

# **Wilbert Manufacturers Association**

## *Amended & Restated Bylaws, 9/16/2023*

These Amended & Restated Bylaws (these "Bylaws") of Wilbert Manufacturers Association (the "Association") shall be effective as of the 16<sup>th</sup> day of September, 2023. Any Bylaws of the Association existing prior to the date hereof are hereby superseded and replaced in their entirety with these Bylaws.

### **ARTICLE I | NAME**

This organization shall be known as the WILBERT MANUFACTURERS ASSOCIATION.

### **ARTICLE II | PURPOSE**

The primary purpose of the Association is to be the representative voice of the members of the Association. Further purposes of the Association are to (a) articulate and advocate the needs, interests and goals of its members in the context of a balanced, constructive, cooperative and mutually respectful relationship with Wilbert Funeral Services, Inc., its successors and assigns (the "Licensor"); (b) foster and promote the economic and business interests and investments of those individuals and entities who are independently owned licensees of the Licensor; (c) disseminate information among its members concerning the manufacture, sale and servicing of WILBERT burial vaults and products; (d) to interchange merchandising ideas, to promote research and scientific activities and improvements in the manufacture of WILBERT burial vaults and products; (e) to encourage lawful trade practices among its members; (f) to promote friendship and goodwill among its members; and (g) in general to conduct such business of the Association in conformity with the specific powers herein granted or otherwise permissible under applicable law.

### **ARTICLE III | OFFICES**

The Association shall have and continuously maintain in the State of Illinois a registered agent whose office is identical with the Association's registered office in the State of Illinois, and the Association may have other offices within or outside the State of Illinois as the Board of Directors may from time to time determine.

### **ARTICLE IV | MEMBERS**

## Section 1: Classes of Members

The Association shall have four classes of members. The designation of such classes shall be as follows:

- a. **Regular Members** | A "Regular Member" shall be a person, firm or corporation licensed by the Licensor to manufacture and sell WILBERT burial vaults and products, and membership in this Association as a Regular Member shall be limited to such licensees. Regular membership is not open to a Wilbert Funeral Service operation owned or controlled by the Licensor or any of its affiliates, or which is under the common ownership or control of Licensor, whether through the ownership of securities, by contract or otherwise. If the licensee is a corporation or limited liability company there shall be listed on the membership roll of the Association, in addition to the corporate name, the names of the President (or Vice-President) and Secretary of such corporate licensee; and if the licensee conducts business under a trade name, the name of the owner or owners shall be listed on the membership roll of the Association. All partnership and corporate licensees shall designate in writing to the Secretary of the Association the partner or officer of the corporate licensee to represent and vote for the licensee member, and such partner or officer shall also be the person eligible to hold any office or directorship in this Association. Without limiting the generality of the foregoing, any person or group of affiliated persons who own multiple licenses must join the Association, must be a Regular Member and must pay dues based upon all the licenses owned by such Regular Member and by any affiliated entity.
- b. **Associate Members** | Any sub-licensee or distributor of a Regular Member shall be eligible to be an "Associate Member." A sub-licensee or distributor is any person, firm or corporation who manufactures and sells WILBERT burial vaults and products under a sub-license or distributor agreement with a Regular Member.
- c. **Licensor Members** | Any Company Store (as that term is defined in the Wilbert Funeral Services, Inc. 2015 Intellectual Property License Agreement) shall be eligible to be a "Licensor Member."
- d. **Supporting Members** | Any person or entity that acts as or wishes to act as a supplier, vendor or service provider to Regular Members shall be eligible to be a "Supporting Member." The Board may from time to time establish levels or categories of Supporting Members.

## Section 2: Admission of Members

A Regular Member shall be admitted as such immediately upon being certified as a licensee of Licensor to the Association by the Secretary of Licensor. An Associate Member shall be admitted

immediately upon being certified as a sub-licensee or distributor of Licensor to the Association by the Secretary of the Licensor. In the event that Licensor declines or fails to provide any such certification, an applicant may submit a signed copy of its license agreement, sublicense agreement or distributor agreement, as applicable.

### **Section 3 : Rights and Duties of Members**

Every member (regardless of class) shall be bound by these Bylaws, or by any and all rules and regulations now in force or which may hereafter be adopted. All classes of members shall have equal rights, duties and obligations except that (a) the Associate Members, Licensor Members and Supporting Members shall have no right to vote nor shall they be eligible to serve as an officer of the Association or as a Director; and (b) the dues of members shall be as prescribed in Article XI of these Bylaws.

