



The Whitehall Club

By-Laws

Updated June 2025

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BY--LAWS OF THE WHITEHALL CLUB

A NON--PROFIT CORPORATION

ARTICLE I

OFFICES

1.01 Principal Office. The Whitehall Club, a non--profit corporation (hereinafter referred to as the "Corporation") may have a principal office or such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.02 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non--Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

2.01 General Qualifications for Membership. Each member of the Corporation shall be of good character and business or professional reputation and must be actively engaged within the Houston metropolitan area in the business or profession in which he is classified in the Corporation. Each member of the Corporation shall be classified as follows:

- (a) Only one (1) member may represent a particular line of business or profession (his "professional classification"), as defined by the Membership Committee. The ideal member for any professional classification should be a business leader in his industry, a high-level executive, a business owner or a combination of the three. Exception: If a current classification "owner" is in good standing and deems there to be no business conflict, the current classification owner may approve an additional member in the same professional classification.
- (b) A membership is granted solely on an individual basis and is not to be considered as a membership to a company, corporation, sole proprietorship, partnership, or other entity.
- (c) When a membership is relinquished, either voluntarily or involuntarily, or terminated under some other provision of these By--Laws, the general membership may then recommend and sponsor prospective members who are engaged in the former member's line of business or profession.
- (d) When any member in good standing who remains actively engaged in his profession becomes 70 years of age, said member will no longer be able to claim exclusive use of his professional classification under these By--Laws. This member is encouraged to become an emeritus member and may nominate a suitable replacement for the professional classification. In such instances, a new member with the same professional classification may be elected in accordance with Section 2.02.

2.02 Election of New Members. New members shall be elected in accordance with the following procedure:

- (a) Any member (the "Sponsoring Member") may propose an individual for membership in the Corporation as provided herein by soliciting a resume or biographical statement from the prospective member, informing the VP of Membership (I), and providing a letter of recommendation. The resume or biographical statement should provide detailed background on the prospective member's professional qualifications, family, and other relevant information. The letter of recommendation containing: i) Length and nature (business or professional) of his relationship with the prospect and his family; ii) A statement of why the prospective member would be a beneficial member of the club; and iii) Disclosure of and explanation of any prospective member's direct relationship to an existing member.
- (b) A membership candidate shall be presented to the Membership Committee for "first round" membership approval after the following has occurred: 1) At least one visit as a guest; 2) Any and all conflicts have been checked and cleared by the VP of Membership (I); 3) the prospective member has completed a

membership application; 4) the prospective member has supplied a professional resume or biographical statement; and 5) the Sponsoring Member has provided a Letter of Recommendation.

- (c) After receiving "first round" membership committee approval, the VP of Membership (I) shall inform and provide biographical information to the broader membership of the prospective member's candidacy. In addition, the Sponsoring Member or his surrogate shall invite the prospective member to make at least two "official" prospective member visits at breakfast meetings. Up to two official prospective member visits will be paid by the club. Only visits following first round membership committee approval qualify as official prospective member visits.
- (d) Further, to ensure that members (in addition to the Sponsoring Member) have an opportunity to visit with the prospective member, the VP of Membership (I) may wish to arrange a lunch, or additional interviews as needed with current member(s). Concurrently, the VP of Membership (I) should arrange for at least two additional members to supply letters of recommendation to the Membership Committee. The sponsoring Member and other active members share in the responsibility for identifying potential conflicts that a prospective member's professional classification may have with any member in good standing.
- (e) After the VP of Membership (I) has; 1) resolved any potential conflicts; 2) received the prospective member's membership application, resume or biographical statement and letters of recommendation; 3) ensured that the prospective member has visited with a sufficient number of members of the Corporation; and 4) ensured that the prospective member has attended two breakfast meetings as an official prospective member, the VP of Membership (I) shall submit the candidate and supporting documentation to the Membership Committee for a final or "second round" vote. The Membership Committee will approve or disapprove the prospect's application with a two-thirds (2/3) vote or determine that further information is needed.
- (f) The "Second Round" or final vote of the members of the Membership Committee shall be conducted in person, virtually, or electronically whereby a quorum is required for final approval of full membership for the Prospective Member with a two-thirds (2/3) vote. After final approval, the VP of Membership (I) will notify the membership of the Corporation, officially welcome the new member, and request that the new member pay for one (1) year's dues before attendance at his first meeting as a full member. The President of the Corporation or the VP of Membership (I) will introduce the new member to the Corporation at the next regular meeting.

