

# **BYLAWS OF THE DATA VISUALIZATION SOCIETY**

***Amended 9/30/2020***

## **ARTICLE 1: NAME**

The name of this nonprofit corporation is: Data Visualization Society, (hereinafter referred to as the “Corporation”)

## **ARTICLE 2: NONPROFIT PURPOSES**

### **Section 2.1 IRC Section 501 (C) (3) Purposes**

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code), or

(ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code).

### **Section 2.2 General Objectives & Purposes**

The Corporation is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Delaware Non-Profit Corporation Act (the “Act”), and such other laws governing not-for-profit, Delaware corporations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the “Code”).

### **Section 2.3: Specific Objectives & Purpose/Mission**

**Purpose/Mission:** To foster a community where every member benefits from resources that support growth, refinement, and expansion of data visualization and information design knowledge regardless of expertise level.

**Specific Objectives:**

1. Provide Professional Resources
2. Explore, Understand, and Foster the Community
3. Create Publishing and Speaking Opportunities
4. Publish Topical Resources

## **ARTICLE 3: OFFICES**

The Corporation shall maintain an office in a place determined by the Board, which is not required to be in the state of Delaware. The Corporation shall have a registered agent as required by law.

## **ARTICLE 4: MEMBERSHIP**

### **Section 4.1. Membership**

- A. Membership in the Society is a privilege and not a right, and is contingent upon compliance with the requirements specified in these Bylaws.
- B. An application for membership shall be made upon an official membership application form.

### **Section 4.2. Classes of Membership**

There shall be two (2) classes of membership.

#### **A. Active Membership**

Active members pay annual membership dues, have the right to vote for directors during the Annual General Meeting (AGM) and may serve on the board of directors if elected.

#### **B. Associate Membership**

Associate members do not pay annual fees and have no voting rights in the Corporation. Such associate members have access to the Corporation's public resources.

### **Section 4.3. Determination of members**

#### **Active Member**

Any individual who embraces the purpose and objectives of the Data Visualization Society, agrees to the Code of Conduct, fills out a membership application form, and pays the annual dues (Section 4.4) is eligible to become an active member.

#### **Associate Member**

Any individual who embraces the purpose and objectives of the Data Visualization Society, agrees to the Code of Conduct, and fills out a membership application form is eligible to become an associate member.

#### **Section 4.4. Fees and dues**

The annual dues payable to the corporation by each member shall be determined by the Board of Directors.

#### **Section 4.5. Annual General Meeting (AGM)**

An Annual General Meeting (AGM) shall be held once each year at such date, time and place as shall be determined by a resolution passed by a majority of the Board of Directors and designated in a notice or waiver of notice of the meeting. At each AGM, members shall elect the Board of Directors, and may transact such other business as may properly come before the meeting.

#### **Section 4.6. Voting & Quorum**

All members are entitled to vote at the AGM. The members present at the annual meeting together with those whom have responded with absentee ballots shall constitute a quorum due to the scale of the organization.

#### **Section 4.7. Notice**

Notice of the AGM shall be sent to each member by either U.S. mail, overnight courier, facsimile, **electronic mail** or other modes of written transmittal, not less than ten (10) days before the time set for such meeting, and must include the time, date, and place of such meeting. The annual meeting will be held each year at a time and place set by the Board of Directors.

#### **Section 4.8. Death, Resignation or Deprivation of Member**

All the rights, powers and privileges of any member of the Corporation shall cease upon his or her death, inability to perform necessary duties or resignation or upon deprivation or suspension of his or her membership according to law.

### **ARTICLE 5: BOARD OF DIRECTORS**

#### **Section 5.1. General Powers.**

The property, affairs and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to committees, such powers as provided for in these Bylaws.

**Section 5.2. Number.**

The number of Directors shall be 12 members.

**Section 5.3. Meetings.**

The Board of Directors may provide by resolution the time and place for holding annual general meetings, regular meetings, or special meetings of the Board.

The meetings of the board of directors shall be closed except to those persons invited by the Directors of the Board.

**Section 5.4. Special Meetings.**

Special meetings of the Board of Directors may be called by the Executive Director or at the request of any three members of the Board of Directors.

**Section 5.5. Notice.**

Notice of any meeting of the Board of Directors shall be sent to each Director by either U.S. mail, overnight courier, facsimile, **electronic mail** or other modes of written transmittal, not less than 10 days before the time set for such a meeting, and must include the time, date, and place of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

**Section 5.6. Quorum.**

A presence of a majority (60%) of the members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a majority of the Board of Directors is unable to attend, any decisions made at such board meetings must be approved by a majority of the total Board of Directors before said decisions become official.

