

BYLAWS OF THE
SOCIETY FOR RESEARCH ON BIOLOGICAL RHYTHMS, INC.

(Adopted by unanimous vote May 26, 2010)

ARTICLE I.
PURPOSE

It shall be the purpose of the Society for Research on Biological Rhythms, Inc. (hereinafter called the "Corporation" or "SRBR") to promote the advancement of basic and applied scientific research in all aspects of biological rhythms. Activities related to this purpose include disseminating important research results and educating the general public about biological rhythmicity; developing and enhancing the education and training of students and researchers in this field; fostering interdisciplinary communication by convening conferences, publishing meritorious scientific articles, and employing other appropriate methods of communication; and engaging in such other conduct consistent with the Corporation's purpose.

ARTICLE II.
OFFICES

The principal office of the Corporation shall be located in the State of Delaware. The Corporation may have additional offices as the Board of Directors may establish or as the affairs of the Corporation may require.

ARTICLE III.
MEMBERS

Section 1. Classes of Members. The Corporation shall have three classes of members (collectively, the "Members"). The designation of each class and the qualifications and rights of the members of each class shall be as follows:

(a) *Regular Members.* Regular Members shall be persons who have demonstrated professional competence in and have made scientific contributions to the field of biological rhythms or a related field. Regular Members have full voting privileges in Corporation matters.

(b) *Emeritus Members.* Emeritus Members shall be persons who have retired from full-time employment and have been Regular Members of the Corporation for at least 10 years. Emeritus membership status may be requested at the time of annual membership renewal. Emeritus Members shall pay lower membership dues than Regular Members. Emeritus Members have full voting privileges in Corporation matters.

(c) *Trainee Members.* Trainee Members shall be persons engaged in undergraduate, predoctoral or postdoctoral education and training in biological rhythms. Trainee Members shall pay lower membership dues than Regular Members. Trainee Members do not have voting privileges in Corporation matters.

Section 2. Additional Classes. At its discretion the Board of Directors may create additional classes of membership.

Section 3. Procedure for Membership. Notwithstanding the requirements set forth in Section 1, those persons desiring new membership must submit an application, including a curriculum vitae and documented sponsorship by at least one Regular or Emeritus Member of the Corporation. Applications will be reviewed by the Membership Committee, and an affirmative vote of a majority of the members of the Membership Committee will be required for membership. All applications for membership shall be acted upon no later than the next regular meeting of the Membership Committee.

Section 4. Voting Rights. Each Regular and Emeritus Member shall be entitled to one vote on each matter submitted to a vote of the members. Regular and Emeritus Members shall hereafter be referred to collectively as Voting Members.

Section 5. Termination of Membership. Any Member who shall be in default in the payment of dues shall have their membership privileges automatically terminated. Membership may also be suspended or terminated for cause by an affirmative vote of two-thirds of all of the members of the Board of Directors, after an appropriate hearing.

Section 6. Reinstatement. A former Member whose membership privileges were terminated for default in the payment of dues shall be reinstated upon payment of dues owed for the current calendar year. A former Member whose membership privileges were terminated for cause may request reinstatement by filing a written request to the Board of Directors. An affirmative vote of two-thirds of all the members of the Board of Directors will be required to reinstate such former Member, upon such terms as the Board of Directors deems appropriate.

Section 7. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. General Meetings. A General Meeting of the Members shall be held at a time determined by the Board of Directors for the transaction of such business as may come before the meeting.

Section 2. Special Meetings. Special Meetings of the membership, or referendums, shall be called by affirmative vote of a majority of all the members of the Board of Directors, or by petition to the Board of Directors by not less than a quorum of the Corporation's Voting Members. Such Special Meetings shall be held without undue delay.

Section 3. Quorum. No fewer than fifteen percent of the Voting Members shall constitute a Quorum at any General or Special Meeting. If a Quorum is not present, the Meeting will be adjourned without further action.

Section 4. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any General or Special Meeting of the Members.

