

1 **BY-LAWS OF**

2 **THE MASSACHUSETTS INFECTIOUS DISEASES SOCIETY**

3
4
5 ARTICLE 1

6 NAME, PURPOSES, LOCATION, CORPORATE SEAL, PRINCIPLES, AND YEAR

7 Section 1. Name and Purposes. The name and purposes of the corporation
8 shall be as set forth in the Articles of Organization.

9 Section 2. Location. The principal office of the corporation in the
10 Commonwealth of Massachusetts shall be determined by the Directors, and generally be
11 that of the President or other officer. The Directors may select and change the location
12 of the principal office in the Commonwealth of Massachusetts effective upon filing a
13 certificate with the Secretary of the Commonwealth.

14 Section 3. Corporate Seal. The Directors may adopt and alter the seal of the
15 corporation.

16 Section 4. Nondiscrimination Policy. The Corporation will not practice or permit
17 any unlawful discrimination on the basis of sex, age, race, color, national origin, religion,
18 physical handicap or disability, or any other basis prohibited by law.

19
20 Section 5. Fiscal Year. The fiscal year of the corporation shall, unless
21 otherwise decided by the Directors, end on December 31, in each year.

22
23 ARTICLE II

24 MEMBERS

25
26 Section 1. Membership.

27
28 a. Membership criteria. The membership of the corporation shall consist of
29 physicians, doctoral level scientists, and other healthcare professionals and eligible
30 persons who reside in the Commonwealth of Massachusetts or adjoining states and
31 who are primarily identified with the discipline of infectious diseases or its
32 components, through clinical practice, research, teaching, administration, or any
33 combination of these activities.

34 An individual is eligible to become a member immediately upon completion of

35 postdoctoral or equivalent training in Infectious Diseases or a related field. In addition,
36 physicians without formal training in Infectious Diseases are eligible for membership if
37 the majority of their professional activities are in the field of Infectious Disease. The
38 essential criterion for election is continuing identification with the field of Infectious
39 Diseases.

40 Members are full voting members of the Society. Individuals are eligible to join the
41 society as Trainees as soon as they enter a postdoctoral program in Infectious Diseases,
42 clinical microbiology, or other related fields. These trainees do not have voting privileges.
43 Provisional approval of applications for Trainees will be the responsibility of the President
44 of the Society with subsequent endorsement of the Board of Directors
45

46 b. Nomination and Election. The application shall be submitted to the Board of
47 Directors for its consideration. The Board of Directors, in a manner as they shall
48 determine, will admit the candidate to active membership on the basis of evidence of
49 professional and ethical standards of the candidate, and of contributions of the candidate
50 in the field of infectious diseases. Individuals who are members of the Infectious Diseases
51 Society of America will automatically qualify for membership in the Massachusetts
52 Infectious Disease Society.
53

54 c. Dues. Active Membership in the society will require payment of annual dues.
55 A member who fails to pay dues as established by the Board of Directors and remains in
56 default for 60 days after 2 notices sent by electronic communication to their electronic
57 mail address as it appears upon the books of the corporation shall automatically forfeit
58 membership in the Society. Reinstatement will be as per the policy determined by the
59 Board of Directors and with payment of dues.
60

61 Section 2. Annual Meeting. The date and hour of the annual meeting of the
62 members shall be fixed by the Directors. The purposes for which the annual meeting is
63 to be held, in addition to those prescribed by law, by the Articles of Organization or by
64 these By-Laws, may be specified by the members, Directors or the President in the
65 notice of meeting. In the event that no date for the annual meeting is established or if
66 no annual meeting is held in accordance with the foregoing provisions, a special meeting
67 shall have the same effect as if taken at the annual meeting.
68

69 Section 3. Special Meetings. Special meetings of the members may be called

70 by the President or by the majority of the Directors and shall be called by the Clerk, or
71 in case of the death, absence, incapacity, or refusal of the Clerk, by any other officer,
72 upon written application of three or more members entitled to vote thereat. In case
73 none of the officers is able and willing to call a special meeting, three or more members
74 may petition the Supreme Judicial or Superior Court of The Commonwealth of
75 Massachusetts to authorize one or more members to call a meeting by giving such
76 notice as is required by law.

