ARTICLE I: PURPOSE

1.1 Nightingale Awards of Pennsylvania (the "Corporation") is a Pennsylvania nonprofit corporation, incorporated exclusively for charitable, scientific, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including engaging in activities, with the principal purpose to recruit, retain, and recognize nurses in Pennsylvania, and support their educational endeavors.

ARTICLE II: BOARD OF TRUSTEES

2.1 **General Powers.** The business and affairs of the Corporation shall be managed by its Board of Trustees (hereinafter referred to as the "Board," and the individual members thereof as "Trustee" or "Trustees"). Except as otherwise provided by applicable law, the Articles of Incorporation, or these Bylaws, the Board shall have and may exercise all powers of the Corporation and may lawfully perform all acts necessary or appropriate to the conduct of the Corporation's business and the furtherance of its purposes.

2.2 **Duties of Trustees.** Members of the Board of Trustees are expected to support and advance the mission, vision, and strategic initiatives of the Corporation.

2.2.1. Active Participation. Trustees shall actively participate in the governance of the Corporation, which includes regular attendance at meetings of the Board and its committees, as well as participation in special events sponsored or supported by the Corporation. A comprehensive statement of Trustee responsibilities shall be provided to each Board Member, who shall acknowledge such responsibilities in writing to signify their understanding and commitment to their obligations to the Corporation.

2.2.2 Advocacy. Trustees shall serve as advocates for the Corporation by promoting its visibility and credibility within the Commonwealth of Pennsylvania. Such advocacy may include, but is not limited to, introducing the Corporation to potential supporters, recruiting nominees for awards and scholarships from the nursing profession within the Commonwealth, and securing sponsors, advertisers, and other forms of financial support. Trustees are expected to advance the Corporation's mission through these efforts and to foster relationships that enhance its reputation and sustainability.

2.2.3 Leadership and Support.
Trustees are expected to demonstrate leadership in advancing the Corporation by:

- Making an annual financial contribution;
- Assisting with fundraising and sponsorship development;
- Offering professional expertise in support of the Corporation's activities; and
- Serving as ambassadors for the Corporation's mission.

Each Trustee is encouraged to contribute in a manner that is personally meaningful and consistent with their individual capacity and professional or community connections. The Corporation aspires to achieve full Board participation in annual giving as a collective commitment to its mission and sustainability.

2.3 Composition of the Board
The Board of Trustees shall consist of not more than twenty-six (26) elected Trustees and not fewer than six (6) Trustees, which number shall include the Immediate Past President and the President Emeritus, if such persons elect to serve. The office of President Emeritus shall be held by the first President of the Corporation, as designated by the Trustees, in recognition of distinguished service and loyalty to the Corporation.

Any natural person who has attained the age of twenty-one (21) years and is willing to serve the interests of the Corporation shall be eligible to serve as a Trustee.

In addition to the twenty-six (26) elected Trustees, the Board shall include a representative of the Student Nurses Association of Pennsylvania (SNAP), either an Officer or a designated representative, who shall serve as a non-voting member. Such SNAP representative must be at least eighteen (18) years of age.

2.4 Election and Term
2.4.1 Election of Trustees. New Trustees may be elected by the Board at any regular meeting to serve a term of three (3) years
2.4.2 Reappointment of Trustees. The Executive Committee shall be responsible for recommending the reappointment of Trustees. Every three (3) years, the Executive Committee shall review and evaluate each Trustee's adherence to their Board responsibilities and submit a recommendation to the Board regarding eligibility for reappointment. The Board shall vote on such recommendation, and reappointment shall require a simple majority vote.
2.4.3 Term of Service. All elected Trustees shall serve for a term of three (3) years, or, in the case of filling a vacancy, for the unexpired portion of the term, and shall continue in office until their successors are duly elected and qualified. The Immediate Past President shall serve as a Trustee for

the duration of their status as Immediate Past President. The President Emeritus shall serve as a Trustee for the duration of their status as President Emeritus.
2.4.4 Vacancies in Board Offices. Vacancies occurring in the offices of the Board (including President, Treasurer, and other officers) may be filled at the discretion of the remaining Trustees

2.5 Meetings of the Board
Regular Meetings: Regular meetings of the Board shall be held no less than quarterly. Prior to the first regular meeting of each fiscal year, the Executive Board shall establish and announce the schedule of regular meetings for that year.