**Section 5.7. 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, except as otherwise provided by law or by these Bylaws.

**Section 5.8. Teleconferencing.**

Meetings of the Board may be conducted by conference call, teleconference, or other electronic means, as permitted by law, provided that all persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. Votes of the members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

#### **Section 5.9. Action by Unanimous Written Consent.**

Where permitted by law, any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

#### **Section 5.10. Vacancies**

Any vacancy occurring caused by the death, resignation, removal, disqualification, or otherwise, in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors. A Director selected to fill a vacancy shall serve the remaining, unexpired term of his or her predecessor in office.

#### **Section 5.11. Term of Office**

After the inception of the board (which follows a staggered format), all subsequent terms for elected Directors shall be two years in duration.

Vacancies may be filled or new Directorships created and filled at any meeting of the Board of Directors.

#### **Section 5.12. Nominating Committee**

In accordance with the terms in Section 7.2, the Executive Director shall designate a Nominating Committee. The committee members shall be approved by the Board of Directors. It shall be the duty of this committee to nominate a slate with one candidate to fill each open office.

#### **Section 5.13. Elections.**

Board of Directors will be elected using approval voting on the proposed slate put forward by the nominating committee. Process and interpretation of the member votes is described further in Section 7.3.

#### **Section 5.14. Salaries**

Directors shall ordinarily serve without compensation, but in unusual circumstances, the Board of Directors may approve the compensation for directors which shall not be unreasonable for the services rendered by them to the Corporation. Any such circumstances and associated amounts will be disclosed to the membership via annual reporting.

#### **Section 5.15. Absence**

Any member of the board who is unable to attend a meeting shall provide notification to the chairperson or secretary stating the reason for his or her absence. An automatic dismissal will apply to any Director missing 3 (three) consecutive board meetings.

#### **Section 5.16. Decision-making and voting**

For board decisions with more than two outcome options and which require voting, approval voting will be used to determine the most desired option; each member may select any number of options that they deem best. If the initial vote results in a tie between multiple options, ranked voting will be used to vote on the tied options and determine the most approved option. If, however, there are only two potential outcomes of the decision (e.g. yay or nay), first-past-the-post voting, with one vote per board member, will be used.

### **ARTICLE 6: OFFICERS**

As per Delaware code, every corporation shall have such officers with such titles and duties as shall be stated in the bylaws or in a resolution of the Board of Directors which is not inconsistent with the bylaws. The Operations Director shall have the duty to record the proceedings of the meetings of the board of directors in an electronic book to be kept for that purpose. Any number of offices may be held by the same person unless the certificate of incorporation or bylaws otherwise provide.

#### **Section 6.1. Officers.**

The Officers of the Corporation shall include the following and such other Officers as may be determined by the Board of Directors:

- A. Executive Director
- B. Operations Director
- C. Partnerships Director
- D. Diversity, Equity & Inclusion Director
- E. Membership Director
- F. Programs Director
- G. Communications Director
- H. Publications Director

- I. Events Director
- J. Education Director
- K. Knowledge Director
- L. Early Career Director

The Board of Directors may decide not to fill all offices and they may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors.

## 1. DUTIES OF EXECUTIVE DIRECTOR

- 1. Direct and be responsible for the overall operation of the organization and the strategic plan
- 2. Serve as the organization's official representative and spokesperson on matters of policy and positions
- 3. Guide the growth of the organization's overall global presence
- 4. Serve the board of directors to fulfill their roles, holding them accountable for fulfilling their duties.
- 5. Solve issues in the board of directors and fill gaps if needed
- 6. Initiate and lead board meetings, or designate a proxy on the board to chair meetings in their absence.
- 7. Chair Advisory Council, including appointing members, leading meetings, and initiating additional correspondence as needed.
- 8. Chair the Annual General Meeting.

