

BYLAWS OF THE METABOLOMICS ASSOCIATION OF NORTH AMERICA

Instated by Vote of the FOUNDING MEMBERS as of April 15th, 2017

Article I. General Provisions.

1.1 Bylaws Established. These are the bylaws (“Bylaws”) of the Metabolomics Association of North America, Inc. (the “Association”). These Bylaws, the powers of the Association and its directors and members, and all matters concerning the conduct and regulation of the activities of the Association, shall be subject to applicable provisions, if any, contained in the Articles of Organization. All references in these Bylaws to the “Articles of Organization” shall refer to the Articles of Organization of the Association, as from time to time amended or restated.

1.2 Name. The name of the Association shall be as set forth in the Articles of Organization as Metabolomics Association of North America.

1.3 Location. The principal office of the Association shall be located at ADDRESS (Resident Agent) and lawful registration of the organization shall be filed using this address. All activities of the MANA shall abide by the laws and regulations of the nation and the state in which the MANA is lawfully registered. The Board of Directors of the Association (the “Board”), as more fully defined below, may change this location or have other offices in U.S. STATE, as they may determine from time to time, by filing a certificate with the Secretary of State of U.S. STATE. They may also establish additional offices in locations other than U.S. STATE.

1.4 Corporate Seal. The Association is not required to adopt or use a seal. If one is adopted, it shall be in such form as the Board may determine from time to time.

1.5 Fiscal Year. Except as otherwise determined by the Board, the fiscal year of the Association shall end on DECEMBER 31st of each year.

1.6 Internal Revenue Code. Reference in these Bylaws to the “Code” shall mean the Internal Revenue Code of 1986, as now in force or hereafter amended. The MANA is a nonprofit academic organization. The MANA shall be operated exclusively for scientific and educational purposes within the meaning of Section 501(c)(3) for the Internal Revenue Code of 1986. The income of the

MANA comes from the membership dues, contributions, and donations from other organizations and individuals. The MANA spends its funds on supporting research and educational programs that best fit the mission of the MANA and benefit the general public. The MANA also controls costs for management and general and fund-raising purposes. Those who render services to the MANA may receive compensations for their services and reimbursement for expenses, which will be determined by resolutions of the Board.

Article II. Mission

2.1 Mission. The mission of the Association shall be to promote the growth and development of the field of metabolomics (broadly defined as the systems-scale study of biochemical intermediates in biological systems), particularly on the continent of North America; to provide the opportunity for association among North American workers in that science and in related sciences and connections between academia and industry in the field of metabolomics; to provide opportunities for presentation of research achievements and for workshops; to promote the publication of meritorious research in the field; and further, to carry on any other activity in support of and to benefit the above purposes as may be carried on by an organization described in Section TBD of the Code and by a corporation organized under Chapter TBD of US STATE TBD.

Article III. Members

3.1 Members. Persons may become Members of the Association (“Members”) at any time. Active membership shall be open to professional scientists and students working in the field of metabolomics, and others with allied interests, from all U.S. states and U.S. territories, Mexico or Canada, following approval of their application by the Membership Committee. The Association may require one or more categories of annual dues to be paid by Members as a condition of membership. Public and private institutions and corporations can become sponsor members with specific rights that are determined by the Board of Directors. The Association may decide based on the discretion of its Board of Directors to implement units of the Association that conduct specific parts of its mission, including but not limited to, an EarlyCareer Member Network (EMN) or regional chapters. Before the first Board of Directors is elected, members can join the Association by agreeing to the Bylaws in writing, by which they become Founding Members.

3.2 Categories of Membership. The Association shall consist of Active Members, Student Members, Honorary Fellows, Emeritus Members, and Sponsor Members. Honorary Fellows shall be selected by the Board on the basis of meritorious service to the field of metabolomics and

shall be exempt from the payment of dues. They will be eligible to vote and to hold either appointed or elective offices, but shall constitute no more than two percent (2%) of the total membership of the Association. Any Active Member who reaches the age of 65 years and has maintained active membership for at least the preceding five (5) years may request emeritus membership. Emeritus Members shall be assessed dues at a reduced rate and shall retain all of the rights and privileges of active membership.

