

**AMENDED AND RESTATED BYLAWS
OF THE
EDISTO ISLAND HISTORIC PRESERVATION SOCIETY, INC
A South Carolina Nonprofit Public Benefit Corporation**

WHEREAS, the Members of the Corporation previously adopted the Corporation's Bylaws effective as of March 1986 (the "Original Bylaws");

WHEREAS, the Members now desire to amend and restate, in its entirety, the Company's Original Bylaws and to enter into these Amended and Restated Bylaws (these "Bylaws") in their place and stead and as the Corporation's binding Bylaws for all purposes permitted for a nonprofit public benefit corporation under the Act (as defined below); and

WHEREAS, the adoption of these Bylaws has been duly approved by the Members at a duly called Meeting.

NOW, THEREFORE, the Members, intending to be and being legally bound, do hereby agree that these Bylaws shall fully amend, restate and replace the Original Bylaws and do hereby further agree as follows:

ARTICLE I
NAME AND PURPOSE OF CORPORATION

Section 1. Name. This Corporation shall be known as the Edisto Island Historic Preservation Society, Inc., (the "Corporation"), as set out in the Corporation's Articles of Incorporation filed on [September 17, 1986] (the "Articles"), and may from time to time also use the name "The Edisto Island Museum."

Section 2. Organization. The Corporation shall be a nonprofit organization (a) established and operated in accordance with the provisions of 26 U.S.C. (the "Internal Revenue Code") Section 501(c)(3) and the regulations thereunder, and Section 12-6-540, Code of Laws of South Carolina, 1976, as amended (the "South Carolina Code"); and (b) incorporated under the South Carolina Nonprofit Corporation Act of 1994, Article 1, Chapter 31, Title 33 of the South Carolina Code (the "Act"). The Corporation shall be an independent and autonomous organization. Its period of duration shall be perpetual unless terminated in accordance with Article XVI, hereof.

Section 3. Charitable Purpose. The purpose for which the Corporation is organized is exclusively charitable within the meaning of Section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future federal tax code. More specifically, the Corporation's purpose is to recognize and preserve the history of Edisto Island, South Carolina (the "Island"); to purchase, discover, or otherwise procure artifacts, works of art, documents and other objects that may relate to the history of the Island and

its environs; and to own and operate the museum commonly known as “The Edisto Island Museum.”

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by law, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) and Section 509(a)(1), (2) or (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II OFFICES

Section 1. Principal Office. The Principal Office of the Corporation shall be located at 8123 Chisolm Plantation Road, Edisto Island, SC 29438. The Corporation may, from time to time, have other such offices, either within or without the State of South Carolina, as the Board of Directors may designate or as the business of the Corporation may require.

Section 2. Registered Office. The Registered Office of the Corporation required by the Act to be maintained in the State of South Carolina may, but not need, be identical to the Principal Office of the Corporation. The current Registered Office is located at 8123 Chisolm Plantation Road, Edisto Island, SC 29438.

Section 3. Other Offices. The Corporation may have such other offices within and without the State of South Carolina as the business of the Corporation may require from time to time. The authority to establish or close such other offices may be delegated by the Board of Directors to one or more of the Corporation’s Officers.

ARTICLE III MEMBERSHIP

Section 1. Criteria for Membership. Membership of the Corporation shall be open to all those persons who shall have applied for Membership by completing the Membership application and who shall be current in the payment of Dues to the Corporation, as Dues are defined in Article III, Section 2. Those persons who have fulfilled the criteria for Membership shall be the Members of the Corporation.

Section 2. Dues. The Board of Directors, no later than January thirty-first each year, shall determine the amount of annual dues to be paid by the Members for the succeeding fiscal year. All members' terms of membership, no matter the category of membership, shall expire on the annual anniversary of the date membership was obtained.