## 2. DUTIES OF OPERATIONS DIRECTOR

- 1. Receive and disburse funds with appropriate authorization
- 2. Manage all financial records with the aim to ensure the financial health of the organization
- 3. Prepare an annual budget for review and approval by the Board
- 4. Prepare a year-end financial report
- 5. Set agenda for board meetings and record and maintain minutes of all meetings
- 6. Manage general emails (answer or forward appropriately)
- 7. Receive and distribute all incoming mail
- 8. Handle all physical mailings
- 9. Manage all legal filings, including taxes, maintaining registered agent, etc, and signing of contracts on behalf of the organization
- 10. Manage finances, including payments to contractors, vendors, etc. and balancing the budget
- 11. Iterate on membership fee structure, keeping inclusivity in mind
- 12. Oversee the writing of grants
- 13. Manage Operations Committee

## 3. DUTIES OF KNOWLEDGE DIRECTOR

- 1. Set strategy for ensuring DVS is sufficiently transparent as an organization, and that membership perceives it as such
- 2. Oversee and support other Board members with the creation of documentation for various DVS processes
- 3. Develop and maintain processes for collaboration and transparency between board members
- 4. Oversee the creation of documentation to provide information to all members and public
- 5. Keep membership informed with relevant organization-internal updates
- 6. Manage tools for internal Board organization, ensuring they are well-organized and information is kept up-to-date
- 7. Manage DVS resources lists
- 8. Manage website as an information resource

9. Manage Knowledge Committee

4. DUTIES OF PUBLICATIONS DIRECTOR

1. Set strategic direction for any DVS publications
2. Oversee all Publication deliverables and output
3. Recruit for and fill any editorial staffing positions
4. Manage a pool of core writers
5. Provide support for new writers to get started
6. Manage publication financials, if applicable
7. Manage partnerships for any DVS publications
8. Collaborate on overall DVS voice and messaging
9. Establish and manage editorial standards
10. Manage Publications Committee

5. DUTIES OF PARTNERSHIPS DIRECTOR

1. Set strategy for partnering with organizations that support the DVS mission
2. Find ways to support already existing data visualization organizations through partnerships
3. Identify and engage with potential partners
4. Manage incoming requests for partnerships from various sectors
5. Create and maintain partnership/packages packages and agreements
6. Oversee delivery of DVS side of partnership agreements
7. Maintain partner relationships
8. Maintain a structured overview of all partnership agreements and information
9. Manage Partnerships Committee

6. DUTIES OF EDUCATION DIRECTOR

1. Set strategy for increasing data visualization literacy of membership and beyond
2. Find ways to support already existing external data visualization education initiatives
3. Manage educational resources for membership and data viz community
4. Identify opportunities to influence curricula to include data visualization in academic programs and schools
5. Lead compilation of resources and best practices for teaching data visualization at various levels
6. surface data visualization research findings
7. Manage Education Committee

7. DUTIES OF EVENTS DIRECTOR

1. Determine and iterate on long-term vision for events within DVS
2. Manage the planning of DVS conferences
3. Gather feedback and reflect on past events, working to iterate for continued improvement
4. Oversee the creation of new events
5. Oversee the creation of new events branding outputs as necessary
6. Ensure that diversity, inclusion, and accessibility is in the forefront of the planning of and decision-making around DVS events. *All DVS events should be inclusive and accessible to everyone.*
7. Coordinate with Partnerships Director on event sponsorships
8. Manage Events Committee

8. DUTIES OF COMMUNICATIONS DIRECTOR

1. Set communications strategy, aligned to overall DVS goals and shifting priorities
2. Manage social media channels



3. Manage YouTube Channel
4. Manage newsletter and press releases
5. Ongoing coordination with and support for other board members' communications for all initiatives
6. Manage website as a marketing tool
7. Oversee the maintenance of Branding/design for the DVS brand.
8. Organize the addition of branding decorations and flare to public-facing documents and correspondences.
9. Oversee the creation and management of swag
10. Manage Communications Committee

## 9. DUTIES OF COMMUNITY DIRECTOR

1. Curate community programs, setting a strategy that ensures a balanced, varied offering
2. Determine when a community initiative should be retired, and follow through with retirement
3. Manage DVS community programs
4. Manage DVS challenges
5. Manage annual census survey and data
6. Surface already existing external data visualization community programs to members
7. Manage Programs Committee

## 10. DUTIES OF DIVERSITY, EQUITY & INCLUSION DIRECTOR

1. Set strategies for diversity and inclusion within DVS, ensuring they are reflected across DVS
2. Find ways to support already existing external data visualization DE&I initiatives
3. Oversee organization and creation of programs and resources for underrepresented members
4. Pursue DE&I partnerships; work with Partnerships Director on such partnerships
5. Manage DE&I Committee

## 11. DUTIES OF MEMBERSHIP DIRECTOR

1. Set strategy for ensuring members feel part of the DVS community
2. Create and maintain structure that enables the creation of community initiatives such as self-organizing teams and focus groups.
3. Define local affiliated groups and manage the addition and continued involvement of each group
4. Manage member spaces and platforms, creating spaces for mutual support and critique
5. Respond to membership questions and suggestions
6. Manage membership database
7. Create structures that help to support members getting more involved with DVS
8. Manage committee recruitment
9. Manage Membership Committee

## 12. DUTIES OF EARLY CAREER DIRECTOR

1. Set strategy for supporting students and early career people in data visualization
2. Moderate early career Slack channel
3. Develop resources for early career members and students
4. Organize expert sessions targeted at early career people (Q&As, panels, etc.)
5. Surface already existing external data visualization early career and student programs, resources, and initiatives to members
6. Manage Early Career committee

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

The Officers shall be designated by the Board of Directors for a 2-year term. Officers are limited to two, two-year terms in any one office. During elections, an open Director position may also include an Officer designation.

