

# ROWING INDUSTRY TRADE ASSOCIATION INC.

## BYLAWS

### Bylaw 1. Definitions

1. Name. The name of the Corporation shall be as set forth in the Articles of Incorporation filed with the Vermont Secretary of State on December 18, 2019 (as they may be amended from time to time, the “Articles”) as Rowing Industry Trade Association Inc. (referred to in this Bylaws as “RITA” or the “Corporation”).
2. Office.
  - 2.1. The location of the initial principal office of the Corporation is as set forth in the Articles.
  - 2.2. Thereafter, the principal office of the Corporation shall be at such location as the board of directors from time to time determine.
3. Corporate Seal.
  - 3.1. Means the common seal of the Association (if any).
4. Mission.
  - 4.1. RITA is a Vermont not-for-profit business corporation dedicated to the promotion of the membership’s interests via consultative and collaborative engagement throughout the rowing community.
5. Values. The core values of RITA are as follows:
  - 5.1. Professionalism, Safety, Consultation, Inclusion, Engagement, Sustainability.
6. Objectives and Purposes. The specific objectives and purposes of RITA are as follows:
  - 6.1. Encourage Professionalism among members for mutual benefit.
  - 6.2. Contribute to the implementation of the safety of the sport of Rowing.
  - 6.3. Engage with the Governing bodies of the sport and provide representation and advocacy which ensures a positive impact on the sustainability and health of Rowing
  - 6.4. Provide expert guidance in key areas of the sport.

## Bylaw 2. Membership

1. Eligibility. Members of RITA must meet the following criterion:
  - 1.1. Must be a for-profit businesses; and
  - 1.2. Must be within the rowing landscape, including but not limited to indoor, Olympic, Coastal, Touring, Recreational, and rowing-related tourism.
  - 1.3. Approval by the Board of Directors.
2. Classes of Membership.
  - 2.1. The Corporation shall have the following three classes of Membership allowing Members to choose their preferred level based on the dues they are willing to pay. Each class of membership shall have the same rights unless otherwise provided in these Bylaws.
    - 2.1.1. Associate Member: Intended to be a low-cost entry point for small companies or new members.
    - 2.1.2. Regular Member: Intended to be the standard membership level.
    - 2.1.3. Premium Member: Intended to offer more voting rights for companies willing to support RITA at a higher dues level.
  - 2.2. Founding Member: A Founding Member is a membership level that recognizes initial Members of the Corporation who contributed at or above the Premium Member level, or subsequent Members who contribute at a substantial level through dues or other contributions, as determined by the Board of Directors. For purposes of these Bylaws, Founding Members have all of the same rights as Premium Members, and any reference to Premium Members shall include those members who may be designated a Founding Member.
  - 2.3. Membership interests will not be represented by shares or certificates of any kind.
3. Dues
  - 3.1. Annual dues for each shall be set at such amounts recommended annually by the Board of Directors
  - 3.2. Dues for the Corporation's first fiscal year shall be as provided below:
    - 3.2.1. Associate Member: \$300
    - 3.2.2. Regular Member: \$600

3.2.3. Premium Member: \$3,000

3.3. Due shall be due and collected annually, within 30 days of anniversary date of membership, unless otherwise determined by the Board of Directors.

4. Membership Expectations.

4.1. It is expected members will conduct themselves in accordance with the mission, values and policies of RITA.

5. Suspension of Membership.

5.1. The Board of Directors has the right to suspend a Member for:

5.1.1. Violations of the Bylaws.

5.1.2. Conduct detrimental to the mission and values of RITA, as determined by the Board of Directors.

5.1.3. Failure to pay annual dues when due.

5.2. Prior to the suspension of a member for any reason other than failure to pay annual dues when due, the Board of Directors shall hold a hearing, open to all RITA Members.

5.2.1. The Board of Directors must provide at least 14 days' notice of the hearing to the RITA membership.

5.2.2. Burden of Proof: The party proposing the suspension must establish the facts supporting the suspension by a preponderance of evidence (i.e., more likely true than not true). This evidence will be presented in writing.