ARTICLE IV MEETINGS

Section 1. Annual Membership Meeting. The Annual Membership Meeting of the Corporation's Members shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The Annual Membership Meeting of the Corporation shall be held at the time and place designated by the Board of Directors, during the month of January or on such alternate date as may be set by the Board of Directors. In the absence of any such designation, the Annual Membership Meeting shall be held at the Corporation's Principal Office at the hour of ten o'clock in the morning on the last Tuesday of January; provided, however, if that day shall be a holiday under federal or South Carolina law, then such Annual Meeting shall be held on the next business day. In the event of any conflict between any such designation, the Annual Membership Meeting shall be held at the time and place designated by the Board of Directors; provided further, however, that any notice changing the time or place of the meeting shall be effective only if timely received by the Members in accordance with Article IV, Section 4. Unless the Act, these Bylaws, or the Articles require otherwise, notice of the Annual Membership Meeting need not include a description of the purpose for which the meeting is called. Pursuant to Section 33-31-705(c)(2) of the Act as amended, notice of an annual or regular meeting at which the Members may approve the following shall include a description of such matter: amending the Articles; amending the Bylaws; merging the Corporation; selling the Corporation's assets other than in the regular course of activities; and dissolving the Corporation.

Section 2. Regular Membership Meetings. In addition to the Annual Membership Meeting, one Regular Membership Meeting may be held during the same calendar year on a date as may be set by the Board of Directors.

Section 3. Special Membership Meeting. A Special Membership Meeting may be called by the President, by any two (2) members of the Board of Directors, or upon the written request of five (5%) percent of the Members to the Secretary, provided such Members comply with the demand provisions set forth in the Act.

Section 4. Notice of Meetings, Waiver of Notice. Oral or written notice of all meetings of Members shall be given no fewer than ten (10) days, or if notice is mailed by other than first class or registered mailed, thirty (30) days, nor more than sixty (60) days before the meeting date by any method permitted under the Act, to all Members of record entitled to vote at such meeting; provided, however, the date upon which such notice shall be deemed effective shall be determined in accordance with Article IV, Section 5.

Such notice shall state the date, time, and place of the meeting and, if required by the Act or these Bylaws, the purpose or purposes for which such meeting was called. Notice of a meeting of Members need not be given to any Member who, in person or by proxy, signs a waiver of notice either before or after the meeting, and such waiver is delivered to the Corporation for inclusion in the corporate records. To be effective such waiver shall contain statements or recitals sufficient to identify beyond reasonable doubt the meeting to which it applies. Such statements or recitals in such waiver of notice may, but need not necessarily, include reference to the date and purpose of the meeting and the business transacted thereat. Statement or recital of the proper date of a meeting shall be conclusive identification of the meeting to which a waiver of notice applies unless the waiver contains additional statements or recitals creating a patent ambiguity as to its proper application. A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 5. Effective date of Member Notices. An oral notice is permissible if reasonable under the circumstances and is effective when communicated in a comprehensible manner. Written notice, if in comprehensible form, is effective at the earliest of the following:

When received;

Five (5) days after its deposit in the **United States mail**, if mailed correctly addressed with postage affixed;

On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

Fifteen (15) days after its deposit in the United States mail, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.

Written notice is correctly addressed to a Member if addressed to the Member's address shown in the Corporation's current list of Members. A written notice or report delivered as part of a newsletter, magazine or other publication regularly sent to Members constitutes a written notice or report if addressed or delivered to the Member's address shown in the Corporation's current list of Members, or in the case of Members who are residents of the same household and who have the same address in the Corporation's current list of Members, if addressed or delivered to one of such Members, at the address appearing on the Corporation's current list of Members. If notice is given by telecopy facsimile transmission, the notice shall be deemed delivered when the facsimile of the notice is transmitted to a telecopy facsimile receipt number designated by the receiving Member, if any, so long as such Member transmits to the sender an acknowledgment of receipt. If the notice is given by electronic mail transmission, the notice shall be deemed delivered when the notice is transmitted to an electronic mail address designated by the Member.

Section 6. Quorum. At any Membership meeting of the Corporation, a quorum shall consist of five (5%) percent of the Members, present in person or by proxy. If a quorum shall not be present, the presiding Officer may adjourn or reschedule the meeting. As to any motion or issue before the Membership for action, a majority of the votes cast with a quorum present shall be required for passage.

Section 7. Voting. Except as may otherwise be required by the Act or the Articles, and subject to the provisions concerning Members of record contained elsewhere in these Bylaws, a Member (or such Member's proxy) present at a meeting of Members shall be entitled to one vote on each matter. In the event that the Board of Directors shall from time to time establish categories of Membership including two or more Members, such as "Couple" or "Family" Memberships, then each Member whose name is included on the application for Membership, up to a maximum of two persons, shall be entitled to vote. In elections of Directors, those candidates receiving the greater number of votes cast (although not necessarily a majority of votes cast) at the meeting shall be elected. Any other corporate action shall be authorized by a majority of the votes cast at the meeting unless otherwise provided by the Act, the Articles, or these Bylaws.