77

78 Section 4. Place of Meetings. All meetings of members, live or virtual,
79 shall be held at a place (within the United States) or virtually on an open
80 electronic platform as specified in the notice of the meeting.

81

82 Section 5. Notices. A written or electronic notice, stating the place, day and
83 hour of all meetings of members shall be given by the Clerk or Assistant Clerk (or the
84 person or persons calling the meeting), at least seven days before the meeting, to
85 each member entitled to vote thereat and to each member who, by law, the Articles
86 or Organization, or these By-Laws, is entitled to such notice, by addressing such notice
87 to them by electronic communication to their electronic mail address as it appears
88 upon the books of the corporation. Such notice, if the meeting is called otherwise
89 than by the Clerk, may be a copy of the call of the meeting. Such notice given by
90 the Clerk shall constitute a call of the meeting by them. Notices of all meetings of
91 members may state the purposes for which the meetings are called. No notice
92 need be given to any member if a written waiver of notice, executed before or
93 after the meeting by the member or their attorney, thereunto authorized is filed
94 with the records of the meeting.

95

96 Section 6. Quorum. Unless the Articles of Organization otherwise provide, at
97 any meeting of members, a quorum for the transaction of business shall consist of
98 those members present and voting. For mail or electronic balloting, a quorum of a
99 minimum of one-fifth of the eligible voting membership is required.

100

101 Section 7. Voting and Proxies. No proxies will be allowed for voting that is
102 conducted by mail, facsimile or other electronic means deemed acceptable to the
103 President and Board of Directors. With advance notice that formal voting will take
104 place at the Annual Meeting of the Society, members may vote by proxy. To be valid,

105 designation of a proxy must be received by the Clerk or President no more than one
106 month prior to the Annual meeting. The proxy will expire immediately after the
107 meeting in question.
108

109 Section 8. Action at Meeting. Action of the members on any matter properly
110 brought before a meeting shall require, and may be affected by, the affirmative vote of
111 a majority of the members present or represented and voting on such matter, provided
112 that such majority shall be at least a majority of the members required to constitute a
113 quorum for action on such matter; except where a different vote is required by law, the
114 Articles of Organization, or these By-Laws. Any election by members shall be
115 determined by a plurality of the votes cast by the members entitled to vote at the
116 election. No ballot shall be required for such election unless requested by a member
117 present or represented at the meeting and entitled to vote in the election.

118
119 Section 9. Action Without Meeting by Written Consent. Any action by
120 members may be taken without a meeting if a majority of members entitled to vote on
121 the matter consent to the action by a writing filed with the records of the meetings of
122 members. Such consent shall be treated for all purposes as a vote at a meeting.
123

124 ARTICLE III
125 DIRECTORS
126

127 Section 1. Powers. The Board of Directors, subject to any action at any time
128 taken by the members of the corporation, shall have the entire charge, control and
129 management of the corporation and its property and may exercise all or any of its
130 powers. In all meetings and communications of the Society the board of directors
131 will be designated as the Council of the Society.
132

133 Section 2. Number and Election. Except as otherwise provided by these By-
134 Laws or in the Articles of Organization, the number of Directors that shall constitute
135 the whole Board of Directors shall be fixed, and the Directors elected, by the
136 members at the annual meeting.
137

138 Section 3. Vacancies. Any vacancy at any time existing in the Board of

139 Directors may be filled by the Board of Directors at any meeting. The members
140 having voting power may, at a special meeting called at least in part for the
141 purpose, choose a successor to a Director whose office has become vacant, and
142 the person so chosen shall displace any successor chosen by the Directors.
143

144 Section 4. Enlargement of the Board of Directors. The number of the Board of
145 Directors may be increased, and one or more additional Directors may be elected at
146 any meeting of the members.

