

**BYLAWS  
OF  
ALLEGHENY COUNTY  
RETIREEES ASSOCIATION**



<b>1. GENERAL PROVISIONS</b> .....	1
1.1 Name.....	1
1.2 Registered Office.....	1
1.3 Purposes.....	1
1.4 Corporate Seal.....	2
1.5 Fiscal Year.....	2
1.6 Amendment of Bylaws.....	2
<b>2. BOARD OF DIRECTORS</b> .....	2
2.1 General.....	2
2.2 Number, Qualifications, Term of Office.....	2
2.3 Election.....	3
2.4 Vacancies.....	3
2.5 Removal and Resignation.....	3
2.6 Regular Meetings.....	3
2.7 Special Meetings.....	4
2.8 Quorum of and Action by Board of Directors.....	4
2.9 Interested Board Members; Quorum.....	4
2.10 Compensation.....	4
2.11 Presumption of Assent.....	4
2.12 Presiding Officer.....	5
<b>3. OFFICERS</b> .....	5
3.1 Officers and Qualifications.....	5
3.2 Election, Term and Vacancies.....	5
3.3 Removal; Resignation; Bond.....	5
3.4 President.....	5
3.5 Vice-President.....	6
3.6 Secretary.....	6
3.7 Treasurer.....	6
<b>4. COMMITTEES OF THE BOARD OF DIRECTORS</b> .....	7
4.1 Committees of the Board.....	7
4.2 Committee Rules.....	7
<b>5. MEMBERS</b> .....	7
5.1 Classes of Membership.....	7
5.2 Application for Membership.....	8

5.3	Meetings of Members.....	8
5.4	Voting.....	8
<b>6.</b>	<b>MANNER OF GIVING NOTICE, WAIVER OF NOTICE, ACTION WITHOUT MEETING, BY CONFERENCE TELEPHONE AND MODIFICATION OF PROPOSALS</b>	<b>8</b>
6.1	Manner of Giving Notice.....	8
6.2	Waiver of Notice.....	8
6.3	Action by Unanimous Written Consent.....	9
6.4	Meetings by Means of Conference Telephone.....	9
6.5	Modification of Proposals.....	9
<b>7.</b>	<b>CERTAIN RIGHTS</b> .....	<b>9</b>
7.1	Annual Reports of the President and Treasurer or Other Body.....	9
7.2	Inspection of Official Records.....	10
<b>8.</b>	<b>PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE</b> .....	<b>10</b>
8.1	Personal Liability of Board Members.....	10
8.2	Mandatory Indemnification of Board Members and Certain Other Persons.....	10
8.3	Payment of Indemnification.....	11
8.4	Non-Exclusivity of Rights.....	12
8.5	Funding.....	12
8.6	Insurance.....	12
8.7	Modification or Repeal.....	12
<b>9.</b>	<b>SUPERSEDE ALL PREVIOUS BYLAWS</b> .....	<b>13</b>

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**BYLAWS**  
**OF**  
**ALLEGHENY COUNTY RETIREES ASSOCIATION**

## **1. GENERAL PROVISIONS**

### **1.1 Name.**

The Organization shall be known as the Allegheny County Retirees Association (“ACRA”).

### **1.2 Registered Office.**

The registered office of the Organization, required by law to be maintained in the Commonwealth of Pennsylvania, shall be at a location within Allegheny County, Pennsylvania as determined by the Board of Directors.

### **1.3 Purposes.**

The Organization is established under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, and the purposes for which the Organization is formed and shall be operated are exclusively for the purpose of advancing the general welfare and common good of employees, past and present, of the government of Allegheny County, Pennsylvania, within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (hereinafter, the “Code”); and, in furtherance of these purposes, but not in limitation thereof, the Organization may:

- a) Schedule regular meetings to promote the fellowship of its membership;
- b) Inform its membership of organized efforts which threaten to compromise the integrity of the retirees’ pension and health care choices;
- c) Advocate for continued improvements in pension benefits for its membership;
- d) Organize membership in public educational efforts to encourage promulgation of statutory amendments that may ensure the continuation and improvement of its pension benefits;
- e) otherwise operate exclusively for civic betterment and social improvements within the meaning of Section 501(c)(4) of the Code, and solely for such purposes and, without otherwise limiting its powers, exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit organizations.

