

**AMENDED AND RESTATED BY-LAWS OF THE
NORTHEAST SECTION
OF
THE AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY**

ARTICLE I

NAME, AFFILIATION, GEOGRAPHIC AREA AND PURPOSE

Section 1.1 Name and Status. This organization is a Massachusetts corporation organized pursuant to Massachusetts General Laws chapter 180. The organization shall be called the NORTHEAST SECTION OF THE AMERICAN ASSOCIATION FOR CLINICAL CHEMISTRY ("Northeast Section").

Section 1.2 Affiliation. The Northeast Section shall be governed by these By-Laws and the Constitution and Bylaws of the American Association for Clinical Chemistry ("Association"). No part of the By-Laws of the Northeast Section shall be in conflict with the Constitution or Bylaws of the Association.

Section 1.3 Geographic Area. The geographic area for the Northeast Section shall be: (a) the entire states of Massachusetts, Maine, New Hampshire, Rhode Island and Vermont; and (b) the entire Canadian provinces of New Brunswick, Newfoundland and Labrador, Nova Scotia and Prince Edwards Island. The geographic boundaries of the Northeast Section are subject to change and reestablishment upon the approval or request from the House of Delegates of the Association as a result of the fixing of boundaries by neighboring sections, or the formation of new sections within the areas defined above.

Section 1.4 Purpose. The purpose of the Northeast Section shall be to provide leadership in advancing the practice and profession of clinical laboratory science and its application to health care.

ARTICLE II

MEMBERSHIP

Section 2.1 Qualifications. The qualifications for membership shall be the same as those defined in the Bylaws of the Association.

Section 2.2 Membership. Members, Honorary Members, Emeritus Members and Student Affiliates residing, working or attending school within the geographic area described in Section 1.3 shall comprise the membership of the Northeast Section. Persons in the Association who reside, work or attend school outside of the geographic area described in Section 1.3 may be reassigned to membership in the Northeast Section

by notifying the Association. Only Members and Emeritus Members in good standing shall have voting rights.

Section 2.3 Discipline. Discipline of members shall be as defined in the Bylaws of the Association.

ARTICLE III

SPONSORS, BENEFACTORS AND FRIENDS OF THE NORTHEAST SECTION

Section 3.1 Sponsors, Benefactors, and Friends. The Board may designate certain persons or groups of persons as sponsors, benefactors or friends of the Northeast Section or such other titles as it deems appropriate. Such persons shall serve in an honorary capacity and may have such rights or responsibilities, if any, as the Board may determine, but shall in such capacity have no right to vote or hold office.

ARTICLE IV

DUES

Section 4.1 Dues. The annual dues of the members of the Northeast Section shall be fixed by the Board from time to time. Any such dues shall be separate and apart from the dues of the Association.

ARTICLE V

MEMBERSHIP MEETINGS

Section 5.1 Date. The Northeast Section shall convene for at least two meetings each year. The spring meeting shall take place in May and the fall meeting shall take place in November, or such other dates as the Directors may determine. Persons who are not members of the Northeast Section may be invited to attend membership meetings by the Board. Such persons may not vote. A special meeting may be held in lieu thereof, and any action taken at such meeting shall have the same effect as if taken at the May or November meeting.

Section 5.2 Business. At all meetings of the Northeast Section no business shall be done except such as shall have been specified in the call and notice of each meeting. At each meeting the order of business shall be determined by the President.

Section 5.3 Special Meeting. Special meetings of the members may be called by the President or by the Board, or by any other officer, upon written application of three or more members entitled to vote thereat.

Section 5.4 Notices. Notice of each meeting shall be sent by the Secretary by mail, postage prepaid, at least seven (7) days before the time appointed for the meeting, to each member entitled to vote thereat, at his or her address as shown by the records of the Northeast Section. In the alternative, such notice may be provided by facsimile transmission, electronic transmission or other form of written communication directed to the member's receiving number or address as it appears in the records of the Northeast Section for such communication, unless the member shall have specified otherwise in writing. No notice need be given to any member if a written waiver of notice, executed before or after the meeting by the member or his or her attorney, is filed with the records of the meeting.

Section 5.5 Place of Meeting. All meetings of the Northeast Section shall be held at such place and at such hour as the call may specify or the Board may designate.