Officers shall be chosen in such manner and shall hold their offices for such terms as are prescribed by the bylaws or determined by the board of directors. Each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation. In resigning their officer function appointed through the Nominations and slating process, the Officer also resigns their seat on the Corporation's Board of Directors.

## **Section 6.3. Removal.**

Any Officer may be removed from office at any time by the affirmative vote of two-thirds of the Directors in office, whenever in their judgment the best interests of the corporation would be served thereby.

## **Section 6.4. Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. Vacancies may be filled at any meeting of the Board of Directors.

# **ARTICLE 7: ELECTIONS**

## **Section 7.1. Election day**

Elections will be held once a year at the Annual General Meeting.

## **Section 7.2. Nomination committee**

At least sixty (60) days prior to the election meeting, the Executive Director shall appoint a nomination committee of three members who are not officers and one current Board member not seeking a new term or new Officer role within the corporation to be in charge of elections. Members interested in seeking election shall be solicited by this committee through a general mailing to the membership which may be distributed through electronic means, at least thirty (30) days prior to the annual meeting. This committee will evaluate the prospective candidates, provide opportunities for members to meet and raise questions to the candidates, and draw up a slate of nominees for the open board seats and associated Officer roles, who will have agreed to serve. The nomination committee will be responsible for selecting a slate of nominees

determined to be best equipped to serve the Corporation in the designated Officer roles. An introduction of nominees will be given and elections will be by written ballot at the AGM meeting.

### **Section 7.3. Number of votes**

Open seats on the Board of Directors and associated Officer roles will be elected by majority vote on the slate proposed by the nominations committee at the AGM.

Each member considered to be in attendance will have one vote to cast in favor of or opposition to the slate, or may choose to abstain from the vote and will not be counted in calculating the number of affirmative votes to constitute a majority. Members who vote in opposition to the slate will have the option but not be required to indicate which candidate(s) they are in opposition to.

If the slate is not approved in the initial vote, the nomination committee will be responsible for recommending a new slate within seven (7) days of the AGM. Members who were in attendance will be considered eligible to vote on the revised slate, and will receive an individual electronic ballot to complete within 24 hours of receipt.

If the slate is not approved in the second vote, the nomination committee will be responsible for recommending a new slate within seven (7) days of the second vote. The revised slate will be presented to the Board of Directors for review and majority vote approval among those Board members who are not in consideration for a new term on the Board.

## **ARTICLE 8: COMMITTEES**

### **Section 8.1. Creation, Membership, Etc.**

The Board of Directors, by a resolution or resolutions passed by a majority of the whole Board, may designate from among its members one or more standing committees, which committees shall possess and exercise such power, duties and authority in the management of the business of the Corporation between meetings of the Board of Directors as the Board shall determine and set forth in such resolution or resolutions.

A majority of the members of each committee shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law or the Certificate of Incorporation or these Bylaws, the act of a majority of the members of each committee present at any meeting at which a quorum is present shall be the act of such committee. Each committee shall, to the extent not otherwise determined by the Board of Directors or provided in the Certificate of Incorporation or these By-laws, determine its own rules.

Each committee shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the Board of Directors, which actions shall be subject to revision or alteration by the Board of Directors.

The Board of Directors shall fill any and all vacancies on the standing committees and may, from time to time, appoint alternate members of such committees to serve in the temporary absence or disability of any member. Such designation of a member or such appointment of an alternate member may be terminated at any time, with or without cause, and any member or alternate member of such committee may be removed, with or without cause, at any time, by the Board of Directors.

### **Section 8.2. Prohibited Actions.**

Anything in Section 8.1 to the contrary notwithstanding, no committee shall have authority to authorize or take any of the following actions, all of which are reserved to the Board of Directors:

- (1) Make, alter or repeal any By-law of the Corporation;
- (2) Elect or appoint any Member or Director, or remove any officer, Director or Member;
- (3) Submit to Members any action that requires that requires the approval of the general membership such that a member-wide vote needs to occur; or
- (4) Amend or repeal any resolution previously adopted by the Board of Directors.
- (5) Revoke, repeal or otherwise alter the membership status of any member.