Section 5. Notice of Meetings. Written notice stating the place, day and hour, and the proposed agenda of any General or Special Meeting shall be delivered, either personally, by mail or by electronic transmission, to each Voting Member not less than fourteen days before the date of such meeting. In case of a Special Meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail twenty-one days before the date of such meeting, addressed to the Voting Member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid. If sent by electronic transmission, the notice of a meeting shall be deemed to be delivered on the date sent to the address of the Voting Member as it appears on the records of the Corporation.

Section 6. Proxies. Vote by proxy shall not be allowed.

Section 7. Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the Voting Members present at a meeting at which a quorum is present shall be necessary for the adoption thereof, unless a greater proportion is required by law or by these Bylaws. Except in cases where mail or electronic ballots are permitted under these Bylaws, voting may be accomplished by closed written ballot or by a roll call of the Voting Members, but if a closed written ballot is requested by at least ten Voting Members then a closed written ballot shall be taken.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors may appoint and employ an Executive Secretary or other staff who shall administer the business affairs of the Corporation and perform other duties as may be prescribed by the Board of Directors. Such individuals or organizations hired to provide services to, or conduct the business of, the Corporation may be compensated as approved by a majority of all the members of the Board of Directors. Board of Directors members shall be elected representatives of the Voting Members of the Corporation.

Section 2. Number, Tenure, and Qualifications. The number of members of the Board of Directors shall be seven, four of whom shall be the Officers of the Corporation (Article VI, Section 1) and three of whom shall be Voting Members. Any Voting Member of the Corporation shall be entitled to serve on the Board of Directors. Each member of the Board of Directors shall hold office for two years and until his/her successor has been elected and assumes office. New members of the Board of Directors shall assume office at the commencement of the Board meeting that is associated with, and either precedes or succeeds, the General Meeting of the Corporation, unless the Board of Directors shall designate some other time no later than four months after the General Meeting.

Section 3. Elections. Except as provided in Article VI, Section 4, members of the Board of Directors shall be elected by a majority vote of the Voting Members of the Corporation by mail or electronic means prior to the General Meeting of the Members. If the election shall not be held prior to such meeting, such election shall be held soon thereafter.

Candidates for each office shall be nominated at least 90 days prior to the election by a Nominating Committee duly appointed under the provisions of Article VII, Section 3. The Nominating

Committee shall indicate to the Secretary that each candidate has consented to be nominated and serve, if elected, and the Secretary shall then distribute the names of nominees to the Voting Members. If a petition signed by ten percent of the Voting Members, in hard copy or copies or individual e-mails, nominating a Member for an open position on the Board of Directors is received by the Secretary at least 60 days prior to the election, the name or names of such individuals so nominated shall be placed on the ballot. The ballot shall be deemed to be delivered when deposited in the United States mail addressed to the Voting Member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid, or on the date sent by electronic transmission as it appears on the records of the Corporation. Ballots shall be delivered not less than 45 days before the voting deadline and shall designate a specific date as the voting deadline. Each ballot shall contain at least two nominees for each vacancy. Ballots shall be returned to the Secretary or a designated staff member by mail or electronic means and shall be deemed valid if and only if received by the voting deadline. In case of a tie vote for a single position on the Board of Directors, a run-off election shall be held. In the event that there are multiple candidates for a single position, and none of these candidates receives a majority of votes cast, a run-off election shall be held between those two candidates with the highest numbers of votes. Such run-off elections shall be held by a special ballot mailed to Voting Members by mail or electronically or, at the discretion of the Board of Directors, distributed at the General Meeting of the Members. All of the above applies to the election of the three non-Officer 'at-large' members of the Board of Directors, except as follows: They will be elected from a common slate of at least five nominees. Each Voting Member of the Corporation shall be entitled to cast three votes, one for each of three different nominees. Those nominees with the three highest vote totals win election as the "at-large" members of the Board of Directors. In the event of a tie that precludes selection of only three winners, a run-off election shall be held.

Section 4. Regular Meetings. A Regular Meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately before or after, and at the same place as, the General Meeting of Members. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such Resolution.