Section 5.6 Quorum. At any meeting of the members, five percent (5 %) of the members entitled to vote thereat shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the initial meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 5.7 Voting. Each member having the right to vote shall be entitled to one vote. Members may vote (a) in person, (b) by written proxy as provided in Section 5.8, (c) by electronic transmission in accordance with protocols established and adopted by the Board from time to time or (d) through means of the Internet or other means of remote communication in accordance with protocols established and adopted by the Board from time to time.

Section 5.8 Proxies. Any written proxy allowed to vote under Section 5.7 shall be dated not more than six (6) months before the meeting name therein, and shall be signed by the member or his or her attorney-in-fact. Proxies must be filed with the Secretary before being voted at any meeting or any adjournment thereof. Except as otherwise limited therein, proxies shall entitle the persons named therein to vote at the meeting specified therein and at any adjourned session of such meeting but shall not be valid after any final adjournment of the meeting. A proxy purporting to be executed by or on behalf of a member shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 5.9 Action by Vote. When a quorum is present at any meeting, a majority of the votes properly cast by members present and voting shall decide any question, including elections to any office, unless otherwise provided by law, by the Articles of Organization or by these By-Laws.

Section 5.10 Action Without Meeting by Written Consent. Any action by members may be taken without a meeting if a majority of members entitled to vote on the matter consent to the action by a writing, including by facsimile transmission or electronic

transmission, filed with the records of the meeting. Such consents shall be treated for all purposes as a vote taken at a meeting of the members.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.1 Powers. The Board of Directors ("Board") shall have all of the powers and duties necessary or appropriate for the administration of the affairs of the Northeast Section and may perform such acts and things as are not directed to be exercised and done by the members, by law, by the Articles of Organization or by these By-Laws. The Board may delegate management of the activities and affairs of the Northeast Section to any person or persons or committees however composed, provided that the activities and affairs of the Northeast Section shall be managed and all corporate power shall be exercised under the ultimate direction of the Board.

Section 6.2 Composition. The Board shall consist of not less than three (3) nor more than eight (8) members. The Board shall set the exact number of Directors by majority resolution. The Directors shall be elected by the members at the November meeting as provided by Article VIII. The Board shall include the President, the President-Elect, the Treasurer, the Secretary, the Delegate and such other members as the Board shall set. Only members in good standing of the Northeast Section and of the Association shall hold elected office.

Section 6.3 Vacancies. Any vacancy at any time existing in the Board may be filled by the Board at any meeting. The members having voting power may, at a special meeting called at least in part for the purpose, choose a successor to a Director whose office has become vacant, and the person so chosen shall displace any successor chosen by the Board.

Section 6.4 Annual Meeting. Immediately after the November meeting of the members, or the special meeting to be held in lieu thereof, and at the place thereof, if a quorum of the Directors is present, a meeting of the Board shall be held without notice. If a quorum of the Directors is not present, or, if present, does not proceed immediately thereafter to hold a meeting of the Board, the annual meeting of the Board shall be called in the manner provided in Section 6.8 with respect to the call of special meetings of the Board.

Section 6.5 Regular Meetings. Regular meetings of the Board may be held at such places and times as the Board may determine. The Board shall meet at least twice each year.

Section 6.6 Special Meetings. Special meetings of the Board may be called by the President, by the Secretary, by any two (2) Directors, or by one (1) Director in the event

that there is only one (1) Director, and shall be held at the time, at the place and for the purpose stated in the notice or call thereof.

Section 6.7 Notices. Forty-eight (48) hours notice by mail, facsimile transmission, electronic transmission or other written communication, telephone or word of mouth shall be given of all meetings of the Board unless shorter notice is adequate under the circumstances. Such notice shall be directed to the Director's receiving number or address as it appears in the records of the Northeast Section for such communication. Notice need not be given to any Director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A notice of waiver of notice of a Board meeting need not specify the purposes of the meeting.

Section 6.8 Quorum. At any meeting of the Board, a majority of the Directors then in office shall constitute a quorum for the transaction of business. If, at any meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the meeting finally or from time to time without further notice until a quorum is present.

