

BYLAWS
of
ILLINOIS VALLEY PUBLIC TELECOMMUNICATIONS CORPORATION

ARTICLE I
Offices

The name of the Corporation is Illinois Valley Public Telecommunications Corporation. It shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II
Purposes

The purposes for which the Corporation is organized are exclusively charitable, scientific, literary and educational with the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States. The activities of the Corporation shall consist primarily of engaging in and encouraging non-commercial educational telecommunications by radio, television, or other means and incidentally of preparing and disseminating information and historical, literary, scientific, medical, artistic, musical, and other material having educational value.

ARTICLE III
Members

The Corporation shall not have members.

ARTICLE IV
Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

SECTION 2. NUMBER, TENURE, AND QUALIFICATIONS. Directors shall be elected by an affirmative vote of two-thirds of the Board of Directors at the Annual Board meeting for a term of three (3) years or until their successors shall be duly elected and qualified. The Governance Committee shall review the activities of those Directors near or at the completion of his or her term to make a recommendation for an additional term for up to three

(3) terms total not to exceed nine (9) years. The Board of Directors shall consider engagement in committees and board meetings and financial support to the Corporation in making such recommendations. Recommendations for additional terms shall be consistent with the Corporation's mission and shall not be based on the Director's political, religious, or social affiliations. The number of Directors shall be a range between sixteen (16) and twenty (20) as shall be specified by resolution of the Board of Directors from time to time. No decrease shall have the effect of shortening the term of an incumbent Director. Directors shall be divided into three (3) classes with each class consisting as nearly as may be one-third of the entire Board of Directors. Each such class of Directors, consisting of one-third of the Directors, shall be elected each year. Directors may serve three (3) consecutive elective terms with each term expiring on June 1. Any former Director who has been out of office two (2) years or more shall be eligible for election to the Board. The President shall be an ex officio member of the Board of Directors.

SECTION 3. REGULAR MEETINGS. An Annual Meeting of the Board of Directors shall be held each year without other notice than these Bylaws. The Board of Directors shall meet regularly at such other times as designated by the Board of Directors provided that the Board of Directors shall meet at least four (4) times each year.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the Chairman, the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board may specify any place as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice to each Director at his or her post office or electronic address as shown by the records of the corporation except that no special meeting of Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting. If mailed to a post office address, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given electronically, such notice shall be deemed to be delivered when the notice is posted. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless specifically required by law or by these bylaws.

SECTION 6. QUORUM. Attendance of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors are present at said meeting a majority of the Directors present may adjourn the meeting to another time without further notice. Directors may participate in and act at any meeting through the use of a conference

telephone or through virtual platforms including but not limited to Zoom Meetings, WebEx, and Microsoft Teams, or other communications equipment by means of which all persons participating in the meeting can communicate with each other and all such participants shall be included in determination of a quorum.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. No Director may act by proxy on any matter. Decisions affecting the management of endowment funds and the purchase or sale of real estate may be made only with the affirmative vote of at least two-thirds of the total Board membership.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director elected or appointed, as the case may be to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

SECTION 9. RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board of Directors. A Director may be removed by a vote of two-thirds of the Directors present at any meeting at which a quorum is present. The absence of any member of the Board from three (3) consecutive meetings shall make him/her subject to removal.

SECTION 10. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if a consent, in writing, setting forth the action taken, is signed by all of the Directors entitled to vote.

SECTION 11. COMPENSATION. The Directors shall not receive compensation for service as a Director. However, by resolution of the Board of Directors, the Directors may be paid their reasonable and necessary expenses, if any.

SECTION 12. PRESUMPTION OF ASSENT. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

SECTION 13. HONORARY DIRECTORS. The Board of Directors may designate, from time to time, Honorary Directors who may receive notice of meetings but shall not be entitled to vote and shall not be counted in determining a quorum for the transaction of business.

ARTICLE V
Officers

SECTION 1. OFFICERS. The Officers of the Corporation shall be a Chairman, Vice Chairman, President, one (1) or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary, and such other Officers as may be elected or appointed by the Board of Directors. Authority to elect or appoint Officers is exclusively reserved by the Board of Directors. Officers whose authority and duties are not prescribed in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person. Except for the Chairman and Vice Chairman, Officers need not be Directors of the Corporation.

SECTION 2. ELECTION AND TERM OF OFFICE. The Chairman of the Corporation shall be elected for a term of two (2) years. The Chairman may continue serving in his or her role for one (1) additional year by an affirmative vote of two-thirds of the Board of Directors at the Annual Meeting. All other Officers shall be elected annually by an affirmative vote of two-thirds of the Board of Directors at the Annual Meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled, or new offices created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified, until his or her death, or until he or she shall resign or shall have been removed in the manner hereinafter provided. Election of an Officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

SECTION 4. CHAIRMAN. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors. The Chairman shall be Chairman of the Executive Committee and an ex-officio member of all standing committees. Subject to the approval of the Board of Directors, he or she shall appoint the chairmen and members of all standing committees.