#### **1.4 Corporate Seal.**

The Organization may have a corporate seal which shall have inscribed thereon the name of the Organization, the year of organization, and the words “Corporate Seal – Pennsylvania,” or such inscription as the Board of Directors may determine. The seal may be used by causing it or a facsimile thereof to be impressed or affixed, or in any manner reproduced.

#### **1.5 Fiscal Year.**

The fiscal year of the Organization shall begin on the 1<sup>st</sup> day of January in each year.

#### **1.6 Amendment of Bylaws.**

Except as provided for in Section 2.2, these Bylaws may be amended or repealed, and new Bylaws may be adopted by the Board of Directors. Any change in the Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

## **2. BOARD OF DIRECTORS**

### **2.1 General.**

All powers vested by law in the Organization shall be exercised by or under the authority of, and the business and affairs of the Organization shall be managed under the direction of the Board of Directors.

### **2.2 Number, Qualifications, Term of Office.**

- a) The Board of Directors of the Organization shall consist of nine (9) Board Members as follows: President, Vice-President, Secretary, Treasurer and five (5) Directors. Any increase or decrease from nine (9) Board Members must be approved by a vote of all the members of the Organization. Materials supplied along with the ballots for this action must provide information on both the advantages and disadvantages of any proposed change. Each Board Member shall be a former employee of Allegheny County, Pennsylvania, or the spouse of a deceased former employee, with a vested interest in the Allegheny County Retirement Plan. This provision of the Bylaws can only be changed by a vote of all the members of the Organization.
- b) In order to insure continuity of experienced Board Members, there shall be staggered terms of office as follows:
  - i. The President, Vice-President, Secretary and Treasurer shall be elected in years ending with an odd number
  - ii. Directors shall be elected in years ending with an even number.
  - iii. Notwithstanding the provisions of Section 2.2 (b), current Directors elected in 2011 shall serve through 2014.

c) Each Board Member shall hold office until the expiration of the term for which he or she was elected and until said Board Member's successor has been selected and qualified or until said Board Member's earlier death, resignation or removal.

d) A decrease in the number of Board Members shall not have the effect of shortening the term of any incumbent Board Member.

### **2.3 Election.**

Vacant seats on the Board of Directors due to expired terms shall be elected by secret ballot by members in good standing. The election shall be conducted via United States mail with ballots returned and counted prior to the Annual Meeting. Results shall be announced at the Annual Meeting and sent to all members in good standing, either in the newsletter or by electronic mail.

### **2.4 Vacancies.**

Vacancies on the Board of Directors at times other than the annual elections, including vacancies resulting from an increase in the number of Board Members, may be filled by a majority vote of the remaining Board Members though less than a quorum, or by a sole remaining Board Member, and each person so selected shall serve until the next annual election.

### **2.5 Removal and Resignation.**

- a) Removal by action of the Board of Directors. The Board of Directors may declare vacant the position of a Board Member if said Board Member:
- i. Has been judicially declared of unsound mind;
  - ii. Has been convicted of an offense punishable by imprisonment;
  - iii. If within sixty (60) days after notice of his or her election, said Board Member does not accept such office either in writing or by attending a meeting of the Board of Directors;
  - iv. If said Board Member fails to attend three sequential Board meetings without valid excuse; or
  - v. Fails to fulfill such other requirements or qualifications as these Bylaws may provide.
- b) Resignation. Any Board Member may resign at any time from his or her position as a Board Member of the Organization upon written notice to the Secretary of the Organization at the Organization's principal place of business.