Format of Meetings: Meetings of the Board shall generally be conducted virtually. At least one (1) meeting per year shall be convened in person, with a virtual option and/or proxy option available for Trustees unable to attend in person.

Special Meetings: Special meetings of the Board may be called at any time by the President or by at least one-third (1/3) of the Trustees.

Location: Meetings of the Board may be held at any location within the Commonwealth of Pennsylvania.

2.6 Notice of Meetings

Delivery of Notice: Written notice of the date, time, and place of all meetings of the Board shall be delivered to each Trustee by email not less than three (3) weeks prior to the date of such meeting, unless a longer period of notice is required by applicable law, the Articles of Incorporation, or these Bylaws.

Special Meetings: In the case of special meetings, such notice shall specify the general nature of the business to be transacted.

Regular Meetings:
No written notice shall be required for regular meetings where the date, time, and place have been established in advance by the Board.

Meeting Materials: Agendas, minutes, and other necessary documents related to each regular meeting shall be delivered to all Trustees by email at least one (1) week prior to the meeting.

2.7 Quorum. A majority of the Trustees then in office, defined as fifty percent (50%) plus one (1), shall constitute a quorum for the transaction of business at any meeting of the Board, except where a greater proportion is required by applicable law, the Articles of Incorporation, or these Bylaws.

2.8 Voting. Each Trustee shall be entitled to one (1) vote on any matter submitted to the Board. The affirmative vote of a majority of Trustees present at a meeting at which a quorum is established, defined as fifty percent (50%) plus one (1), shall constitute the act of the Board, except where a greater proportion of affirmative votes is required by applicable law, the Articles of Incorporation, or these Bylaws.

2.9 Removal. Any Trustee may be removed from office, with or without cause, at any time by action of the Board of Trustees, subject to the requirements of applicable law, the Articles of Incorporation, or these Bylaws.

2.10 Limitation on Liability

Trustees shall not be personally liable for monetary damages for any action taken, or for any failure to take action, except that liability shall exist if:
(a) the Trustee has breached or failed to perform the duties of office as set forth in Section 8363 of the Pennsylvania Directors' Liability Act; and
(b) such breach or failure constitutes self-dealing, willful misconduct, or recklessness.
The foregoing limitation shall not apply to:
(a) the responsibility or liability of a Trustee under any criminal statute; or
(b) the liability of a Trustee for the payment of taxes imposed under local, state, or federal law.

2.11 Confidentiality Statement

Annual Statement: Each Trustee shall complete a Conflict-of-Interest Statement annually, affirming their agreement to avoid conflicts of interest or to disclose them as appropriate.

Review: The Executive Committee of the Board shall review all submitted statements and determine whether a conflict of interest exists.

Abstention and Recusal: Any Trustee with a disclosed conflict of interest shall abstain from voting on the matter and shall recuse themselves from related discussion by leaving the room or disconnecting from the call during deliberations.

ARTICLE III: OFFICERS

3.1 Officers General: Election

Officers: The officers of the Corporation shall consist of a President, Immediate Past President, President-Elect, Communications & Marketing Chair, Finance Chair, Development Chair, and such other officers as the Board may from time to time deem necessary or desirable. Any two (2) or more offices may be held by the same individual.

Duties: In addition to the powers and duties expressly set forth in these Bylaws, officers shall exercise such powers and perform such duties as are customarily incident to their respective offices and as may be prescribed by resolution of the Board.

Term of Office: All officers shall serve for a term of two (2) years, or such other term as the Board may determine for any office from time to time and shall continue in office until their successors are duly elected and qualified, unless sooner removed by the Board.

