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BYLAWS
of the
AMERICAN BIOGAS COUNCIL
a nonprofit corporation

ARTICLE I
ORGANIZATION

Section 1.1 Organization Name. The name of this organization shall be the American Biogas Council (the “Council”).

Section 1.2 Principal Office. The principal office of the Council shall be located in the District of Columbia, City of Washington.

Section 1.3 Other Offices. The Council may have offices at such other places as the Board may from time to time determine.

ARTICLE II
PURPOSES

Section 2.1 Purposes. The Council is the voice of the US biogas industry dedicated to maximizing carbon reduction and economic growth using biogas systems. It is organized for the following purposes:

- a) To promote, sponsor and engage in research and analysis to establish the need for, and the types of, research, public policy and activities required to advance the development of the safe and efficient best use of biogas technology for renewable energy and other non-energy applications;
 - b) To promote, sponsor and engage in the development, dissemination and exchange of ideas, information and data, regarding the domestic and foreign manufacturing and use of biogas technology for renewable energy and other non-energy applications;
 - c) To seek, receive, administer and disburse resources, including grants or other contributions, intended to advance the lawful purposes of the Council;
 - d) To hold meetings and provide a forum for discussion of subjects of interest to the Council’s members engaged in the manufacturing and use of biogas technology;
 - e) To organize trade shows to display and communicate information about the products and services of the biogas industry;
 - f) To maintain active communications between government organizations and producers and users of biomass resources and those engaged in related technology development, and between United States and international firms involved in biogas technology;
 - g) To exercise all the powers and authorities conferred on corporations organized under the laws of the District of Columbia that are necessary or useful to effect any of the foregoing purposes, subject to any applicable limitations in such laws, the Articles of Incorporation, or these Bylaws.
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ARTICLE III
MEMBERS AND AFFILIATES

Section 3.1 General. The Council shall have—

- (a) Members, and
- (b) Affiliates.

Section 3.2 Membership Classes. There shall be four (4) Membership classes, as follows:

- (a) The Industry Class shall include organizations that manufacturer, design and specify, sell, own and operate AD and supply chain equipment, and develop or otherwise advise or assist projects utilizing biogas technology and systems.
- (b) The Nonprofit Class shall include organizations not eligible to be in the Industry Class including nonprofit organizations, government agencies and laboratories, and universities and other educational institutions.
- (c) Honorary Members. The Board of Directors may elect honorary members to the ABC for a period of one year, or such other period fixed by the Board, by a unanimous vote of Board members present and voting. Honorary Members shall be exempt from payment of annual dues and shall be entitled to all the privileges of ABC membership, except the right to vote or hold office.
- (d) The Sustaining Class shall include companies and organizations eligible for Membership in one of the other membership classes that agree to help lead the Council and pay the dues fixed by the Board for Sustaining Members.

Section 3.3 Admission of Members.

- a) A prospective Member shall apply for Membership by delivering to the Executive Director or the Secretary (1) a completed Application and (2) a check or credit card payment for the Annual Dues of the Membership class for which it qualifies.
- b) An applicant shall be admitted to Membership upon the approval of its Application by the Board, the Executive Committee, or the Membership. The Board may delegate its approval authority to one or more officers of the Council.
- c) Applicants not admitted to Membership shall have their dues payment refunded in accordance with the policies of the Board of Directors.

Section 3.4 Member Representatives and Alternates. Each Member shall designate in writing to the Executive Director or the Secretary a Representative to represent such Member at Membership meetings and to receive notices and information from the Council. Each Member may also designate an Alternate Representative to receive Council information and to act in place of its Representative when he/she is absent.

Section 3.5 Dues. The Board shall determine from time to time the amount of dues payable by Members in each Membership class and any prorating of dues for members joining during the year. To remain in good standing with the Council, annual Dues shall be payable within 30-days of invoicing.

Section 3.6 Resignation. A Member may resign by delivering a written Notice of Resignation to the Executive Director or the Secretary. The resignation shall become effective on the date stated in the Notice, or if no effective date is stated, on the last day of the month in which the resignation is delivered. The resigning Member shall remain responsible for payment of all dues and charges accruing up to and including the effective date of its resignation. All pre-paid dues are non-refundable.

Section 3.7 Suspension and Expulsion.