147

148 Section 5. Tenure. Except as otherwise provided by law, by the Articles of
149 Organization or by these By-Laws, Directors shall hold office for a minimum of two
150 years or until the next annual meeting of members and thereafter until their
151 successors are chosen and qualified.

152

153 Section 6. Resignation. Any Director may resign by delivering their written
154 resignation to the corporation at its principal office or to the President or Clerk. Such
155 resignation shall be effective upon receipt unless it is specified to be effective at some
156 other time or upon the happening of some other event.

157

158 Section 7. Removal. A Director may be removed from office (a) with or
159 without cause by vote of a majority of the members entitled to vote in the election of
160 Directors or (b) for cause by vote of a majority of the Directors then in office. A
161 Director may be removed for cause only after reasonable notice and opportunity to
162 be heard before the body proposing to remove them.

163

164 Section 8. Annual Meeting. Immediately after each annual meeting of
165 members, or the special meeting held in lieu thereof, and at the place thereof, if a
166 quorum of the Directors is present, there shall be a meeting of the Directors without
167 notice; but if such a quorum of the Directors is not present, or, if present, does not
168 proceed immediately thereafter to hold a meeting of the Directors, the annual meeting
169 of the Directors shall be called in the manner hereinafter provided with respect to the
170 call of special meetings of Directors.

171

172 Section 9. Regular Meetings. Regular meetings of the Directors may be held

173 at such times and places as shall from time to time be fixed by resolution of the Board
174 and no notice need be given of regular meetings held at times and places so fixed,
175 provided, however, that any resolution relating to the holding of regular meetings shall
176 remain in force only until the next annual meeting of members, or the special meeting
177 held in lieu thereof, and that if at any meeting of Directors, at which a resolution is
178 adopted fixing the times or place or places for any regular meetings, any Director is
179 absent, no meeting shall be held pursuant to such resolution until either each such
180 absent Director has in writing or by electronic mail approved the resolution or seven
181 days have elapsed after a copy of the resolution certified by the Clerk has been sent
182 either by mail, postage prepaid, addressed to each such absent Director at their last
183 known home or business address or by electronic mail addressed to each such absent
184 Director at their last known home or business electronic mail address.
185

186 Section 10. Special Meetings. Special meetings of the Directors may be called
187 by the President, by the Clerk, by the Secretary, by any two Directors, or by one
188 Director in the event that there is only one Director, and shall be held at the place
189 designated in the notice or call thereof.
190

191 Section 11. Notices. Notices of any special meeting of the Directors shall be
192 given to each Director by the Clerk or Secretary (a) by mailing to them, postage
193 prepaid, and addressed to them at their address as registered on the books of the
194 corporation, or if not so registered at their last known home or business address, a
195 written notice of such meeting at least four days before the meeting; or (b) by
196 delivering such notice by hand or by telegram, telecopy, fax, electronic mail or telex to
197 them at least forty-eight hours before the meeting at such address, notice of such
198 meeting; or (c) by giving notice to such Director in person or by telephone at least
199 forty-eight hours in advance of the meeting. Such notice, if the meeting is called
200 otherwise than by the Clerk or Secretary, may be a copy of the call of the meeting;
201 and if the meeting is not so otherwise called, such notice given by the Clerk or
202 Secretary shall constitute a call of the meeting by them. If the Clerk or Secretary
203 refuses or neglects for more than twenty-four hours after receipt of a call to give
204 notice of such special meeting, or if the offices of Clerk or Secretary are vacant or the
205 Clerk and Secretary are absent from the Commonwealth of Massachusetts or
206 incapacitated, such notice may be given by the officer or one of the Directors calling
207 the meeting. Notice need not be given to any Director if a written waiver of notice,
208 executed by them before or after the meeting, is filed with the records of the

209 meeting, or to any Director who attends the meeting without protesting prior thereto
210 or at its commencement the lack of notice to them. A notice or waiver of notice of a
211 Directors' meeting need not specify the purposes of the meeting.

