

BYLAWS

OF

THE UTLEY FOUNDATION

Adopted: November 14, 2002

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**BYLAWS
OF
THE UTLEY FOUNDATION**

**ARTICLE I
STRUCTURE, PURPOSES AND MEMBERS**

Section 1. Structure. The Utley Foundation (the "Corporation") is a non-profit corporation organized under the laws of the State of Texas, which has no members within the meaning of the Texas Non-Profit Corporation Act, Tex. Rev. Civ. Stat. Ann. art. 1396 (Vernon 1997) (the "Act"). The Articles of Incorporation of the Corporation (as amended from time to time, the "Articles of Incorporation") were filed in the office of the Secretary of State of the State of Texas on August 1, 2002.

Section 2. Purposes. The purposes for which the Corporation is organized and to be operated are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In accomplishment of such purposes, the Corporation is organized and shall be operated for the benefit of The University of Texas at Dallas, an organization described in section 501(c)(3) and section 509(a)(1) of the Code (the "Supported Organization"), and any property owned by the Corporation will be exclusively for the benefit of the Supported Organization.

Section 3. Members. The Corporation has no members.

**ARTICLE II
OFFICES**

Section 1. Principal Place of Business. The principal place of business of the Corporation is located at 3890 W. Northwest Highway, Suite 601, Dallas, Texas 75220. The Corporation may have 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.

Section 2. 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 the Corporation's registered office, as required by the Act. The registered office may but need not be identical to 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 in accordance with applicable law.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers. The property, business, and affairs of the Corporation shall be managed and controlled by the Board of Directors and, subject to the restrictions imposed by law, the Articles of Incorporation and these Bylaws, the Board of Directors shall exercise all of the powers of the Corporation.

Section 2. Number. The Board of Directors shall consist initially of the six (6) Directors named in the Articles of Incorporation as originally filed with the Secretary of State of Texas, and shall be increased to seven (7) Directors upon adoption of these Bylaws. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws in accordance with the provisions of Article X, provided that the number of Directors shall never be less than three (3), and provided further that no decrease in number shall have the effect of shortening any term of any incumbent Director. Notwithstanding the foregoing, if the number of Directors is to be decreased, prior to such decrease the Board of Directors shall receive opinions of appropriate legal counsel, including nationally recognized Bond Counsel, that such decrease in number will not adversely affect either the federal tax-exemption of the Corporation or the tax status of any outstanding bond indebtedness of either the Corporation or any entity owned or controlled by the Corporation.

Section 3. Appointment and Term. Two Directors shall be appointed by the President of the University of Texas at Dallas ("UTD"). Remaining Directors shall be elected by the affirmative vote of a majority of the other Directors of the Corporation, including Directors selected by the President of UTD (hereinafter referred to as "UTD Directors"), and shall serve a term of 3 years, except for the Directors named in the Articles of Incorporation who shall serve until the meeting of the Board of Directors at which these Bylaws are adopted and Directors are elected. Directors may, but need not, be divided into classes and the terms of office of the several classes need not be uniform. Each person serving as a Director shall hold office until the earlier to occur of (a) the expiration of the term for which he or she is elected and until his successor had been elected and qualified or (b) his death, resignation, or removal as hereinafter provided. In the event the President of UTD fails for any reason to appoint a Director or Directors to the Board of Directors, as provided herein, within one hundred twenty days of the expiration of either a UTD Director's term of office or such Director's, death, resignation or removal, such position shall be filled by the affirmative vote of a majority of the other Directors of the Corporation and such Director's term of office for purposes of determining the beginning and ending date of such term, shall be deemed to have begun as of date such term was originally due to have begun.

Section 4. Removal. Any non UTD Director may be removed from office, with or without cause, by the affirmative vote of a majority of the other Directors of the Corporation. A UTD Director may be removed from office, with or without cause, by the affirmative vote of a majority of the other Directors of the Corporation and by the prior written consent of the President of UTD.

Section 5. Election and Vacancies. Any vacancy (other than resulting from completion of a term) occurring in the office of a Director, whether by death, resignation, removal, or otherwise, shall be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors except that such a vacancy occurring in the office of a UTD Director shall be filled by the President of UTD and failure to fill such vacancy shall be subject to the provisions of Section 3 hereinabove. A Director elected to fill a vacancy arising other than as a result of the completion of the term of a Director shall be elected for the unexpired term of, and shall be a member of the same class as, his predecessor in office. Any vacancy to be filled by reason of an increase in the number of Directors shall be filled by election at any meeting of the Board of Directors.

Section 6. Meetings of Directors. The Directors may hold meetings, maintain an office, and keep the Corporation's books and records at such place or places within or without the State of Texas as the Board of Directors may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Corporation's principal office in the State of Texas.