## **ARTICLE 9: ADVISORY COUNCIL**

### **Section 9.1 Purpose**

The board shall appoint annually an Advisory Council not to exceed six (6) individuals. The purpose of the Advisory Council shall be to counsel the Board of Directors on matters including, but not limited to, the state of data visualization as a field, innovation in data visualization, non-profit governance and management, professional associations, and any other topic for which the Board determines an Advisor would serve the interests and purpose of the Data Visualization Society.

### **Section 9.2 Appointment**

Advisory Council members shall be appointed annually by the Board of Directors at the start of the fiscal year.

The Executive Director shall recommend a slate of Advisory Council candidates for approval by the Board of Directors. The Executive Director is responsible for soliciting input as necessary to

create the annual slate. Each Advisory Council member must be approved by a two-thirds majority vote of the Board of Directors.

To be considered for the Advisory Council , an individual **does not** need to be a member of the Data Visualization Society. While DVS Members are eligible for consideration, membership is not a requirement.

### **Section 9.3 Responsibilities**

Advisory Council members are required to:

- Attend a bimonthly (six per year) Advisory Council meeting to discuss topics of interest and concern to the Board of Directors.
- Be available for ad hoc requests for counsel on areas of their technical expertise.

### **Section 9.4 Term of Office**

Advisory Council members serve a one (1) year term of office. Advisory Council members may be reappointed at the discretion of the Board.

### **Section 9.5 Removal**

Removal of a member from the Advisory Council can be initiated at the recommendation of any member of the Board of Directors and can be done so with a simple majority vote by the Board of Directors.

## **ARTICLE 10: IRC 501 (C) (3) TAX EXEMPTION PROVISIONS**

### **Section 10.1. Limitations on Activities**

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a 170 (c) (2) of the Internal Revenue Code.

### **SECTION 10.2. PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

### **SECTION 10.3. DISTRIBUTION OF ASSETS**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

### **ARTICLE 11: AMENDMENTS**

These bylaws may be amended by a majority vote of the members present and voting at an annual general meeting, provided notice of such submission of such amendment is given in writing through the mail or electronic means at least thirty (30) days in advance of the meeting at which action is to be taken.

### **ARTICLE 12: MISCELLANEOUS**

#### **Section 12.1. Grants, Contracts, Etc., How Executed.**

The Board of Directors may authorize any officer or officers, agent or agents, to make, enter into, execute and deliver any grant, contract or other instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless authorized so to do by these Bylaws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any grant, contract or engagement, or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

#### **Section 12.2. Checks, Drafts, Etc.**

All checks, drafts or other evidences of indebtedness issued in the name of the Corporation shall be signed or endorsed by such one or more officers, agents or employees of the Corporation as shall from time to time be determined by resolution of the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee. Each of such officers or employees shall give such bond as the Board of Directors or such committees may require.

#### **Section 12.3. Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, mutual funds, or other depositories as the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee, may from time to time designate, or as may be designated by any officer, agent or employee of the Corporation to whom such power may be delegated by the Board of Directors or by either of such committees, and for the purpose of any such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer of the Corporation authorized by, or in such other manner as may from time to time determined by resolution of the Board of Directors or either of such committees.

#### **Section 12.4. Indemnification.**

The Corporation shall, and hereby does, indemnify each of its present and former Directors and officers and agents and any other person who may serve or have served, against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director, officer or agent of the Corporation, provided the Director, officer or agent acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and provided further that if such indemnity is with respect to a criminal proceeding, the Director, officer or agent had no reasonable cause to believe the conduct was unlawful.

#### **Section 12.5 Insurance.**

Corporation may purchase and maintain insurance on behalf of the Board of Directors, officers, former board members and former officers and all persons who have served at its request or by its election as a director or officer of another association, organization or corporation or in a fiduciary capacity with respect to any employee benefit plan against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been board members or officers of the corporation or directors or officers of such other association, corporation, organization or corporation, or in a fiduciary capacity with respect to any employee benefit plan of the corporation, whether or not the corporation would have the power to indemnify them against such liability or settlement under the provisions of this section.

#### **Section 12.6 Fiscal Year.**

The fiscal year of the Corporation shall commence on January 1 and end on December 31.

#### **Section 12.7 Seal.**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall bear the full name of the Corporation and the year of its incorporation.

