

MARYLAND CHAPTER OF THE FEDERAL BAR ASSOCIATION, INC.

BYLAWS

ARTICLE 1

NAME AND NATURE OF ORGANIZATION

Section 1. Name. The name of this organization is the Maryland Chapter of the Federal Bar Association, Inc.

Section 2. Charter. The Maryland Chapter of the Federal Bar Association, Inc. is chartered by the Federal Bar Association (hereinafter called the “**Association**”).

Section 3. Adoption of Constitution and Bylaws. The Constitution and Bylaws of the Association hereby is adopted and incorporated herein by reference insofar as it may be applicable to the business of the Maryland Chapter of the Federal Bar Association, Inc.

ARTICLE II

OFFICES

Section 1. Principal Office. The principal office of the Maryland Chapter of the Federal Bar Association, Inc., a Maryland non-stock corporation, (hereinafter called the “**Corporation**”) shall be located in the State of Maryland.

Section 2. Other Offices. The Corporation may also have offices at such other places, both within and without the State of Maryland, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III

MEMBERS

Section 1. Number of Members. There shall be no restriction upon the number of members who may belong to the Corporation.

Section 2. Active Members. Any person eligible for membership under Section 1 of Article IV of the Constitution of the Association may become an active member of the Corporation provided that the person (i) is admitted to the practice of law before a Federal court or a court of record in any of the several states, commonwealths, territories, or possessions of the United States or in the District of Columbia, and (ii) is or has been an officer or employee of the United States or the District of Columbia and, while so serving, performs or performed the work of a legislator, judge, lawyer, or member of a quasi-judicial board or commission, or has a substantial interest in or participates in the area of Federal law. The Corporation shall not refuse membership to any member of the Association who is in good standing and who resides,

practice, or is employed in the Corporation's geographic area. Active members shall be entitled to all the rights and privileges of this Corporation, including the right to vote and hold elective offices, unless otherwise provided.

Section 3. Associate Members. Any person admitted to practice law before a court or administrative tribunal of a country other than the United States and any law student who actively is enrolled at an accredited law school may become an associate member of the Corporation. Associate members shall be entitled to all rights and privileges of the Corporation except that of voting or holding office.

Section 4. Honorary Members. The following individuals are eligible for honorary membership: (i) the Chief Justice of the Supreme Court of the United States and Associate Justices of the Supreme Court of the United States; (ii) any person who has rendered conspicuous service to the United States Government or to the Association who is selected by a vote of three-fourths of the members of the Board of Directors of the Association; and (iii) any judge of the Federal courts established under Article III of the Constitution of the United States, any United States Bankruptcy Judge, and any United States Magistrate Judge that services in Maryland in active, senior, or retired status that is selected by a vote of two-thirds of the members of the Corporation. Honorary members shall be exempt from payment of any fees whatever and shall be entitled to all rights and privileges of the Corporation except that of holding office.

Section 5. Application for Membership. A person may become a member by an application to the National Council of the Association, with an indication on such application that the person desires to become a member of the Corporation, and the payment of applicable dues and admission fees as required by the Constitution and Bylaws of the Association.

Section 6. Resignation. Any member may withdraw from the Corporation by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary, at the first meeting after receipt thereof.

Section 7. Expulsion. A member may be expelled for cause such as a violation of any of the Bylaws or rules of the Corporation or conduct prejudicial to the best interest of the Corporation, as well as any conduct that satisfies the definition of good cause in Section 3.A of the Bylaws of the Association. Expulsion shall be by two-thirds vote of the membership of the Board of Directors at any meeting called for such purposes. Such member shall be notified of the intention of the Board of Directors to consider that member's expulsion and shall be given the opportunity to present a defense before the Board of Directors. Such notice shall have been mailed by registered mail to the member under consideration for expulsion at his or her last recorded address at least fifteen (15) days before final action is taken thereon; this statement shall be accompanied by a notice of the time and place where the Board of Directors is to take action. Any member expelled from the Association shall be expelled automatically from the Corporation.