3.3 Resignations. Any Member may resign from the Association at any time by giving written notice of the same to the Board.

3.4 Other Societies. The Association strives to reach agreements with the (international) Metabolomics Society and other Societies or Associations whereby reciprocal memberships are enacted for mutual benefits.

3.5. Founding Members. Principal Investigators with active research in metabolomics will be invited to become Founding Members to start the Association. Founding Members will be accepted as such by written support of the Bylaws. The Founding members of the Metabolomics Association of North America will elect a Board of Directors within the first year of the Association.

Article IV. Meetings of Members

4.1 Place of Meetings. Meetings of Members shall be held at a place of gathering of the Association or via electronic, telephonic or other technical means as may be specified in the notice of the meeting.

4.2 Annual Meetings. The annual meeting of the Members shall be held at such time and place within as may be determined by the Executive Committee. Annual Meetings will be conducted in concordance with Robert's Rules of Order. The President will appoint a parliamentarian from among those Executive Committee members present at the Annual Meeting to rule on any questions concerning the order of the meeting. Non-members may attend the Annual Meeting but may not vote and may not speak from the floor unless recognized by the individual appointed by the Executive Committee to serve as Chair.

4.3 Special Meetings. Special meetings of the Members may be called by the President, the Treasurer, the Secretary or any member of the Board, stating the time, place, and purpose of the meeting. A special meeting shall be called by the Secretary (or in case of the death, absence or incapacity of the Secretary, by any other officer of the Association) upon written application of any Members representing at least ten percent (10%) of the total membership.

4.4 Notice of Meetings. All meetings of the Members shall be called by giving at least seven days notice to the Members stating the place or technical means (in accordance with Article 4.6 below), day and hour for the meeting and its purpose. Notice shall be mailed postpaid, sent by email, or delivered at the post office, street or e-mail address of each member as it appears on the books of the Association. Whenever notice of a meeting is required to be given to Members under applicable law, the Articles of Organization or these Bylaws, a written waiver of notice, executed before or after the meeting by a Member (or his or her duly authorized attorney) and filed with the records of the meeting, shall be deemed equivalent to such notice.

4.5 Quorum; Voting. 30% of the Members being present in person or by proxy or present via the Internet, a conference telephone, video or other communications equipment, as provided in Article 4.6, shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of votes cast upon the question, and the meeting shall be held as adjourned without further notice. At all meetings, each Member shall have one vote on every matter considered, and the vote of a majority of the Members represented at the meeting shall decide any matter brought before the meeting, except when a larger vote is required by law, the Articles of Organization or these Bylaws. Members may vote by written or email proxy dated not more than six (6) months before the meeting named, which shall be filed with the Secretary of the meeting before being voted.

4.6 Presence through Communications Equipment. Unless otherwise prohibited by law, Members may participate in any meeting of the Members by means of the Internet, a conference telephone, video or other communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time or, to accommodate international calls involving various time zones, over the same pre-determined time period. Participation by such means shall constitute presence in person at the meeting.

Article V. Board of Directors

5.1 Establishment and Duties. The Association shall have a Board of Directors (each member of which is referred to as a "Director" or more than one as "Directors"), which shall include officers holding the positions of President, Secretary, Treasurer, and such other officers as the Members may determine ("Officers"). If the Association adds formal Units that conduct specific parts of its mission, representation with or without voting rights of said Units by elected individuals will be upon the discretion of the Board. Should the Association found an Association Journal, the Board of Directors has the discretion to appoint an Editor in Chief who reports back to the Board. The

Board of Directors can invite the Editor in Chief to board meetings. In such cases the Editor in Chief will attend in a non-voting role. Except to the extent reserved to the Members by law, the Articles of Organization or these Bylaws, the business, property and affairs of the Association shall be managed by the Directors, who may exercise all the powers of the Association. Such powers shall be exercised consistently with the purposes of the Association as set forth in the Articles of Organization and these Bylaws. Except as otherwise provided by these Bylaws, the Directors shall have the power to authorize the Association to purchase, lease, and sell such property, and to make such contracts and agreements as they deem advantageous. The Directors may determine the compensation and duties, in addition to those prescribed by the Bylaws, of all Directors, Officers, agents, and employees of the Association. In the event of a vacancy on the Board, the remaining Directors may exercise the powers of the full Board until the vacancy is filled.