President-Elect: A President-Elect shall be recruited every other year to ensure appropriate mentoring, onboarding, and transition to the office of President.

Committee chairs: Each committee chair shall be responsible for convening meetings as necessary to accomplish the work of the committee. Committee chairs shall ensure communication with the Executive Committee following each meeting, and minutes of such meetings shall be submitted to the Executive Committee within two (2) weeks.

3.2 President

Duties: The President, having first served as President-Elect, shall be the chief executive officer of the Corporation. The President shall have authority to control and manage the property, business, and affairs of the Corporation, subject at all times to the policies and directions established by the Board of Trustees.

The President shall preside at all meetings of the Board and shall serve as an ex-officio member of all Committees, with full rights to participate in deliberations and to vote in the proceedings of each such Committee.

Term: The President shall serve a term of two (2) years. Presidential terms shall commence in even-numbered years.

Election of Successor: A new President shall be elected by the Board every two (2) years.

Reappointment: Should the President wish to serve an additional term, written notification must be submitted to the Immediate Past President no later than June 30th of the second year of the current term.

3.3 President-Elect

Duties: The President-Elect shall perform such duties as may be assigned by the President, subject to the policies and directions of the Board, and shall prepare to assume the office of President upon the expiration of the current President's term. The President-Elect shall be responsible for conducting a review of the Corporation's Bylaws every five (5) years, or more frequently as required by amendments adopted by the Board.

Election: A new President-Elect shall be elected by the Board every two (2) years, no later than September 30th, during the penultimate year of the current President's term of office.

Term: The term of the President-Elect shall commence in odd-numbered years and shall continue until such time as the President-Elect assumes the office of President or until a successor is duly elected and qualified.

3.4 Communication Chair

Duties: The Communications & Marketing Chair shall oversee all official communications of the Corporation, ensuring that such communications are consistent with the mission and vision of the organization. The Communications & Marketing Chair shall be responsible for executing the annual communication plan and shall collaborate with appropriate Board members and management personnel to maintain consistency, accuracy, timeliness, and effectiveness in all communications.

Appointment: A Communications & Marketing Chair shall be appointed by the President every two (2) years.

Reappointment: Should the Communications & Marketing Chair wish to serve an additional term, written notification must be submitted to the President no later than September 30th of the second year of the current term.

Term: The term of the Communications & Marketing Chair shall commence in even-numbered years and shall continue until a successor is duly appointed and qualified.

3.5 Finance Chair

Duties: The Finance Chair shall serve as the Treasurer of the Corporation and shall collaborate with the designated account manager to have charge and custody of all funds of the Corporation. The Finance Chair shall maintain an accurate accounting system and shall present financial reports to the Board in such manner as the Board may from time to time determine.

In collaboration with the Gala Committee, all contracts shall be reviewed, approved, and signed by the Finance Chair or the President. The Finance Chair will receive and review monthly banking statements, credit card statements, and profit and loss reports.

Appointment: A Finance Chair shall be appointed by the President every two (2) years.

Reappointment: Should the Finance Chair wish to serve an additional term, written notification must be submitted to the President no later than September 30th of the second year of the current term.

Term: The term of the Finance Chair shall commence in odd-numbered years and shall continue until a successor is duly appointed and qualified.

3.6 Development Chair

Duties: The Development Chair shall oversee the fundraising efforts of the Corporation. Responsibilities shall include researching, identifying, and contacting individuals, corporations, organizations, and groups, introducing them to the Corporation, and inviting their engagement in support of the Corporation’s mission and vision.

Appointment: A Development Chair shall be appointed by the President every two (2) years.
Reappointment: Should the Development Chair wish to serve an additional term, written notification must be submitted to the President no later than September 30th of the second year of the current term.

Term: The term of the Development Chair shall commence in even-numbered years and shall continue until a successor is duly appointed and qualified.

ARTICLE IV: COMMITTEES

4.1 Standing Committees

Establishment: The Board may, by resolution adopted by a majority of Trustees then in office, establish such Standing Committees as it deems necessary or desirable. Members of each Standing Committee shall be appointed based on the recommendations of the President.