- a) General. A Member may be suspended or expelled only for cause – including, but not limited to, the violation of a Council Bylaw or a Board resolution or rule, or a consistent pattern of conduct prejudicial to the best interests of the Council.
- b) Suspension. A Member may be suspended only if: (1) the Board presents a complaint to the Member or its Representative; (2) after not less than 15 days' notice to the Member, the Board conducts an informal hearing on the complaint at which the Member is given a fair opportunity to respond; and (3) at least two-thirds of the Directors then in office (not counting any Director employed by or affiliated with the Member facing suspension) vote in favor of suspension.
- c) Expulsion. A Member may be expelled only if:
 - a. the Member has been suspended under subsection (b) of this section, and
 - b. at least three-fourths of the Directors then in office (not counting any Director employed by or affiliated with the Member facing expulsion) vote in favor of expulsion.
- d) Non-Payment. Notwithstanding the provisions of subsections (b) and (c) of this section, if a Member fails to pay its Annual Dues or other charges when due, the Executive Director or Secretary shall send a written notice of delinquency to such Member at least twice. If, after the second notice, the amounts due have still not been paid in full, the Executive Director or Secretary may suspend the delinquent Member; provided, however, that the Executive Director or Secretary shall promptly notify the Board in writing of any such suspension. If the delinquency continues, the Executive Director or Secretary may recommend that further penalties be assessed against the delinquent Member, including but not limited to, expulsion.

Section 3.8 Affiliates. The Council may designate an organization as an Affiliate if it has goals and activities related to the Purposes of the Council. Examples are membership organizations with related education, outreach or advocacy interests. Affiliates will be provided information and other benefits determined by the Board but do not have voting or other rights of membership and are admitted under the same guidelines outlined in Section 7.

ARTICLE IV
MEMBERSHIP MEETINGS

SECTION 4.1 Meetings.

- a) Annual Meeting. An Annual Membership Meeting shall be held each year at a time and place set by the Board, at which the Members shall receive the annual reports of the Directors, Officers and committees, including the financial report, and transact such other business as may be germane
- b) Special Member Meeting. may be called by the Board, the Executive Committee, or the Executive Director, and shall be called by the Executive Director or the Secretary upon the written request of twenty-five percent (25%) of the Members; provided that no business other than that specified in the written request shall be transacted thereat.

Section 4.2 Notice. Notice of a Membership meeting shall be given in accordance with Section 8.2 (Notice).

Section 4.2 Quorum. One-third of the Members, present in person or by proxy, shall constitute a quorum for the transaction of business. If less than a quorum is present, a majority of Members present may adjourn the meeting from time to time, without further notice, until a quorum is achieved.

Section 4.3 Proxies. Each Member entitled to vote may cast its vote by proxy, upon due presentment of a proxy to the Secretary. A proxy shall be in writing, dated, and signed by the Member's Representative or Alternate and, shall be valid for six (6) months from the date of its execution or until revoked by written notice to the Executive Director or the Secretary, whichever occurs first.

Section 4.4 Voting. Each Member shall be represented at any Membership Meeting by its Representative or its Alternate, if any, and shall be entitled to one vote. The Membership shall act by the vote of a majority of the Members present in person or by proxy, unless otherwise prescribed in the District of Columbia Nonprofit Corporation Act (the "Act"), the Articles of Incorporation, or these Bylaws

ARTICLE V **BOARD OF DIRECTORS**

Section 5.1 Board Authority.

- a) Board shall have all powers and responsibilities conferred upon the board of directors of a nonprofit corporation by the Act, consistent with the Council's Articles of Incorporation or these Bylaws. Such powers and responsibilities shall include, but not be limited to:
 - a. approving an annual operating budget and ensuring that the related expenditures being properly accounted for;
 - b. adopting such rules and regulations as the Board deems necessary for the conduct of the Council's affairs;
 - c. appointing such agents as the Board may consider necessary or useful in the execution of its powers;
 - d. employing and setting the compensation of the Executive Director and the Council's other key Officers and employees;
 - e. purchasing, acquiring, leasing, transferring, or otherwise entering into arrangements involving real or personal property; and
 - f. devising and carrying into execution such other measures as the Board deems proper and expedient to promote the Council's purposes.
- b) Board Members shall not receive compensation for their services rendered as members of the Board.
- c) Board Members shall not be disqualified to receive compensation for services rendered to, or for the benefit of the Council in any other capacity or for reimbursement of expenses incurred on behalf of the Council. The Executive Committee's approval is required for any Board Member to be compensated for their services to the Council.

Section 5.2 Number of Directors.

