

**BYLAWS OF  
THE QUILT, INC.**

**Revisions Adopted May 26, 2016**

**ARTICLE I Purposes of the Corporation**

**Section 1.1 Purposes.** As set forth in the Articles of Incorporation, The Quilt, Inc. (the “**Corporation**”) is organized and operated exclusively to conduct charitable, scientific, and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations and rulings promulgated there under (the “**Code**”).

The Corporation is dedicated to advancing research and education in the United States by

- promoting the delivery of a broad range of advanced networking services to the research and educational communities;
- facilitating innovative and successful projects and productive working relationships;
- representing the common interests of the research and educational advanced networking community; and
- assisting other charitable, scientific and educational organizations in the conduct of similar activities.

**ARTICLE II Offices**

**Section 2.1 Location.** The principal office of the Corporation shall be located within or without the District of Columbia, at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board of Directors.

**ARTICLE III Membership**

**Section 3.1 Classes of Membership**

There are two classes of membership: Members and Affiliates

### **Section 3.2 Members**

Members of the Corporation shall be any non-profit institution:

- that is based in the United States and which provides significant regional aggregation of research and education community traffic and advanced network services beyond what is normally available on the commodity Internet;
- whose mission and goals are aligned with those of the Corporation, and
- which is approved by the Corporation's Board of Directors.

### **Section 3.3 Affiliates**

Affiliate membership is open to any non-profit organization if:

- its mission and goals are aligned with those of the Corporation;
- it provides advanced networking services in support of research and education,
- it meets any additional criteria for Affiliates as may be established from time to time by the Board of Directors, and
- is approved for Affiliate Status by the Board of Directors.

### **Section 3.4 Membership Criteria**

The Board of Directors, by resolution may establish criteria for Membership in addition to those stated in this Article III. The Board of Directors may admit new Members to the Corporation upon application and successful review of qualifications.

### **Section 3.5 Continuing Membership**

Each Member must satisfy the qualifications for Membership for its respective class as stated in Article III of these Bylaws. Each Member must also maintain itself in good standing with respect to the:

- payment of dues and assessments as specified in Section 3.8 of these Bylaws; and
- policies and procedures established by the Board of Directors.

### **Section 3.6 Member Representatives**

Each Member shall appoint one representative to the Corporation who will serve as a Director on the Board in all matters regarding the Corporation. The Member may change its representative upon written notice to the President & CEO or Secretary of the Corporation.

Notwithstanding that Directors are appointed by their related Members, such Director's fiduciary duty shall be to the Corporation. Each Director shall act for the good of the Corporation and not as a representative of any Member.

Affiliates shall not have the right to appoint a representative to the Board of Directors of the Corporation. Affiliates shall have no voting rights.

### **Section 3.7 Additional Classes of Membership**

The Board of Directors, by resolution, may create additional classes of Membership, without the right to vote or to participate on the Board of Directors.

### **Section 3.8 Dues and Assessments**

Each Member and Affiliate shall be responsible for payment of dues and assessments, as determined by the Board of Directors. Members or Affiliates that fail to pay dues or assessments within ninety days from the time payment becomes due shall have their rights suspended and may become subject to forfeiture of participation as provided by policies established by the Board of Directors.

### **Section 3.9 Dues and Assessments**

Each Member shall be responsible for payment of dues and assessments, as determined by the Board of Directors. A Member that fails to pay its dues or assessments within ninety days from the time it becomes payable shall have its Membership rights suspended and may become subject to forfeiture of participation as provided by policies established by the Board of Directors.

## **ARTICLE IV Board of Directors**

### **Section 4.1 Power of Board.**

The affairs of the Corporation shall be governed by the Board of Directors. Notwithstanding that Directors are appointed by the Members, such Director's fiduciary duty shall be to the Corporation.

**Section 4.2** The Board of Directors shall, at their annual meeting, approve and adopt an annual budget and Plan of Operations that includes an updated Strategic Plan. The budget will be managed by the President & CEO in consultation with the Executive Committee.

### **Section 4.3 Number of Directors.**

The number of Directors of the Corporation shall be one representative for each Member in good standing, which number shall not be less than three.

### **Section 4.4 Qualifications.**

A majority of Directors must reside in the United States. In the event that a Member loses its good standing status according to the provisions of Section 3.5 of these Bylaws, the Director appointed by such Member shall no longer be in good standing and shall not have the right to vote nor be counted when constituting a quorum at a meeting of Directors.