### **Section 4 : Voting Rights**

- a. **Officers and Directors** | Each Regular Member shall be entitled to one vote for each Wilbert Funeral Services, Inc. Intellectual Property License Agreement under which such Regular Member is a licensee for each Director, as prescribed in Article VI, Section 2 hereof. Only Regular Members who are not in arrears in their financial obligations to the Association and are otherwise in good standing may vote at any regular, special or annual meeting of the Association. Voting shall be noncumulative. Such Directors shall be elected by a majority of the votes cast by written ballot or by electronic vote as provided herein.
- b. **All Other Matters** | On all other matters, including the levying of dues and assessments submitted to a vote of the Regular Members, one ballot shall be cast by each Regular Member present and such Regular Member shall be entitled to one vote for each WILBERT License Agreement in which such Regular Member is a Licensee. Said ballot shall be taken either via voice, standing, electronic, or written ballot, as directed by the President. All matters submitted to vote pursuant to this Section must be passed by a majority of the votes cast, provided a quorum is present.

### **Section 5 : Termination of Membership**

Membership in the Association shall cease upon the termination of any Regular Member's license agreement with the Licensor and upon the termination of any Associate Member's sub-license or distributor agreement with a Regular Member.

The Regular Members present at any annual meeting may, by majority vote as provided in Article IV, Section 4, suspend or expel a member for cause after notice and an opportunity to be heard. The Board of Directors may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues as provided in Article XI of these Bylaws. Termination of membership for whatever cause shall terminate such member's rights and such members shall receive no compensation for the surrender of the membership herein. In the event a member is expelled, a member shall not be eligible for readmission as a member unless the readmission is approved by the affirmative vote of a majority of the members of the Board of Directors then in office.

#### **Section 6 : Transfer of Membership**

Membership in the Association is not transferable or assignable. In the event a member sells all or substantially all of its assets or its business utilized in connection with its WILBERT burial vaults and products business, the transferor's membership shall terminate as provided in Article IV Section 5 hereof, and the transferee shall be admitted as a Regular Member, as provided in Article IV, Section 2 at such time as the Licensor certifies the transferee as a licensee or sublicensee, as appropriate.

#### **Section 7 : Benefits of Regular Membership**

Only Regular Members in good standing shall be entitled to the benefits and privileges accorded to Regular Members of the Association.

### **ARTICLE V | MEETINGS OF THE MEMBERS**

#### **Section 1 : Annual Meeting**

The Annual Meeting of the Association shall be held at such time and place either within or outside the State of Illinois as may be selected by the Board of Directors. Notice of the date, time and location of the Annual Meeting shall be given to all members not less than sixty (60) days prior to the date fixed for such meeting.

#### **Section 2 : Special Meetings**

Special meetings of the members of the Association may be called by the President or the Board of Directors or on the written application of ten (10) Regular Members of the Association to the President, whenever in his, her, its or their opinion the business of the Association may require it, by written notice to the members at least ten (10) days prior to such meeting, stating the object

for which the meeting is called. No action may be taken at any such meetings upon any question not stated in the notice as an object for which such meetings are called.

### **Section 3 : Quorum**

One third (1/3) of Regular Members shall constitute a quorum for the transaction of business at any meeting of the members. If a quorum is not present at any meeting of members, a majority of the Regular Members present may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of a majority of the votes present and voted shall be the act of the Regular Members, unless the vote of a greater number or voting by classes is required by law or these Bylaws.

### **Section 4 : Proxies**

At any meeting of the members of the membership, a Regular Member entitled to vote may vote either in person or by proxy executed in writing by the Regular Member or the Regular Member's attorney-in-fact who is (a) an employee, business associate or member of the immediate family of such Regular Member, or (b) is a Regular Member in good standing. No proxy shall be valid after eleven (11) months from the date of its execution. An attorney-in-fact under a proxy shall have the same voting rights as the Regular Member appointing him or her.

### **Section 5 : Information Action by Members**

- a. Unless otherwise provided in the Articles of Incorporation of the Association (the "Articles"), any action required by the Illinois General Not for Profit Corporation Act of 1986 (the "Act") to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of the members entitled to vote, may be taken by ballot without a meeting in writing by mail, e-mail, or any other electronic means pursuant to which the members entitled to vote thereon are given the opportunity to vote for or against the proposed action, and the action receives approval by a majority of the members casting votes, or such larger number as may be required by the Act, the Articles, or these Bylaws, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than five (5) days from the date the ballot is delivered; provided, however, in the case of a removal of one or more Directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than twenty (20) days from the date the ballot is delivered.