- a) The total number of Board seats that do not qualify as Sustaining Class Member Board seats, shall be no fewer than three (3), nor more than thirteen (13).
- b) Each Sustaining Class Member is entitled to appoint one Director, such that the actual size of the Board is authorized to vary on an annual basis according to the total number of Sustaining Members.

- c) The Directors, by a majority vote of the Directors then in office, may designate a former Director as a “Director Emeritus” in recognition of such person’s record of distinguished service on the Board of Directors. A Director Emeritus may participate in Directors’ meetings on a non-voting basis.
- d) A decrease in the number of Directors shall not shorten the term of any incumbent Director.
- e) Directors need not be residents of the District of Columbia.

Section 5.3 Board Election.

- a) An election of Directors shall take place prior to the end each fiscal year in-person or by electronic ballot.
- b) Directors shall be elected by the vote of a majority of the Members represented at the meeting in person, by proxy or by electronic ballot.
- c) Each Member in good standing shall be given one ballot; organizations that have not paid their membership dues are ineligible to vote for that year’s election.
- d) Each Sustaining Member may appoint one (1) Director.
- e) A nomination to run for office as a Director shall only be accepted if: 1) the Member for which the candidate works is in good standing; and 2) a different employee of the candidate’s organization will not be serving as a Director the following year.

Section 5.4 Board Terms.

- a) Each elected Director shall be elected for a two (2) year term, except if, and to the extent that, a shorter term for one or more Directors may be necessary to comply with subsection 5.4.d. A Director may be re-elected to additional terms, without limit.
- b) Each Sustaining Class Member Director shall serve for consecutive terms until such time as the Sustaining Member so chooses to appoint a qualified replacement Director, and
- c) The term for a Director Emeritus shall be set by the Directors then in office at the time the person is designated.
- d) Terms shall be staggered such that the terms of approximately one-half of the elected Directors shall expire each year.

Section 5.5 Regular Meetings. The Board shall hold at least one Regular Meeting each fiscal year at such time and place as the Board shall determine. Notice of the Regular Meeting shall be given in accordance with **Section 8.2** (Notice).

Section 5.6 Special Meetings. Special Meetings of the Board may be called by the Chair or the Executive Director and shall be called by the Secretary upon the written request of three (3) or more Directors. Such meetings shall be held on the date and at the time and place designated in the notice of the meeting by the person (or persons) calling the meeting, but otherwise notice shall be given in accordance with **Section 8.2** (Notice).

Section 5.7 Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of business. If less than a quorum is present at any meeting, a majority of the Directors in attendance may adjourn the meeting, without further notice, until a quorum is present.

Section 5.8 Voting. The Board shall act by the vote of a majority of the Directors present, unless otherwise provided in the Act, the Articles or these Bylaws.

- a) A Board Member who is present at a meeting of the Board when action is taken shall be considered to have assented to the action taken at the meeting unless:

- a) such Board Member objects at the beginning of the meeting, or promptly upon arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting;
- b) such Board Member contemporaneously requests that such Board Member's dissent or abstention as to any specific action be entered into the minutes of the meeting; or
- c) such Board Member causes written (including email) notice of a dissent or abstention as to any specific action to be received by the presiding officer of the meeting before adjournment of the meeting.

The right of dissent or abstention as to a specific action shall not apply to a Board Member who votes in favor of such action.

Section 5.9 Resignation. A Director may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, or, if no such time is specified, at the time it is received by the Executive Director or the Secretary. Acceptance of a resignation shall not be necessary to make it effective.

Section 5.10 Removal. A Director may be removed, with or without cause, at any Regular or Special Meeting of the Board by the vote of two-thirds of the Directors present at the meeting, or at any Membership Meeting by the vote of two-thirds of the Members present at the meeting in person or by proxy. Absence at three (3) meetings without justification in any year is cause for removal.

Section 5.11 Vacancies.

- a) A vacancy on the Board, whether resulting from death, resignation, removal or otherwise, shall be filled without undue delay by the vote of a majority of the Directors then in office, even if less than a quorum, by a sole remaining Director, or, in exigent circumstances, by the Executive Committee. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director whom he/she was elected to replace, or until his/her successor is elected and qualified, provided that a Director elected to fill a vacancy resulting from an increase in the size of the Board shall hold office for a full two-year term, subject to the requirements of Section 5.4 (Board Terms) .
- b) A vacancy resulting from the death, resignation or removal of a Director appointed by a Sustaining Member may be filled only by that Sustaining Member.