Composition: At least one (1) member of any Standing Committee must be a Trustee. The Executive, Finance, and Nominating Committees shall be comprised exclusively of Trustees. Only a Trustee may serve as Chairperson of any Standing Committee.

Chairpersons: The President shall serve as Chairperson of the Executive Committee and shall appoint the Chairpersons of all other Standing Committees from among the Trustees.

Authority: The Board may delegate such authority to any Standing Committee as it deems appropriate, provided such delegation is not prohibited by applicable law.

Service: All Standing Committees and their members shall serve at the discretion of the Board. Non-Trustee members may serve on committees and fulfill roles and duties as prescribed by the Chairperson.

Committees Defined: Standing Committees of the Corporation shall include, but are not limited to, the following: Executive, Awards, Communications & Marketing, Development, Finance, Gala, Nominating, and Scholarship Committees.

4.2 Other Committees

Establishment: The Board may, by resolution adopted by a majority of Trustees then in office, establish one or more Other Committees to advise the Board or the President in the performance of their duties.

Appointment: The President shall appoint the members and Chairperson of each such committee. Persons appointed to Other Committees may include individuals who are neither Trustees nor

officers of the Corporation.

Authority: No Other Committee shall have or exercise any authority of the Board to manage the business or affairs of the Corporation.

Service: All Other Committees and their members shall serve at the discretion of the Board.

4.3 Term of Office

Committee Members: Each member of a Standing or Other Committee shall serve a term of three (3) years. Should a member wish to serve an additional term, written notification must be submitted to the Committee Chair no later than September 30th of the second year of the current term.

Chairpersons: Committee Chairpersons shall serve a term of three (3) years. In the event a Chairperson vacates the role for any reason, the President shall appoint another Trustee to serve as Chairperson for the remainder of the unexpired term.

Reappointment and Ratification: The President shall consider requests for reappointment and/or appointment of committee members and Chairpersons and shall present final selections to the Board for ratification at the November Board meeting.

4.4 Vacancies. Vacancies in membership of any committee shall be filled by appointment in the same manner as provided for the original appointments.

4.5 Quorum/Voting. Unless otherwise provided in the resolution of the Board establishing a committee, fifty percent (50%) plus one (1) of the members of the whole committee shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the members present at a meeting at which a quorum is established shall constitute the act of the committee.

4.6 Committee Procedures

4.6.1 Secretary

The Chairperson of each committee shall designate a Secretary, who need not be a member of such committee.

4.6.2 Rules

Each committee shall establish procedural rules consistent with applicable law, these Bylaws, and

the policies and directions of the Board.

4.6.3 Records
Each committee shall keep minutes of its meetings and shall make available such reports as may be requested by the Board, the Executive Committee, or the President.

4.7 Executive Committee
4.7.1 Composition
The Executive Committee shall consist of the President, who shall serve as Chairperson of the Committee, the President-Elect, the Finance Chair, the Development Chair, and the Immediate Past President.

4.7.2 Authority
The Executive Committee shall have and may exercise the authority of the Board between meetings of the Board, to the extent permitted by applicable law.

4.7.3 Meetings
Meetings of the Executive Committee may be called at any time by the Chairperson of the Committee or by any two (2) members of the Committee. Written notice of special meetings of the Executive Committee shall be provided at least five (5) days prior to such meeting. The Executive Committee shall report any actions taken to the Board at its next meeting.

4.7.4 Contracts
The Executive Committee shall maintain informed knowledge of any and all contracts in which the Corporation is engaged.

4.8 Awards Committee
4.8.1 Subcommittees.
The Awards Committee shall be comprised of the following subcommittees:

- Professional Awards
- Patient Choice Awards (Individual and Team)
- Jayne Felgen Legacy Award

Each subcommittee shall consist of at least five (5) members.