Section 8. Annual Meeting. The Corporation shall hold an annual meeting of its members in June of each calendar year for the purpose of the transaction of the Corporation's business as the President may direct and for the transaction of other business as may be recommended by the Board of Directors, the membership, the Association, or as may be required by the Bylaws. If the

day designated falls upon a legal holiday, the meeting shall be held on the next succeeding secular day not a holiday. Except as otherwise provided herein or by statute, any business may be considered at an annual meeting without the purpose of the meeting having been specified in the notice. Failure to hold an annual meeting does not invalidate the Corporation's existence or affect any otherwise valid corporate acts.

Section 9. Special Meeting. At any time in the interval between annual meetings, a special meeting of the members may be called by the Chair of the Board, by the President, by a majority of the members of the Board of Directors, or by vote of one-fourth of the members of the Corporation. A call by the Directors or members may be by vote at a meeting or in writing (addressed to the Secretary of the Corporation) with or without a meeting.

Section 10. Place of Meetings. Meetings of members shall be held at such place as is set from time to time by the Board of Directors.

Section 11. Notice of Meetings; Waiver of Notice. Not less than ten (10) nor more than ninety (90) days before each members' meeting, the Secretary shall give written notice to each member. The notice shall state the time and place of the meeting and, if the meeting is a special meeting or notice of the purpose is required by statute, the purpose of the meeting. Notice is given to a member when it is personally delivered to him or her, left at his or her residence or usual place of business, or mailed or emailed to him or her at his or her address as it appears on the records of the Corporation. Notwithstanding the foregoing provisions, each person who is entitled to notice waives notice if he or she before or after the meeting signs a waiver of the notice which is filed with the records of members' meetings, or is present at the meeting in person or by proxy. Any meeting of members, annual or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 12. Quorum; Voting. Unless a statute or the Bylaws provides otherwise, at a meeting of members the presence in person or by proxy of members entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum and a majority of all the votes cast at a meeting at which a quorum is present is sufficient to approve any matter which properly comes before the meeting. In the absence of a quorum, the members present in person or by proxy, by majority vote and without notice other than by announcement, may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 13. Informal Action by Members. Any action required or permitted to be taken at a meeting of members may be taken without a meeting by vote by mail or electronic transmission as the President or Board of Directors may direct.

ARTICLE IV

DUES

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues, if any, payable to the Corporation by its members.

Section 2. Payment of Dues. The dues shall be payable by the last day of May in each fiscal year.

Section 3. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of three months from the beginning of the fiscal year or period when such dues became payable, his or her membership may thereupon be terminated by the Board of Directors immediately.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws.

Section 2. Number and Election. The Board of Directors shall consist of the Officers described in Article VI below and elected Directors, all of whom shall be Active or Honorary Members as defined in Article III above. The number of elected Directors initially shall be up to thirty (30) which may be increased or decreased as provided herein, provided that there shall never be less than the minimum number of directors required by the general laws of the State of Maryland now or hereafter in force. A majority of the entire Board of Directors may alter the number of Directors set by these Bylaws. In June of each year, in accordance with the process described in Article VII, Section 7.A below, the members shall elect Directors to hold office until the next annual election and until their successors are elected and qualify.

Section 3. Chair of the Board. The Chair of the Board, if one be elected, shall, in the President's absence, preside at all meetings of the Board of Directors at which he or she shall be present; and in general he or she shall perform all such duties as are from time to time assigned to him or her by the Board of Directors.

Section 4. Removal of Director. Unless statute or these Bylaws provides otherwise, the members may remove any Director, with or without cause, by the affirmative vote of a majority of all the votes entitled to be cast for the election of Directors. As a condition of continued membership for the following year on the Board of Directors, no member of the Board, other than Honorary Members, members of the judiciary, or members serving as the Federal Public Defender or the United States Attorney, shall incur more than three (3) unexcused absences from regularly scheduled Board meetings during each fiscal year of the Corporation. "Excused absence" means that a Board member, in advance of the scheduled meeting, shall have

provided the President or Secretary an e-mail or telephonic notice that the Board member cannot attend. Should any member of the Board of Directors (other than other than Honorary Members, members of the judiciary, or members serving as the Federal Public Defender or the United States Attorney) absent himself or herself unreasonably from three consecutive meetings of the Board without notifying the President or Secretary stating his or her reason for so doing, and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant, and the President may proceed to fill the vacancy in accordance with Section 4 of Article V.