**Section 4.5 Vacancies.** Vacancies shall be filled by the Member organization in accordance with the procedures as defined in Section 3.6.

**Section 4.6 Removal of Directors.**

A Director may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever, in its judgment, the best interests of the Corporation would be served. In the event of such action, the Member having appointed such Director shall appoint, in accordance with the procedures defined in Section 3.6 another person on the Board.

**Section 4.7 Resignation.**

Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the President & CEO or Secretary at the registered office of the Corporation. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. In the event of such resignation, the Member having appointed such Director shall appoint, in accordance with the procedures defined in Section 3.6, another person on the Board.

**Section 4.8 Quorum of Directors and Action by the Board.**

Unless a greater proportion is required by law, a simple majority of the Directors then in office and in good standing, according to the provision of Section 3.5 of these Bylaws shall constitute a quorum for the transaction of business. Except as otherwise provided by law, or by the Articles of Incorporation, or these Bylaws, the act of a simple majority of the Directors present at a meeting at which a quorum exists shall be deemed an action of the Board.

**Section 4.9 Meetings of the Board.**

**(a) Meetings**

Meetings of the Board of Directors may be held at such place and time within or without the District of Columbia and upon such notice as may be prescribed by resolution of the Board of Directors.

An annual meeting shall be held once a year at a time and location set by the Board of Directors.

**(b) Participation**

Subject to the notice provisions of Section 4.9(c) of these Bylaws, the Board may hold a regular or special meeting by means of conference telephone or similar communications equipment pursuant to which all persons participating in the meeting can hear and communicate with each other. Any committee provided for in these Bylaws or established by the Board may also hold its meetings by means of such conference telephone or similar communications equipment. Participation in any such meetings by committee members or Board of Directors shall constitute presence in person at such meeting and waiver of notice of such meeting, except when a person participates in such meeting for the express purpose of objecting to the transaction of any business on the ground that such meeting is not lawfully called or convened.

**(c) Notice of Annual and Special Meetings**

Written or printed notice stating the place, day and hour of the annual meeting, and, in the case of a Board meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Director entitled to vote at such meeting not less than ten or more than fifty days before the date of the meeting, either personally, by mail, by facsimile transmission, email or by any other form of communication permitted by the Act, by or at the direction of the President & CEO, Chair, or Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage pre-paid, addressed to the Director at the address as it appears on the records of the Corporation. If sent by any other form of electronic communication permitted under District of Columbia law, such notice shall be deemed to be delivered when sent.

Special meetings of the Board may be called by the Chair or, at the request of any 25% of the Board of Directors. The person or persons calling a meeting of the Board may fix the time and place for holding such meeting.

**(d) Notice and Waiver**

Whenever written notice is required to be given to any Director, it may be given to such Director either personally or by sending a copy thereof through the mail, by facsimile, by email, or by any other means of communication permitted under the Act, charges prepaid, to the Director at the address as it appears on the records of the Corporation. Whenever notice is required, a waiver thereof in writing signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Further, the presence of any Director at a meeting, in person, by telephone conference or by other means of attendance permitted under District of Columbia law, without objection to the lack of notice of such meeting, shall also constitute waiver of notice by such Director,

**(e) Actions By Written Consent**

Any action of the Board to be taken at a meeting of the Directors or of any Committee of the Board may be taken without a meeting if a consent in writing is signed by all of the Directors or committee members. Such written consent shall bear the date of signature of each Director or committee member who signs the consent. When in the judgment of the Chair, such actions can be more efficiently taken by electronic means, an electronic transmission by a Director or committee member consenting to an action to be taken and transmitted by a Director or committee member is considered written, signed, and dated for the purposes of this article if the transmission sets forth or is delivered with information from which the Corporation can determine that the transmission was transmitted by the Director or committee member and the date on which the Director or committee member transmitted the transmission. Such consent shall have the same force and effect as a vote by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present.

**(f) Compensation**

No Director or elected Officer shall receive any compensation for services rendered to the Corporation as a Director, except that Directors and Officers may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation as authorized by resolution of the Board. The Chief Executive Officer is an appointed hired position of the corporation and as such will be a paid position as outlined in Section 4.13

**Section 4.10 Action Without Meetings**

(a) Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a all of the Directors consent in writing through fax, mail, or by electronic mail.

**Section 4.11 Voting.**

Each Director shall have one vote. All voting at meetings shall be done personally and no proxy shall be allowed.