Section 7. Annual Meetings. The annual meeting of the Board of Directors ("Annual Meeting") shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors (a) electing officers for the ensuing year, and (b) transacting such other business as may be properly brought before such Annual Meeting. Notice of Annual Meetings shall not be required.

Section 8. Regular Meetings. Regular meetings of the Board of Directors ("Regular Meetings") shall be held no less frequently than twice a year at such times and places as shall be designated from time to time by resolution of the Board of Directors. The Board of Directors from time to time may designate by resolution of the Board of Directors that more frequent regular meetings are helpful and so schedule such meetings on a more regular basis. Notice of Regular Meetings shall be required.

Section 10. Special Meetings. Special meetings of the Board of Directors ("Special Meetings") shall be held at such times and places as shall be designated from time to time by (a) Chairman of the Board, (b) a Vice-Chairman of the Board, (c) the President or (d) by the Secretary, if the Secretary is requested to do so in writing by any two (2) Directors. Notice of Special Meetings shall be required.

Section 11. Notice of Meetings. The Secretary shall give notice of the time and place of each Annual Regular or Special Meeting to each Director in person, by facsimile transmission, by mail or by telephone or by email with receipt verification, at least five (5) business days before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Corporation's purposes may be considered and acted upon at such meeting. At any such meeting at which every Director shall be present even though without notice, any matter pertaining to the Corporation's purposes may be considered and acted upon.

Section 12. Quorum. A majority of the then acting Directors shall constitute a quorum for the consideration of any matters pertaining to the Corporation's purposes. If at any meeting

of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting from time to time. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 13. Voting. A Director may vote in person or by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law.

Section 14. Conduct of Business. At meetings of the Board of Directors, matters pertaining to the Corporation's purposes shall be considered. At all meetings of the Board of Directors, the Chairman of the Board shall preside, and in the absence of the Chairman, any Vice-Chairman of the Board shall preside, and in the absence of any Vice-Chairman, the President shall preside, and in the absence of the President, a Chairman shall be chosen by the Board of Directors from among the Directors present. The Secretary of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the Chairman may appoint any person to act as secretary of the meeting.

Section 15. Compensation of Directors; Expenses. Persons serving as Directors shall not receive any salary or compensation for their services as Directors; provided, however, that nothing contained herein shall be construed as precluding any Director from receiving compensation in a reasonable amount for personal services rendered (other than services rendered as a Director) that are reasonable and necessary in carrying out the Corporation's purposes as the Board of Directors may from time to time determine. A Director shall be entitled to reimbursement for reasonable expenses incurred by him or her in carrying out his or her duties as a Director.

ARTICLE IV COMMITTEES

Section 1. Board Committees. The Board of Directors may from time to time designate members of the Board of Directors to constitute committees that shall have and may exercise such powers as a majority of the Board of Directors may determine in the resolution that creates the committee. The Board of Directors may appoint individuals who are not members of the Board of Directors to any committee; provided, however, that a majority of the committee members shall be members of the Board of Directors if such committee exercises the authority of the Board of Directors in the management of the Corporation. Other committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated and members appointed by a resolution adopted by the Board of Directors, or by the President if authorized by a resolution of the Board of Directors or by these Bylaws. Membership of such committees may, but need not, be limited to Directors.

Section 2. UTD Coordinating Committee. The Board of Directors shall designate from time to time members of the Board of Directors that shall serve for a term not less than one year

on the UTD Coordinating Committee, which shall be a standing Board Committee. Each UTD Director shall be a member of such committee and such committee shall consist of no fewer than three members of the Board. Such committee shall be responsible for periodically meeting with officers of UTD, keeping UTD informed as to activities and plans of the Corporation, determining the needs and desires of UTD relative to the Corporation and any specific requirements and requests of UTD to the Corporation, and reporting such information to the Board of Directors in a timely and informative fashion. The UTD Coordinating Committee shall be responsible for reviewing all proposed grants, grant or gift requests, contributions or donations to UTD, gifts, or endowments to UTD and making a committee recommendation to the full Board of Directors concerning such proposal prior to Board action.

Section 3. Procedures; Meetings; Quorum. Any committee created by the Board of Directors or these Bylaws, unless otherwise expressly provided herein, shall (a) have a chairman designated by the Board of Directors, (b) fix its own rules or procedures, (c) meet at such times and at such place or places as may be provided by such rules or by resolution of such committee or resolution of the Board of Directors, and (d) keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation, and report the same to the Board of Directors at its next succeeding meeting. At every meeting of any such committee, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any action, unless otherwise expressly provided in the committee's rules or procedures, these Bylaws or by the Board of Directors.

The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting of such committee and not disqualified from voting, whether or not constituting a quorum, may unanimously appoint the designated alternate Director to act at that meeting in the place of the absent or disqualified member.