Section 5. Vacancies. The members may elect a successor to fill a vacancy on the Board of Directors which results from the removal of a Director elected by them. If the office of any member of the Board of Directors becomes vacant and is not filled by action of the membership, the remaining members of the Board of Directors, by a majority vote of the entire Board of Directors, may elect a successor who shall hold office until the next annual election of Directors and Officers.

Section 6. Regular Meetings. The Board of Directors shall conduct no less than nine (9) regular meetings during the Corporation's fiscal year. One such meeting shall be held in June at which election results shall be announced and a Chairperson of the Board shall be elected for the next Chapter fiscal year. The date, time and place of such meetings shall be fixed by the President upon consultation with the Board of Directors. Notice of the meeting shall be given to each Director at least twenty (20) days before the time appointed for the meeting.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or by a majority vote of the members of the Board of Directors at their discretion. The Secretary shall send notice describing the business to be discussed to the members of the Board five days before the special meeting. Such meeting shall be held on such date and at such time and place as shall be designated in the notice of the meeting by the person or persons calling the meeting.

Section 8. Notice; Waiver of Notice. Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of the Articles of Incorporation or these Bylaws, (i) such notice shall be given either personally, by telephone, by mail, by email or by facsimile, addressed to the Director at his or her address as it appears on the records of the Corporation, and unless otherwise provided in these Bylaws, at least ten (10) days before the date designated for such meeting, or (ii) a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail, with postage thereon prepaid, or duly sent by facsimile or email. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

Section 9. Quorum and Vote at Meetings. At any meeting of the Board of Directors, a majority of the Directors in office shall be necessary and sufficient to constitute a quorum

for the transaction of all business. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation, or these Bylaws. If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting to a later day, not more than ten (10) days later.

Section 10. Proxies. Each member who shall be entitled to vote at any Board meeting thereof may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after thirty days from the date of execution.

Section 11. Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

Section 12. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if there is filed with the records of members meetings a unanimous written consent which sets forth the action and is signed by each Director.

ARTICLE VI

OFFICERS

Section 1. Positions. The voting Officers of the Corporation shall be a President, a President-Elect, a First Vice-President, a Second Vice President, a Secretary, a Treasurer, a National Delegate, a Younger Lawyers Chair, and an Immediate Past President, and such other Officers as the Board of Directors may appoint, including additional Vice-Presidents and, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. In addition, the Clerk of the United States District Court for the District of Maryland shall serve as a honorary, non-voting officer. The Board shall not be obligated to fill all Officer positions, except where required by law. Any number of offices may be held by the same persons, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that in no event shall the President and the Secretary be the same person. Officers may be members of the Board of Directors. The Corporation also may have a Chair of the Board; the Chair of the Board shall be an Officer if he or she is designated as the chief executive officer of the Corporation.

Section 2. Election and Term of Office. Each Officer of the Corporation, except the President and the Immediate Past President, shall be elected annually each June by majority vote of ballots cast by those members eligible to vote. The President-Elect of the prior term shall automatically become the President for the succeeding term. All Officers shall be elected for a term of one (1) year. At the expiration of the term, any Officer may be reelected.

Section 3. President. The President shall be the Chief Executive Officer of the Corporation and shall enforce due observance of its Bylaws. The President shall schedule and preside at the meetings of the Corporation and of the Board of Directors. The President shall also, at the annual meeting of the Corporation and such other times as he/she deems proper, communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the Office of the President. In addition, the President (a) shall be a member of the National Council of the Association along with the National Delegate; (b) shall have the power to appoint all standing committees and other committees as may be deemed necessary or requisite to carry out the objectives of the Corporation; (c) shall be an ex-officio member of all committees and sub-committees thereof, except the Nominations and Elections Committee; (d) shall, from time to time, as required by the Board of Directors, provide the members of the Corporation information as to the State of the Corporation; (e) shall, pursuant to the authority granted by the Board of Directors, have the authority to sign for and on behalf of the Corporation all written contracts and obligations, and the President's signature shall bind the Corporation to fulfill the terms and conditions of such contracts and obligations; and (f) shall appoint the Corporation's delegate to the national Council meetings other than the one held at the Association's annual national convention.