**Section 4.12 Absence.**

Each Board member is expected to communicate with the Chair or President & CEO in advance of all Board meetings stating whether or not they will attend or participate by conference telephone or other agreed-upon means of communication.

**Section 4.13 President & CEO**

The Board of Directors, by majority vote of the Directors in office, shall engage and discharge the President & CEO. The President & Chief Executive Officer of the Corporation has the powers and duties including, but not limited, to those set forth in the yearly Plan of Operations. The President & CEO is an Ex-Officio nonvoting member of the Executive Committee and the Board of Directors.

The President & CEO of the Corporation may receive compensation in reasonable amounts for services rendered to the Corporation, as set by the Board. The President & CEO may, on behalf of the Corporation, authorize cash disbursements and enter into any contract or execute and deliver on any contract as necessary to implement the budget and the Plan of Operations.

## **ARTICLE V Committees**

### **Section 5.1 Committees of the Board of Directors.**

The Board of Directors may designate and appoint one or more committees, each consisting of two or more Directors, which committees shall have and exercise the authority delegated by the Board. When exercising the authority delegated by the Board, only the committee members who are also directors shall be voting members of the committees.

The Board may establish such special or standing committees it deems advisable. All special committees are advisory only to the Board and may not act on behalf of the Board. The Audit committee, because of its independent review role, may act independently of the Board but must report its findings and recommendations to the Board. No committee may adopt rules for its own governance inconsistent with these Bylaws or with rules adopted by the Corporation or the Board. The Board shall appoint the members of such standing or special committees. The designation and appointment of any such committee and delegation of authority to such committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon him or her by law.

### **Section 5.2 Executive Committee**

On-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include, the Officers of the Corporation, the immediate Past Chair of the Corporation, if the Past Chair remains a member of the Board, the President/CEO, Chair of the CEO Roundtable Committee should the individual be associated with a Member in good standing and additional Directors as the Board may determine. The President/CEO is considered an ex-officio nonvoting member of the Executive Committee.

The Executive Committee is delegated the authority of the Board except for changing the Bylaws, Budget, Operational, Strategic Plans, and the hiring or firing of the President & CEO and may exercise the powers of the Board when the Board is not in session, reporting to the Board at its succeeding meeting any action taken. Meetings of the Executive Committee may be called by one or more Executive Committee members.

A quorum for an Executive Committee shall consist of at least a simple majority of the voting members of Executive Committee members before any binding business can be transacted or motions made or passed.

### **Terms**

All Executive Committee members shall serve two-year terms but are eligible for reelection. However, no Executive Committee member shall serve more than two consecutive two-year terms.

Should a vacancy on the Executive occur within 6 months of a term end date, an Executive Committee member can be replaced by appointment of the QEC. The replacement shall serve the remainder of the replaced Executive Committee member's term. If the remaining term of the replacement is longer than 6 months, the nominations committee will convene a special election. Election under these circumstances will be considered a full term for eligibility purposes.

### **Vacancies**

When a vacancy on the Executive Committee occurs, the Nominations Committee will solicit nominations for new members from the current Board of Directors and convene a special election as necessary based on term length vacancy outlined above. Should a vacancy occur mid-term for the office of chair, the vice chair will assume the responsibilities of the chair until the time that the board elects a chair for the remainder of the term. Election in these instances will occur as part of a special election.

### **Removal, Resignation, Termination and Absences**

An Executive Committee member may be removed by a majority vote of the Board of Directors, at any regularly scheduled or special meeting of the Board of Directors, whenever in its judgment the best interests of the Corporation would be served thereby.

The resignation of a member of the Executive Committee must be in writing and received by the Chair, or the Vice-Chair in the case of the Chair resigning.

### **Section 5.3 Standing Committees**

There shall be four (4) standing committees: Nominations Committee, Finance Committee, Audit Committee, and Bylaws Committee.



The majority of participants appointed on these committees shall be Board members. In addition, The Treasurer shall not serve on the Audit Committee and the Audit Committee shall have at least one member with demonstrated financial expertise.

Meetings of the standing committees shall be convened by the Chairperson for each standing committee as necessary or required by law. Where no statutory law supersedes, the Audit Committee and Bylaw Committee will meet no less than one time per year to review applicable documents.

### **Finance Committee**

The Finance Committee is responsible for ensuring that the Corporation's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer shall always be a member of the Finance Committee.

### **Audit Committee**

The Corporation shall perform an annual audit of its finances in accordance with all applicable state and federal laws and Generally Accepted Accounting Principles. The Corporation shall make the results of the annual audit available to the Board of Directors.