Section 6.9 Action at Meeting. At any meeting of the Board at which a quorum is present, the action of the Directors on any matter brought before the meeting shall be decided by vote of a majority of those present, unless a different vote is required by law, by the Articles of Organization or by these By-Laws.

Section 6.10 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent thereto is signed by sufficient Directors to constitute a quorum and the written consent is filed with the records of the meetings of the Board. Such consent shall be addressed to the Secretary or other officer or agent having custody of the records of proceedings of the Board, and may be delivered by facsimile transmission or electronic transmission. Such consent shall be treated for all purposes as a vote at a meeting.

Section 6.11 Committees. The Directors may elect from their number or from the members an executive or other committee and may delegate some or all of their powers except those which by law, the Articles of Organization or these By-Laws they are prohibited from delegating. Except as the Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or in such rules, its business shall be conducted as nearly as possible in the same manner as is provided by these By-Laws for the Directors. The Directors shall have the power to fill vacancies, change the membership of, or disband any such committee.

Section 6.12 Telephone Conference Meeting. The Directors or members of any committee may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all

persons participating in the meeting can hear each other at the time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VII

OFFICERS AND DELEGATE

Section 7.1 Enumeration of Officers. The officers of the Northeast Section shall be a President (also called the Chair), a President-Elect (also called the Program Chair), a Treasurer and a Secretary, all of whom shall be elected by the members of the Northeast Section who have the right to vote, as provided in Article VIII of these By-Laws. The Present-Elect shall automatically succeed to the office of President as and to the extent provided in Article VIII. Only members in good standing with the Northeast Section and the Association may be elected to office. The officers of the Northeast Sections shall also be Directors.

Section 7.2 President. The President shall be the chief executive officer of the Northeast Section. The President shall have primary responsibility for overseeing the activities of the Northeast Section and any committees, shall preside over meetings of the Northeast Section and of the Board Directors, and shall have such other rights and duties customarily incident to the office or as may be designated by the Board.

Section 7.3 President-Elect. In the absence or inability to act of the President, the President's duties shall be performed by the President-Elect. The President-Elect shall have other rights and duties as may be delegated by the President or by the Board.

Section 7.4 Treasurer. The Treasurer, subject to the directions of the Board, shall have charge of the financial affairs of the Northeast Section. The Treasurer shall collect and hold all monies due the Northeast Section and shall take such action as he or she deems appropriate to collect unpaid dues. Checks drawn on bank accounts of the Northeast Section shall be signed by the Treasurer or such other officers or agents as the Board may designate; however, disbursement of funds shall be within the approved budgets of the Northeast Section unless the Board otherwise determines. The Treasurer shall submit an annual financial report to the November meeting of the Northeast Section and such other financial reports to the Board as it requires. The Treasurer also shall submit an annual financial report to the Association and such other financial reports as it requires. The Treasurer also shall make, or cause to be made, all submissions and filings required of the Northeast Section in its status as a non-profit corporation, including, but not limited to, the annual report to the Secretary of the Commonwealth of Massachusetts. The Treasurer shall have such other rights and duties customarily incident to the office or as may be designated by the Board.

Section 7.5 Secretary. The Secretary shall attend the meetings of the Northeast Section and of the Board and shall make a record of their proceedings. In the event of the Secretary's absence from any meeting, the Board may choose a Secretary pro tempore

who shall have all the duties and powers of the Secretary at such meetings. The records of meetings of the Northeast Section and the Board shall be under the Secretary's control and shall not be exhibited unless authorized by the Board or required by law. The Secretary shall keep a record of the name, address, telephone number, facsimile number and electronic transmission address of each member, together with the date of any withdrawal or termination of such member's membership, or any conversion of such member's membership to emeritus status. For the purposes of this Section, the Secretary may rely on such membership records maintained by the Association. The Secretary shall have such other rights and duties customarily incident to the office or as may be designated by the Board.

Section 7.6 Delegate. The Delegate of the Northeast Section to the House of Delegates of the Association shall act as a communications link between the Association and the Northeast Section and shall represent the Northeast Section at meetings of the House of Delegates. The Delegate shall provide reports to the Board as it requires. The Delegate shall be elected by the members. The Delegate's term shall be as provided by the Constitution and Bylaws of the Association.