2.03 Voting Rights. Each member shall be entitled to one (1) vote on those matters submitted to a vote of the membership.

2.04 Termination of Membership. A member's membership in the Corporation shall be terminated under any of the following circumstances:

- (a) If a member voluntarily resigns his membership in the Corporation;
- (b) If a member in any other way has a career change, including, but not limited to, a change of employer, the divestiture of a major business interest in which the active member holds his classification, personal or corporate bankruptcy, or retirement. In such an event, to avoid termination of membership, the member must successfully reapply for membership, which must be done within one-- hundred eighty (180) days from the occurrence of the career change.
- (c) Any member physically attending fewer than fifty percent (50%) of the regular meetings of the Corporation held during any consecutive two semi-annual periods ending June 30th and December 31st shall lose his right to object to the application if any Prospective Member applying in his category during the next semi-annual period and thereafter until he completes the 50% attendance requirement for a semi-annual period. Further, such member's membership may be terminated by a two-thirds (2/3) vote of the Membership Committee present at a meeting at which a quorum is present. The member will then be notified in writing that his membership has been terminated. The Vice President-Retention may, in his sole discretion, waive absences from a member's records if said member has encountered significant extenuating circumstances. The above notwithstanding, any disputes as to the appropriateness of "extenuating circumstances" shall ultimately be determined by the President.

- (d) The membership of any member who is delinquent in the payment of dues shall terminate as provided in Section 11.04 herein, unless the Membership Committee approves alternative arrangements for the payment of dues.
- (e) The membership of any member may be terminated for good cause as determined by a two-thirds (2/3) vote of the Board of Directors and affirmed by a three-fourths (3/4) vote of the membership at a meeting at which a quorum is present.

2.05 Obligations on Termination. The termination of membership, either voluntary or involuntary, of any member shall not relieve such former member of his obligation to pay his dues, assessments, or other charges theretofore accrued and unpaid.

2.06 Transfer of Membership. Membership in the Corporation is not transferable or assignable.

2.07 Member Emeritus Status. At any time after seven (7) years of active membership status a member in good standing, said member may automatically assume emeritus status upon written notification to the Membership Committee and will be announced at the following business meeting of the Club after receipt of the written notification. If the member has less than seven (7) contiguous years of active membership status as a member in good standing, the member may make written application to the Membership Committee for *Emeritus Status*. If such application is favorably approved by two-thirds (2/3) of the Membership Committee present at a meeting at which a quorum is present the member will become an Emeritus Member of the Corporation and become exempt from the membership attendance requirements set out in Section 2.04 or any other section of the By-Laws with respect to mandatory attendance levels.

2.08 Immediately upon granting a member emeritus status, said member's classification shall become available to other prospective members. The member's emeritus status will thereafter be made clear in any announcements made at regular meetings and reference to the member's professional history prior to emeritus status is encouraged to recognize that member's professional expertise to the membership. Should the emeritus member at any time thereafter wish to return to regular membership status, they must apply to the Membership Committee for either new membership or change of classification, in accordance with the By-Laws.

ARTICLE III

MEETINGS OF MEMBERS

3.01 Regular Meetings and Attendance of Members. Members are expected to actively support the Corporation with their regular attendance. Regular meetings of the Corporation shall be held weekly at 7:15 a.m. on that day of the week selected by the Board of Directors. Regular meetings shall include a social period, breakfast, and a program, and will normally be adjourned at 8:30 a.m. For good cause, the President may change the regular meeting of any week to a different day or hour of the same week. Further, the Board of Directors may cancel a regular meeting if a majority of the directors feel that it is necessary or desirable.

3.02 Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth (1/10) of the members.

3.03 Place of Meetings. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any regular meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation.

3.04 Notice of Special Meetings. Written or printed notice stating the place, day, and hour of any special meeting of members shall be delivered, either personally or by mail or email to each member, not less than ten (10), nor more than fifty (50), days before the date of such meeting, by or at the direction of the President or the Secretary or the members calling the meeting. The purpose or purposes for which the special meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

3.05 Quorum. Members constituting a majority of the membership of the Corporation shall constitute a quorum at any regular or special meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

3.06 Guests. There shall be no charge for the breakfasts of guest speakers and guests who are bona fide Prospective

Members. Members bringing other guests shall be responsible for paying the Treasurer the cost of their meal plus the applicable service charge and tax. It shall be the personal obligation of each member to abide by this by-law.