5.2.3. The Member shall be given a fair and reasonable opportunity to dispute the charges, and/or provide an explanation for their actions.

5.2.4. The Board of Directors must use reasonable efforts to render a decision within 5 business days of the hearing, and prepare and deliver a written decision within 15 business days of the hearing. The written decision must contain (i) findings of material facts, (ii) conclusions, and (iii) the final determination of the Board.

5.3. During the period when a Member is suspended from the Corporation, the Member shall not be entitled to the exercise of any privileges or rights of membership in the Corporation, including without limitation the right to attend meetings and the right to vote.

## 6. Termination or Denial of Membership.

6.1. The Board of Directors has the right to terminate a Member's membership after a period of one year following the Member's suspension if the reason for the suspension is not rectified to the satisfaction of the Board.

6.2. The Board of Directors has the right to deny membership to any party if it has reason to believe such party's past or current actions would violate Section 5.

## 7. Member Voting Rights.

7.1. At meetings.

7.1.1. Voting in person at meetings is permitted.

7.2. By Proxy.

7.2.1. Voting by proxy is permitted.

7.3. Electronic Voting.

7.3.1. When approved by the Board, an electronic voting method may be used with the intent of ensuring better representation of all Members.

7.4. Vote Weighting.

7.4.1. Member have voting rights based upon their membership tier, as follows:

7.4.1.1. Associate Member: No vote.

7.4.1.2. Regular Member: One vote.

7.4.1.3. Premium Member: Three votes.

## 8. Member Benefits.

8.1. Members will have access to all RITA position papers, proposals to governing bodies and working group reports, subject to any confidentiality restrictions that the Board of Directors may impose.

8.2. Members will have access to all industry news and updates that come into the possession of the Board of Directors.

## Bylaw 3. Board of Directors

### 1. Powers.

1.1. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation, and shall have the power to appoint and remove all officers and employees and prescribe their duties, not inconsistent with the provisions of these Bylaws, and generally shall have full power to do, or require to be done everything deemed necessary or expedient for the welfare of the Corporation.

1.2. The Board of Directors may delegate the management of day-to-day operation of the Corporation's business to its Chairperson, as well as to the Executive Committee (as provided below), or other person, provided that the Board of Directors will manage all of the Corporation's activities and affairs and that the Board of Directors will have ultimate direction regarding the exercise of all corporate powers.

### 2. Number of Directors.

2.1. The authorized number of Directors of the Corporation will be between 3 and no more than 7 unrelated directors.

2.2. No more than forty-nine percent of the individuals serving on the board may be financially interested persons.

### 3. Qualifications and Elections of Directors.

3.1. It is the intent of RITA that the composition of the Board of Directors represents a diversity of interests to enable the Board of Directors to make informed, well-balanced decisions on the economic viability and social impact of its activities. A Director must be an individual and must be employed by or be a managing or designated agent of a Regular Member, Premium Member or Founding Member of the Corporation in good standing. No Member may have more than one Director on the Board of Directors.

3.2. Nominations for Board of Directors must be made at least 60 days prior to the RITA annual Members' meeting.

3.3. All candidates for nomination must provide the Secretary with a biography and statement of purpose no less than 45 days before the annual meeting of the Members.

3.4. In the event of a tie in the election of any Director position, there will be a run-off election in which the Members entitled to vote will vote for one of the candidates whose vote's totals were tied. If after the run-off election, there is remains a tie, then the existing Board may vote to break the tie.

4. Election and Term in Office.

4.1. For year one after establishment of RITA, Board members shall be elected for the following terms: Three directors having a 3-year term; two directors each for a 2-year term, and any remaining directors having a 1 year term. If the Board shall have fewer than 7 members, the initial terms of the directors shall be staggered to promote a range of terms among the initial Board members.