### **2.6 Regular Meetings.**

The Board of Directors shall meet on a regular basis, but at least semi-annually, for the transaction of such business as may properly come before it. The meetings shall be called by the President, who may fix the day, hour and place of the meeting, with at least one week's notice before the time set for the meeting.

## **2.7 Special Meetings.**

Special meetings of the Board of Directors may be called by any Board Member, who shall fix the day, hour and place of the meeting with at least seventy-two (72) hours' notice to all Board Members before the time set for the meeting. Telephonic or electronic participation shall be permitted, with necessary arrangements being established by that Board Member calling the meeting. The Board Member calling the meeting shall specify the meeting's purpose.

## **2.8 Quorum of and Action by Board of Directors.**

A majority of the Board Members in office shall constitute a quorum for the transaction of business, and the acts of a majority of Board Members present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a different vote is required by law or the Articles of Incorporation or these Bylaws. Every Board Member shall be entitled to one vote.

## **2.9 Interested Board Members; Quorum.**

- a) No contract or transaction between the Organization and one or more of its Board Members, or between the Organization and any other corporation, partnership, association or other organization in which one or more of the Board Members are directors or officers or have a financial interest, shall be void or voidable solely for such reason, or solely because the Board Member is present or participates in the meeting which authorizes the contract or transaction if:
  - i. The material facts of the relationship or interest in the contract or transaction are disclosed or are known to the voting Board Members;
  - ii. The contract or transaction benefits the Organization; and
  - iii. The contract or transaction is fair to the Organization at the time it is authorized, approved or ratified by the Board of Directors.
  
- b) Interested Board Members may be counted in determining the presence of a quorum at a meeting of the Board of Directors, but may not cast the deciding vote in favor of authorizing a contract or transaction specified in this Section 2.9.

## **2.10 Compensation.**

No Board Member shall be paid a salary or shall receive compensation for attendance at any meeting of the Board of Directors or committee or both, but are entitled to be reimbursed for any expenses incurred in the performance of their duties.

## **2.11 Presumption of Assent.**

A Board Member who is present at a meeting of the Board of Directors, or of a committee of the Board of Directors, at which action on any business of the Organization is taken, shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless such Board Member files his or her written dissent to the action with the Secretary of the meeting before the adjournment thereof, or transmits the dissent in writing to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board Member who voted in favor of the action. Nothing in this section shall bar a Board Member from asserting that minutes of a meeting incorrectly omitted said Board

Member's dissent if, promptly upon receipt of a copy of such minutes, said Board Member notified the Secretary, in writing, of the asserted omission or inaccuracy.

### **2.12 Presiding Officer.**

All meetings of the Board of Directors shall be called to order and presided over by the President, or in the President's absence, by the Vice President or, in the absence of the President and Vice President, by a chairperson of the meeting elected at such meeting by the Board of Directors.

## **3. OFFICERS**

### **3.1 Officers and Qualifications.**

- a) The Organization shall have a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be nominated by the Nominating Committee or by independent petition. All nominees must be ACRA members.
- b) Officers of the Organization shall have such authority and perform such duties in the management of the Organization as is provided by or pursuant to these Bylaws, or in the absence of controlling provisions in these Bylaws as is determined by or pursuant to resolutions or orders of the Board of Directors.

### **3.2 Election, Term and Vacancies.**

The Officers of the Organization shall be elected by the membership through secret ballot and shall hold office for two (2) years, beginning on January 1 of the year following the election, or until the seat becomes vacant through resignation, removal or the Officer's death. A vacancy in any office occurring in any manner may be filled by the Board of Directors until the next annual election.

### **3.3 Removal; Resignation; Bond.**

- a) Removal. Any Officer or agent of the Organization may be removed by the Board of Directors for cause shown.
- b) Resignation. Any Officer may resign at any time upon dispatch of written notice directed to the Secretary of the Organization at the Organization's principal place of business. The resignation shall be effective upon receipt by the Organization, or at such subsequent time as may be specified in the notice of resignation.
- c) Bond. The Organization may secure the fidelity of any or all of its Officers by bond or otherwise.