3.07 Attendance of Members Terminated Under Section 2.04(d). Members terminated under Section 2.04(d) of these By-Laws shall be eligible to continue attending meetings as an unofficial guest of the Corporation for a period of not more than one-hundred eighty (180) consecutive days after such termination, but only if their meals are paid for either out of previously-paid dues or on a cash basis;; after which said guest status ends and the person must reapply for membership in the usual fashion.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number, Tenure, and Election. The Board of Directors shall consist of at least seven (7) members comprised of the current President and all other member past-Presidents who wish to serve as director of the Corporation unless the then-acting President is notified that the prospective director does not wish to serve. Past Presidents that cannot actively attend and participate in all anticipated board meetings are encouraged not to serve. The most immediate past President electing to participate on the Board shall act as the Chairman of the Board and the Secretary of the Board shall be appointed by the Chairman. The Secretary of the Board must be a current director and shall keep the minutes of each meeting of the Board. Past-presidents are defined as those individuals who have served as president of either the Whitehall Club or the Allen Forum, which merged with the Whitehall Club in 2001.

4.02 General Powers. The overall affairs of the Corporation shall be managed by the Board of Directors. Except as herein otherwise specifically provided, the decision of the Board of Directors in all matters shall be final, subject only to an appeal by the membership. The Board of Directors shall have general control over all offices and committees, and may for good cause declare any office vacant.

4.03 Appeal of Board of Directors. Ten (10) or more members may petition the President to appeal to the membership any decision of the Board of Directors, and such decision may be reversed by a three-fourths (3/4) vote of the members present at a regular meeting of the Corporation, provided, however, that a quorum is present at such regular meeting.

4.04 Regular Meetings. The Board of Directors shall meet at least quarterly and when called by the President.

4.05 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable place, within Harris County, Texas, or a county adjoining Harris County, Texas, as the place for holding any special meetings of the Board of Directors called by them.

4.06 Notice. Notice of any special meetings of the Board of Directors shall be given at least seven (7) days previously thereto.

4.07 Quorum. Two-thirds (2/3) of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors;; but if less than two-thirds (2/3) of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

4.08 Manner of Acting. The act of two-thirds (2/3) of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-laws.

4.09 Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

ARTICLE V

OFFICERS

5.01 Officers. The officers of the Corporation shall be a President, Vice Presidents of Programs and Membership, and one or more Vice-Presidents (the number and categories thereof to be determined by the Board of Directors), a

Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. No officer shall serve more than two (2) consecutive terms in any one office.

5.02 Election and Term of Office. The officers of the Corporation shall be elected in accordance with the following procedure:

- (a) The Nominating Committee shall be composed of the current Chairman and President and the nominated President-elect who meet prior to Thanksgiving and propose a slate of officers for the upcoming fiscal year of the Corporation.
- (b) The Nominating Committee, after first securing the approval of the Board, shall then announce the proposed slate of officers at the next regular meeting of the Corporation.
- (c) An election will be held at the first meeting in December. At that time, nominations may be made from the floor by any member.

New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for one (1) fiscal year, unless re-elected.

5.03 Removal. Any officer of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5.04 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation;; he shall preside at all meetings of the members and of the Board of Directors;; he shall coordinate the activities of the various committees, and officers;; he shall oversee the preparation and administration of a Budget as provided in Article IX herein;; he may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation;; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.05 Vice President – Membership I. The Vice President - Membership I shall preside at all Membership Committee meetings, and organize and inspire the membership to promote and attract qualified new members.

5.06 Vice President - Membership II. The Vice President - Membership II shall record and maintain accurate records of attendance at meetings, contact members with significant absences, and report to the Membership Committee any member whose attendance falls short of that required for membership.

5.07 Vice President – Program I. The Vice President - Program I shall (1) preside at the meetings of the Corporation and the Board of Directors in the absence of the President and (2) plan and schedule programs consistent with the purposes of the Corporation.

5.08 Vice President – Program II. The Vice President - Program II shall (1) preside at the meetings of the Corporation and the Board of Directors in the absence of both the President and the Vice President – Program I, and (2) work with the Vice President – Program I to plan and schedule programs consistent with the purposes of the Corporation.

5.09 Vice President – Social I. The Vice President - Social I shall plan, arrange, and promote outside social functions for members. There may be one or more Vice President - Social as may be determined by the Board.