4.2. For all consecutive years, Directors will be elected to 3-year terms.

4.3. For all elected Board members, there will be a two consecutive term limit.

5. Vacancies and Removal.

5.1. A vacancy in the Board of Directors will be deemed to exist on the occurrence of any of the following: (1) a Director's death, resignation, removal, or ceasing to be employed by a member company of RITA; or (2) an increase in the authorized number of Directors.

5.2. The Members entitled to vote may remove any Board Director with or without cause at any meeting of the Members called for that purpose. Before a Director can be removed, all Members must have been notified in writing of the purpose of the meeting.

5.3. All vacancies may be filled by election of Members entitled to vote and the newly elected board member will hold office for the remainder of the term of the departed Director. A vacancy created by an increase in the authorized number of Directors shall be filled by vote of the Members entitled to vote.

5.4. Any Director/officer may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Corporation's Board of Directors, unless the notice specifies a future time for the resignation's effectiveness. If the resignation is effective at a future time, then the successor Director may be elected to take office when the resignation becomes effective. In addition, a Director will be deemed to have resigned his or her seat on the Board on the date he or she ceases to be affiliated with a Regular Member, Premium Member or Founding Member.

5.5. All Directors shall be subject to the RITA code of conduct as established by the Board.

6. Voting and Quorum.

6.1. Each Board member will have one vote.

6.2. The Board shall determine amount themselves how to manage electronic and/or proxy voting for Board votes.

6.3. For Board votes, 60% of the number of Board Members shall constitute a quorum

6.4. The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except as the Articles of Agreement, these By-laws or Vermont law shall otherwise require.

7. Meetings. The Board of Directors may hold meetings in such place or places, within or without the State of Vermont, as the Board of Directors may determine from time to time.

7.1. The Board of Directors shall hold its annual meeting within two months following the annual meeting of the Members for the purpose of organization, election of officers, and consideration of any other business that may properly come before the meeting.

7.2. Special meetings of the Board of Directors may be called by the Chair, Vice Chair or at the written request of any two Board members.

7.3. Notice of the date, time and place of an annual or a special meeting shall be given to each director at least two (2) days prior to each meeting. Such notice may be oral if reasonable under the circumstances; otherwise, such notice shall be in writing. Notice of a special meeting shall include, in addition to the foregoing information, the purpose for which it is called.

7.4. Notice may be waived by a director in writing signed either before or after the meeting for which such notice was required to be given, and shall be deemed waived by any Director who attends the meeting for which such notice was required to be given, unless such attendance is for the express purpose of objecting to the holding of the meeting and such Director does not thereafter vote for or assent to action taken at the meeting.

8. Telephone Etc. Meetings and Written Consents.

8.1. Any action required or permitted to be taken at any meeting of the Board of Directors or committees thereof may be taken through the use of any means of communication, including telephone or videoconference call, by which all Directors participating may simultaneously hear each other during the meeting, and may also be taken without a meeting if two thirds of the members of the Board of Directors or committee, as the case may be, consent to such action in writing and the writing or writings are filed in the minutes of the board or committee meeting or the Corporation's record book. Writings may including electronic communications (email).

9. Committees.

9.1. The Board of Directors may designate one or more committees of the Board. The Executive Committee is hereby created with the powers set forth below.

9.2. A committee must include at least one Director among its members. A committee shall have the powers granted to it by these Bylaws and/or as delegated to it by the Board of Directors. A Director may be a member of more than one committee.

## 10. Executive Committee.

10.1. The Chair, Vice Chair, Secretary and Treasurer shall constitute the Corporation's Executive Committee. The Executive Committee shall possess all the powers of the Board of Directors with regard to the conduct of the routine business of the Corporation. The Executive Committee shall meet on the call of any member of the Executive Committee whenever, in his or her judgment, the business of the Corporation so requires. Decisions of the Executive Committee shall be by majority vote of all members.

10.2. The Executive Committee shall have the powers of the Board in an emergency situation where it is not practical to convene the entire Board. All actions of the Executive Committee shall be ratified by the Board at its next meeting.