Section 8. Order of Business. At any Membership meeting of the Corporation, the order of business shall include the following: (a) Call to order; (b) Proof of notice the meeting; (c) Determination of a quorum; (d) Reading of the minutes of the previous meeting for information, correction, and approval; (e) Reading of the Treasurer's Report; (f) Reports of the Officers or the Board of Directors, Committees and Executive Director; (g) Elections, if any; (h) Old business; (i) New business; (j) Program, if any; and (k) Adjournment.

Section 9. Procedure. Membership meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order.

ARTICLE V DIRECTORS

Section 1. Authority and Powers. The Board of Directors shall have ultimate authority over the conduct and management of the business and affairs of the Corporation. The Board of Directors is a working board and all Directors are expected to attend Board and Committee meetings and participate in Board sponsored programs and projects. The Board of Directors shall have the general charge and management of the affairs, funds and property of the Corporation. The Board of Directors shall have the power: to expend funds of the Corporation and to enter into contracts and incur indebtedness in the name of and for the purposes of the Corporation; to cause deeds, promissory notes, bonds, mortgages, evidences of indebtedness and other written instruments to be executed and issued; to purchase insurance; to hire, fire, and compensate the Executive Director and other employees of the Corporation and to enact a policy or policies relating thereto; to contract for the services of attorneys, accountants, and consultants when the Board of Directors deems it to be in the furtherance of the best interests of the Corporation to do so; to enact a policy and procedure dealing with the

transfer of assets upon dissolution in accordance with Article XI hereof; to enact and implement such other policies and procedures and to sponsor and conduct such meetings, events, and activities as may be in furtherance of the purpose and best interests of the Corporation; and to generally exercise the full extent of the authority granted by the laws of the United States and the State of South Carolina to not-for-profit corporations, and by the Articles of this Corporation and these Bylaws.

Section 2. Qualification. All Directors shall be natural persons.

Section 3. Number of Directors. The Corporation shall have a Board of Directors. The Board of Directors shall initially consist of five (5) Directors, and that number may be increased or decreased from time to time by the Board of Directors; provided, however, that the number of Directors shall not be less than five (5) nor more than fourteen (14); and provided further, however, that no reduction in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 4. Nomination Process. The President will appoint a Nominating Committee composed of the Executive Director and the Officers of the Corporation. The Nominating Committee will prepare a list of candidates for election to the Board of Directors for the approval of the Board of Directors. Nominations from others not named to the Nominating Committee shall be submitted in confidence to the President prior to the scheduled meeting of the Nominating Committee. A candidate must be a Member in good standing of the Corporation. Before the name of a candidate is proposed, the candidate must have given her or his permission and must have agreed to serve if elected. The Nominating Committee shall determine that a candidate has satisfied the requirements for election before adding that individual's name to the list of candidates for nomination. A list of nominees for all open positions on the Board of Directors shall be determined by discussion and vote of the full Board before being presented to the Membership at the Annual Membership Meeting at the time of election of Board of Directors.

Section 5. Election and Terms of Directors. Directors shall be elected by the Members. Each Director shall hold office for a term of one (1) year from the date of such Director's election and qualification until such Director's successor shall have been duly elected and qualified, or until such Director's earlier removal, resignation, death, or incapacity. An election of all Directors by the Members shall be held at the Annual Membership Meeting. A Director may be elected for successive terms and shall be eligible to serve five (5) consecutive terms, with the approval of the Membership, after which he or she shall be ineligible for re-election to the Board of Directors for a period of one (1) year; provided, however, that a Director appointed to an unexpired term as a result of another Director's earlier removal, resignation, death or incapacity shall be eligible to serve five (5) consecutive terms.

Section 6. Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors, the President, or the Secretary. A resignation is effective when delivered unless the notice specifies a later date. If the

resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 7. Removal of Directors. Any Director elected by the Members may be removed from office for cause by the Members of the Corporation at an Annual, Regular or Special Membership Meeting, if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting to elect Directors. If any or all Directors are removed, new Directors may be elected at the same meeting. Additionally, any Director may be removed from office for cause by a majority vote of the Board of Directors at a special meeting called in accordance with Article V, Section 9, which shall consider no business other than removal of a Director.