Section 4. President-Elect. The President-Elect shall perform such duties as are delegated by the President. In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President. The President-Elect shall succeed automatically to the Office of the President after expiration of the President's term.

Section 5. Vice-Presidents. In the absence of the President or the President-Elect or in the event of the President's or the President-Elect's inability or refusal to act, the First Vice-President (or, in the event of his or her absence, inability or refusal to act, The Second Vice-President) shall perform the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 6. Secretary. The Secretary shall give notice of and attend all Board meetings of the Corporation and keep a record of its doings, and carry into execution all orders, votes, and resolutions not otherwise committed. The Secretary shall have custody of the corporate seal of the Corporation and have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary. The Board of Directors may give general authority to any other Officer to affix the seal of the Corporation and to attest the affixing by such Officer's signature, and the Secretary may also attest all instruments signed by the other Officers. The Secretary shall, in coordination with the other Directors, maintain an archive of all records of the Corporation and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The Secretary also shall furnish to the Association notice of election results.

Section 7. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust

companies, or other depositories as shall, from time to time, be selected by the Board of Directors; he shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, he or she shall perform all the duties incident to the office of a treasurer of a corporation, and such other duties as are from time to time assigned to him or her by the Board of Directors or the President.

Section 8. National Delegate. The National Delegate shall be the Corporation's delegate to the National Council meeting held at the Association's annual national convention. The National Delegate also shall perform such other duties as are from time to time assigned to him or her by the Board of Directors or the President.

Section 9. Younger Lawyers Chair. The Younger Lawyers Chair shall be the liaison with the young members of the Corporation and act as their representative. The Younger Lawyers Chair also shall perform such other duties as are from time to time assigned to him or her by the Board of Directors or the President.

Section 10. Immediate Past President. The Immediate Past President shall perform such other duties as are from time to time assigned to him or her by the Board of Directors or the President.

Section 11. Clerk of the Court. The Clerk of the Court shall perform such other duties as are from time to time assigned to him or her by the Board of Directors or the President.

Section 12. Removal and Resignation. Any Officer may be removed, with or without cause, by a majority of the members at any regular or special meeting of the members. Any Officer removed as a Director pursuant to Article V, Section 4 above shall be simultaneously removed as an Officer. Any Officer may resign at any time by providing written notice to the Board and any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 13. Vacancies. If any officer position becomes vacant by reason of the death, resignation or removal of such officer, the Board shall elect a successor who shall hold such office for the unexpired term and until his or her successor is duly elected and qualifies.

ARTICLE VII

COMMITTEES

Section 1. Committees. The Board of Directors may, by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, appoint from among the membership one or more other committees, composed of at least one (1) Director, for such purposes and with such powers as the Board of Directors may provide, except that no such committee or committees shall have or exercise the authority of the Board of Directors in the management of the Corporation. The members of such committees shall hold office until their successors are appointed by the Board of Directors.

Section 2. Meetings and Notices. Regular meetings of committees of the Board of Directors may be held without notice at such times and places as such committees may determine from time to time by resolution. Special meetings of committees may be called by any member thereof upon not less than one day's notice stating the place, date, and hour of the meeting, which notice may be written or by telephone or electronically. The notice of a special meeting of a committee need not state the business proposed to be transacted at the meeting. Any member of a committee may waive notice of any meeting thereof, either before or after the meeting, by signing a waiver of notice which shall be filed with the records of such meeting, or by attendance at such meeting.

Section 3. Quorum. Except as provided otherwise by a majority vote of the committee, a majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof. The vote of a majority of the members of a committee present at a meeting at which a quorum is present shall constitute action of the committee.

Section 4. Action Without a Meeting. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all of the members of the committee and filed with the minutes of proceedings of the committee.

Section 5. Participation in Meetings. Members of committees may participate in a meeting by means of audio or video conference, similar communications equipment, or other electronic means by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Article VII shall constitute presence in person at the meeting.