Section 5. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the President or any two Committee members. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place as the place for holding any Special Meeting of the Board of Directors called by them, or by means of a conference telephone call or by any means of communication by which all persons participating in the meeting are able to communicate with one another.

Section 6. Notice. Notice of any Special Meetings of the Board of Directors shall be given at least four days prior to such meetings by written notice delivered personally, by facsimile, electronic transmission, or telephone to each member of the Board of Directors using the contact information as shown on the records of the Corporation. If sent by facsimile, electronic transmission, or telephone, the notice shall be deemed to be delivered on the date sent.

Section 7. Quorum. The presence of four of the seven voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum of the Board of Directors are present at said meeting, those present may adjourn the meeting without further notice until a quorum is present, when any business may be

transacted that may have been transacted at the meeting as originally called. Motions and votes in meetings where the participants comprise a quorum and can communicate with each other directly but are not physically together shall be recorded and such votes shall have the same force as in meetings in which these members are physically present.

Section 9. Manner of Acting. The act of a majority of the members of the Board of Directors participating in a meeting at which the Quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Action by Consent. Any action to be taken at any meeting of the members of the Board of Directors may be taken without a meeting if all the members of the Board of Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting of the members of the Board of Directors.

Section 11. Participation by Conference Telephone. Members of the Board of Directors or any committee may participate in a meeting of the Board or of a committee by means of a conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of all the remaining members of the Board of Directors, except as noted in Article VI, Section 4. A Member elected to fill a vacancy shall serve until the next scheduled election.

Section 13. Removal. The Board of Directors, by affirmative vote of two-thirds of all its members, may remove a member of the Board of Directors for cause after an appropriate hearing. Any member of the Board of Directors may also be removed from office by Voting Members of the Corporation whenever in their judgment the best interests of the Corporation would be served thereby. Petition for such removal signed by at least ten percent of the Voting Members of the Corporation shall be delivered to the Secretary, or to the President in case of a petition for removal of the Secretary, in hard copy or copies or individual e-mails. Receipt of the petition shall be acknowledged by notice to the Board of Directors and to the lead signatory of the petition. A referendum shall be distributed to the Voting Members of the Corporation within 30 days of receipt of the petition. The referendum ballot shall be deemed to be delivered when deposited in the United States mail addressed to the member of the Board of Directors at his/her address as it appears on the records of the Corporation, with postage thereon prepaid, or on the date sent by electronic transmission to the address of the member of the Board of Directors as it appears on the records of the Corporation. Ballots shall be delivered not less than 30 days before the voting deadline and shall designate a specific date as the voting deadline. An affirmative vote for removal shall be comprised of at least two-thirds of votes received and a majority of those eligible to vote. Upon such removal, the remaining members of the Board of Directors shall appoint a replacement to serve until the next election of officers. If it is the President who is removed, the President-Elect shall serve in his/her place.

Section 14. Compensation. Members of the Board of Directors as such shall not receive any compensation for their services, but by resolution of a majority of all members of the Board of Directors, a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors, or for travel or other expenses incurred on behalf of the Corporation at the behest of the Board of Directors.

Section 15. Ex-officio Members. Ex-officio Members shall be appointed by the Board of Directors at its discretion and shall include, but are not limited to, the immediate Past-President and the Editor of the official journal of the corporation. Ex-officio Members do not have voting privileges in Corporation matters.

ARTICLE VI. OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a President, President-Elect, Secretary, and Treasurer. No two offices may be held by the same person at one time. In addition to the Officers required by these By-laws, the Board of Directors may appoint from time to time one or more other officers and agents of the corporation who shall have such titles, powers and duties as shall be prescribed by the members of the Board of Directors.

Section 2. Election and Term of Office. The Officers shall be elected in the manner prescribed in Article V, Section 3. The term of office shall be as provided under Article V, Section 2.

Section 3. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He/she shall preside at meetings of the Members and of the Board of Directors. He/she may sign, as can the Treasurer or any other proper officer or agent of the Corporation authorized by the Board of Directors to do so, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors.