ARTICLE VI
COMMITTEES OF THE BOARD

Section 6.1 Executive Committee.

- a) An Executive Committee shall be elected by the Board of Directors, consisting of:
 - a. The Chair;
 - b. The Vice Chair(s);
 - c. Treasurer;
 - d. The Secretary and
 - e. The Executive Director
- b) At its discretion, the Board of Directors may also elect an additional Director to the Executive Committee to represent underrepresented membership sectors or execution of key ABC priorities. The term of this additional Executive Committee member, if filled, shall be one year, or such term as the Board in its sole discretion shall decide. In no event shall this additional Executive Committee member serve for a term exceeding two (2) years, although the additional Executive Committee member may be re-elected for an additional term without limit.

- c) Powers. During intervals between meetings of the Board, the Executive Committee shall have and may exercise the oversight authority of the Board in the management of the business affairs of the Council, except that the Executive Committee shall not have the power in the absence of direct authority granted by the Board to: (i) fill vacancies on the Board; (ii) amend the Council's bylaws; (iii) dissolve the Council; (iv) hire or fire the Executive Director; (v) adopt or eliminate any of the Council's major programs; (vi) commence litigation against any person or entity; (vii) unless previously approved by the Board, enter into or authorize any arrangements requiring expenditures in excess of an amount equal to five percent (5%) of the Council's Board-approved annual operating budget or series of related arrangements that require expenditures in the aggregate in excess of five percent (5%) of the Council's Board-approved annual operating budget; (viii) change any policies that the Board determines may be changed only by the Board; or (ix) exercise any powers required to be exercised by the entire Board under the articles of incorporation or the Act. The Board Secretary shall notify the Board within 30-days of any actions taken by the Executive Committee with respect to material matters between meetings of the Board.
- d) Quorum for Transacting Business. A simple majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any of its meetings. The vote of a majority of the members of the Executive Committee shall be the act of the Executive Committee. Any Executive Committee member may call for a motion to vote on any proposed Executive Committee action prior to being implemented.
- e) Minutes and a record of voting shall be kept and shared with the Board.

Section 6.2 Other Committees. The Board may establish such other standing and special committees and task forces as it deems necessary and appropriate from time to time. The Board will create a Nominating Committee for each general election of Directors, with representatives from each membership class, charged with seeking a slate of candidates for election that represents the diversity of the Council membership.

Section 6.3 Committee Procedures.

- a) Members of the Executive Committee, and other Ad Hoc committees that exercise, in whole or in part, the authorities of the Board, shall be appointed (and committee vacancies filled) by the vote of a majority of the Directors then in office. Members of other committees shall be appointed (and vacancies filled) by the vote of a majority of the Directors present at a meeting at which a quorum is present, or by the Executive Director.
- b) Committee meetings may be called by the committee Chair or by any two (2) committee members.
- c) A majority of the committee members then in office shall constitute a quorum for the transaction of business.
- d) Each committee shall act by the vote of a majority of the committee members then in office, unless otherwise provided by the Act, the Articles of Incorporation, or these Bylaws.
- e) Each committee shall keep regular minutes of its proceedings and a record of its decisions, and shall report on its decisions at each Regular or Special Meeting of the Board.

ARTICLE VII
OFFICERS OF THE COUNCIL

Section 7.1 Officers.

- a) The Officers of the Council shall be the Executive Director, Chair, up to two Vice Chair(s), a Treasurer and a Secretary, and such other Officers as the Board may appoint from time to time, who

shall exercise such powers and authorities, and perform such duties, as the Board shall determine from time to time.

- b) Any number of offices may be held by the same person, unless the Act, the Articles of Incorporation or these Bylaws otherwise provide, provided, however, that in no event shall the Executive Director, the Treasurer, or the Secretary be the same person.

Section 7.2 Election and Term of Office. Each Officer —

- a) shall be elected by the vote of a majority of the Directors then in office after the election of Directors, and
- b) shall hold office for one year, except the Chair which shall hold office for two years, or such term as the Board in its sole discretion shall decide, and thereafter until his/her successor is elected and qualified, or until his/her resignation, removal, or disqualification, but in no event shall an Officer serve for a term exceeding two (2) years, although an Officer may be re-elected for an additional term without limit.
- c) The election or appointment of an Officer shall not itself create any contractual rights.

Section 7.3 Resignation and Removal.