5.10 Vice President – Social II. The Vice President - Social II shall work with the Vice President – Social I to plan, arrange, and promote outside social functions for members.

5.11 Secretary. The Secretary shall organize and maintain the records (other than financial) of the Corporation, maintain a current membership roster, and conduct all official correspondence of the Corporation. He shall send letters of

appreciation to guest speakers.

5.12 Treasurer. The Treasurer shall maintain all financial records of the Corporation, maintain custody of funds, pay bills, send dues statements, collect dues, report to the Board of Directors any member who is delinquent in the payment of dues for more than one (1) months, and report the Corporations' financial condition to the membership at regular meetings, at least at the bi--annual Business meetings. The Treasurer shall review the Budget and finances of the Corporation periodically throughout the year, and if a significant imbalance exists and the President does not correct the imbalance, the Treasurer shall immediately notify the Board of Directors of such condition.

ARTICLE VI

COMMITTEES

6.01 Membership Committee. The Membership Committee shall consist of; 1) the past five (5) most recent past Presidents choosing to serve on the committee; 2) the current President; 3) the current Vice President of Programs I and 4) the Vice President of Membership I of the Corporation. Any past President that cannot actively serve on the committee may be replaced by a different (previous) President by the active Chairman of the board of the Corporation. The 8-person committee shall perform the duties set out in Section 2.02 herein. Any past President who is not a member of the Membership Committee may elect to be involved with the Membership Committee, with no voting privileges.

6.02 Nominating Committee. The Nominating Committee shall consist of the President, Chairman, and such members as may be appointed by the President and shall perform duties as set out in Section 5.02(a) herein.

6.03 Committee of Directors. The Board of Directors, by resolution adopted by a majority of the directors, may designate and appoint one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation as designated by the resolution. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the By-- Laws;; electing, appointing, or removing any member or any director or officer of the Corporation;; amending the Articles of Incorporation;; adopting a plan of merger or adopting a plan of consolidation with another corporation;; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor;; adopting a plan for the distribution of the assets of the Corporation, or amending, altering, or repealing any resolution of the Board of Directors, which by its terms provides that it shall not be amended, altered, or repealed by such committee.

6.04 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the President or by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

6.05 Term of Office. Each member of a committee shall continue as such until the next fiscal year of the Corporation, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.06 Chairman. One member of each committee shall be appointed as Chairman by the person or persons authorized to appoint the members thereof.

6.07 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6.08 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of two--thirds (2/3) of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.09 Rules. Each committee may adopt rules for its own government not inconsistent with these By--Laws or with rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

7.02 Checks and Drafts. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation 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 interests shall be signed by the Treasurer and countersigned by the President or a Vice President of the Corporation. Further, all such interests in the amount of Ten Thousand Dollars (\$10,000.00) or more require at least two signatures.

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

7.04 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Corporation. The President may make reasonable gifts on behalf of the Corporation to members, members' families, or special third persons who have been of service to the Corporation in cases of death, illness, or other special circumstances.

ARTICLE VIII

BOOKS AND RECORDS

8.01 The Corporation shall endeavor to keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE IX

BUDGET

9.01 An annual Budget shall be presented to the Membership at a regular meeting prior to March 1 of each fiscal year. Such Budget shall take into account the following: (i) actual revenues;; (ii) anticipated revenues;; (iii) meal expenses;; (iv) entertainment expenses;; (v) supplies and other normal expenses;; and (vi) other revenues or expenses. The President shall periodically review the finances of the Corporation throughout the year to determine if the Budget is being adhered to and report to the Board and the Membership the financial status of the Corporation when circumstances require. If budget overage of more than \$300.00 exists, the President shall take such actions as are needed and shall call a business meeting to adjust the Budget as necessary.

ARTICLE X

FISCAL YEAR

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

ARTICLE XI

DUES

11.01 Annual Dues. The Board of Directors, with the approval of the membership, shall determine from time to time the amount of the annual dues payable to the Corporation by members.

11.02 Other Charges. Any other officially sanctioned charge or assessment levied upon the membership as may from time to time be approved by the Board of Directors and the membership, including, but not limited to, guest fees for breakfast

or social functions, shall be considered "dues" for purposes of these By--Laws.