ARTICLE VIII

ELECTION OF OFFICERS, BOARD OF DIRECTORS AND DELEGATE

Section 8.1 Election.

Section 8.1.1 President-Elect. The President-Elect shall succeed automatically to the office of President unless the Board, before the sending of the notice to members described hereafter, votes to waive this provision, in which event the office of President shall be filled by nomination and election in the manner specified for the other officers of the Northeast Section. The President-Elect, Treasurer, Secretary, other members of the Board, if any, and the Delegate shall be chosen by ballot in the manner provided herein.

Section 8.1.2 Nominating Committee. On or before September 1 of each year, the President shall appoint a Nominating Committee consisting of five members to nominate a President-Elect, a Treasurer, a Secretary, the Delegate and other Directors of the Board, if any. The President shall appoint as chair of the Nominating Committee a person who has served on the Nominating Committee for the previous year. A majority of the Nominating Committee shall be persons who have served the Northeast Section as officers, and at least one (1) member shall be a current Director.

Section 8.1.3 Notification to Members. The Secretary shall thereupon notify the members of the appointment of such committee and invite them to submit names to the committee to consider for the aforesaid offices and Directors, if any. The committee shall have complete discretion to nominate any such proposed name or names or to refrain from such nomination. The Secretary also shall notify the

members that further nominations may be made by any group of at least twenty-five (25) members having the right to vote by sending such nominations to the Secretary by October 1.

Section 8.1.4 Nominations. On or before October 1 of each year, the Nominating Committee shall make its nominations and send them to the Secretary. The Nominating Committee shall advise all nominees of the responsibilities of their respective offices and solicit biographical information to send to the members.

Section 8.1.5 Ballot. On or before October 15 of each year, the Secretary shall send to members having the right to vote a ballot on which shall be listed all nominations made by the committee and nominations made any group of at least twenty-five (25) members, indicating on the ballot which nominations are made by the committee. No ballots for persons other than those nominated as aforesaid shall be considered.

Other than in-person voting, votes as provided in Section 5.7 shall be submitted to the Secretary by October 30. The nominees who receive the greatest number of votes for each office or category of Board member, as determined by the Nominating Committee in its sole discretion, shall be declared to have been elected. The election results shall be announced by the Secretary at the November meeting.

Section 8.2 Tenure. The President and the elective officers, the Delegate and other Directors shall take office on July 1 next following the election. Except as otherwise provided by law, by the Articles of Organization or by these By-Laws, the President, the President-Elect, and each non-officer Director, if any, shall hold office for one (1) year and the Treasurer, Secretary and the Delegate each shall hold office for two (2) years. Each office holder shall hold office beyond his or her term until his or her successor is chosen, qualified and takes office.

Section 8.3 Resignation. Any officer, Delegate or Director may resign by delivering his or her written resignation to the President or to the Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 8.4 Suspension or Removal. An officer, Delegate or Director may be suspended or removed from office:

- (a) With or without cause by vote of a majority of the members entitled to vote in the election of officers, Delegate and Directors; or
- (b) For cause by vote of a majority of the Directors then in office.

An officer, Delegate or Director may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her.

Section 8.5 Vacancies. Upon death, resignation or removal of the President, the President-Elect shall succeed to the office of President until the date herein for taking office at the next annual election, subject, however, to waiver of the automatic succession provision provided herein. Vacancies in other offices, including the Delegate, or in the membership of the Board shall be filled by the Board for the remainder of the term of such officer or Director. The Board shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its number.

ARTICLE IX

FISCAL MATTERS

Section 9.1 Fiscal Year. Unless otherwise fixed by the Board, the fiscal year of the Northeast Section shall end on December 31 of each year.

Section 9.2 Books and Accounts. Books and accounts of the Northeast Section shall be kept under the direction of the Treasurer or the duly-authorized, Board-appointed agent.

Section 9.3 Membership Records. The Secretary shall keep a record of the name, address, telephone number, facsimile number and electronic transmission address of each member, together with the date of any withdrawal or termination of such member's membership, or any conversion of such member's membership to emeritus status. For the purposes of this Section, the Secretary may rely on such membership records maintained by the Association. Each member shall be responsible for notifying the Association and the Northeast Section of changes to such member's address, telephone number, facsimile number or electronic mail address.