5.2 Election of the Board of Directors and matrix of successions The Association will elect 7 Board Members within its first year, and at least 3 Board Members in all subsequent years.

Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7
President elected	President	President	-	-	-	-
Secretary elected	Secretary	Secretary	Secretary (first secretary has 4 year term, all subsequent terms are 3 years)	-	-	-
Treasurer elected	Treasurer	Treasurer	Treasurer	Treasurer (first treasurer has 5 year term, all subsequent terms are 3 years)	-	-
X1 elected	X1	X1				
X2 elected	X2	X2		-		
X3 elected	X3	X3		-		
X4 elected	X4	X4	(President elected from directors below)			
	X5 elected	X5	X5			
	X6 elected	X6	X6			

	X7 elected	X7	X7	(Secretary elected from directors below)		
		X8 elected	X8	X8		
		X9 elected	X9	X9		
		X10 elected	X10	X10	(Treasurer elected from directors below)	
			X11 elected	X11	X11	
			X12 elected	X12	X12	
			X13 elected	X13	X13	(President elected from directors below)
				X14 elected	X14	X14
				X15 elected	X15	X15
				X16 elected	X16	X16
					X17 elected	X17
					X18 elected	X18
					X19 elected	X19
						X20 elected
						X21 elected
						X22 elected

5.2.1 Directors shall be elected annually at an in-person meeting or by means of the Internet, a conference telephone, video or other communications equipment, as provided in Article 5.9. The Board of Directors shall consist of those Members elected to the offices of President, Secretary and Treasurer, plus not less than four (4) or more than eleven (11) additional voting Members, so that there are a total of at least seven (7) and no more than thirteen (13) voting Directors on the Board. Except as indicated below, each Director shall serve for a term of three (3) years and shall be eligible for re-election for one additional three (3)-year term. No Director may hold office for more than two (2) consecutive terms. All Directors are permitted to serve more than two (2) nonconsecutive terms providing there has been an intervening period of at least one, three (3)-year term during which the individual was not a Director or Officer in the Association.

5.2.2 Chairs of Units of the Association (see section 3.1) shall be elected by a vote of the Unit Members, and following subsequent approval by the Executive Committee (described below), for a term not to exceed three (3) years. Such term shall not be renewable for more than two (2) consecutive terms. 5.2.3 Every Director shall serve a full term of three (3) years until his or her

successor is elected. Any vacancies in the offices of Directors may be filled by the Members at any meeting.

5.3 Nomination Process. The process for nominating Directors, the form of ballots to be used, the mechanism for resolution of tie votes, and all other procedural issues relating to nomination shall be decided by the Board and may be changed from time to time, as deemed necessary, upon written notice to the Members. Only Directors and Members in good standing may nominate individuals to serve as Directors, and each nomination must be seconded by two other Directors or Members. All nominees are deemed eligible for election unless the Board decrees ineligibility due to any breach of these Bylaws, or a specific stated reason that the Board considers would render the nominee unsuitable for service. Directors standing for reelection for a second consecutive 3-year term shall submit to the Nominations/Elections Committee, for purposes of distribution to the Members, a written summary of (a) their personal monthly Board meeting attendance records, and (b) their activities related to required committee or task group service.

5.4 Immediate Past Officers. The immediate past President, immediate past Secretary and immediate past Treasurer of the Board may each, at her or his option and at the discretion of the Board, serve as a non-voting Director for a period of one (1) year following the end of her or his term as an Officer, but he/she shall be able to participate fully in Board discussions and recommendations. These non-voting Directors shall not be counted when calculating the permissible maximum or minimum numbers of Directors under Article 5.2.1.