11.03 Payment of Dues. Annual dues shall be payable in advance of the Fifteenth (15th) day of January of each fiscal year. First year dues of a new member shall be equal the annual dues of all members regardless of the date the new member is admitted to membership. Second year dues for those who become members the preceding year shall be prorated from the beginning of the month in which their membership was approved by the Membership Committee. All other charges shall be paid within thirty (30) days of a members receipt of statements for same.

11.04 Default and Termination of Membership. When any member shall be in default in the payment of dues or other charges for a period of one (1) month from the date when same become payable, the Treasurer shall send a formal notice to the member advising him that the dues payment is delinquent, specifying the amount of the delinquency and advising the member that failure to pay such delinquent dues within thirty (30) days will subject such member to automatic termination of membership. It shall be the responsibility of each member to keep the Treasurer and officers advised as to any change of address for purposes of mailing notices of dues and other charges. Upon request, the Board of Directors may approve exceptions.

ARTICLE XII

SEAL

12.01 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal of The Whitehall Club).

ARTICLE XIII

OUTSIDE ACTIVITIES

13.01 The Corporation shall not undertake or engage in any political religious, or other unauthorized activity. Topics that speakers wish to address are not considered to be an "Outside Activity" as defined by Article XIII.

ARTICLE XIV

ETHICS

14.01 The Corporation recognizes that its members may be individually governed by canons or codes of professional conduct. Therefore, if any activity undertaken by the Corporation is deemed by a member to be against his canon or code of conduct, then that member may refrain from entering into such activity if he so desires. It shall be left to the sole judgment of such member to ascertain if a particular activity is contrary to his canon or code of professional conduct.

ARTICLE XV

WAIVER OF NOTICE

15.01 Whenever any notice is required to be given under the provisions of the Texas Non-- Profit Corporation Act or under the provisions of the Articles of Incorporation or the By--Laws of the Corporation, 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 XVI

INDEMNIFICATION OF OFFICERS, DIRECTORS AND MEMBERS

16.01 Persons Indemnifiable. Except as prohibited by this Article, all current and past officers, directors, and members of the Corporation may be indemnified by the Corporation.

16.02 Indemnifiable Events. Indemnifiable events include any threatened, pending, or completed actions, suits, or proceedings, whether civil, criminal, administrative, arbitative, or investigative, any appeals in such actions, suits, or proceedings, and any inquiries or investigations that could lead to such actions, suits, or proceedings, or the incurring of any reasonable and necessary expense on behalf of the Corporation.

16.03 Conditions for Indemnification. The Corporation may indemnify a person described in Section 16.01 who was, is, or is threatened to be made a named defendant or respondent in an indemnifiable event as defined in Section 16.02, only if it is determined that the person:

- (a) conducted himself in good faith;;
- (b) reasonably believed:
 - (1) *in the case of conduct in his official capacity as a director of the Corporation, that his conduct was in the Corporation's best interests;; and*
 - (2) *in all other cases, that his conduct was at least not opposed to the Corporation's best interests;;*
- (c) in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful;;
- (d) in cases in which the person is a director, has not been found liable on the basis that personal benefit was improperly received by him; and
- (e) in cases in which the person is a director, has not been found liable to the Corporation.

16.04 Determination of Indemnification. The determination of whether a person satisfies the conditions of indemnification under Section 16.03 must be made:

- (a) by a majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the indemnifiable event;;
- (b) if such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors (at least two [2]) who at the time of the vote are not named defendants or respondents in the Section 16.02 indemnifiable event;;
- (c) by a special legal counsel selected by the Board of Directors or a committee of the Board of Directors as set forth in subsection (a) or (b) of this section, or, if such a quorum cannot be obtained and such committee cannot be established, by a majority vote of all directors;; or
- (d) by the members in a vote that excludes the vote of directors who are named defendants or respondents in the Section 16.02 indemnifiable event.

16.05 Purchase of Indemnification Insurance. The Corporation may purchase and maintain insurance on behalf of any officer, director, or member against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Corporation would have the power to indemnify him against that liability under this Article.

ARTICLE XVII

AMENDMENTS TO BY--LAWS

17.01 Upon recommendation of a majority of the Board of Directors in attendance at a meeting where a quorum is present, these By--Laws may be altered, amended, or repealed and new By--Laws may be adopted by a two--thirds (2/3) vote of the members present at any regular meeting or at any special meeting, if at least two weeks' written or seven days' emailed notice is given to the membership of an intention to alter, amend, or repeal these By--Laws or to adopt new By--Laws at such meeting, together with the same notice providing the substance of such changes or additions to these By--Laws.