Section 6. Procedure. All committees established by the Board of Directors shall report any actions taken to the Board of Directors at the next meeting thereof held after the committee meeting. If requested, the minutes of committee meetings shall be distributed to all members of the Board of Directors.

Section 7. Standing Committees. In addition to whatever other committees the Board of Directors might by resolution appoint, and subject to Sections 1 through 6 of this Article VII, the President shall, during September of each Corporation fiscal year, and subject to the approval of the Board of Directors, appoint five (5) members of the Corporation in good standing, one of whom shall be designated Chairperson, to each of the Standing Committees of the Board of Directors. The Standing Committees of the Board of Directors shall be: (a) the Nominations and Elections Committee; (b) the Membership Committee; (c) the Audit Committee; (d) the Communications Committee; (e) the Younger Lawyers Committee; and (f) the Program Committee.

- A. Nominations and Elections Committee. The Nominations and Elections Committee shall have responsibility for the nomination and election of Officers and Directors, as provided in Section 2 of Article V and Section 2 of Article VI and shall nominate one (1) candidate for each office and elected Director position, including

Chairperson of the Board of Directors, except that no member of the committee shall participate in the consideration or nomination of a candidate for any office for which that person is being considered. The Committee shall report its list of nominees to the Board of Directors, which may make changes of any such selected nominees upon a two-thirds (2/3) vote of the Board of Directors present and voting. The Committee shall circulate to each member of the Corporation in good standing no later than June 1 of each year a ballot reflecting the final nominations and providing an opportunity for the submission of write-in candidates for each office or Director position. The Committee shall establish the date for return of the ballots, shall count and tally all ballots received and shall make a written report of the results to the Board of Directors on or before June 30. The election of each office shall be by a plurality of all votes cast. The Committee shall deliver the ballots to the Secretary, who shall retain the ballots for a period of thirty (30) calendar days for inspection by the membership.

- B. Membership Committee. The Membership Committee shall determine the eligibility for membership of all applicants for membership of the Corporation, or, alternatively, shall forward applications of applicants to the offices of the Association for such determination.
- C. Audit Committee. The Audit Committee shall audit, at such times as the Board of Directors shall direct, but not less often than annually following the conclusion of a fiscal year, the books of the Treasurer and all other Officers or committees entrusted with the funds of the Corporation. Following each audit the Audit Committee shall make a report of its findings in writing to the Board of Directors. The report following the year-end audit shall be made no later than the Board of Directors meeting in September of the following fiscal year. Subject to the approval of the Board of Directors, the Audit Committee may employ accounting professionals to conduct and report on such audits.
- D. Communications Committee. The Communications Committee shall be responsible for the publication of a bi-annual newsletter and for updating the Corporation's webpage on the Association's website.
- E. Younger Lawyers Committee. The Younger Lawyers Committee shall be responsible for planning and participating in events and activities to encourage young lawyers to join the Corporation and/or to participate in the Corporation's events and activities. The chair of the Younger Lawyers Committee shall be the Younger Lawyers Representative.
- F. Program Committee. The Program Committee shall be responsible for planning and participating in programs and events presented or sponsored by the Corporation.

ARTICLE VIII

FINANCE

Section 1. Checks, Drafts, etc. All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall, unless otherwise provided by resolution of the Board of Directors, be signed by the Treasurer.

Section 2. Annual Statement of Affairs. There shall be prepared annually a full and correct statement of the affairs of the Corporation, to include a balance sheet and a financial statement of operations for the preceding fiscal year. The statement of affairs shall be submitted at the annual meeting of the Board of Directors and, within twenty (20) days after the meeting, placed on file at the Corporation's principal office. Such statement shall be prepared or caused to be prepared by such executive officer of the Corporation as may be designated in an additional or supplementary bylaw adopted by the Board of Directors. If no other executive officer is so designated, it shall be the duty of the President to prepare or cause to be prepared such statement.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be the twelve (12) calendar months period ending May 31 in each year, unless otherwise provided by the Board of Directors.