212

213 Section 12. Quorum. At any meeting of the Directors a majority of the Directors
214 then in office shall constitute a quorum for the transaction of business; provided always
215 that any number of Directors (whether one or more and whether or not constituting a
216 quorum) present at any meeting or at any adjourned meeting may make any reasonable
217 adjournment thereof.

218

219 Section 13. Action at Meeting. At any meeting of the Directors at which a
220 quorum is present, the action of the Directors on any matter brought before the meeting
221 shall be decided by vote of a majority of those present, unless a different vote is required
222 by law, the Articles of Organization, or these By-Laws.

223

224 Section 14. Action by Written Consent. Any action by the Directors may be
225 taken without a meeting if a written or electronic mail consent thereto is signed by all
226 the Directors and filed with the records of the Directors meetings. Such consent shall
227 be treated as a vote of the Directors for all purposes.

228

229 Section 15. Committees. The Directors may, by vote of a majority of the
230 number of Directors then in office, elect from their number an executive or other
231 committees and may, by like vote, delegate thereto some or all of their powers except
232 those which by law, the Articles of Organization, or these By-Laws they are prohibited
233 from delegating. Except as the Directors may otherwise determine, any such
234 committee may make rules for the conduct of its business but unless otherwise
235 provided by the Directors or in such rules, its business shall be conducted as nearly as
236 possible in the same manner as is provided by these By-Laws for the Directors. The
237 Directors shall have the power to fill vacancies in, change the membership of, or
238 disband, any such committee.

239

240 Section 16. Telephone Conference Meetings. The Directors or the members
241 of any committee may participate in a meeting of the Directors or such committee by
242 means of a conference telephone or similar electronic communications by means of
243 which all persons participating in the meeting can hear each other at the same time, and

244 participation by such means shall constitute presence in person at a meeting.
245

246 ARTICLE IV
247 OFFICERS

248
249 Section 1. Enumeration. The officers of the corporation shall be a President, a
250 Treasurer, a Clerk, and such Vice Presidents, Assistant Treasurers, Assistant Clerks,
251 Secretary, Assistant Secretaries, and other officers as may from time to time be
252 determined by the Directors. The Board of Directors may appoint one of its Directors to
253 the office of Chairman of the Board and from time to time define the powers and duties
254 of that office.
255

256 Section 2. Election and Vacancies. The President, Vice President, Treasurer
257 and Clerk shall be elected biennially by the Directors at their first meeting following the
258 relevant annual meeting of members, or the special meeting held in lieu thereof. Other
259 officers may be chosen by the Directors at such meeting or at any other meeting. Any
260 vacancy at any time existing in any office may be filled by the Directors at any meeting
261 and such successor in office shall hold office for the unexpired term of their
262 predecessor.
263

264 Section 3. Qualification. The President and Vice President must be Directors.
265 Any two or more offices may be held by the same person. The Clerk shall be a resident of
266 Massachusetts unless the corporation has a resident agent appointed for the purpose of
267 service of process. Any officer may be required by the Directors to give bond for the
268 faithful performance of their duties to the corporation in such amount and with such
269 sureties as the Directors may determine. The premiums for such may be paid by the
270 corporation.
271

272 Section 4. Tenure. Except as otherwise provided by law, by the Articles of
273 Organization or by these By-Laws, each of the President, Vice President, Treasurer and Clerk
274 shall hold office for a term of two years and thereafter in two-year terms until their
275 successor is chosen and qualified.

276 Section 5. Resignation. Any officer may resign by delivering their written
277 resignation to the corporation at its principal office or to the President or Clerk, and
278 such resignation shall be effective upon receipt unless it is specified to be effective at

279 some other time or upon the happening of some other event.