- b. Such informal action by members shall become effective only if, at least five (5) days prior to the effective date of such informal action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof.
- c. In addition, unless otherwise provided in the Articles, any action required to be taken at any annual or special meeting of the members entitled to vote, or any other action which may be taken at a meeting of members entitled to vote, may also be taken without a meeting and without a vote if a consent in writing, setting forth the action so taken, shall be approved by all the members entitled to vote with respect to the subject matter thereof

#### **Section 6 : Representation at Meetings; Voting**

- a. No one not a member of the Association or an attorney-in-fact under a proxy, as provided in Article V, Section 4 above, shall be allowed to attend any regular or special meeting without the permission of the President of the Association. Associate Members, Licensor Members and Supporting Members may attend any regular, special or annual meeting, upon such terms, conditions, fees and charges as shall be determined by the Board of Directors.
- b. Members entitled to vote shall be allowed to participate in and act at any meeting through the use of a conference telephone or interactive technology, including, but not limited to, electronic transmission, internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### **Section 7 : Attendance at Meetings**

Each Regular Member is expected to attend the Annual Meeting of Members and any special meetings of the Members.

### **ARTICLE VI | BOARD OF DIRECTORS**

#### **Section 1 : General Powers**

The affairs of the Association shall be managed by the Board of Directors.

#### **Section 2 : Duties and Qualifications**

To serve as a member of the Board of Directors, a person must be (a) a person with not less than five (5) years of consecutive service as a management employee, officer, director, member or

shareholder of an entity that is a licensee of the Licensor and which is a Regular Member in good standing with the Association, (b) willing to devote sufficient time and energy to the duties and responsibilities of the Board of Directors, estimated to be not less than twenty (20) hours per month, (c) a person who has attended at least one annual meeting or special meeting of the Association in each of the three previous years, (d) a person who is a representative of a Regular Member which derives not less than ninety percent (90%) of its burial vault revenue from the sale of Wilbert lined burial vault products, and (e) a person who does not occupy a position as officer, director, member or shareholder of any entity that is a burial vault competitor of the Licensor.

### **Section 3 : Number and Tenure**

The Board of Directors shall consist of no less than five (5) Directors and no more than nine (9) Directors. The number of Directors may be fixed or changed from time to time, within the foregoing variable range, by the Directors without further amendment to these Bylaws. The Secretary – Treasurer of the Association shall be a permanent member of the Board of Directors and such individual shall have the same rights, duties and responsibilities as the other Directors.

Notwithstanding the number of licenses held by one company or by an affiliated group of companies, no company or affiliated group of companies shall have more than one (1) representative serving on the Board of Directors.

Each Director shall be installed for a term of three (3) years. In order to provide continuity on the Board, the terms of the Directors shall be staggered. The term of a Director elected to fill a vacancy expires at the next Annual Meeting of the members entitled to vote at which his or her predecessor's term would have expired.

No Regular Member may be elected to the Board of Directors until one (1) year shall have elapsed after the termination of two successive three (3) year terms as a Director unless either: (i) he/she shall have previously served only to fill out the unexpired term of a vacated Director; or (ii) he or she is currently serving as either the President, the Secretary or the Treasurer.

Every Director elected at the Annual Meeting shall be installed at the Annual Meeting and his/her term of office shall begin at the adjournment of such Annual Meeting of members and he/she shall serve until the termination of the applicable Annual Meeting.

### **Section 4 : Regular Meetings**

The Board of Directors may provide by resolution the time and place, either within or outside the State of Illinois, for the holding of regular meetings of the Board of Directors without other notice than such resolutions.

#### **Section 5 : Special Meetings**

Special meetings of the Board of Directors may be called by the President or any two or more Directors.

#### **Section 6 : Notice**

Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by email, facsimile, or through the United States Postal Service to each Director at his address as shown by the records of the Association. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

#### **Section 7 : Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that: (a) if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice, and (b) in no event shall a quorum consist of less than one-third of the Directors then in office.

#### **Section 8 : Manner of Acting**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting. Directors may participate in and act at any meeting



of such Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. No Director may act by proxy on any matter.