SECTION 5. VICE CHAIRMAN. The Vice Chairman of the Board of Directors shall perform the duties of the Chairman of the Board of Directors in the event of his or her absence and shall perform such duties as may be assigned from time to time by the Board of Directors.

SECTION 6. PRESIDENT. The President shall be the principal non-voting executive officer of the Corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Corporation. He or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors. In general, he or she shall discharge all duties pertaining to the Office of President and such other duties as may be prescribed by the Board of Directors. Except in those instances

in which the authority to execute is expressly delegated to another Officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors or these bylaws, he or she may execute for the Corporation any contracts, deeds, mortgages, bonds, or other instruments that the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary, any Assistant Secretary, or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 7. VICE PRESIDENT. The Vice President (or in the event there be more than one (1) Vice President, each of the Vice Presidents) shall assist the President in the discharge of his or her duties as the President may in the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Vice Presidents, in the order designated by the Board of Directors, or by the Chairman of the Board if the Board of Directors has not made such a designation shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on the President.

SECTION 8. TREASURER. The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and subject to such terms and conditions as the Board of Directors shall determine.

SECTION 9. SECRETARY. The Secretary shall be responsible for (a) recording the minutes of the meetings of the members and of the Board of Directors in one (1) or more books provided for that purpose; (b) seeing that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) being a custodian of the corporate records and of the seal of the Corporation; (d) keeping a register of the post office and electronic addresses of each member that shall be furnished to the Secretary by such member; (e) certifying the bylaws, resolutions of the Board of Directors and committees thereof, and other documents of the Corporation as true and correct copies thereof and (e) performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 10. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

SECTION 11. SALARIES. The salaries of the Officers shall be fixed from time to time by the Board of Directors and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the Corporation.

ARTICLE VI
Committees and Community Advisory Board

SECTION 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more committees, each of which will consist of two (2) or more Directors and such other persons as the Board of Directors designates, provided that a majority of each committee's members are Directors. The Executive Committee, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it, him, or her by law. There is hereby established, in addition to an Executive Committee, a Governance Committee and an Audit Committee which are more fully described herein.

SECTION 2. TERM OF OFFICE. The Chairman shall, immediately following the Annual Meeting of the Board of Directors, appoint the chairmen and members of standing committees. The Chairman may appoint ad hoc advisory committees as he or she deems necessary in his or her sole discretion. Each member of a committee shall continue as such until the next Annual Meeting of the Board of Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

SECTION 3. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 4. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 5. RULES. Each committee shall be subject to rules, in the form of a committee charter, established for it by the Board of Directors provided that any such committee may adopt additional rules for its own governance not inconsistent with these bylaws or with rules established by the Board of Directors.

SECTION 6. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent, in writing, setting forth the action taken, is signed by all the members entitled to vote.

SECTION 7. EXECUTIVE COMMITTEE. The Executive Committee shall include the Chairman, Vice Chairman, President, Secretary, Treasurer and the immediate past Chairman and such other members appointed by the Chairman. This Committee shall act for the Board in the interim between Board meetings and shall oversee and direct the work of the Corporation as authorized by the Board. It shall not develop new policies without the approval of the Board nor pursue the administrative function of the President. All business transacted by the Executive Committee shall be reported in full at the next regularly scheduled meeting of the Board of Directors.

SECTION 8. GOVERNANCE COMMITTEE. The Governance Committee shall recommend persons to fill vacancies for Directors and Officers of the Corporation and shall propose a slate of Directors and Officers for consideration by the Board of Directors at each Annual Meeting. In either filling vacancies or proposing a slate of Directors, the Governance Committee shall consider persons representative of the following: primary, secondary and post- secondary education; cultural and scientific organizations; finance, business, technology and other professions; the geographic area served by the Corporation; and the demographic composition of the communities located within said geographic area.

SECTION 9. AUDIT COMMITTEE. The Audit Committee shall review periodically the books and records of the Corporation and conduct such other and further reviews of the operations of the Corporation as may be required or otherwise deemed necessary so as to maintain compliance with all applicable regulatory and legal requirements. It shall recommend annually an external auditor to review the financial records of the Corporation provided that any such external auditor shall be a licensed accountant who is qualified to perform the audit.

SECTION 10. COMMUNITY ADVISORY BOARD. The Community Advisory Board shall be deemed an advisory committee of the Corporation in compliance with Section 396(k)(8) of the Communications Act. Pursuant to the Act, the Community Advisory Board shall not exercise any control over the daily management or operation of the Board of Directors or the Corporation. The Community Advisory Board shall provide the Board of Directors with a report summarizing its activities related to the Corporation within fourteen (14) days following each meeting and otherwise remain in compliance with the Communications Act.