Section 4. President-Elect. The President-Elect shall perform such duties as from time to time may be assigned to him/her by the President or by the Board of Directors. Upon the completion of the term of the President, or in the event of a vacancy in the office of the President, the President-Elect shall automatically become President of the Corporation.

Section 5. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; ensure the keeping of accurate books of account; provide an annual written report on the state of the finances of the Corporation to the Board of Directors and in general perform all the duties incident to the office of Treasurer and such other duties as may be assigned to him/her by the President or by the Board of Directors. Such duties may

be executed by an individual or organization as approved by affirmative vote of a majority of all members of the Board of Directors, with continued oversight by the Treasurer who retains responsibility.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books; keep a record of all resolutions and actions passed by the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; oversee elections; be custodian of the corporate records; keep a register of the contact information of each Member which shall be furnished to the Secretary by such Member; and in general perform all the duties incident to the office of Secretary and such other duties as may be assigned to him/her by the President or the Board of Directors. Such duties may be executed by an individual or organization as approved by affirmative vote of a majority of all members of the Board of Directors, with continued oversight by the Secretary who retains responsibility.

ARTICLE VII. COMMITTEES

Section 1. Committees of the Board of Directors. The Board of Directors, by resolution adopted by affirmative vote of a majority of all its members, may delegate such powers to individuals, organizations, or committees as it deems proper, except that no individual, organization, or committee shall have the authority of the Board of Directors in reference to electing, appointing, or removing any member of any such committee or any member of the Board of Directors or Officer of the Corporation; amending the Articles of Incorporation; restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors. Such delegation, if to the President, shall be considered to have taken place if the Board of Directors affirms it before or after the action taken. The delegation of authority to an individual, organization, or committee shall not operate to relieve the Board of Directors, or any individual, of any responsibility imposed upon it or him/her by law.

Section 2. Membership Committee. The Board of Directors shall establish a Membership Committee with the Secretary as its Chair. Its purpose shall be to review qualifications of persons nominated for all classes of membership and to elect those qualified under the provisions of Article III, Section 3. This Committee shall also consider other matters related to procedures and policies of membership in the Corporation and to assume such other duties as from time to time may be assigned to it by the Board of Directors. The Membership Committee shall be appointed by the President with the advice and consent of the Board of Directors. Some of its duties may be executed by an individual or organization as approved by a majority of all members of the Board of Directors, with continued oversight by the Secretary who retains responsibility.

Section 3. Nominating Committee. There shall be a Nominating Committee of three or more Voting Members of the Corporation whose purpose shall be to nominate candidates for election to membership on the Board of Directors under the provisions of Article V, Section 3. The

Nominating Committee shall be appointed prior to each election by the President with the advice and consent of the Board of Directors, and its composition shall be announced to the Members.

Section 4. Program Committee. There shall be a Program Committee to develop and determine the scientific content of the General Meetings of the Corporation. The President, with the advice and consent of the Board of Directors, shall appoint the Program Committee Chair. The Program Committee Chair shall consult with the President in selecting Members of the Corporation to serve on the Program Committee.

Section 5. Other Committees. At its discretion, the Board of Directors may establish from time to time other committees, *ad hoc* or permanent, such as, but not limited to, a Bylaws Committee, a Meeting Site Selection Committee, a Contract (e.g., with a publisher) Committee, or a Search Committee (for Editor or other staff). Their duties, authority to act, and the terms of their members shall be specified when they are formed, and their members shall be appointed by the President, with the advice and consent of the Board of Directors.

Section 6. Term of Office. Except as otherwise provided in this Article, each member of a committee shall continue as such until the term of office as designated by the Board of Directors expires and until his/her successor is appointed, unless the committee shall be sooner terminated. The Board of Directors, by affirmative vote of two-thirds of all its members, may remove a member of a committee for cause after an appropriate hearing.

Section 7. Chairperson. One member of each committee shall be appointed chairperson by the President, unless otherwise provided by these Bylaws.

Section 8. 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 9. Quorum. Unless otherwise provided in the resolution of the Board of Directors establishing a committee, or in these Bylaws, 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 10. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII.