ARTICLE IX

INDEMNIFICATION

Section 1. General. The Corporation shall indemnify: (1) any individual who is a present or former Director or officer of the Corporation; or (2) any individual who serves or has served in another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a Director or officer, or as a partner or trustee of such partnership or employee benefit plan, at the request of the Corporation and who by reason of service in that capacity was, is or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted under the Maryland General Corporation Law. The Corporation may, with the approval of the Board, provide such indemnification for any employee or agent of the Corporation.

Section 2. Advancement of Expenses. Reasonable expenses incurred by a Director or officer who is, or is threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, may be paid or reimbursed by the Corporation, upon the approval of the Board, for the costs and expenses incurred by such person in connection with such proceeding in advance of the final disposition of the proceeding upon receipt by the Corporation of: (1) a written affirmation by the party seeking indemnification that he or she has a good faith belief that the standard of conduct necessary for indemnification by the Corporation as authorized herein has been met; and (2) a written undertaking by or on behalf of the party seeking indemnification to repay the amount if it shall ultimately be determined that the standard of conduct has not been met.

Section 3. Exclusivity. The rights of indemnification and advancement of expenses provided by the Articles of Incorporation or these Bylaws shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory) or agreement, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and such rights shall continue in respect of all events occurring while a person was a Director or officer and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification and advancement of expenses under the Charter or these Bylaws shall be deemed to be a contract between the Corporation and each Director or officer of the Corporation who serves or served in such capacity at any time while this Section 3 is in effect. Nothing herein shall prevent the amendment of this Article IX, Section 3, provided that no such amendment shall diminish the rights of any person hereunder with respect to events occurring or claims made before its adoption or as to claims made after its adoption in respect of events occurring before its adoption. Any repeal or modification of this Article IX, Section 3 shall not in any way diminish any rights to indemnification or advancement of expenses of such Director or officer or the obligations of the Corporation arising hereunder with respect to events occurring, or claims made, while this Article IX, Section 3, or any provision hereof, is in force.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1. Liabilities. To the extent permitted by law, the liability of Directors and Officers of the Corporation is eliminated with respect to any proceeding brought by or in the right of the Corporation, except that such liability shall not be eliminated if the Directors or Officers engaged in willful misconduct or a knowing violation of the criminal law.

Section 2. Maintenance of Tax Exempt Status. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law).

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its members, its Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of a Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. The original or a certified copy of the Bylaws shall be kept at the principal office of the Corporation.

Section 4. Corporate Seal. The Board of Directors may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Corporation is required to place its corporate seal to a document, it is sufficient to meet the

requirement of any law, rule, or regulation relating to a corporate seal to place the word “Seal” adjacent to the signature of the person authorized to sign the document on behalf of the Corporation.

Section 5. E-Mail. The communication or transmission of any notice or other document which is required by these Bylaws shall be effective if communicated via email.

Section 6. Execution of Documents. A person who holds more than one office in the Corporation may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one Officer.

Section 7. Conflict of Interest. In the event any Director or Officer of the Corporation is or may be an officer, director, stockholder, employee, or has a financial interest in a corporation or other organization with which this Corporation shall enter into a contract or other transaction; or shall directly or indirectly be a party to or have an interest in any contract or transaction of the Corporation, he or she shall fully disclose such interest to the Board of Directors. After revealing any such interest, such Director shall abstain from voting on any question in reference to said contract or transaction. Subject to compliance with these requirements of disclosure, no contract or other transaction between this Corporation and any other corporation, partnership, or individual shall be affected by the fact that the Director or Officer of this Corporation is interested in or is a director or officer of such other corporations, provided that such contract is negotiated on an arm’s length basis and is fair and reasonable to the Corporation.

Section 8. Amendments. Subject to statute, any and all provisions of these Bylaws may be altered or repealed and new bylaws may be adopted at any annual meeting of the members, or at any special meeting called for that purpose. The Board of Directors shall have the power, at any regular or special meeting thereof, to make and adopt new bylaws, or to amend, alter, or repeal any of the Bylaws of the Corporation.

The foregoing bylaws were adopted by the members of the Corporation on September __, 2015.

Hon. Stephanie A. Gallagher
Secretary