280

281 Section 6 Removal. The Directors may remove any officer appointed by the
282 Directors with or without cause by a vote of a majority of the entire number of Directors
283 then in office; provided, that an officer may be removed for cause only after reasonable
284 notice and opportunity to be heard by the Board of Directors prior to action thereon.

285

286 Section 7. President. The President, when present, shall preside at all
287 meetings of the members and of the Directors. They shall be the chief executive
288 officer of the corporation except as the Board of Directors may otherwise provide. It
289 shall be their duty and they shall have the power to see that all orders and resolutions
290 of the Directors are carried into effect. They shall from time-to-time report to the
291 Directors all matters within their knowledge, which the interests of the corporation
292 may require to be brought to its notice. The President shall perform such duties and
293 have such powers additional to the foregoing as the Directors shall designate.

294

295 Section 8. Vice President. In the absence or disability of the President, their
296 powers and duties shall be performed by the Vice President, if only one, or, if more than
297 one, by the one designated for the purpose by the Directors. Each Vice President shall
298 have such other powers and perform such other duties as the Directors shall from time
299 to time designate. The Directors may assign to any Vice President the title of Executive
300 Vice President, Senior Vice President and any other title selected by the Directors.

301

302 Section 9. Treasurer. The Treasurer shall, subject to the direction of the
303 Directors, have general charge of the financial affairs of the corporation and shall cause
304 accurate books of accounts to be kept. They shall have custody of all funds, securities,
305 and valuable documents of the corporation, except as the Directors may otherwise
306 provide. They shall promptly render to the President and to the Directors such
307 statements of their transactions and accounts as the President and Directors
308 respectively may from time to time require. The Treasurer shall perform such duties
309 and have such powers additional to the foregoing as the Directors may designate.

310

311 Section 10. Assistant Treasurers. In the absence or disability of the Treasurer,
312 their powers and duties shall be performed by the Assistant Treasurer, if only one, or, if
313 more than one, by the one designated for the purpose by the Directors. Each Assistant

314 Treasurer shall have such other powers and perform such other duties as the Directors
315 shall from time to time designate.

316

317 Section 11. Clerk. The Clerk shall record in books kept for the purpose, all votes
318 and proceedings of the members and, if there be no Secretary or Assistant Secretary, of
319 the Directors at their meetings The Clerk shall perform such duties and have such powers
320 additional to the foregoing as the Directors shall designate.

321

322 Section 12. Assistant Clerks. In the absence of the Clerk from any meeting of the
323 members or, if there be no Secretary or Assistant Secretary, from any meeting of the
324 Directors, the Assistant Clerk, if one be elected, or, if there be more than one designated
325 for the purpose by the Directors, otherwise a Temporary Clerk designated by the person
326 presiding at the meeting, shall perform the duties of the Clerk. Each Assistant Clerk shall
327 have such other powers and perform such other duties as the Directors may from time to
328 time designate.

329

330 Section 13. Secretary and Assistant Secretaries. If a Secretary is elected, they
331 shall keep a record of the meetings of the Directors and in their absence, an Assistant
332 Secretary, if one be elected, or, if there be more than one, the one designated by the
333 person presiding at the meeting, shall perform the duties of the Secretary. Each
334 Assistant Secretary shall have such powers and perform such other duties as the
335 Directors may from time to time designate.

336

337

ARTICLE V

338

INSPECTION OF RECORDS

339

340 Books, accounts, documents, and records of the corporation shall be open to
341 inspection by any Director at all times during the usual hours of business. The original,
342 or attested copies, of the Articles of Organization, By-Laws, and records of all
343 meetings of the incorporators and members, and membership records which shall
344 contain the names of all members and their record addresses, shall be kept in
345 Massachusetts at the principal office of the corporation, or at an office of the Clerk or
346 the resident agent, if any, of the corporation. Said copies and records need not all be
347 kept in the same office. They shall be available at all reasonable times for inspection
348 by any member for any proper purpose but not to secure a list of members or other
349 information for the purpose of selling said list or information or copies thereof or of

350 using the same for a purpose other than in the interest of the applicant, as a member,
351 relative to the affairs of the corporation.