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors, by an affirmative vote of a majority of all of its members, may authorize any officer or officers, 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.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by two such

officers or agents of the Corporation and in such manner as provided by these Bylaws or shall 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 and by the President.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation at such banks, trust companies or other depositories as the Treasurer or agent or agents of the Corporation may select with advice and consent of the Board of Directors.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

Section 5. Funds. The Board of Directors shall seek to obtain such other funds as necessary to fulfill the goals of the Corporation in accordance with its charitable, educational, and scientific purposes.

ARTICLE IX. PUBLICATIONS

Section 1. Journal of Biological Rhythms. The *Journal of Biological Rhythms (Journal)* is currently the official journal of the Corporation by contractual arrangement with its publisher and owner. Any major change in the relationship between the Corporation and the *Journal* or its publisher shall require an affirmative vote of a majority of all members of the Board of Directors.

Section 2. Editor. The Editor of the official journal of the Corporation shall be appointed by the Board of Directors after nomination by a committee duly appointed for this purpose. At least three Voting Members of the Corporation shall comprise the Editorial Search Committee, and they shall be appointed by the President, with the advice and consent of the Board of Directors. The Editor shall act as the Corporation's agent in determining the journal's contents, in relations with the publisher, and in fulfilling requirements of the Corporation's contract with the publisher. Editor's duties, term, and compensation shall be stipulated by agreement between said Editor and the Corporation. The Editor shall serve as a member *ex officio* on the Board of Directors.

Section 3. Other Publications. The Corporation, by an affirmative vote of a majority of all members of the Board of Directors, may establish, commission, produce, and/or publish web pages, films, videos, CD's, newsletters, journals, and/or other informational vehicles consistent with the purposes of the Corporation provided such activities are allowed by law and contractual obligations.

Section 4. Subscription. All Members in good standing shall receive the official journal of the Corporation as a benefit of membership.

ARTICLE X. DUES

Section 1. Annual Dues. The Board of Directors may, from time to time, change the amount of annual dues payable to the Corporation by Members.

Section 2. Payment of Dues. Dues for the initial year of membership shall be payable at the time of application and shall provide the benefits of membership for the remainder of the calendar year. Renewal dues for subsequent years of membership are due by December 31st of the preceding year.

Section 3. Default and Termination of Membership. When any Member shall be in default in payment of dues, his/her membership is terminated as provided in Article III, Section 5 of these Bylaws.

ARTICLE XI. INDEMNIFICATION

Section 1. Definitions. For purposes of this Article

(a) “*Director*” or “*Officer*” means any person serving as a director of the Corporation or in any other office filled by appointment or election by the Board of Directors and also includes (i) a Director or Officer of the Corporation serving at its request as a director, officer, employee, trustee, partner or other agent of another organization, and (ii) any person who formerly served as a Director or Officer;

(b) “*Expenses*” mean (i) all expenses (including attorneys’ fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Article, (ii) such expenses incurred in connection with a Proceeding initiated by a Director or Officer as may be approved by the Board of Directors, and (iii) any judgments, awards, fines or penalties paid by a Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding; and

(c) “*Proceeding*” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and any claim which could be the subject of a Proceeding.

Section 2. Right to Indemnification. Except as limited by law or by Delaware Statutory Law and to the extent that the Corporation’s exemption from federal taxation is not adversely affected thereby, the Corporation may indemnify its Directors and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as a Director or Officer, except that (i) no indemnification shall be provided for any Director or Officer regarding a matter as to which it shall be determined pursuant to Section 5 of this Article or adjudicated that he or she did not act in good faith and in the reasonable belief that his or her action was in the best interests of the Corporation, or with respect to a criminal matter, that he or she had reasonable cause to believe that his or her conduct was unlawful, and (ii) no indemnification shall be provided for any Director or Officer with respect to any Proceeding by or in the right of the Corporation or alleging that a Director or Officer received an improper personal benefit if he or she is adjudged liable to the Corporation in such Proceeding or, in the absence of such an adjudication, if he or she is determined to be ineligible for indemnification under the circumstances pursuant to Section 5 of this Article.