### **3.4 President.**

- a) The President shall preside at all meetings of the members and of the Board of Directors at which he or she is present, and shall have such authority and perform such duties as the Board of Directors may from time to time designate
- b) The President shall co-sign with the Treasurer all checks written in satisfaction of the Organization's financial obligations.



### 3.5 Vice-President.

The Vice-President shall perform such duties as may be assigned to him or her by the Board of Directors. In the absence or disability of the President, the Vice-President shall perform the duties of the President.

### 3.6 Secretary.

The Secretary shall:

- a) Keep or cause to be kept the minutes of all meetings of the Board of Directors, and any committees of the Board of Directors in one or more books kept for that purpose,
- b) Have custody of the corporate records of the Organization,
- c) Keep or cause to be kept a register of the address of each member of the Board of Directors, which address has been furnished to the Secretary by such member,
- d) See that all notices are duly given in accordance with law, the Articles of Incorporation, and these Bylaws, and
- e) In general, perform all the usual duties incident to the office of Secretary and such other duties as may be assigned to him or her by the Board of Directors.

### 3.7 Treasurer.

- a) The Treasurer shall have general supervision of the fiscal affairs of the Organization. The Treasurer shall:
  - i. See that a full and accurate accounting of all financial transactions is made;
  - ii. invest and reinvest the capital funds of the Organization in such manner as may be directed by the Board of Directors, unless such function shall have been delegated to a nominee or agent;
  - iii. Deposit or cause to be deposited in the name and to the credit of the Organization in such depositories as the Board of Directors shall designate, all moneys and other valuable effects of the Organization not otherwise employed;
  - iv. Prepare such financial reports as may be requested from time to time by the Board of Directors;
  - v. cooperate in the conduct of any annual audit of the Organization's financial records by certified public accountants duly appointed by the Board of Directors; and
  - vi. In general, perform all the usual duties incident to the office of Treasurer and such other duties as may be assigned to him or her by the Board of Directors.
- b) The Treasurer shall co-sign with the President all checks written in satisfaction of the Organization's financial obligations.
  - i. The Board may, on occasion, appoint one of its Members, for a designated period of time to serve in the capacity of Assistant to the Treasurer with the authority to perform the duties of the Treasurer in the absence or disability of the Treasurer. The appointment shall be

made by a majority vote of the Board Members present at the meeting in which the appointment is proposed or by polling of the Board Members by the President of the Board or his/her designee. The results of the polling will be presented at the next scheduled Board meeting and reflected in the minutes.

## **4. COMMITTEES OF THE BOARD OF DIRECTORS**

### **4.1 Committees of the Board.**

- a) Executive Committee. The President, Vice-President, Secretary, Treasurer and all past Presidents who are currently serving on the Board of Directors shall constitute the Executive Committee, which shall have such powers as may from time to time be delegated to it by the Board of Directors.
- b) The Board of Directors may, by resolution adopted by a majority of the Board Members in office, establish one or more committees, each committee to consist of one or more of the Board Members of the Organization. The Board of Directors may designate one or more Board Members as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for purposes of any written action of the committee. A committee shall only have those powers and exercise such authority as the Board has delegated to it, but which in any case, may not exceed or contravene those powers and authority otherwise specified in these Bylaws.
- c) Each committee of the Board of Directors shall serve at the pleasure of the Board of Directors.

### **4.2 Committee Rules.**

Unless the Board of Directors provides otherwise by resolution, each committee shall conduct its business and take action in the same manner as the Board of Directors conducts its business pursuant to the Articles of Incorporation of the Corporation and these Bylaws.

## **5. MEMBERS**

### **5.1 Classes of Membership.**

Any person who has been, or is presently, employed by Allegheny County, Pennsylvania, or is a spouse of deceased employee, shall be eligible for membership. In addition, the Board of Directors may establish classes of membership, limit the number of members, and establish rules for membership as may best serve the interests of the Organization.