4.8.2 Chairperson.
A Chairperson of the Awards Committee shall be appointed by the President every three (3) years.

4.8.3 Reappointment.
Should the Chairperson wish to serve an additional term, written notification must be submitted to the President.

4.9 Professional Awards Committee.

4.9.1 Duties
The Professional Awards Committee shall be responsible for recruiting additional volunteer reviewers, as needed, to review and evaluate submissions for each of the awards granted by the Corporation, using the specific criteria established for each award. The Committee shall present its selections to the Board and may make recommendations to the Board for the establishment of additional awards.

4.9.2 Eligibility
Members of the Corporation's Board shall not be eligible to receive awards granted by the Corporation.

4.9.3 Chairperson
A Chairperson of the Professional Awards Committee shall be appointed by the President every three (3) years.

4.9.4 Reappointment
Should the Chairperson wish to serve an additional term, written notification must be submitted to the President.

4.9.5 Term
The term of the Chairperson of the Professional Awards Committee shall commence in even-numbered years and shall continue until a successor is duly appointed and qualified

4.8.2 The Patient Choice Awards and the Jayne Felgen Legacy Award
4.10.1 Duties
The Patient Choice and the Jayne Felgen Legacy Awards Committee shall be responsible for reviewing and evaluating submissions for their respective awards, using the specific criteria established for each award. Each Committee shall present its selections to the Board.
4.10.2 Eligibility

Members of the Corporation's Board shall not be eligible to receive awards granted by these Committees.

4.10.3 Chairperson
A Chairperson for each Committee shall be appointed by the President every three (3) years.

4.10.4 Reappointment
Should a Chairperson wish to serve an additional term, written notification must be submitted to the President.

4.10.5 Term
The term of the Chairperson of the Patient Choice Awards Committee and the Jayne Felgen Legacy Award Committee shall commence in odd-numbered years and shall continue until a successor is duly appointed and qualified

4.9 Communications & Marketing Committee
4.11.1 Composition
The Communications & Marketing Committee shall consist of at least five (5) members.

4.11.2 Duties
The Communications & Marketing Committee shall be responsible for coordinating the communications of the Corporation. Specific responsibilities shall include, but are not limited to:

- Overseeing communications related to the Gala, including programs, invitations, and promotional materials.
- Coordinating marketing efforts of the Corporation, including publicizing announcements for scholarship applications and award nominations, and announcements regarding scholarship awardees, finalists, and recipients.
- Managing the Corporation's social media presence, including developing content, monitoring engagement, and ensuring consistent messaging across platforms.
- Assisting in the identification and collection of new or additional entities, networks, and media outlets to share information regarding the Corporation.
- Developing strategies to enhance visibility and outreach through both traditional and digital marketing channels.
- Supporting brand consistency by aligning communications, marketing, and social media activities with the Corporation's mission and values.

4.11.3 Chairperson
A Chairperson of the Communications & Marketing Committee shall be appointed by the President every three (3) years.

4.11.4 Reappointment
Should the Chairperson wish to serve an additional term, written notification must be submitted to the President.

4.11.5 Term
The term of the Chairperson of the Communications & Marketing Committee shall commence in even-numbered years and shall continue until a successor is duly appointed and qualified

4.10 Development Committee
4.12.1 Composition
The Development Committee shall consist of at least three (3) members.

4.12.2 Duties
The Development Committee shall be responsible for:

- Identifying and contacting potential donors.
- Making recommendations to the Board concerning fundraising and other development activities.
- Implementing and coordinating all fundraising and development activities of the Corporation.

4.12.3 Chairperson
A Chairperson of the Development Committee shall be appointed by the President every three (3) years.

4.12.4 Reappointment
Should the Chairperson wish to serve an additional term, written notification must be submitted to the President.

4.12.5 Term
The term of the Chairperson of the Development Committee shall commence in odd-numbered years and shall continue until a successor is duly appointed and qualified.

4.11 Finance Committee

4.14.1 Composition
The Finance Committee shall consist of at least six (6) members, including but not limited to the President, Finance Chair, Gala Chair, Scholarship Chair, Development Chair, and a Member-at-Large.

