provided in Section 7.12.1. If the Corporation has adopted a separate conflicts of interest policy, to the extent there is a conflict in such policy and this Section 7.11, such separate policy shall control.

Section 7.12.1 *Manner of Approval*. A transaction in which a director or officer of

the Corporation has a conflict of interest may be approved if:

(a) The material facts of the transaction and the interest of the director or officer were disclosed or known to the Board of Directors, or to a committee consisting entirely of members of the Board of Directors, and the Board of Directors or such committee authorized, approved, or ratified the transaction; or

(b) Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

Section 7.12.2. *Quorum Requirements.* For purposes of Section 7.12.1, a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the members of the Board of Directors, or of a committee consisting entirely of members of the Board of Directors, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved, or ratified under this Section 7.12 by a single director. A quorum is present for the purpose of taking action under this Section 7.12 if a majority of the members of the Board of Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction. The presence of, or vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 7.12.1(a) if the transaction is otherwise approved as provided in Section 7.12.1.

Article VII: Amendment Of Bylaws

Section 8.01. *Amendment of Bylaws.* These Bylaws and the Charter may be altered, amended, or repealed and a new Charter or Bylaws adopted, upon the affirmative vote of two-thirds (2/3) of the Board of Directors at any annual or special meeting. Such meeting at which the Bylaws or Charter is to be amended must be preceded by at least five (5) days' written notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose, or one (1) of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof.

EXHIBIT A

EXECUTIVE COMMITTEE

Section 1. *Authority of Executive Committee.* The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all the authority of the Board of Directors for matters which required immediate attention or oversight, except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee or by these Bylaws. All action taken by the Executive Committee shall be subject to ratification by the Board of Directors. However, the Executive Committee shall not have the authority of the Board of Directors with respect to filling any vacancy on the Board of Directors; amending or repealing any resolution of the Board of Directors; amending or repealing the Charter or the Bylaws of the Corporation; adopting a plan of merger or consolidation; selling, leasing, or otherwise disposing of all or substantially all the property and assets of the Corporation other than in the usual and regular course of its business; voluntarily dissolving the Corporation or revoking a voluntary dissolution.

Section 2. *Meetings of Executive Committee.* Regular meetings of the Executive Committee may be held at such times and places as the Executive Committee may from time to time fix by resolution. Special meetings of the Executive Committee may be called by any member upon a concurrence of a majority of the members of the Executive Committee upon not less than three (3) business days' notice prior thereto. The notices provided for in this Section shall state the place, date, and hour of the meeting, and the business proposed to be transacted at the meeting.

Section 3. *Action of Executive Committee Without a Meeting.* Any action required or permitted to be taken by the Executive Committee at a meeting may be taken without a meeting in accordance with these Bylaws.

Section 4. *Executive Committee Procedure.* The Executive Committee shall fix its own rules of procedure, provided such rules are not inconsistent with these Bylaws. The Executive Committee shall keep regular minutes of its proceedings and report its proceedings to the Board of Directors for its information at the next meeting of the Board of Directors held after such proceedings.

Section 5. *Vacancies, Resignation and Removal.* Any vacancy in the Executive Committee may be filled by a resolution adopted by a majority of the voting members of the Board of Directors. Any member of the Executive Committee may be removed at any time with or without cause by resolution adopted by a majority of the voting members of the Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the Corporation, and

unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

EXHIBIT B

INDEMNIFICATION

Section 1. *Mandatory Indemnification of Directors and Officers.* To the maximum extent permitted by the provisions of Sections 48-58-501, *et seq.*, of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Corporation shall indemnify and advance expenses to any person who is or was a director or officer of the Corporation, or to such person's heirs, executors, administrators and legal representatives, for the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

(a) The Proceeding was instituted by reason of the fact that such person is or was a director or officer of the Corporation; and

(b) The director or officer conducted himself or herself in good faith, and he or she reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent is not, of itself, determinative that the director or officer did not meet the standard of conduct herein described.

Section 2. *Permissive Indemnification of Employees and Agents.* The Corporation may, to the maximum extent permitted by the provisions of Section 48-58-501, *et seq.*, of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation, or to such person's heirs, executors,

administrators and legal representatives, to the same extent as set forth in Section 1 above, provided that the Proceeding was instituted by reason of the fact that such person is or was an employee or agent of the Corporation and met the standards of conduct set forth in subsection 1(b) above. The Corporation may also indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Corporation to the extent, consistent with public policy, as may be provided by the Charter, by these Bylaws, by contract, or by general or specific action of the Board of Directors.

Section 3. *Non-Exclusive Application.* The rights to indemnification and advancement of expenses set forth in Sections 1 and 2 above are contractual between the Corporation and the person being indemnified, and his or her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by the Charter, by a resolution of the Board of Directors, by these Bylaws, by the purchase and maintenance by the Corporation of insurance on behalf of a director, officer, employee, or agent of the Corporation, or by an agreement with the Corporation providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

Section 4. *Non-Limiting Application.* The provisions of this Exhibit shall not limit the power of the Corporation to pay or reimburse expenses incurred by a director, officer, employee, or agent of the Corporation in connection with such person's appearing as a witness in a Proceeding at a time when he or she has not been made a named defendant or respondent to the Proceeding.

Section 5. *Prohibited Indemnification.* Notwithstanding any other provision of this Exhibit, the Corporation shall not indemnify or advance expenses to or on behalf of any director, officer, employee, or agent of the Corporation, or such person's heirs, executors, administrators or legal representatives:

- a) In connection with a Proceeding by or in the right of the Corporation in which such person was adjudged liable to the Corporation;
- b) In connection with any other Proceeding charging improper personal benefit to such person, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her;
- c) For any breach of the director's duty of loyalty to the Corporation or its members;
- d) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

e) Under § 48-58-302 of the Act.

Section 6. *Repeal or Modification Not Retroactive.* No repeal or modification of the provisions of this Exhibit B, either directly or by the adoption of a provision inconsistent with the provisions of this Exhibit, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

EXHIBIT C

STANDARDS OF CONDUCT

Section 1. *Standards of Conduct.* A director or an officer of the Corporation shall discharge his or her duties as a director or as an officer, including duties as a member of a committee:

- (a) In good faith;
- (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (c) In a manner he or she reasonably believes to be in the best interest of the Corporation.

Section 2. *Reliance on Third Parties.* In discharging his or her duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented;
- (b) Legal counsel, public accountants, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; or
- (c) With respect to a director, a committee of the Board of Directors of which the director is not a member, as to matters within its jurisdiction, if the director or officer reasonably believes the committee merits confidence.

Section 3. *Bad Faith.* A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 2 unwarranted.

Section 4. *No Liability.* A director or officer is not liable for any action taken, or any failure to take action, as a director or officer, if he or she performs the duties of his or her office in compliance with the provisions of this Exhibit of the Bylaws, or if he or she is immune from suit under the provisions of Section 48-58-601 of the Act. No repeal or modification of the provisions of this Section 4, either directly or by the adoption of a provision inconsistent with the provisions of this Section, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

Section 5. *No Fiduciary.* No director or officer shall be deemed to be a fiduciary with respect to the Corporation or with respect to any property held or administered by the Corporation, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 6. *Prohibition on Loans.* No loans or guarantees shall be made by the Corporation to its directors or officers. Any director who assents to or participates in the making of any such loan or guarantee shall be liable to the Corporation for the amount of such loan or guarantee until the repayment or full discharge thereof.