## Bylaw 4. Officers & Employees

### 1. Roles.

1.1. The officers of the Corporation shall consist of the Chair, Vice-Chair, Secretary and Treasurer, elected by the Board of Directors.

1.2. The Officers and Executive Committee shall hold only those powers and perform only those duties expressly delegated to them through these Bylaws, the Articles of Agreement, policies duly approved by the Board, the Members entitled to vote, or the laws. All other powers and duties are expressly retained by the Board or the Members, or delegated to staff where expressly noted in these Bylaws or by action taken or policy made and duly approved by the Board and/or the Members.

1.3. Any disbursement of greater than \$1,000 USD shall be authorized and signed by more than one officer.

1.4. Officers are not entitled to compensation for their service to the Corporation, but reasonable reimbursement for travel to necessary meetings may be authorized by the Board.

1.5. At such time as the Corporation deems it appropriate to hire staff, the Board, or the Chair upon delegation from the Board, shall have authority and responsibility to set salary and benefits for staff in accordance with applicable law.

### 2. Powers.

#### 2.1. Chair

2.1.1. The Chair shall preside over all meetings of the Corporation and the Board of Directors, and shall hold all the powers and perform all the duties normally associated with such position, except where such powers and duties are

specifically delegated by these Bylaws, applicable law or action of the Board to others.

- 2.1.2. Until such time as the Association sees fit to hire an executive to run the affairs of the corporation, the Chair shall also serve in the role of President and Chief Executive Officer to oversee and run the business of the Corporation. He or she shall therefore have the authority to sign checks, leases, deeds, mortgages, contracts and execute other agreements or instruments in the name of the Corporation within the policy parameters determined by and approved by the Board, except where expressly prohibited by the law, the Articles of Agreement or these Bylaws.
- 2.1.3. At such time as an executive is hired by the association to serve as President and/ or CEO, the Board may further determine an appropriate distribution of powers and duties.
- 2.1.4. The Chair shall be the chairperson of the Executive Committee, and a member, ex officio, of all other committees constituted by the Board of Directors.

## 2.2. Vice-Chair

- 2.2.1. The Vice-Chair shall preside over all meetings of the Corporation and the Board in the absence of the Chair.
- 2.2.2. In the absence of the Chair, the Vice-Chair shall hold all powers and perform all duties normally reserved for the Chair, subject to the same limitations and restrictions as the Chair.
- 2.2.3. The Chair and Board may assign additional duties in keeping with these Bylaws, the Articles and policy (or as prescribed by law) to the Vice-Chair from time to time as deemed appropriate and beneficial to the work of the Board and Corporation.

## 2.3. Secretary

- 2.3.1. The Secretary shall certify and keep (or cause to be kept by staff) the written records of the Corporation, including but not limited to the Articles, the Bylaws, accurate and complete list of the Members (including their contact information, status and privileges, etc.), meeting minutes, and any legal documents such as leases, contracts, etc.
- 2.3.2. Initially the Secretary shall serve as both a recording secretary and corresponding secretary. While the Secretary shall retain legal responsibility for the taking of minutes, writing of and receipt of official correspondence, maintaining and affixing the corporate seal where required, giving and

maintaining notices duly given in accordance with these Bylaws, the Articles and the law, etc., nothing in these Bylaws shall prohibit the delegation of appropriate tasks to staff where applicable in keeping with policy, governing documents and the law.

- 2.3.3. The Secretary shall perform other duties and retain such powers as are normally associated with such a position and assigned from time to time by the Board, in keeping with these Bylaws, Articles , policy and the law.