“Cause” for removal of Directors under this Section 7 shall mean fraudulent or dishonest acts, abuse of authority, or breach of confidentiality. The charges and specifications of the alleged cause shall be furnished to the Director proposed to be removed who shall be given a reasonable opportunity to refute, explain, or mitigate the charges and specifications at the meeting prior to the vote.

Section 8. Vacancies. The Board of Directors may by majority vote of the Directors then in office, regardless of whether such Directors constitute a quorum, elect a new Director to fill a vacancy of a Director elected by the Members; provided, however, that no person may be elected to fill a vacancy created by such person’s removal from office pursuant to these Bylaws.

Section 9. Meetings of the Board of Directors. The Board of Directors of the Corporation shall hold at least four (4) regular meetings each year, at such times and places as may be set by the Board, for the purpose of organization, changes in the established number of Directors, appointment of Officers and Committees, and transaction of any other business. Additionally, a special meeting of the Board of Directors may be called for any lawful purpose(s) by the President, or by the Secretary upon request of any three (3) members of the Board of Directors. At least five (5) days notice shall be given to each Director at his business address of any regular or special meeting, and is deemed effective in accordance with Article IV, Section 5.

Section 10. Quorum and Voting. A majority of the Board of Directors shall constitute a quorum. If a quorum shall not be present, the presiding officer may adjourn or reschedule the meeting. A majority of the votes cast with a quorum present is necessary for the passage of any motion.

Section 11. Action. The Board of Directors shall take action pursuant to resolutions adopted by the affirmative vote of a majority of the Directors participating in a meeting at which a quorum is present, or the affirmative vote of a greater number of Directors where required by the Articles, these Bylaws, the Act, or otherwise by law.

Section 12. Action Without Meeting. Any action that could be taken by the Board of Directors at a meeting may be taken without a meeting by polling the Directors by telephone, electronic mail, facsimile, or in person, provided that: (a) where practicable, notice of the action proposed shall be given to the Directors in advance of the polling in accordance with Article V, Section 9; (b) a majority of the Directors shall consent to the action being decided without a meeting; and (c) any action agreed to by poll shall be reduced to writing and ratified at the next meeting of the Board of Directors and included in the minutes.

ARTICLE VI OFFICERS

Section 1. In General. The Officers of the Corporation shall consist of a President, Vice President, Secretary and a Treasurer, and may also include such additional vice presidents, assistant secretaries, assistant treasurers and other Officers and agents as the Board of Directors deems advisable from time to time. All Officers shall be appointed by the Board of Directors to serve at the pleasure of the Board of Directors. Except as may otherwise be provided by the Act or in the Articles, any Officer may be removed by the Board of Directors at any time, with or without cause. Any vacancy, however occurring, in any office may be filled by the Board of Directors for the unexpired term. One person may hold two or more offices. **A Member cannot become an Officer of the Corporation until after completion of service of at least one year on the Board.** Each Officer shall exercise the authority and perform the duties as may be set forth in these Bylaws and any additional authority and duties as the Board of Directors shall determine from time to time.

Section 2. President. The President shall be the chief executive Officer of the Corporation and, subject to the authority of the Board of Directors, shall manage the business and affairs of the Corporation. The President shall preside at all Membership meetings and meetings of the Board of Directors and shall appoint such Committees as may be desired. The President shall serve as a member *ex officio* of each Committee. The President shall see that the resolutions of the Board of Directors and authorized Committees thereof are put into effect. Except as otherwise provided herein and as may be specifically limited by resolution of the Board of Directors or an authorized Committee thereof, the President shall have full authority to execute on the Corporation's behalf any and all contracts, agreements, notes, bonds, deeds, mortgages, certificates, instruments, and other documents. The President shall also perform such other duties and may exercise such other powers as are incident to the office of president and as are from time to time assigned to him by the Act, these Bylaws, the Board of Directors, or an authorized Committee thereof.

Section 3. Vice President. Except as otherwise determined by the Board of Directors, the Vice President shall serve under the direction of the President. In the absence of the President, the Vice President shall perform the duties of the President as described in Article VI, Section 2. The Vice President shall serve as a member *ex officio* of each Committee.