Section 4. Removal. Any officer, agent or member of a committee elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer or agent shall not of itself create contract rights. Notwithstanding the foregoing, a UTD Director serving on the UTD Coordinating Committee only may be removed by the Board of Directors after having obtained the prior written consent of the UTD President.

ARTICLE V OFFICERS

Section 1. Number, Titles, and Term of Office. The officers of the Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time elect or appoint. Such other officers and assistant officers shall have such authority and responsibility as may be assigned to them by the Board of Directors. Any two (2) or more offices may be held by the same individual, except the offices of President and Secretary.

Except for those officers elected at the Corporation's Organizational Meeting held pursuant to Section 3.05 of the Act (the "Organization Meeting"), the term of office for each officer shall be until the next succeeding Annual Meeting at which officers are elected. The term of office for those officers elected pursuant to the Organizational Meeting shall be that period of time beginning on the date of the Organizational Meeting and ending on the date of the first Annual Meeting. In any event, a duly-elected officer shall serve in the office to which he or she is elected until his or her successor has been duly elected and qualified, or until his earlier death, resignation or removal.

Section 2. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

Section 3. Vacancies. Any vacancy occurring in any office of the Corporation may be filled by the Board of Directors.

Section 4. Powers and Duties of the Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors, and shall have such other powers and duties as may be assigned to such officer in these Bylaws or from time to time by the Board of Directors.

Section 5. Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board of Directors, the President shall have general executive charge, management, and control of the properties, business, and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities; shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Corporation subject to the approval of the Board of Directors; and shall have such other powers and duties as may be designated in these Bylaws and as may be assigned to such officer from time to time by the Board of Directors.

Section 6. Powers and Duties of a Vice-President. Each Vice-President shall have such powers and duties as may be assigned to such officer by the Board of Directors.

Section 7. Powers and Duties of the Treasurer. The Treasurer shall have custody of all of the Corporation's funds and securities that come into such officer's hands. When necessary or proper, the Treasurer may endorse or cause to be endorsed, when necessary or proper, in the name and on behalf of the Corporation, checks, notes, and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Corporation in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Directors; may sign or cause to be signed all receipts and vouchers for payments made to the

Corporation either alone or jointly with such other officer as may be designated by the Board of Directors; whenever required by the Board of Directors, shall render or cause to be rendered a statement of the cash account; shall enter or cause to be entered regularly in the Corporation's books to be kept by such officer for that purpose full and accurate accounts of all moneys received and paid out on account of the Corporation; shall perform all acts incident to the position of Treasurer subject to the control of the Board of Directors; and shall, if required by the Board of Directors, give such bond for the faithful discharge of such officer's duties in such form as the Board of Directors may require.

Section 8. Powers and Duties of the Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose; shall attend to the giving and serving of all notices; in furtherance of the Corporation's purposes and subject to the limitations contained in the Articles of Incorporation, may sign with the President in the name and on behalf of the Corporation and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes, and other instruments of the Corporation; shall have charge of the Corporation's books, records, documents, and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Directors may direct, all of which shall be open at reasonable times to the inspection of any Director upon application at the Corporation's office during business hours; and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Directors.

Section 9. Compensation of Officers. Officers shall not be entitled to receive salary or compensation.

ARTICLE VI ADVISORY BOARD

Section 1. Powers. The Corporation may have an advisory board (the "Advisory Board"). When formed by the Board of Directors, the Advisory Board shall upon the request of the Board of Directors, advise and assist the Board of Directors on such matters as the Board of Directors may designate.

Section 2. Number. The Advisory Board shall consist of such persons appointed to the Advisory Board from time to time by the Board of Directors. The number of Advisory Board members may be increased or decreased from time to time by the affirmative vote of a majority of the Board of Directors; provided that any such decrease or increase shall be in accordance with the provisions of applicable law. No fewer than one third of the members of such Advisory Board shall be persons, the names of whom have been submitted to the Board of Directors by the President of UTD and the UTD Directors, who have interest in and connection with UTD.

Section 3. Appointment and Term. The Board of Directors shall appoint persons to the Advisory Board by the affirmative vote of a majority of the Board of Directors, subject to the restrictions in Section 2 hereinabove. Members of the Advisory Board may, but need not be, divided into classes and the terms of office of the several classes need not be uniform. Each

member of the Advisory Board shall serve until the earlier to occur of (a) expiration of the term for which he or she is appointed or (b) until his earlier death, resignation, or removal, and in either case until his successor has been appointed and qualified.

Section 4. Removal. Any Advisory Board member may be removed by the Board of Directors with or without cause.

Section 5. Vacancy. Any vacancy occurring in the Advisory Board shall be filled by the affirmative vote of a majority of the Board of Directors.