#### 2.4. Treasurer

- 2.4.1. The Treasurer shall have charge 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, and deposit (or cause to be deposited) such funds in the name of the Corporation in such banks, trust companies or other depositories or institutions as designated by the Board.
- 2.4.2. The Treasurer shall keep (or serve to have kept) the books and financial records of the Corporation and shall maintain complete and accurate accounting records of the Corporation's income and expenditures, assets and liabilities and in general perform all the duties of the chief financial officer and such duties as from time to time may be assigned by the Board. At such time as appropriate staff is hired such that the Treasurer delegates some or all of the responsibility for the keeping of the books and financial records, the Treasurer shall maintain oversight and responsibility for same.
- 2.4.3. The Treasurer shall prepare (or serve to have prepared) and certify regular financial reports including, but not limited to income statement, balance sheet and statement of cash flows. These shall be presented to the Board ideally monthly, but no less than quarterly and to the membership no less than annually. They shall be available for inspection by any member in good standing at any time, given reasonable notice.
- 2.4.4. The Treasurer shall be responsible to arrange for the Corporation's tax returns to be filed on a timely basis and for their prior review by the Board. The Treasurer shall be responsible for overseeing all tax matters of the Corporation.
- 2.4.5. Similarly, the Treasurer shall arrange for the preparation and certification of any financial reports required to be included in any other required filings or reports and shall provide these with notice of such reporting to the Board.
- 2.4.6. If requested by the Board of Directors, the Treasurer shall arrange for an annual audit of the Corporation's books by outside auditors.

2.4.7. The Treasurer shall have the authority to sign checks or other financial instruments on behalf of the Corporation, within the limits of the Bylaws, Articles, policy and the law.

2.4.8. The Treasurer shall prepare or oversee the preparation of the annual budget and regularly monitor actual revenue and expense to budget.

## Bylaw 5. Finances

### 1. Fiscal Year.

1.1. The Fiscal Year shall run from October 1 in one year to September 30 in the following year or such day as the Board may determine.

### 2. Not for Profit Status.

2.1. The Corporation shall operate as a non-profit corporation in accordance with Vermont law, and if determined by the Board of Directors, may apply to the United States Internal Revenue Service for designation as a tax exempt organization under Section 501 (c)6 of the Code.

3. The Board shall serve to provide an annual report to the Members, which shall include a such financial reporting as the Board deems appropriate, which may include but is not limited to the year-end income statement, balance sheet and statement of cash flows, comparison of actual to budget, and year to year comparison.

4. All Members in good standing are entitled to a copy of the annual financial statements. The Board may choose to charge an appropriate fee for copy/printing if hard copies are requested in lieu of electronic.

5. The Board shall provide an annual budget to the Members for approval by the Members entitled to vote. This budget shall be made available to the Members entitled to vote at least two weeks prior to the Members' meeting at which it will be voted upon.

## Bylaw 6. Meetings

### 1. Entitlement to Attend.

1.1. A Member's right to attend any meeting of the Members is subject to that Member's annual membership dues being fully paid and the Member's membership remaining in good standing.

### 2. Agenda and Minutes.

2.1. Agendas will be distributed electronically to all Members at least 30 days prior to general meetings.

2.2. Agendas will have the following format:

2.2.1. Time and location

2.2.2. Link to previous meeting minutes

2.2.3. New agenda Items will be listed for action (voting)

2.2.4. New agenda items will be listed for discussion

2.2.5. Time and location of next meeting

2.2.6. Proposed items for discussion at next meeting

2.3. Meeting minutes will be taken by RITA Staff member or designated RITA member if “Staff Member” is not available.

3. Guest Invitations.

3.1. Non-members can be invited by the Board of Directors to present at meeting for topics of discussion or vote by Members to add clarity or in-depth analysis for topics pertaining to RITA governance or direction.

4. Chair of Members Meetings.

4.1. Chair will follow Roberts Rules for meeting discussion.

4.2. Chair may set time limits for topic discussion.

5. Meeting Types, Location. The Board of Directors may hold meetings of the Members in such place or places, within or without the State of Vermont, as the Board of Directors may determine from time to time. The Board of Directors shall hold the annual meeting of the Members during the month of May for the purpose of organization, election of directors, and any other business that may properly come before the meeting.

5.1. Special meetings of the Members may be called by the Chair or at the written request of at least twenty five percent (25%) of the Members entitled to vote.

5.2. Notice of the date, time and place of an annual or a special meeting shall be given in writing to each Member at least ten but not more than sixty days prior to each meeting. Notice of a special meeting shall include, in addition to the foregoing information, the purpose for which it is called.