5.5 Resignations. Any Director may resign by giving written notice to the President or the Secretary or the Association at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

5.6 Removals. A Director may be removed by a vote of a majority of the Directors after notice of the removal has been given to the Director. Such removal shall be effective upon receipt of the notice by the Director unless specified to be effective at some other time.

5.7 Vacancies. Any vacancy in the Board (other than Unit Chairs) may be filled by the Members through an in-person meeting or by means of the Internet, a conference telephone, video or other communications equipment, as provided in Article 5.9. Each such successor shall hold office for the unexpired term until his or her successor is chosen, or until he or she sooner resigns or is removed. The Directors shall have all their powers notwithstanding the existence of one or more vacancies in their number.

5.8 Adjusting Term Lengths. Recognizing that the Board membership must include a critical number of Directors who have sufficient experience and “institutional memory” to guide the Board in its decision-making, the Executive Committee shall be empowered to adjust the term lengths of Directors as follows: If the Executive Committee determines that four (4) or more Directors who have served the maximum number of consecutive terms (or do not wish to stand for re-election after an initial term) will be leaving the Board at the same time, the Executive Committee may extend the term of one (1) or more such Directors for one (1) additional year, so that no more than three (3) Directors will leave the Board at the same time. No Director whose term has been so extended will be eligible to have his or her term so extended for any additional years.

5.9 Presence through Communications Equipment. Unless otherwise prohibited by law, Directors may participate in any meeting of the Directors by means of the Internet, a conference telephone, video or other communications equipment by means of which all persons participating in the meeting can communicate with each other at the same time or, to accommodate international calls involving various time zones, over the same pre-determined time period. Participation by such means shall constitute presence in person at the meeting.

Article VI. Meetings of the Board of Directors

6.1 Annual Meeting. The annual meeting of the Directors shall be held each year immediately before, during or after and at the place of the annual meeting of the Members. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all force and effect of an annual meeting.

6.2 Regular Meetings. Regular meetings of the Directors may be held at such times and places or by such technical means as the Directors may determine.

6.3 Special Meetings. Special meetings of the Directors may be held at any time and place or by any technical means described in Article 5.9 when called by the President or one or more Directors.

6.4 Place of Meetings. All meetings of the Directors shall be held at any suitable location within North America, or if necessary via any technical means described in Article 5.9. In any case, the meeting details shall be fixed by the President or by the Directors in accordance with Article 6.5.

6.5 Notice of Meetings. A written notice stating the place or technical means, day and hour of any meeting of the Board shall be given to each Director by mail, facsimile, phone, e-mail, or other

electronic means at least ten (10) business days before the meeting date, addressed to the Director at his or her usual or last known business or residential address or email address. Notice need not specify the purposes of the meeting unless required by law, the Articles of Organization, or these Bylaws, or unless there is to be considered at the meeting (i) a contracts or transaction of the Association with "interested persons" (as defined in Article 12 below), or (ii) removal or suspension of an Officer or Director.

6.6 Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by him or her (or his or her duly authorized representative) before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without protesting the lack of notice to him or her, before or at the commencement of the meeting.

6.7 Quorum. At any meeting of the Board, a number representing a majority of the Directors then in office shall constitute a quorum, but a smaller number may adjourn a meeting from time to time without further notice.

6.8 Action by Vote. When a quorum is present in person or via any technical means described in Article 5.9, at any meeting, a majority of the Directors present and voting shall decide any question, including election of committees and task groups, unless otherwise provided by law, the Articles of Organization, or these Bylaws. In the case of a tie, the president shall cast the tiebreaking vote.

6.9 Action by Writing. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting. Article

VII. Officers

7.1 Number and Qualification. The Officers of the Association shall be a President, Secretary, and Treasurer, and such other officers as may be determined necessary by the Directors. The Association may also have such agents, if any, as the Directors may appoint. The Secretary shall be a resident of U.S. STATE TBD unless the Association has a resident agent duly appointed for the purpose of service of process. A person may not hold more than one office at the same time. If required by the Directors, any Officer shall give the Association a bond for the faithful

performance of her or his duties, in such amount and with such surety or sureties as shall be satisfactory to the Directors.