## **5.2 Application for Membership.**

Application for membership in the Organization shall be made in such form and shall be accompanied by such information regarding the applicant as the Board of Directors may prescribe. Membership shall be contingent upon an agreement of the applicant to be bound by the Bylaws of the Organization, payment of such fees and annual dues as may be or as shall have been prescribed by the Board of Directors. Upon compliance with these requirements, the applicant shall become a member.

## **5.3 Meetings of Members.**

The members shall have one Annual Meeting and such other regular meetings as shall be established by the Board of Directors. The Annual Meeting of the members shall be held for the purpose of receiving the President's Report and the Treasurer's Report, announcing the results of the election for the Board of Directors, and for the transaction of such business as shall properly come before the meeting. Such meeting shall take place at the place, time and date designated by the Board of Directors from time to time.

## **5.4 Voting.**

Each member shall have one vote on all matters which come before a meeting the membership as a whole. Unless otherwise specified by the Board of Directors, all votes shall be binding on the Board of Directors. Any vote taken need not be by written ballot unless so designated by the Board of Directors. A simple majority of the votes cast for or against a matter shall decide the issue.

# **6. MANNER OF GIVING NOTICE, WAIVER OF NOTICE, ACTION WITHOUT MEETING, BY CONFERENCE TELEPHONE AND MODIFICATION OF PROPOSALS**

## **6.1 Manner of Giving Notice.**

Whenever written notice is required to be given to any person under the provisions of the Nonprofit Corporation Law of 1988, as it may hereafter be amended, or by the Articles of Incorporation or these Bylaws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, by facsimile or electronic mail to the person's address appearing on the books of the Organization. Notice sent by mail, by facsimile or electronic mail shall be deemed to have been given when deposited in the United States mail, or in the case of facsimile or electronic mail, when dispatched.

## **6.2 Waiver of Notice.**

Whenever any written notice is required to be given by statute or the Articles of Incorporation or by these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time state therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting, except that, in the case of a special meeting, the general nature of the business to be

transacted at the meeting shall be so specified in the waiver of notice thereof. Attendance of a person, either in person or by proxy, at any meeting shall constitute a waiver of notice of the meeting, except where the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

### **6.3 Action by Unanimous Written Consent.**

Any action required or permitted to be taken at a meeting of the Board of Directors, or of any committee of Board of Directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto in writing setting forth the action so taken is signed by all the Board Members in office, or by all of the members of such committee in office, as the case may be, and is filed with the Secretary of the Organization.

### **6.4 Meetings by Means of Conference Telephone.**

One or more persons may participate in a meeting of the Board of Directors, or of any committee of Board of Directors, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

### **6.5 Modification of Proposals.**

Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given by statute or by the Articles of Incorporation or these Bylaws, the meeting considering the resolution may, without further notice, adopt it with such clarifying language or other amendments as do not enlarge its original purpose.

## **7. CERTAIN RIGHTS**

### **7.1 Annual Reports of the President and Treasurer or Other Body.**

- a) President's Report. The President or, in the absence of the President, another Board Member shall present annually to the membership a report on the state of the Organization.
- b) Treasurer's Report. The Treasurer or, in the absence of the Treasurer, another Board Member shall present annually to the membership a report showing in appropriate detail the following:
  - i. The assets and liabilities, including the trust funds, if any, of the Organization as of the end of the fiscal year immediately preceding the date of the report.
  - ii. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
  - iii. The revenue of receipts of the Organization, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Organization.

- iv. The expenses or disbursements of the Organization, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- c) Place of filing. The annual reports of the President and Treasurer or other body shall be filed with the minutes of the meetings of Board of Directors and the membership meetings.