### **Nominations Committee**

Annually, the Executive Committee will form a Nominations Committee to oversee the election of the following year's Executive Committee. The Nomination Committee shall be composed of the immediate Past Chair of the Board as the presiding Officer, if the Past Chair remains a member of the Board.

### **Bylaws Committee**

Annually, the Bylaws Committee shall ask the Corporation's counsel if there are new laws, or changes in existing laws and regulations, that the Corporation should consider in revising its bylaws. The Bylaws Committee shall consider recommendations from the President & CEO, Executive Committee, or any Director concerning for changes to the Bylaws. All changes to the Corporation's Bylaws must be ratified by a majority of the Board of Directors.

### **Section 5.4 Other Committees and Task Forces.**

The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have

the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

### **Research and Education Network CEO Round Table Committee**

The CEO Roundtable will invite regular participation by the principal leaders of the The Quilt membership. The CEO Round Table, in consultation with The Quilt Executive Committee, will have the flexibility to encourage and invite the principal leaders of other organizations that are not members of The Quilt, to participate in CEO-RT activities provided that the cost of their participation is met.

### **Section 5.5 Term of Office.**

Each member of a standing or special committee shall serve for one year or until the next annual meeting of the Board of Directors, unless the committee is dissolved by the Board.

### **Section 5.6 Vacancies.**

Vacancies in the membership of committees may be filled by the Executive Committee.

### **Section 5.7 Rules.**

Each committee and task force may only adopt rules for its meetings consistent with these Bylaws or with any rules adopted by the Board of Directors.

## **ARTICLE VI Officers, Agents, and Employees**

### **Section 6.1 Officers**

The President and CEO appointed by the Board of Directors in accordance with section 4.13 serves as an Officer of the Corporation. The Board of Directors of the Corporation shall annually elect a Chair, a Vice-Chair, a Secretary, and a Treasurer. Other than the President and CEO, these elected Officers shall not receive any salary and must be a Director of the Corporation. Any two offices may be held by the same person, except that the Chair may not hold another office.

### **Section 6.2 Term of Office.**

The elected offices of chair and vice chair shall be elected for one-year terms through an annual election process. The elected offices of treasurer and secretary shall be elected for two-year terms. However, no officer shall serve more than two consecutive two-year terms. Under such circumstance as necessary, an Officer shall hold office until a successor has been duly elected by the Board.

### **Section 6.3 Removal.**

Any Officer may be removed by a majority vote of the Board of Directors whenever in the Board's judgment the best interests of the Corporation will be served thereby.

### **Section 6.4 Resignation from Office.**

Officers may resign at any time by providing written notice to the Chair or to the President & CEO.

### **Section 6.5 Powers and Duties.**

The powers and duties of the Officers of the Corporation shall be as follows:

The Officers of the Board shall have such duties in connection with the operation of the Corporation as generally pertain to their respective offices, as described below, as well as such powers and duties as from time to time may be delegated to them by the Board of Directors. The President & CEO, and the individuals he or she hires to perform the day-to-day operations of the Corporation, may be given proper executive titles.

**(a) Chair.** The Chair shall preside at the meetings of the Board of Directors. The Chair shall, on behalf of the Board, work with the President & CEO to ensure the supervision and administration of the business and affairs of the Corporation. The Chair shall play a major role in representing the Corporation within and outside the community. The Chair, as well as any other Officer or staff person of the Corporation authorized by the Board of Directors, may sign any deeds, bond, mortgages, or other instruments, and enter into agreements necessary to carry out the missions and programs of the Corporation, except where these Bylaws or policies adopted by the Board require the signature of some other Officer or agent of the Corporation. The Chair shall communicate to other Officers or to the Board of Directors such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare of the Corporation and, subject to the supervision of the Board of Directors, shall perform all duties customary to that office.

**(b) Vice Chair.** In case of the absence of the Chair, or of the Chair's inability to serve, the Vice-Chair shall perform the duties of the Chair. Like the Chair, the Vice-Chair shall play a major role in resource development and in representing the Corporation within and outside the community.

**(c) Secretary.** The Secretary and President & CEO shall be responsible for keeping an accurate record of all meetings of the Board of Directors, see that all notices are duly given in accordance with these Bylaws or as required by law, oversee the maintenance of the official records of the Corporation, and in general perform all duties customary to the

office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature. The Board of Directors may give general authority to any Officer to affix the seal of the Corporation, if any, and to attest the affixing by his/her signature.