7.2 Election and Terms.

7.2.1 The President shall be elected every three (3) years by a majority vote of the Members via secure internet voting and shall serve a three (3)-year term until the next annual meeting and thereafter, until her or his successors shall have been elected or until she or he sooner dies, resigns, is removed, or becomes disqualified.

7.2.2 The Secretary and Treasurer shall each be elected by a majority vote of the Members for a three (3)-year term, with the exception of the first secretary and treasurer who will serve for 4 and 5 years, respectively. The Secretary and Treasurer shall each serve a three (3)-year term until the next annual meeting and thereafter, until their successors shall have been elected or, in each case, until either of them sooner dies, resigns, is removed, or becomes disqualified.

7.2.3 Each of the remaining Officers, if any, elected from among the Directors or Members shall be elected as set forth herein by a majority vote of the Members and shall serve until the next annual meeting and thereafter, until a successor shall have been elected or, in each case, until she or he sooner dies, resigns, is removed, or becomes disqualified.

7.2.4 Officers shall be eligible for re-election for an additional three (3)-year term only for a different Officer position, and no Officer may hold any office for more than two (2) consecutive terms. Additional, non-consecutive terms are permitted providing there has been at least one three (3)-year non-serving term in between. Elections for Officer positions shall take place after the election of Directors is complete. Those Directors agreeing to be nominated for vacant Officer positions shall be put forward for nomination and election by the Members using the same voting procedure as for Director nominations and elections. Directors elected to an Officer position such that their Officer term would extend beyond their current Director term will automatically have their Director term extended to match the end of their Officer term.

7.3 President and Vice President. Unless the Directors specify otherwise, the President shall be the chief executive officer of the Association and, subject to the control of the Directors, shall have general charge and supervision of the affairs of the Association. In the event a Vice President is elected, the Vice President shall have all the powers and duties of the President during the absence of the President or during the President's inability to act. The Vice President, if any, shall have such other duties and powers as designated by the Directors or the President.

7.4 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the Association. She or he shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and she or he shall keep full and accurate reports thereof. She or he shall also prepare or oversee all reports and filings required by U.S. STATE TBD, the Internal Revenue Service, and other governmental agencies. She or he shall have such other duties as may be designated by the Directors or the President.

7.5 Secretary. The Secretary shall record and maintain records of all proceedings of the Directors and the Members in books kept for that purpose, which shall be kept within U.S. STATE TBD at the principal office of the Association or at the office of the Secretary or the Association's resident agent. Such books shall also contain records of all meetings of incorporators and the original or attested copies of the Articles of Organization and Bylaws and names of all Directors and Members and the address of each. If the Secretary is absent from any meeting of Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

7.6 Resignations. Any Officer may resign at any time by giving written notice to the President, the Secretary, or the Association at its principal office or at the office of the Association's resident agent. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

7.7 Removals. Any Officer may be removed with or without cause by a vote of a majority of the Directors. An Officer may be removed for cause only after notice of the removal has been given to the Officer with the specific purpose for removal stated. The Officer must be given an opportunity to be heard before the Board.

7.8 Vacancies. The Members shall elect a successor if the office of the President, Treasurer or Secretary becomes vacant, and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the President, Treasurer or Secretary until his or her successor is elected, or until he or she sooner dies, resigns, is removed, or becomes disqualified. The Officers shall have all their powers notwithstanding the existence of one or more vacancies in their number.

Article VIII. Committees

8.1 Election and Delegation. The Directors may elect or appoint one or more committees and ad hoc task groups as described herein.

8.2 Committees. Generally, committees consist of Members and may adopt non-Members for adhoc purposes. Committees report to at least one Director who then reports to the Board of Directors. The Directors shall determine the make-up of each committee, term of membership, eligibility for reappointment, and committee chairs. All committees shall act through recommendations to the Board, and such recommendations shall take effect if approved by the Board. Unless the Directors otherwise determine, the Executive Committee shall have all of the powers of the Directors during intervals between meetings of the Board, except for the following powers:

- to change the principal office of the Association;
- to amend the Bylaws;
- to elect Officers;
- to change the number of the Board and to fill vacancies in the Board; and
- to remove Officers or Directors from office.