5.3. Notice may be waived by a Member entitled to vote on matters coming before the Members in writing signed either before or after the meeting for which such notice was required to be given, and shall be deemed waived by any Member who attends the meeting for which such notice was required to be given, unless such attendance is for the express

purpose of objecting to the holding of the meeting and such Member does not thereafter vote for or assent to action taken at the meeting.

6. Quorums defined

6.1. Sixty percent (60%) of Members entitled to vote who are present in person or by proxy shall constitute a quorum for the transaction of any business at a meeting of the Members.

7. Voting procedures.

7.1. For all votes, including budget/financial votes and other special voting as provided in these Bylaws must be approved by the affirmative votes of two thirds (2/3) of the Members entitled to vote who are present in person or by proxy at a meeting at which a quorum is present.

7.2. For all other matters requiring Members' approval, the affirmative vote of the majority of the Members entitled to vote who are present in person or by proxy at a meeting at which a quorum is present shall be the act of the Members.

8. Telephone Etc. Meetings and Written Consents.

8.1. Any action required or permitted to be taken at any meeting of the Members may be taken through the use of any means of communication, including telephone conference call, by which all Members entitled to vote participating may simultaneously hear each other during the meeting, and may also be taken without a meeting if at least fifty percent (50%) of all of the Members entitled to vote consent to such action in writing and the writing or writings are filed in the minutes of the meeting or the Corporation's record book. Writings may including electronic communications (email).

## Bylaw 7. Working Groups

1. General.

1.1. Working groups are intended to be a tool used by RITA to advance the mission of the Association.

1.2. Working groups participants will not be compensated for their time, however the Board may determine that expenses incurred can be compensated on a case by case basis. Expenses should be authorized or approved by the Board prior to being realized or within a reasonable period of time if the expense was unforeseen. The Board reserves the right to deny payment for any non-preapproved expenses. Invoices for expenses should be submitted directly to the Treasurer by the Working Group Chair with any related documentation.

## 2. Formation and Dissolution.

- 2.1. The Board of Directors has the authority to create and dissolve working groups.
- 2.2. The Board will determine the term for the working group.
- 2.3. The Board will define the mandate and scope of the working group.
- 2.4. The Board will determine the budget for the working group..
- 2.5. The working group will appoint a Chair from within its members.
- 2.6. The Chair of the working group may invite or include as many contributors as necessary to complete its stated objective(s). The Chair will be responsible for delivering its final work product to the Board.
- 2.7. The Board agrees to dissolve a working group when it has met its mandate, or if the group is unable to provide sufficient reporting or recommendations to the Board in order to receive a term extension.

## 3. Selection of Members.

- 3.1. Members of the working group may be volunteers and approved by the Board.
- 3.2. Individuals in working groups must be part of RITA member companies.
- 3.3. From time to time where outside input would be beneficial, the Board may recommend a third party that is not from a RITA member company.
- 3.4. If an individual in a working group ceases to be employed by a RITA member, they should offer their resignation to the Chair of the working group.

## Bylaw 8. Reporting

### 1. Member Reporting.

- 1.1. Member Meeting Minutes
  - 1.1.1. Must be electronically provided or posted for Members access within 15 days after the meeting date.
- 1.2. Annual Report
  - 1.2.1. An annual report will be generated by the Board and provided electronically to all RITA Members.
  - 1.2.2. The annual report must be issued within 120 days of RITA's fiscal year end.

1.2.3. The annual report must contain at a minimum:

1.2.3.1. Financial Statements; and

1.2.3.2. Summary report from each active working group.

2. Corporate Reporting.

2.1. Annual Tax returns and other reporting required in compliance with applicable law.

## Bylaw 9. Amendments

1. Conditions required to amend the Bylaws.

1.1. The Board may alter, amend or repeal these Bylaws or to adopt new bylaws, subject to repeal or change by a 2/3 majority action of all of the Members entitled to vote.