- a) An Officer may resign at any time by delivering a letter of resignation to the Executive Director or the Secretary.
- b) An Officer may be removed from office by the vote of a majority of the Directors then in office. Such removal shall not prejudice the contractual rights, if any, of Officer so removed.

Section 7.4 Vacancies. A vacancy in the office of Deputy Director, Treasurer or Secretary may be filled, on an interim basis, by the Executive Committee, with the appointee to serve until the next meeting of the Board.

Section 7.5 Executive Director.

- a) The Executive Director shall be the chief executive officer of the Council; shall have general and active management of the Council's business and shall ensure that all orders and resolutions of the Board are carried into effect.
- b) The Executive Director may execute bonds, mortgages and other contracts requiring a seal, under the seal of the Council, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Council.
- c) The Executive Director shall have authority to conduct ordinary banking transactions on behalf of the Council subject to the following conditions:
 - a. for transactions less than \$1,000, the Executive Director may be the sole signatory;
 - b. for transactions more than \$1,000, the approval of either the Executive Director and the Treasurer, the Executive Director and Chair, the Executive Committee, or the Board of Directors.

Section 7.6 Deputy Director. If a Deputy Director is elected, in the absence of the Executive Director, or if the Executive Director is unwilling or unable to act, a Deputy Director shall perform the duties of the Executive Director, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Executive Director. The Deputy Director shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 7.7 Chair.

- a) The Chair shall—
 - a. Preside at all Board and the Executive Committee meetings;
 - b. Ensure that all orders and resolutions of the Board are carried into effect;
 - c. Work with the Executive Director to ensure that the Executive Committee's and Board's short and long-term goals and strategic initiatives are realized;

Section 7.8 Vice Chair(s). The Vice Chair(s) shall preside at meetings of the Board when the Chair is absent, or is unwilling or unable to preside, and shall have such other duties and authorities as may be vested in him/her by the Board. The Chair and Vice Chair(s) shall be members of the Executive Committee.

Section 7.9 Secretary.

- a) The Secretary shall—
 - a. give notice (or cause notice to be given) of the meetings of the Membership and the Board, attend such meetings, and record the proceedings thereof in a book to be kept for that purpose;
 - b. perform such other duties as may be prescribed by the Board or by the Executive Director.
 - c. The Secretary shall have custody of the Seal of the Council, and shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary; provided, that the Board may give general authority to any other Officer to affix and to attest by such Officer's signature. The Secretary may also attest all instruments signed by the Chair, the Executive Director, or any Vice President.

Section 7.10 Treasurer.

- a) The Treasurer shall—
 - a. Have the custody of the funds and securities of the Council.
 - b. Keep full and accurate accounts of the receipts and disbursements in books belonging to the Council;
 - c. deposit (or cause to be deposited) all monies and other valuable effects in the name and to the credit of the Council in such depositories as may be designated by the Board;
 - d. disburse (or cause to be disbursed) the funds of Council as instructed by the Board, taking proper vouchers for such disbursements; and render to the Board at its Regular Meetings,
 - e. and whenever the Board or the Executive Director so requires, an account of the financial condition of the Council and/or of all transactions conducted by the Treasurer on the Council's behalf.

**ARTICLE VIII
GENERAL PROVISIONS**

Section 8.1 Whenever notice for a meeting is required under the Act, the Articles of Incorporation, or these Bylaws, the procedures set forth in this section regarding notice and waiver of notice shall apply.

Section 8.2 Notice. A written notice of meeting, signed by the Executive Director or the Secretary, and stating the date, time and place of the meeting, shall be sent to each Member or Director (as the case may be) entitled to receive such notice—

- a) by first-class mail/postage prepaid, facsimile, electronic mail or another means reasonably calculated to provide effective and timely notice;
- b) at the address designated by him/her for such purposes or, if no address has been designated, to his/her last recorded address;
- c) not less than seven (7) days prior to the time appointed for the meeting.
- d) The Notice may, but need not, identify the matters scheduled to come before the meeting.

Section 8.3 Waiver of Notice. Notice of a meeting may be waived in a writing signed by the person entitled to such notice, whether before or after the time stated therein, or by his/her attendance at the meeting, unless such attendance is solely for the purpose of objecting to the transaction of business on the grounds that the meeting was not properly called or convened.

Section 8.4 Remote Participation. Members, Directors, or the members of a committee, may participate in a duly convened meeting remotely by means of conference telephone, computer or other similar communications equipment, provided, that all other persons at the meeting can hear, and can be heard by, the person attempting to participate remotely. Remote participation shall constitute presence at the meeting.