8.3 Committee Meetings. Unless the Directors otherwise determine, committee meetings shall be held at such places or via any technical means described in Article 5.9, and at such times as the chair of such committee shall determine. The provisions of Articles 5 and 6 regarding presence through communications equipment, notice of meetings, quorum, action by vote, and action by writing shall apply to committee meetings as nearly as may be, with the terms "committee" or "committee member(s)" substituted for "Board of Directors" or "Director(s)." The members of any committee shall remain in office at the pleasure of the Directors.

8.4 Standing Committees. The Association shall have the following standing committees:

- The Executive Committee, which shall include the President, who shall serve as Chair, the immediate past President (if any), the Vice President (if any), the Secretary, and the Treasurer.
- The Outreach Committee, to facilitate interactions with industry.
- The Membership and Elections Committee, two (2) members of which must not be currently serving on the Executive Committee.

8.5 Task Groups. One or more task groups may be established by the Directors on an ad hoc basis, for a defined period of time, to address specific problems or tasks that the Directors would like to see addressed. Task groups may consist of Members who are Directors and/or Members who are not Directors. The Directors shall determine the make-up of each task group, the chairs,

the problem or task to be addressed, and the time period during which the group shall be convened. All task groups shall act through recommendations to the Board, and such recommendations shall take effect if approved by the Board. Once a group has made its recommendation the group shall be dissolved.

8.6 Task Group Meetings. Unless the Directors otherwise determine, task group meetings shall be held at such places or via any technical means described in Article 5.9, and at such times as the chair of the task group shall determine. The provisions of Articles 5 and 6 regarding presence through communications equipment, notice of meetings, quorum, action by vote, and action by writing shall apply to task group meetings as nearly as may be, with the terms “task group” or “task group member(s)” substituted for “Board of Directors” or “Director(s).” The members of a task group shall remain in office at the pleasure of the Directors.

Article IX. Documents of the Association

9.1 Execution of Papers. Except as the Directors may authorize otherwise, all checks, contracts, deeds, leases, bonds, notes, and other obligations made, accepted or endorsed by the Association shall be signed by the President or the Treasurer of the Association.

9.2 Corporate Records. The original or attested copies of the Articles of Organization, these Bylaws and records of all meetings of the Directors shall be kept in US STATE at the principal office of the Association or at an office of the Association’s Secretary or resident agent. Such copies and records need not all be kept in the same office, but they shall be available at all reasonable times to the inspection by the representative of any Member for any proper purpose relative to the interests or activities of the Association.

9.3 Recordable Instruments. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Association by the President, the Vice President (if any), and the Treasurer, shall be binding on the Association in favor of any purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provision of the Articles of Organization, these Bylaws, or resolutions or votes of the Association.

Article X. Sponsors and Other Supporters of the Association

10.1 The Directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Association or such other title as they deem appropriate.

Such persons shall serve in an honorary capacity and, except as the Directors may otherwise designate, shall have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights and responsibilities.

Article XI. Compensation

11.1 Directors shall be entitled to receive for their services such amount, if any, to include expenses of attendance at meetings. Subject to the Articles of Organization and Article 12 below, Directors shall not be precluded from serving the Association in any other capacity and receiving compensation for any such services.

Article XII. Conflicts of Interest

12.1 A Director has a duty to disclose to the Board whenever he or she may have a conflict of interest and may recuse him or herself from voting or from participating in a meeting at any time that such Director believes that he or she may have a conflict of interest with respect to a matter before the Board, or that he or she is an "interested person," and that voting or participating in deliberations on such matter would not be appropriate in the circumstances. Such Director shall disclose to the Board the reasons for such recusal. For purposes of these Bylaws, an "interested person" is a Director, a member of a Director's family, or a business associate of a Director, who has a material financial interest in a contract or transaction to which the Association is to be a party.