4.14.2 Duties
The Finance Committee shall be responsible for the fiscal affairs of the Corporation, including:

- Preparation of an annual budget and monitoring compliance therewith.
- Monitoring the financial structure of the Corporation.
- Reviewing and establishing controls for revenues and expenditures.
- Monitoring the financial condition of the Corporation's programs.

The Finance Committee may make recommendations to the full Board of Trustees regarding the investment of funds as available.

4.14.3 Chairperson
A Chairperson of the Finance Committee shall be appointed by the President every three (3) years.

4.14.4 Reappointment
Should the Chairperson wish to serve an additional term, written notification must be submitted to the President.

4.14.5 Term
The term of the Chairperson of the Finance Committee shall commence in odd-numbered years and shall continue until a successor is duly appointed and qualified

4.12 Nominating Committee
4.15.1 Composition
The Nominating Committee shall consist of three (3) members of the Board.

4.15.2 Duties
The Nominating Committee shall propose candidates for election as Trustees and Officers of the Corporation.

4.15.3 Chairperson
A Chairperson of the Nominating Committee shall be appointed by the President every three (3) years.

4.15.4 Reappointment
Should the Chairperson wish to serve an additional term, written notification must be submitted to the President.

4.15.5 Term
The term of the Chairperson of the Nominating Committee shall commence in even-numbered years and shall continue until a successor is duly appointed and qualified.

4.13 Gala Committee
4.16.1 Composition
The Gala Committee shall consist of at least five (5) members.

4.16.2 Duties
The Gala Committee shall be responsible for coordinating and orchestrating the annual awards gala and any other related programs of the Corporation.

4.16.3 Chairperson
A Chairperson of the Gala Committee shall be appointed by the President every three (3) years.

4.16.4 Reappointment.
Should the Chairperson wish to serve an additional term, written notification must be submitted to the President.

4.16.5 Term
The term of the Chairperson of the Gala Committee shall commence in odd-numbered years and shall continue until a successor is duly appointed and qualified.

4.14 Scholarship Committee
4.17.1 Composition
The Scholarship Committee shall consist of at least three (3) members, all of whom shall be nurses and members of the Board.

4.17.2 Duties
The Scholarship Committee shall be responsible for:

- Coordinating the nomination process for scholarships.

- Soliciting applicants and evaluating candidates using established criteria for scholarships granted by the Corporation.
- Soliciting additional reviewers, as needed, based on the number of scholarship applications received. Such reviewers must be nurses and may or may not be members of the Board.
- Presenting final scholarship recipients to the Board.
- Notifying scholarship awardees in writing and ensuring that scholarship checks are sent promptly.

4.17.3 Eligibility
Members of the Corporation's Board shall not be eligible to receive scholarships granted by the Corporation.

4.17.4 Chairperson
A Chairperson of the Scholarship Committee shall be appointed by the President every three (3) years.

4.17.5 Reappointment
Should the Chairperson wish to serve an additional term, written notification must be submitted to the President no later than September 30th of the second year of the current term.

4.17.6 Term
The term of the Chairperson of the Scholarship Committee shall commence in even-numbered years and shall continue until a successor is duly appointed and qualified.

ARTICLE V: INDEMNIFICATION

5.1 Indemnification

5.4.1 Scope.
The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person:

- Is or was a Trustee or officer of the Corporation; or
- While serving as a Trustee or officer of the Corporation, is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, including an employee benefit plan.

5.4.2 Coverage.
Indemnification shall extend to expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending, or completed action by or in the right of the Corporation.

5.4.3 Limitations.
Indemnification shall be provided to the extent that such person is not otherwise indemnified and only to the extent that such indemnification is not prohibited by applicable law.

5.4.4 Insurance.
Insurance coverage for Officers of the Board and Trustees shall be provided through a general policy as noted in Section 5.5 of these Bylaws.

5.2 Advancement of Expenses
5.5.1 Scope.
Expenses incurred by a Trustee or officer in defending any civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding.