Section 8.5 Unanimous Consent Without a Meeting. Any action required (or permitted) to be taken at a meeting of the Board, or a committee, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by each Member, Director, or committee member, as the case may be, entitled to vote thereon. Written action by the Membership to conduct business of the corporation need not be unanimous, unless unanimity is required by applicable law. The written consent(s) thereto shall be filed with the minutes of the proceedings of the Membership, Board, or appropriate committee.

Section 8.6 Fiscal Year. Unless otherwise determined by the Board, the Council's fiscal year shall be the calendar year.

Section 8.7 Books and Records. The Council shall maintain its books and records in the offices and under the control and possession of its Officers, its General Counsel, its accountant and/or such other persons as may be approved from time to time by the Board.

Section 8.8 Seal. The Council's seal, as approved by the Board, is shown in the following impression:

[SEAL]

ARTICLE IX

INSURANCE AND INDEMNIFICATION

Section 9.1 Definitions.

For purposes of this Article IX, each of the following terms, when capitalized, shall have the meaning set forth below:

- a) "Director" means any current or former Director of the Council, whether appointed or elected.

- b) "Expenses" include, but are not limited to, judgments, fines, amounts paid in settlement and attorneys' fees.

Section 9.2 Insurance.

The Council shall have the authority to purchase and maintain insurance.

- a) to indemnify itself for (or to cover the cost of any obligation which it incurs as a result of) the indemnification of any person under the provisions of this Article IX or the provision of any law;
- b) to indemnify any person in connection with an instance in which s/he may be indemnified by the Council under the provisions of this Article IX or the provisions of any law; and
- c) for any other purpose permitted by law.

Section 9.3 Authority to Indemnify.

- a) The Council may indemnify and hold harmless any person against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being (or having been) a Director of the Council, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for (1) gross negligence or reckless or intentional misconduct in the performance of a duty, or (2) the receipt of improper personal benefit.
- b) Indemnification under this Article IX shall not be deemed exclusive of any other rights to which a Director may be entitled, under any agreement, Membership vote, or Board resolution, or otherwise.
- c) To the extent permitted by law, the Council will indemnify a Director in connection with any action, suit or proceeding by or in the right of The Council unless in that action, suit or proceeding the Director was adjudged liable to the Council for gross negligence, or reckless or intentional misconduct.
- d) The indemnification permitted under this section in connection with a proceeding by or in the right of the Council shall be limited to reasonable expenses incurred in connection with the proceeding.

Section 9.4 Advance for Expenses. The Council shall pay for or reimburse the reasonable expenses incurred by any director (or former director) eligible for indemnification in advance of final disposition of the proceeding if the director furnishes the Council, in writing—

- a) an affirmation of his/her good faith belief that he/she has met the standard of conduct set forth in Section 53(a); and
- b) an undertaking, executed personally or on his/her behalf, to repay any advances if it is ultimately determined that he/she is not entitled to indemnification hereunder.

Section 9.5 Officers, Employees and Agents. The Board may, at its discretion, agree to indemnify, and advance expenses to, any Officer, employee or agent of the Council who is not a Director; provided, that such benefits are provided on terms and conditions no more favorable than the benefits provided to Directors under Sections 9.6 and 9.7.

Section 9.6 Exculpation. To the extent permitted by applicable law, no Director shall be personally liable to the Council or its members, or to any other person or entity, for monetary damages for breach of duty as a Director except for acts or omissions for which the Director is accused of (1) gross negligence, or reckless or intentional misconduct; or (2) the receipt of improper personal benefit.

Section 9.7 Limitation. The provision for indemnification of (or advance for) expenses contained in this Article IX, in a resolution of the Board, in a contract or otherwise, is valid only if, and to the extent that, the provision is consistent with applicable law.

Section 9.8 Amendment. Any amendment, modification or repeal of this Article IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

ARTICLE X **AMENDMENTS**

Section 10 Procedure.

- a) Except as otherwise provided by the Act, the Articles of Incorporation, or these Bylaws, these Bylaws may be amended or repealed, or new Bylaws adopted in their place, by the vote of a simple majority of the Directors then in office at any Regular or Special Meeting of the Board.
- b) The Board will timely notify the IRS of any changes in its name, address, organizational documents, bylaws, purposes, principal sources of support, or methods of operation to the extent that the IRS does not already have notice of any such changes.