12.2 No contract or transaction between the Association and one or more of its Directors, or between the Association and any other corporation, partnership, association, or other organization in which one or more of the Association's Directors are directors or officers or have a financial or other interest, shall be void or void-able solely due to this interest, or solely because such Director is present at or participates in the meeting of the Board during which the contract or transaction is authorized, or solely because his or her votes are counted for such purpose, nor shall any Director be under any liability to the Association on account of any such contract or transaction provided: a. the material facts as to the Directors' relationship or interest as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors; or b. the contract or transaction is fair as to the Association as of the time it is authorized, approved or ratified by the Board or otherwise by the Association.

Article XIII. Indemnification

13.1 Directors, Officers, Employees and Committee Members and Task Group. The Association shall, to the extent that the status of the Association as an organization exempt under the Code is not affected thereby and to the extent legally permissible, indemnify each of its Directors, Officers, employees, and members of Board committees and task groups (the "Indemnitee"), against all expenses and liabilities, including reasonable counsel fees, incurred by or imposed upon the Indemnitee in connection with any claim, action, suit, or other proceeding or investigation, whether civil or criminal and including appeals (a "Proceeding"), in which the Indemnitee may become involved, by reason of his or her having acted on behalf of the Association in any activity authorized by the Association. Such indemnification shall include payment by the Association of reasonable expenses incurred in defending a Proceeding, upon receipt of an understanding by the Indemnitee to repay such payment if he or she shall be adjudicated not to have acted in good faith and in the reasonable belief that his or her action was in the best interests of the Association. The Indemnitee shall, as a condition precedent to the Indemnitee's right to be indemnified hereunder, give to the Association written notice as soon as practicable of any set of facts for which indemnity could or will be sought pursuant to this Article 13.

13.2 Other Agents. The Board may, by general vote or by vote pertaining to a specific agent or class thereof, authorize indemnification of the Association's agents, other than those persons included above as Indemnitees, to whatever extent the Board may determine. As used herein, the term "Indemnitee" shall include all persons for whom the Board so authorizes indemnification, subject to the specific terms of such authorization.

13.3 Other Rights and Remedies. The indemnification provided by this Article 13 shall not be deemed exclusive of any other rights to which any Indemnitee may be entitled while holding office, and shall continue as to a person who has ceased to be a director, officer, employee, committee or task group member, or agent and shall inure to the benefit of his or her heirs, executors and administrators. All rights to indemnification under this Article 13 shall be deemed to be in the nature of a contractual obligation of the Association bargained for by each Indemnitee who serves in such capacity at any time while these Bylaws and other relevant provisions of law are in effect. No repeal or modification of these Bylaws shall adversely affect any such rights or obligations then existing with respect to any facts then or until that time existing, or any Proceeding until that time or thereafter brought based in whole or in part upon

any such facts. The Association shall also indemnify any Indemnitee for reasonable attorneys' fees, costs and expense in connection with the successful enforcement of the Indemnitee's right under this Article 13.

13.4 Insurance. The Board may authorize the purchase and maintenance of insurance in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was an Indemnitee, against any liability incurred by such Indemnitee in any such capacity, or arising out of such person's status as Indemnitee, whether or not such person is entitled to indemnification by the Association pursuant to this Article 13 or otherwise and whether or not the Association would have the power to indemnify the person against such liability.

Article XIV. Amendments

14.1 These Bylaws, or any provision hereof, may be amended or repealed either (a) by the affirmative vote of two-thirds ($\frac{2}{3}$) of the Members present at any meeting of Members, provided that the substance or effect of the proposed amendment or repeal has been stated in the notice of such meeting; or (b) when the best interests of the Association require swift action, following written notice to the Board of the substance or effect of the proposed amendment or repeal and:

- i. discussion and affirmative vote of two-thirds ($\frac{2}{3}$) of the Board present in-person or via any technical means described in Article 5.9;
- ii. subsequent posting of the substance or effect of the proposed amendment or repeal on the Association's website for review by the Members for a thirty (30) day period during which the Members may provide feedback;
- iii. a second discussion by the Board with Member feedback taken into account; and
- iv. a second affirmative vote of two-thirds ($\frac{2}{3}$) of the Board present in-person or via technical means.