Section 4. Secretary. Except as otherwise determined by the Board of Directors, the Secretary shall serve under the direction of the President. The Secretary shall whenever possible attend all meetings of the Members and the Board of Directors, and whenever the Secretary cannot attend such meetings, such duty shall be delegated by the presiding Officer for such meeting to a duly authorized assistant secretary. The Secretary shall record or cause to be recorded under the Secretary's general supervision the proceedings of all such meetings and any other actions taken by the Members or the Board of Directors (or by any Committee of the Board in place of the Board) in a book or books (or similar collection) to be kept for such purpose. The Secretary shall upon proper request give, or cause to be given, all notices in connection with such meetings. The Secretary shall be the custodian of the corporate seal and affix the seal to any document requiring it and to attest thereto by signature. The Secretary may delegate the Secretary's authority to affix the Corporation's seal and attest thereto by signature to any Assistant Secretary. The Board of Directors may give general authority to any other Officer or specified agent to affix the Corporation's seal and to attest thereto by signature. Unless otherwise required by law, the affixing of the Corporation's seal shall not be required to bind the Corporation under any documents duly executed by the Corporation and the use of the seal shall be at the discretion of the Corporation's duly authorized signing Officers. The Secretary shall properly keep and file, or cause to be properly kept and filed under the Secretary's supervision, all books, reports, statements, notices, waivers, proxies, tabulations, minutes, certificates, documents, records, lists, and instruments required by the Act or these Bylaws to be kept or filed, as the case may be. The Secretary may when requested, and shall when required, authenticate any records of the Corporation. Except to the extent otherwise required by the Act, the Secretary may maintain, or cause to be maintained, such items within or without the State of South Carolina at any reasonable place. In the event the Board of Directors designates and engages a transfer agent, as permitted by these Bylaws, such duties of keeping such Member records and the like accepted by such transfer agent shall be deemed delegated from the Secretary to such transfer agent, but such transfer agent shall be subject to supervision of the Secretary. The Secretary shall perform such other duties and may exercise such other powers as are incident to the office of secretary and as are from time to time assigned to such office by the Act, these Bylaws, the Board of Directors, an authorized Committee thereof, or the President.

Section 5. Treasurer. Except as otherwise determined by the Board of Directors, the Treasurer shall serve under the direction of the President. The Treasurer shall have charge of all receipts and monies of the Corporation and shall have them deposited in the name of the Corporation in a bank approved by the Board of Directors. The Treasurer shall keep regular accounts of receipts and disbursements and give an itemized statement at Membership meetings and at meetings of the Board of Directors. The Treasurer shall sign checks and withdrawal slips on behalf of the Corporation upon any and all of its bank accounts. If the Treasurer shall be unavailable, or for the convenience of the Corporation, checks and withdrawal slips may also be signed by the President or the Executive Director. In the absence of both the President and the Vice President, the Treasurer shall perform the duties of the President.

Section 6. Execution of Instruments. Any of the President, the Secretary, the Treasurer or the Executive Director may, upon being so directed by the Board of Directors, execute all deeds, leases, contracts, or other written instruments on behalf of the Corporation.

Section 7. Assistant Officers. Except as otherwise provided by these Bylaws or determined by the Board of Directors, the Assistant Secretaries and Assistant Treasurers, if any, shall serve under the immediate direction of the Secretary and the Treasurer, respectively, and under the ultimate direction of the President. The Assistant Officers shall assume the authority and perform the duties of their respective immediate superior Officer as may be necessary at the direction of such immediately superior Officer, or in the absence, incapacity, inability, or refusal of such immediate superior Officer to act. The seniority of Assistant Officers shall be determined from their dates of appointment unless the Board of Directors shall otherwise specify.

Section 8. Other Duties of Officers. The Officers of the Corporation shall perform such other duties and assume such other responsibilities as may be established by the Board of Directors.

ARTICLE VII COMPENSATION OF DIRECTORS AND OFFICERS

Neither the Officers, nor the Directors, nor Members serving on Committees, shall receive any salary or compensation for services rendered to the Corporation; however, with the approval of the Board of Directors, they may be reimbursed by the Treasurer for expenses incurred and disbursements expended on behalf of the Corporation.

ARTICLE VIII EXECUTIVE DIRECTOR

Section 1. In General. The Corporation shall have an Executive Director. The Executive Director shall be a salaried employee, and shall be charged with the management of the activities and programs of the Edisto Island Museum and Edisto Island Historic Preservation Society. The Executive Director shall be an *ex-officio*, non-voting member of the Board of Directors.