Section 6. Meetings. The Advisory Board may hold meetings at such time and place as may be determined from time to time by the Board of Directors; provided, however, in the absence of such determination, such place shall be the Corporation's principal office in the State of Texas.

Section 7. Notice of Meetings. The Secretary shall give notice to Advisory Board members of the time and place of each Advisory Board meeting as far in advance as practicable before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Advisory Board's purposes may be considered and acted upon at such meeting. At any meeting at which every Advisory Board member shall be present even though without notice any matter pertaining to the Advisory Board's purposes may be considered and acted upon.

Section 8. Quorum. A majority of the then acting Advisory Board members shall constitute a quorum for the consideration of any matters pertaining to the Advisory Board's purposes. If at any meeting of the Advisory Board there is less than a quorum present, a majority of those present may adjourn the meeting from time to time.

Section 9. Voting. An Advisory Board member may vote in person or by proxy executed in writing by such individual. No Advisory Board member may vote by proxy.

Section 10. Conduct of Business. Unless the Board of Directors designates a chairman of the Advisory Board, the Chairman of the Board of Directors shall act as chairman of all meetings of the Advisory Board at which such individual is present; in the absence of a chairman designated by the Board of Directors and the Chairman of the Board of Directors, a chairman shall be chosen from among the Advisory Board members present. The Advisory Board shall keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose in the principal office of the Corporation, and report the same to the Board of Directors at its next succeeding meeting.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The Corporation's fiscal year shall be as determined from time to time by the Board of Directors.

Section 2. Seal. The Corporation's seal, if any, shall be such as may be approved from time to time by the Board of Directors.

Section 3. Notice and Waiver of Notice. Whenever any notice is required to be given by mail under the provisions of these Bylaws, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed postpaid wrapper addressed to the person entitled thereto at such person's post office address, as such appears in the records of the Corporation, and such notice shall be deemed to have been given on the date of such mailing. If transmitted by facsimile, such notice shall be deemed to be delivered upon successful transmission of the facsimile. If transmitted by email, such notice shall be deemed to be delivered upon a successful transmission of the email and receipt of a receipt confirmation. A member of the Board of Directors may waive notice of any meeting. The attendance of a member of the Board of Directors at any meeting shall constitute a waiver of notice of such meeting unless such attendance is for the purpose of objecting to the failure of notice. A waiver of notice 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 notice.

Section 4. Resignations. Any Director, officer, committee or advisory board member may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

Section 5. Action Without a Meeting by Directors, or Committees; Telephone Meetings. Any action required by law or these Bylaws to be taken at a meeting of the Board of Directors, or any committee, or any action which may be taken at a meeting of the Board of Directors, or of any committee thereof may be taken without such a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of members of the board of directors or committee thereof as would be necessary to take the action at a meeting at which all, and not just a quorum, of the members of the board of directors or members of the committee were present and voted, as the case may be. Such consent shall have the same force and effect as a unanimous vote at a meeting, and may be stated as such in any document or instrument filed with the Secretary of State. Subject to the requirements of law for notice of meetings, unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such Board of Directors, or committee, as the case may be, by means of a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

ARTICLE VIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a Director or officer of the

Corporation and may indemnify (which indemnification may include without limitation, advancing reasonable expenses) any person who is or was an employee, or agent of the Corporation (or any person who is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law. In addition, the Corporation shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Board of Directors may determine from time to time. The Corporation shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Corporation would have the power to indemnify such person under the foregoing provisions. Any amendment to this Article VIII shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

ARTICLE IX CONFLICTS OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 2. Definitions.

a. Interested Person. Any Director, principal officer, or member of a committee with Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- (1) an ownership or investment interest in any entity with which the Corporation or any corporation, partnership, limited liability company, joint venture, trust, or other enterprise owned or controlled by the Corporation has a transaction or arrangement,
- (2) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation or any corporation, partnership, limited liability company, joint venture, trust, or other enterprise owned or controlled by the Corporation has a transaction or arrangement, or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation or any corporation, partnership, limited liability company, joint venture, trust, or other enterprise owned or controlled by the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate Board or committee decides that a conflict of interest exists.

Section 3. Procedures.

a. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the Board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
2. The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

d. Violations of the Conflicts of Interest Policy.

1. If the Board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

e. Records of Proceedings. The minutes of the Board and all Board committees with board-delegated powers shall contain:

1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed and
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

f. Compensation Committees.

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

g. Annual Statements. Each Director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person:

1. has received a copy of the conflicts of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

h. Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted.

i. Use of Outside Experts. In conducting the periodic reviews provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE X AMENDMENTS

These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any meeting if notice of the proposed amendment is contained in the notice of such meeting.