352
353 ARTICLE VI

354 CHECKS, NOTES, DRAFTS AND OTHER INSTRUMENTS

355 Checks, notes, drafts, and other instruments for the payment of money drawn
356 or endorsed in the name of the corporation may be signed by any officer or officers or
357 person or persons authorized by the Directors to sign the name. No officer or person
358 shall sign any such instrument as aforesaid unless authorized by the Directors to do so.
359

360 ARTICLE VII

361 SEAL

362
363 The seal of the corporation shall be circular in form, bearing its name, the word
364 "Massachusetts", and the year of its incorporation. The Treasurer shall have custody
365 of the seal and may affix it (as may any other officer if authorized by the Directors) to
366 any instrument requiring the corporate seal.
367
368
369

370 Article VIII

371 INTERESTS: MEMBERS, DIRECTORS AND OFFICERS

372 The Directors shall have the power to fix their compensation from time to time.
373 No contract or transaction between the corporation and one or more of its members,
374 Directors or officers, or between the corporation and any other corporation,
375 partnership, association, or other organization in which one or more of its members,
376 Directors or officers are directors or officers, or have a financial or other interest, shall
377 be void or voidable solely for this reason, or solely because the member, Director or
378 officer is present at or participates in the meeting of the members or the Board of
379 Directors or committee thereof which authorizes the contract or transaction, or solely
380 because their or their votes are counted for such purpose, nor shall any member,
381 Director or officer be under any liability to the corporation on account of any such
382 contract or transaction if:

383 (I) The material facts as to their relationship or interest and as to the contract or
384 transaction are disclosed or are known to the Board of Directors or the committee, and

385 the Board or committee authorized the contract or transaction by the affirmative votes
386 of a majority of the disinterested Directors, even though the disinterested Directors be
387 less than a quorum; or

388 (2) The material facts as to their relationship or interest and as to the contract
389 or transaction are disclosed or are known to the members entitled to vote thereon,
390 and the contract or transaction is specifically approved by vote of the members; or

391 (3) The contract or transaction is fair as to the corporation as of the time it is
392 authorized, approved, or ratified, by the Board of Directors, a committee thereof, or
393 the members.

394 Common or interested Directors may be counted in determining the presence of a
395 quorum at a meeting of the Board of Directors or of a committee which authorizes the
396 contract or transaction, and if they are members, their votes may be counted for the
397 purpose of a vote by the members approving such contract or transaction.
398

399 ARTICLE IX
400 INDEMNIFICATION

401
402 The corporation shall, to the extent legally permissible, indemnify any person
403 serving or who has served as a Director, officer, employee or other agent of the
404 corporation, or at its request as a Director, officer, employee or other agent of any
405 organization, or at its request in any capacity with respect to any employee benefit plan,
406 against all liabilities and expenses, including amounts paid in satisfaction of judgments, in
407 compromise or as fines and penalties, and counsel fees, reasonably incurred by them in
408 connection with the defense or disposition of any action, suit or other proceeding,
409 whether civil or criminal, in which they may be involved or with which they may be
410 threatened, while in office or thereafter, by reason of their being or having been such a
411 Director or officer (or in any capacity with respect to any employee benefit plan), except
412 with respect to any matter as to which they shall have been adjudicated in any
413 proceeding not to have acted in good faith in the reasonable belief that their action was
414 in the best interests of the corporation (or, to the extent that such matter relates to
415 service with respect to an employee benefit plan, in the best interest of the participants
416 or beneficiaries of such employee benefit plan); provided, however, that as to any matter
417 disposed of by a compromise payment by such person, pursuant to a consent decree or
418 otherwise, no indemnification either for said payment or for any other expenses shall be
419 provided unless such compromise and indemnification therefor shall be approved:

420 (i) by a majority vote of a quorum consisting of disinterested Directors;