#### **Section 9 : Removal**

A Director may be removed with Director Cause (as defined below) by a two thirds (2/3) vote at a meeting of the Regular Members, but only after reasonable notice and an opportunity to be heard and only if written notice of such meeting is delivered to all Regular Members entitled to vote on removal of Directors and such notice states that a purpose of the meeting is to vote upon the removal of one or more Directors named in such notice. "Director Cause" is defined as (a) failure to comply with Board meeting attendance standards established by the Board of Directors from time to time, (b) willful misconduct, dishonesty, or malfeasance, or (c) actions not taken in good faith with the reasonable belief that such actions were in the best interests of the Association.

#### **Section 10 : Resignation**

A Director may resign by delivering his or her written resignation to the President or Secretary of the Association. Such resignation shall be effective upon receipt (unless specified to be effective at some later time) and acceptance thereof shall not be necessary to make it effective. The pending vacancy may be filled before the effective date, but the successor Director shall not take office until the effective date.

#### **Section 11 : Vacancy**

In the event of a vacancy occurring in a position on the Board of Directors (including, without limitation, by reason of an increase in the number of Directors), the Board of Directors shall fill such vacancy by appointment at a regular meeting or at a special meeting called for that purpose, such appointee to serve the unexpired term of his or her predecessor in office.

### **ARTICLE VII | OFFICERS**

#### **Section 1 : Officers**

The officers of the Association shall consist of a President, a Secretary and a Treasurer and such other officers as may be elected by the Board of Directors. The Board of Directors may from time

to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Association, but the Association shall not be required to have at any time any officers other than a President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person except the offices of President and Secretary or Treasurer. All officers shall be elected by the Board of Directors. Each officer shall be elected to a two (2) year term. For the avoidance of doubt, in order to be eligible to serve as the President, Secretary or Treasurer, a person must be elected or reelected, as the case may be, to the Board of Directors for the period of time during which the Director will serve as such an officer, and such person is not entitled to remain a Director solely by virtue of having been named as an officer of the Association. However, any person who has completed service as President, shall have the option of continuing to serve as a Director for one (1) year thereafter.

### **Section 2 : President**

The President shall preside over all meetings of the Association and of the Board of Directors and shall have general supervision of the affairs of the Association. He or she shall be a non-voting member of the Board of Directors and shall be an ex-officio member of all standing committees and special committees. He or she shall appoint all committees. He or she shall also have power to call special meetings of the Association at any time by giving each member of the Association at least ten (10) days' written notice thereof, but no business shall be transacted at such special meetings other than that specified in the notice.

### **Section 3 : Vice-President**

It shall be the duty of the Vice-President to assist the President in the discharge of the duties of his or her office and to perform such duties assigned to him or her by the Board of Directors. In the event of the resignation, death or inability of the President to act, the Vice-President shall act as President until the next meeting of the Board of Directors.

### **Section 4 : Secretary**

The Secretary shall attend all meetings of the Board of Directors, shall record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the other committees when required. The Secretary shall keep a roll of all members and shall give, or cause to be given, notice of all meetings of the Board of Directors. The Secretary shall have the authority to certify the Association's Bylaws, resolutions of the members and Board of Directors and committees thereof, and other documents of the Association as true and correct copies thereof. The Secretary shall at the expiration of his or her term of office or his or her

resignation or removal therefrom turn over all the books and other property belonging to the Association in his or her possession to his or her successor in office. The Secretary shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. The Secretary, with prior approval of the Board of Directors, may delegate to the Executive Director such duties as deemed appropriate.

#### **Section 5 : Assistant Secretary**

The Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and have the authority and exercise the powers of the Secretary. The Assistant Secretary shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

#### **Section 6 : Treasurer**

The Treasurer shall have the custody of the Association's funds, securities and property, shall keep full and accurate accounts of receipts and expenditures of the Association, and shall deposit all monies and other valuables in the name and to the credit of the Association into depositories designated by the Board of Directors. The Treasurer shall report at each regular Annual Meeting the receipts and expenditures since the last Annual Meeting together with the amount of funds on hand. The Treasurer shall disburse the funds of the Association as ordered by the Board of Directors. The Treasurer shall be authorized to sign checks, drafts, and other orders for the payment of money. The Treasurer shall at the expiration of his or her term of office or his or her resignation or removal therefrom turn over all the funds, books and other property belonging to the Association in his or her possession to his or her successor in office. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. The Treasurer, with prior approval of the Board of Directors, may delegate to the Executive Director such duties as deemed appropriate.

#### **Section 7 : Assistant Treasurer**

The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and have the authority and exercise the powers of the Treasurer. The Assistant Treasurer shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

#### **Section 8 : Committees**

The President shall appoint following the Annual Meeting, such committees deemed necessary for the benefit of the Association. Each committee shall transact such business as referred to it by the President or Directors. They shall take no final action on a matter unless specifically given authority for such action.