5.5.2 Undertaking.
Such advancement shall be made only upon receipt of an undertaking by or on behalf of the Trustee or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

5.3 Determination of Indemnification and Advancement of Expenses
5.6.1 Board Determination.
To determine whether any indemnification or advance of expenses under this Article V is permissible, the Board of Trustees, by a majority vote of a quorum consisting of Trustees not parties to such action, suit, or proceeding, may determine whether the applicable standards under any applicable statute have been met.

5.6.2 Mandatory Determination.
Upon request of any person seeking indemnification or advancement of expenses, the Board of Trustees shall be required to make such determination.

5.6.3 Independent Counsel.
If such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Trustees so direct, the determination shall be made by independent legal counsel.

5.6.4 Expenses.
The reasonable expenses of any Trustee or officer in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advancement of expenses, shall be borne by the Corporation.

5.4 Contractual Nature of Indemnification
5.7.1 Contractual Obligation.
The obligations of the Corporation to indemnify a Trustee or officer under this Article V, including the duty to advance expenses, shall be deemed a contract between the Corporation and such Trustee or officer.

5.7.2 Effect of Modification or Repeal.
No modification or repeal of any provision of this Article V shall adversely affect the obligations of the Corporation with respect to any claim based on any act or failure to act occurring prior to such modification or repeal.

5.5 Non-Exclusivity of Rights
5.8.1 Additional Rights.
The indemnification and advancement of expenses provided by this Article V shall not be deemed exclusive of any other rights to which an indemnified person may be entitled under any agreement, vote of the Board of Trustees, or otherwise.

5.8.2 Scope of Coverage.
Such rights shall apply both to actions taken in an individual's official capacity and to actions taken in another capacity while holding such office.

5.8.3 Successors.
The rights provided under this Article V shall ensure the benefit of the heirs, executors, and administrators of any such person.

5.6 Insurance and Other Indemnification Authority
5.9.1 Insurance.

The Board of Trustees shall have the power to authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and any other persons, to the extent such authority is not prohibited by applicable law.

5.9.2 Funds.
The Board of Trustees shall have the power to create any fund of any nature, whether or not under the control of a Trustee, or otherwise secure any of its indemnification obligations.

5.9.3 Additional Indemnification.
The Board of Trustees shall have the power to provide other indemnification to the extent not prohibited by applicable statute.

ARTICLE VI: GENERAL PROVISIONS

Section 6.1. Fiscal Year.
The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December.

Section 6.2. Gender Definitions.
Masculine pronouns used in these Bylaws shall be interpreted in the neutral gender and shall apply equally to feminine, masculine, and transgender persons.

Section 6.3. Appointment of Committee Chairpersons.
Committee Chairpersons shall be appointed by the President on a staggered basis to avoid total turnover of chairpersons.

- Should a chair position become vacant, a new chairperson appointed by the President shall serve the remaining term of the incumbent.
- Should the new chairperson wish to serve an additional term, written notification must be submitted to the President no later than September 30th of the second year of the current term.
- Should a Board member wish to serve as chairperson of a different committee, such request shall be communicated to the President. The President shall consider all requests and present final decisions to the Board for ratification at the November Board meeting.

Section 6.4. Ratification of Committee Chairpersons and Membership.
Committee Chairpersons shall be ratified by the Board. Following ratification, Committee

Chairpersons shall confirm committee membership for the upcoming year and present such membership to the Board. Committee membership shall be ratified by the Board.

ARTICLE VII: AMENDMENTS

Section 7.1. Authority.
These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the Board of Trustees at any meeting of the Board.

Section 7.2. Vote Required.
Any such action shall require an affirmative vote of not less than two-thirds (2/3) of the Trustees present at a meeting where a quorum is present, or vis email vote.

Section 7.3. Notice.
Written notice of any proposed amendment, or a summary thereof, shall be provided to each Trustee not less than seven (7) days prior to the date of the meeting at which such action is to be considered.