421 (ii) if such a quorum cannot be obtained, then by a majority vote of a
422 committee of the Board of Directors consisting of all the disinterested Directors;

423 (iii) if there are not two or more disinterested Directors in office, then by a
424 majority of the Directors then in office, provided they have obtained a written finding by
425 special independent legal counsel appointed by a majority of the Directors to the effect
426 that, based upon a reasonable investigation of the relevant facts as described in such
427 opinion, the person to be indemnified appears to have acted in good faith in the
428 reasonable belief that their action was in the best interests of the corporation (or, to
429 the extent that such matter relates to service with respect to an employee benefit
430 plan, in the best interests of the participants or beneficiaries of such employee
431 benefit plan);

432 (iv) by a majority vote of the members which majority may include interested
433 members, Directors, and officers; or

434 (v) by a court of competent jurisdiction.

435
436 If authorized in the manner specified above for compromise payments, expenses
437 including counsel fees, reasonably incurred by any such person in connection with the
438 defense or disposition of any such action, suit or other proceeding may be paid from
439 time to time by the corporation in advance of the final disposition thereof upon receipt
440 of (a) an affidavit by such individual of their good faith belief that they have met the
441 standard of conduct necessary for indemnification under this Article, and (b) an
442 undertaking by such individual to repay the amounts so paid to the corporation if it is
443 ultimately determined that indemnification for such expenses is not authorized by law or
444 under this Article, which undertaking may be accepted without reference to the financial
445 ability of such person to make repayment.

446 If both the corporation and any person to be indemnified are parties to an
447 action, suit or proceeding (other than an action or suit by or in the right of the
448 corporation to procure a judgment in its favor), counsel representing the corporation
449 therein may also represent such indemnified person (unless such dual representation
450 would involve such counsel in a conflict of interest in violation of applicable principles
451 of professional ethics), and the corporation shall pay all fees and expenses of such
452 counsel incurred during the period of dual representation other than those, if any, as
453 would not have been incurred if counsel were representing only the corporation; and
454 any allocation made in good faith by such counsel of fees and disbursements payable
455 under this paragraph by the corporation versus fees and disbursements payable by any

456 such indemnified person shall be final and binding upon the corporation and such
457 indemnified person. The right of indemnification hereby provided shall not be exclusive
458 of or affect any other rights to which any such indemnified person may be entitled.
459 Nothing contained in this Article shall affect any rights to indemnification to which
460 corporate personnel other than the persons designated in this Article may be entitled
461 by contract, by vote of the Board of Directors, or otherwise under law.

462 As used in this Articles the terms "person", "Director", "officer", "employee",
463 and "agent" include their respective heirs, executors, and administrators, and an
464 "interested" Director or officer is one against whom in such capacity the proceedings
465 in question or other proceedings on the same or similar grounds is then pending.

466 If any term or provisions of this Article, or the application thereof to any person
467 or circumstances, shall to any extent be held invalid or unenforceable, the remainder of
468 this Article, or the application of such term or provision to persons or circumstances
469 other than those as to which it is held invalid or unenforceable, shall not be affected
470 thereby, and each term and provision of this Article shall be held valid and be enforced
471 to the fullest extent by law.

472

473

ARTICLE X

474

AMENDMENTS

475 These By-Laws may at any time be amended by vote of the members, provided
476 that notice of the substance of the proposed amendments is stated in the notice of the
477 meeting. If authorized by the Articles of Organization, the Directors may also make,
478 amend, or repeal these By-laws, in whole or in part, except with respect to Articles VIII
479 and IX or any other provision thereof which by law, the Articles of Organization, or these
480 By-Laws requires action by the members. No later than the time of giving notice of the
481 meeting of members next following the making, amending, or repealing by the Directors
482 of any By-Law, notice thereof stating the substance of such change shall be given to all
483 members entitled to vote on amending the By-Laws. Any By-law adopted by the
484 Directors may be amended or repealed by the members.