Section 3. Settled Proceedings. If a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon a Director or Officer, no indemnification shall be provided to him or her with respect to such proceeding if it is determined pursuant to Section 5 of this Article

on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

Section 4. Advance Payments. Except as limited by law, Expenses incurred by a Director or Officer in defending any Proceeding, may be paid by the Corporation to said Director or Officer in advance of final disposition of the Proceeding upon receipt of his or her written undertaking to repay such amount if he or she is determined pursuant to Section 5 of this Article or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Director or Officer is ineligible for indemnification.

Section 5. Determinations; Payments. The determination of whether a Director or Officer is eligible or ineligible for indemnification under this Article and the amount of indemnification to be paid shall be made in each instance by (a) a majority of the members of the Board of Directors or a committee thereof who are not parties to the Proceeding in question, (b) independent legal counsel appointed by a majority of such members of the Board of Directors, or if there are none, by a majority of the members of the Board of Directors in office, or (c) a vote of the Members who are not parties to the Proceeding in question. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article.

Section 6. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any agent, employee, director or officer against any liability or cost incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability or cost.

Section 7. Responsibility With Respect to Employee Benefit Plan. If the Corporation or any of its Directors or Officers sponsors or undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then for purposes of indemnification of such persons under this Article (i) a “Director” or “Officer” shall be deemed to include any Director or Officer of the Corporation who serves at its request in any capacity with respect to said plan, (ii) such Director or Officer shall not be deemed to have failed to act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of the participants or beneficiaries of said plan, and (iii) “Expenses” shall be deemed to include any taxes or penalties imposed on such Director or Officer with respect to said plan under applicable law.

Section 8. Heirs and Personal Representatives. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of a Director or Officer.

Section 9. Non Exclusivity. The provisions of this Article shall not be construed to limit the power of the Corporation to indemnify its Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the Corporation shall have power to indemnify any of its agents or employees who are not Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The

absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

Section 10. Amendment. The provisions of this Article may be amended or repealed by the Voting Members only; however, no amendment or repeal of such provisions which adversely affects the rights of a Director or Officer under this Article with respect to his or her acts or omissions at any time prior to such amendment or repeal, shall apply to him or her without his or her consent.

ARTICLE XII. MISCELLANEOUS

Section 1. Fiscal year. The fiscal year of the Corporation shall begin on September 1 and end on August 31 of each year.

Section 2. Resident Agent. The members of the Board of Directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the Corporation. Said resident agent shall be either an individual who is a resident of and has a business address in Delaware, a corporation organized under the laws of Delaware, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Delaware.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership, Board of Directors, and committees having any of the authority of the Board of Directors. The Corporation shall also keep a record giving the names and addresses of Directors, Officers, Members, committee members, and agents of the Corporation. Said copies and records need not all be kept in the same office. All books and records of the Corporation may be inspected by any Member, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 4. Articles of Organization. All references in these By laws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the Corporation, as amended and in effect from time to time.

Section 5. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Voting Members responding by mail or electronic ballot, or at any Regular or Special Meeting of the Corporation, provided that a Quorum of Voting Members participates in the balloting.

Amendments to the Bylaws may be proposed by a majority of the Board of Directors or by petition, in hard copy or copies or individual e-mails, submitted to the Secretary and signed by ten percent of the Voting Members of the Corporation. Proposed amendments shall be distributed to the Members for action without undue delay.

When a proposal to amend or revise the Bylaws is to be decided at a Regular or Special Meeting of the Corporation, the motion to amend shall be provided to Members by mail or electronic means prior to, or together with, the Notice of Meeting, which shall be provided as described in Article IV, Section 5.

When a proposal to amend or revise the Bylaws is to be decided by mail or electronic means, the ballot shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Corporation, with postage thereon prepaid, or on the date sent by electronic transmission as it appears on the records of the Corporation. Ballots shall be delivered not less than 45 days before the voting deadline and shall designate a specific date as the voting deadline. Ballots shall be returned to the Secretary or a designated staff member by mail or electronic means and be deemed valid if and only if received by the voting deadline.