## **7.2 Inspection of Official Records.**

Every Board Member or member in good standing shall, upon written request stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the books and records of account, and records of the proceedings of the Organization and Board of Directors and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of the person as a Board Member or member in good standing. In every instance where an attorney or other agent is the person who seeks the right of inspection, the request shall be accompanied by a verified power of attorney or other verified writing that authorizes the attorney or other agent to so act on behalf of the Board Member or member in good standing. The request shall be directed to the Organization at its registered office in Pennsylvania or at its principal place of business wherever situated.

## **8. PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE**

### **8.1 Personal Liability of Board Members.**

A Board Member of the Organization shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless as set forth in 15 Pa.C.S.A. Section 5713(a), the Board Member has breached or failed to perform the duties of his or her office referenced hereunder, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of such Board Member pursuant to any criminal statute, or (ii) the liability of a Board Member for the payment of taxes pursuant to local, state or Federal law. Any repeal, modification or adoption of any provision inconsistent with Section 8.1 of these Bylaws shall be prospective only, and neither the repeal nor modification of this Bylaw shall adversely affect any limitation on the personal liability of a Board Member of the Organization existing at the time of such repeal or modification or the adoption of such inconsistent provision.

### **8.2 Mandatory Indemnification of Board Members and Certain Other Persons.**

- a) The Organization shall indemnify and hold harmless to the full extent not prohibited by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such

amendment permits the Organization to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Organization or otherwise (hereinafter, a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a Board Member of the Organization, or is or was serving at the request of the Organization as a director, officer or trustee of another organization or of a partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a Board Member of the Organization, against all expenses, liability and loss, including but not limited to attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

- b) Notwithstanding the foregoing, except as provided in Section 8.3 below, the Organization shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Organization.
- c) Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this Section 8.2 shall be a contract right and shall include the right to be paid by the Organization the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Section 8.2 in advance of the final disposition promptly after receipt by the Organization of a request stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a Board Member of the Organization in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced, if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Organization under this Section 8.2, or otherwise.
- d) The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a Board Member of the Organization or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

### **8.3 Payment of Indemnification.**

If a claim for indemnification under Section 8.2 is not paid in full by the Organization within thirty (30) days after a written claim has been received by the Organization, the claimant may bring suit against the Organization to recover the unpaid amount of the claim and, if successful in whole or in part on the merits or otherwise in establishing his or her right to indemnification or to the advancement of expenses, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

#### **8.4 Non-Exclusivity of Rights.**

The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in Section 8.2 and the right to payment of expenses conferred in Section 8.3 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any by law, agreement, vote of members, vote of Board of Directors or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office, the Organization having the express authority to enter into such agreements or arrangements as the Board of Directors deems appropriate for the indemnification of and advancement of expenses to present or future Board Members as well as employees, representatives or agents of the Organization in connection with their status with, or services to, or on behalf of the Organization or any other corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan, for which such person is serving at the request of the Organization.

#### **8.5 Funding.**

The Organization may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, including its obligation to advance expenses, whether arising under or pursuant to this Article 8 or otherwise.

#### **8.6 Insurance.**

The Organization may purchase and maintain errors and omissions insurance on behalf of any person who is or was a Board Member or representative of the Organization, or is or was serving at the request of the Organization as a representative of another organization, corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Organization has the power to indemnify such person against such liability under the laws of this or any other state.

#### **8.7 Modification or Repeal.**

Neither the modification, amendment, alteration or repeal of this Article 8 or any of its provisions nor the adoption of any provision inconsistent with this Article 8 or any of its provisions shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of such modification, amendment, alteration or repeal or the adoption of such inconsistent provision.

## 9. SUPERSEDE ALL PREVIOUS BYLAWS

These Bylaws, as amended on this date, shall supersede and replace all previous versions of the Bylaws, including the Constitution and Bylaws of the Organization adopted November 8, 1984, and the Purpose of the Organization as contained in the Articles of Incorporation filed on November 14, 1984.

First Adopted November 8, 1984  
Amended July 20, 1988  
Substantially Revised August 17, 2007  
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