The Secretary, shall:

- (a) keep the minutes of the meetings of the Corporation in appropriate books;
- (b) give and serve all notices of the Corporation;
- (c) be the custodian of the records; and
- (d) perform all other duties as may be directed from time to time by the Board of Directors.

In the absence of the Secretary, a secretary pro tempore shall be appointed by the presiding Officer.

**(d) Treasurer.** The Treasurer shall be responsible for financial oversight, including ensuring that appropriate fiscal records are kept and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management.

The Board of Directors shall elect a person to serve as the Corporation's Treasurer. The Treasurer, shall have the care and custody of and be responsible for the oversight of the funds and other property of the Corporation, and shall deposit all such funds in the name of the Corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the Board may designate. Subject to other provisions of these Bylaws or policies of the Board, the Treasurer shall oversee the creation and endorsement in the name of the Corporation of checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefore, under the direction of the Chair or the Board of Directors. The Treasurer shall keep at the office of the Corporation correct books of account of all its business and transactions and such other books of account as the Board may require. The Treasurer shall exhibit, at all reasonable times, the books of accounts to any Director or the Chair of the Board upon request at the office of the Corporation during business hours. The Treasurer shall render a statement of the condition of the finances of the Corporation at each regular meeting of the Board and at such other times as the Board shall require. The Treasurer shall provide a full financial report to the Board annually. The Treasurer shall do and perform all other duties pertaining to the office of Treasurer.

## **Section 6.6 Agents and Employees.**

The Board of Directors may choose to appoint a President & CEO, who shall serve at the pleasure of the Board. The President & CEO shall hire, direct, and discharge all other agents and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Corporation. Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

### **Section 6.7 Compensation.**

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the President & CEO, and shall approve compensation guidelines for other categories of employees.

### **Section 6.8 Conflict of Interest**

Directors, Officers and employees shall disclose to the Board any financial interest which the Director, Officer or employee directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. A Director with a conflict of interest shall abstain from voting on any such transaction being considered of the Board of Directors.

## **ARTICLE VII Miscellaneous**

### **Section 7.1 Fiscal Year.**

The fiscal year of the Corporation shall be the calendar year.

### **Section 7.2 Order of Business**

The parliamentary rules in "Robert's Rules of Order," as may be revised, shall govern all deliberations when not in conflict with these Bylaws. The Board of Directors may waive the application of these rules as it deems necessary.

### **Section 7.3 Contracts**

The Board of Directors may authorize the Chair, the President & CEO, and the Secretary in the absence of President & CEO to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf.

Such authority may be invested in other Officers or agents of the Corporation from time to time for specific purposes.

The Board may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

#### **Section 7.4 Gifts**

The Board of Directors may authorize the President & CEO and the Secretary, as well as the Chair, to accept on behalf of the Corporation any contribution, gift, bequest, or device for the purposes of, and in keeping with, the Corporation's mission.

#### **Section 7.5 Checks, Drafts, Loans, Etc.**

All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board of Directors. In the absence of such determination, such instrument shall be signed by the President and CEO, except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board of Directors.

#### **Section 7.6 Deposits.**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may from time to time select.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

#### **Section 7.7 Compensation of Agents and Employees**

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board or, if the Board delegates this power to any Officer or Officers, then by such Officer or Officers. In the discretion of the Board of Directors, the Corporation may secure a bond for the performance of Officers, agents or employees of the Corporation.

#### **Section 7.8 Books and Records to be Kept, Right of Inspection**

The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its registered office in the District of Columbia and at its principle office a record of the names and addresses of its members entitled to vote. All books and records of the Corporation may be inspected by any member having voting rights, or his, her or its agent or attorney, for any proper purpose during normal business hours.

**Section 7.9 Amendment of Articles and Bylaws.**

The Articles of Incorporation and the Bylaws of the Corporation may be adopted, amended, or repealed by a majority vote of the Directors then in office, provided that at least ten days' written notice has been given each member of the Board of the intention to adopt, amend, or repeal the Articles of Incorporation or the Bylaws.

**Section 7.10 Loans to Directors, Officers, Employees and Agents Prohibited.**

No loans shall be made by the Corporation to its Directors, Officers, employees or agents. The Directors of the Corporation who vote for or consent to the making of a loan to a Director, Officer, employee or agent of the Corporation, and any person participating in the making of such a loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment of such loan.

[Bylaws approved by the Board of Directors on May 30, 2012]