#### **Section 9 : Removal**

An Officer may be removed with Officer Cause (as defined below) by a two thirds (2/3) vote of the Board of Directors, but only after reasonable notice and an opportunity to be heard. "Officer Cause" is defined as (a) failure to comply with Board meeting attendance standards established by the Board of Directors from time to time, (b) willful misconduct, dishonesty, or malfeasance, or (c) actions not taken in good faith with the reasonable belief that such actions were in the best interests of the Association.

#### **Section 10 : Resignation**

An officer may resign by delivering his or her written resignation to the President or Secretary of the Association. Such resignation shall be effective upon receipt (unless specified to be effective at some later time) and acceptance thereof shall not be necessary to make it effective.

#### **Section 11 : Vacancies**

If the office of any Officer becomes vacant, the Directors shall elect a successor. Each successor shall hold office for the unexpired term, or until such officer dies, resigns or is removed.

#### **Section 12 : Compensation**

Officers, Directors and committee members may receive a reasonable per diem payment for meeting attendance, in such amounts as shall be determined by the Board of Directors, plus reimbursement of reasonable out-of-pocket expenses incurred on behalf of the Association to the extent approved by vote of the Board of Directors.

### **ARTICLE VIII | CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **Section 1 : Contracts**

The Board of Directors may authorize any officer or agent of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any

instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

### **Section 2 : Checks and Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Association.

### **Section 3 : Deposits and Funds**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

### **Section 4 : Bonding of Officers and Employees**

Any officer, employee or agent of the Association or any of its subsidiaries who handles funds or valuable papers or documents of the Association shall be adequately bonded.

## **ARTICLE IX | EXECUTIVE DIRECTOR**

The Board of Directors may appoint an Executive Director to manage the affairs of the Association, subject to the Board's directives and on such terms and conditions as the Board may determine. The Executive Director shall be a non-voting attendee at meetings of the Board of Directors and shall act solely in the best interest of the Association and the majority of its membership. The Executive Director shall not be an employee, agent, spokesperson, or representative of the Licensor.

## **ARTICLE X | FISCAL YEAR**

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE XI | FEES AND DUES**

### **Section 1 : Initiation Fee**

There shall be no initiation fee for membership in this Association.

## **Section 2 : Regular Dues**

Regular Members shall pay monthly dues as may from time to time be determined by the Board of Directors. The basis for determination of the dues shall be an assessment against each Regular Member based upon the number of WILBERT burial vaults sold by such Regular Member in the preceding year. Associate Members, Licensor Members and Supporting Members shall pay such dues as shall be determined from time to time by the Board of Directors.

## **Section 3 : Special Dues & Assessments**

Any dues or assessments other than those provided for in Article XI, Section 2 above may be levied only by a majority vote of the Regular Members as provided in Article IV, Section 4b of these Bylaws.

## **ARTICLE XII | SEAL**

The corporate seal (of which there may be one or more exemplars) of the Association shall be in such form as the Board of Directors may from time to time determine.

## **ARTICLE XIII | WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act, or under the provisions of the Articles or Bylaws of the Association, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIV | PERSONAL LIABILITY**

The members, directors and officers of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations, associations or other entities extending credit to, contracting with, or having any claim against the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the Association.

## **ARTICLE XV | INDEMNIFICATION AND INSURANCE**

## **Section 1 : Indemnification**

The Association shall indemnify each person who is or was a director, officer, employee or agent of the Association (including the heirs, executors, administrators or estate of such person) or is or was serving at the request of the Association as a director, officer, employee or agent of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Association if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification as mentioned above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the above paragraph. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the Association membership.

Upon any such determination that such indemnification is proper for any director, officer, employee or agent of the Association, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

The indemnification obligation of the Association set forth herein shall not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which any party may be entitled under any contract, agreement, vote of the membership or disinterested directors or otherwise, both as to action in his or her official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **Section 2 : Insurance**

The Association may purchase and maintain insurance at its expense, to protect itself and any such person against any such liability, cost, payment or expense whether or not the Association would have the power to indemnify such person against such liability.

## **ARTICLE XVI | AMENDMENT TO BYLAWS**

The Bylaws may be altered, amended, repealed, or substituted, and new Bylaws may be adopted by a proposal for such alteration, amendment, repeal or substitution, by a majority vote of the Board of Directors.

Accepted at Board of Directors meeting 09/16/2023; edited 09/25/2023