Section 2. Appointment and Removal. The Executive Director shall be appointed by the Board of Directors, serve at the direction and subject to the authority of the Board of Directors, and shall be removable with or without cause by the affirmative vote of a majority of the Board of Directors.

ARTICLE IX COMMITTEES

Section 1. Committees. The Board of Directors may from time to time by resolution, adopted in accordance with the Act, designate and delegate authority to one or more Committees. Any such Committee may be designated as a standing committee appointed annually or as a special committee for specific circumstances or transactions with a limited duration. Each Committee shall be composed of one or more Directors, and such additional members of the organization as directed by the Board, who shall serve at the pleasure of the Board of Directors. Members of the Board of Directors and qualified members of the organization may serve as members of such Committees. The duties, constitution, and procedures of any Committee shall be prescribed by the Board of Directors. The Board of Directors shall designate one member of each Committee as its chairman. A Committee may not authorize distributions; approve or recommend to Members dissolution, merger, or the sale, pledge, or transfer of all or substantially all the Corporation's assets; elect, appoint, or remove Directors or fill vacancies on the Board or on any Committee; or adopt, repeal, or amend the Articles or these Bylaws.

Section 2. Committee Meetings. A majority of each Committee's voting members shall constitute a quorum for the transaction of business by the Committee, and each Committee shall take action pursuant to resolutions adopted by a majority of the Committee's voting members participating in a meeting at which a quorum of the Committee is present. Each Committee may also take action without a meeting by written consent as to such matters and in accordance with such requirements and procedures authorized by the Act for Director action. Unless otherwise permitted by the Act for Director action, such written consent must be signed by all of the Committee's voting members. Special meetings of any Committee may be called at any time by any Director who is a member of the committee or by any person entitled to call a special meeting of the full Board of Directors. Except as otherwise provided in this section, the conduct of all meetings of any Committee, including notice thereof, and the taking of any action by such Committee, shall be governed by this Article.

ARTICLE X INDEMNIFICATION

Section 1. Scope. The Corporation shall indemnify, defend and hold harmless the Corporation's Officers and Directors to the fullest extent permitted by, and in accordance with the Act. This plan of indemnification shall constitute a binding agreement of the Corporation for the benefit of the Officers and Directors as consideration for their services to the Corporation, and may be modified or terminated by the Board of Directors only prospectively. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of Members, insurance, provision of law, or otherwise, as well as their rights under this Article X.

Section 2. Indemnification Plan. The Board of Directors may from time to time adopt an Indemnification Plan implementing the rights granted in Article X, Section 1. This Indemnification Plan shall set forth in detail the mechanics of how the indemnification rights granted in Article X, Section 1 shall be exercised.

Section 3. Insurance. The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

ARTICLE XI DISSOLUTION

In the event of dissolution of the Corporation, the residual assets of the organization will be transferred to one or more organizations that are themselves created in accordance with Section 501 (c) (3) and 170 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or the Federal, State, or local government exclusively for public purposes.

ARTICLE XII
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted only by the affirmative vote a majority of the Members present at an Annual, Regular or Special Membership Meeting, provided that advance written notice of the proposed amendment has been given to the Members in advance of the meeting together with the notice of the meeting in accordance with Article IV, and provided that a quorum shall be present at the meeting. The Board of Directors may not unilaterally amend these Bylaws.

ARTICLE XIII
SEVERABILITY

If any provision of these Bylaws or the application thereof to any person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court, and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

ARTICLE XIV
USAGE

In construing these Bylaws, feminine or neuter pronouns shall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these Bylaws are for reference purposes only and shall not affect in any way the meaning or interpretation of these Bylaws. Terms such as “hereof”, “hereunder”, “hereto”, and words of similar import shall refer to these Bylaws in the entirety and all references to “Articles”, “Paragraphs”, “Sections”, and similar cross references shall refer to specified portions of these Bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall have the meanings ascribed to them in the Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.

ARTICLE XV
CONFLICT BETWEEN BYLAWS, ARTICLES AND THE ACT

The Articles and the Act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these Bylaws, the Articles, or the Act shall be resolved in the following order: (1) the Act; (2) the Articles; and (3) these Bylaws.

Adopted by vote of the Membership this _____ day of the month of _____, In the year of _____.

Secretary: _____

President: _____

[CORPORATE SEAL]