ARTICLE VII

Operating Procedures

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers or agent or agents of the Corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of

Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

SECTION 3. DEPOSITS. All funds of the Corporation shall be deposited on a timely basis to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. DONATIONS. The Board of Directors may accept on behalf of the corporation any donation, contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The terms or conditions imposed upon any transfer of assets to the Corporation, whether by gift or otherwise, shall be subject to approval of the Board of Directors. All property so transferred to the Corporation shall be held, managed, and administered as the Board of Directors may from time to time determine, subject to the terms, conditions and purposes, if any, prescribed by the transferor or donor. Distribution of unrestricted assets shall be subject to the approval of the Board of Directors.

SECTION 5. WHISTLEBLOWER PROTECTION. The Board of Directors, Officers, and employees of the Corporation maintain the highest standards of conduct and ethics. Any suspected fraudulent or dishonest use or misuse of the Corporation's resources or property by staff, the Board of Directors, Officers, consultants, or volunteers will be investigated. The Board of Directors, Officers, and employees of the Corporation are encouraged to report suspected fraudulent or dishonest conduct (i.e., to act as "whistleblower"). Any person's concerns about possible fraudulent or dishonest use or misuse of resources or property should be reported to his or her supervisor or, if suspected by a volunteer, to the staff member supporting the volunteer's work. If, for any reason, a person finds it difficult to report his or her concerns to a supervisor or staff member supporting the volunteer's work, the person may report the concerns directly to the Chairman. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to the Board of Directors. Suspected fraudulent or dishonest use or misuse of the Corporation's resources or property by a Board Director or Officer may be reported to the Corporation's legal counsel. No Director, Officer, or employee who in good faith reports a violation of any ethical violation shall suffer harassment, retaliation, or adverse employment consequence. Any member of the Board of Directors or Officer who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including immediate dismissal from the Board and/or employment.

ARTICLE VIII **Books and Records**

The Corporation shall keep correct and complete books and records of account in compliance with accepted accounting principles and all applicable laws. It shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX
Fiscal Year

The fiscal year shall be from July 1 through June 30.

ARTICLE X
Parliamentary Authority

The parliamentary authority for all meetings of the Board of Directors and committees shall be Robert's Rules of Order, Newly Revised, latest edition.

ARTICLE XI
Seal

The Corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Illinois." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

ARTICLE XII
Indemnification

SECTION 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

SECTION 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. RIGHT TO PAYMENT OF EXPENSES. To the extent that a Director, Officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

SECTION 4. DETERMINATION OF CONDUCT. Any indemnification under Sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 or 2 of this Article. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (c) by the members entitled to vote, if any.

SECTION 5. PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

SECTION 6. INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested

Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 7. INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

SECTION 8. NOTICE TO MEMBERS. If the Corporation has paid indemnity or has advanced expenses under this Article to a Director, Officer, employee, or agent, the Corporation shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.

SECTION 9. REFERENCES TO CORPORATION. For purposes of this Article, references to "the Corporation" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger that, if its separate existence had continued, would have had the power and authority to indemnify its Directors, Officers, employees, or agents, so that any person who was a Director, Officer, employee, or agent of such merging corporation, or was serving at the request of such merging corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have stood with respect to such merging corporation if its separate existence had continued.

SECTION 10. OTHER REFERENCES. For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Director, Officer, employee, or agent of the Corporation that imposes duties on or involves services by such Director, Officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

ARTICLE XIII **Conflict of Interest**

Any Director who has potential conflict of interest or substantial financial interest in

any business of the Corporation must disclose that interest to the Board of Directors and must refrain from discussing or voting on any such business and make whatever additional disclosure and take whatever additional action as may be required by law. All actions taken on matters that involve a possible conflict of interest shall clearly reflect in the minutes of such action, that the noted requirements have been met. All Directors shall be asked to sign a statement attesting to potential situations or conditions that would constitute a conflict of interest.

ARTICLE XIV **Amendments**

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors. Bylaws may be amended by a two-thirds affirmative vote of the total Board membership. Notice of the proposed amendment with a statement of the proposed amendment shall be given to each member at least five (5) days before the final action thereon. Such action may be taken at a regular or special meeting. The bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XV **Dissolution of Corporation**

In the event of the dissolution of the Corporation or other termination of its corporate existence, no part of the property or assets of the Corporation owned by it at the time of such dissolution or termination shall inure to the benefit of, or be paid or delivered to, any member, director, officer or employee thereof, or any private shareholder or individual, and all such property or assets, after payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, shall be delivered, conveyed and paid over to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which shall at the time be exempted or qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 as the same may have been amended (or corresponding provision of any future United States Internal Revenue law) as the members shall, by majority vote, determine.