1.2. No amendments to these Bylaws may that affects the voting rights of Members with existing rights to vote may be made unless prior notice is given to the Members in accordance with the rules for conducting an annual or special meeting, as the case may be when the amendment will be considered and, the amendments carry by a two-thirds vote of a quorum of the Members with the existing right to vote at such meetings.

## Bylaw 10. Conflict of Interest

1. Conflict of Interest; Policy. Each Director, officer and member of a committee with board-delegated powers (but not including members of any working group) shall annually sign a statement which affirms such person:

1.1. Has received a copy of the RITA conflicts of interest policy;

1.2. Has read and understands the policy; and

1.3. Has agreed to comply with the policy.

## Bylaw 11. Dissolution

1. Terms for dissolution of RITA.

1.1. Notice of the intent to dissolve RITA must be provided in writing to all Members a minimum of 30 days prior to a meeting at which that vote will be taken.

1.2. The Members must approve the dissolution of RITA by approval of two thirds ( 2/3) of the Members entitled to vote who are present in person or by proxy at a meeting at which a quorum is present.

2. On dissolution, any funds remaining shall be distributed to one or more qualified charitable organization to be selected by the Board and in accordance with the terms of RITA's Articles of Incorporation.

## Bylaw 12. Indemnification

1. Indemnification. To the extent allowable under Vermont law, the Corporation shall indemnify any individual made a party to a proceeding because the individual is or was a director, officer, employee, or volunteer of the Corporation; or the executor, administrator or other legal representative of any such person (hereinafter referred to as an "Eligible Person") provided that the Eligible Person met the standards of conduct set forth in the Vermont Nonprofit Corporation Act (the "Act"). The Corporation shall indemnify a Director who is wholly successful, on the merits or otherwise, in the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (each a "Proceeding") to which he or she was a party because he or she is or was a director of the Corporation for his or her expenses in connection with the Proceeding. Except as limited by law, the Corporation may indemnify its Directors against all reasonable costs, including reasonable attorney's fees (collectively "Expenses") incurred by them in connection with any Proceedings in which they are made a party as a result of their service as a Director if the Director (i) conducted himself or herself in good faith, (ii) reasonably believed that his or her conduct in official capacity was in the Corporation's best interests and in all other capacities was at least not opposed to the Corporation's best interests and (iii) with respect to a criminal Proceeding, had no reasonable cause to believe the conduct was unlawful and was finally found not to have engaged in a reckless or intentional unlawful act. The Corporation may not indemnify a Director in connection with a Proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation or in connection with any other Proceeding charging and adjudicating liability for improper personal benefit to the Director.
2. Advance Payments. Except as limited by law, Expenses incurred by a Director who is a party to any Proceeding may be paid by the Corporation to said Director in advance of final disposition of the Proceeding upon receipt of a written affirmation of the Director's good faith belief that he or she has met the standards of conduct set forth above and agrees in writing to repay such amount if it is ultimately determined that the Director did not meet such standards of conduct.
3. Determinations; Payments. The determination of whether a Director is eligible or ineligible for indemnification under any provision of this Article shall be made in each instance by (i) the Directors by a majority vote of a quorum consisting of directors who are not parties to the Proceeding; or (ii) if a quorum of directors cannot be obtained, then by a majority vote of a committee of at least two (2) directors who are not parties to the Proceeding, which committee shall be duly designated by the Directors, (iii) independent special legal counsel appointed by a majority of such Directors or committee thereof, or if there are none, by a majority of the Directors in office, or (iv) by a majority vote of the Members the Director if

also a Member. 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 these Bylaws.

4. Insurance. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him or her in serving 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.
5. Non-Exclusivity. The provisions of the Bylaws shall not be construed to limit the power of the Corporation to indemnify its Directors to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law.
6. Officers, Employees and Agents. An officer of the Corporation who is not a director is entitled to indemnification to the same extent as a Director. The Corporation shall have power to indemnify any of its officers, employees or agents who are not Directors on any terms not prohibited by law that the Corporation 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.