Any books, records and minutes to be maintained pursuant to Section 9.2 or Section 9.3 or otherwise may be in written form or in any other form capable of being converted into clearly legible written form within a reasonable time.

Section 9.4 Inspection of Records. Books, accounts, documents and records of the Northeast Section shall be open to inspection by any Director at all times during usual business hours. The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the members, and membership records which shall contain the names of all members and their record receiving numbers and/or addresses, shall be kept at the principal office of the Northeast Section, or at the office of the Secretary or the resident agent, if any, of the Northeast Section. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times for inspection by any member for any purpose but not to secure the list or information for the purpose of selling said list or information or copies thereof, or of using the same for a purpose other than in the interest of the applicant, as a member, relative to the affairs of the Northeast Section.

Section 9.5 Financial Signatories. All checks or demands for money and notes of the Northeast Section shall be signed by the Treasurer or such other officer or agent as the Board may from time to time designate.

Section 9.6 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Northeast Section, and such authority may be general or confined to specific instances.

Section 9.7 Counterpart Execution: Facsimile or Scanned Execution. Any document requiring the signature of the Directors and/or members may be executed in any number of counterparts with the same effect as if all of the required signatories had signed the same document. Such executions may be transmitted to the Northeast Section and/or the other Directors and/or members by facsimile or scanned transmission and such facsimile or scanned execution shall have the full force and effect of an original signature. All fully executed counterparts, whether original executions or facsimile or scanned executions or a combination, shall be construed together and shall constitute one and the same agreement.

ARTICLE X

RULES OF ORDER

Section 10.1 Rules of Order. The current edition of "Robert's Rules of Order, Newly Revised" shall be the parliamentary authority for meetings of the Northeast Section and the Board, where applicable and where there is no conflict between said rules and these By-Laws.

ARTICLE XI

INTERESTED MEMBERS, DIRECTORS AND OFFICERS

Section 11.1 Compensation. The Directors shall have the power to fix the compensation of all officers and employees, if any, from time to time.

Section 11.2 Contracts or Transactions. No contract or transaction between the Northeast Section and one or more of its members, Directors or officers, or between the Northeast Section and any other corporation, partnership, association or other organization in which one or more of its members, Directors or officers are directors or officers, or have a financial or other interest, shall be void or voidable solely for this reason, or solely because the member, Director or officer is present at or participates in the meeting of the members of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for each such purpose, nor shall any member, Director or officer be under any liability to the Northeast Section on account of any such contract or transaction if:

- (a) The material acts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or committee, and the Board or committee authorized the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the members entitled to vote thereon, and the contract or transaction is specifically approved by vote of the members; or
- (c) The contract or transaction is fair as to the Northeast Section as of the time it is authorized, approved or ratified by the Board, a committee thereof, or the members.

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

ARTICLE XII

INDEMNIFICATION

Section 12.1 Indemnification. The Northeast Section shall, to the extent legally permissible, and as provided by Article IV(a) of the Articles of Organization, indemnify any person serving or who has served as a Director, officer, employee or other agent of the Northeast Section, or at its request as a Director, officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Northeast Section (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matters disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefor shall be approved:

- (a) By a majority vote of a quorum consisting of disinterested Directors;
- (b) If such quorum cannot be obtained, then by a majority vote of a committee of the Board consisting of all disinterested Directors;
- (c) If there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the Directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Northeast Section (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan);
- (d) By a majority vote of the members, which majority may include interested members, Directors and officers; or
- (e) By a court of competent jurisdiction.

Section 12.2 Advance Payments. If authorized in the manner specified above for compromise payments, expenses including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Northeast Section in advance of the final disposition thereof upon the receipt of:

- (a) An affidavit of such individual of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article, and
- (b) An undertaking by such individual to repay the amounts so paid to the Northeast Section if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Article, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

Section 12.3 Dual Representation. If both the Northeast Section and any person to be indemnified are parties to an action, suit or proceeding (other than action or suit by or in the right of the Northeast Section to procure a judgment in its favor), counsel representing the Northeast Section therein may also represent such indemnified person (unless such dual representation would involve such counsel in a conflict of interest in violation of applicable principles of professional ethics), and the Northeast Section shall pay all fees and expenses of such counsel incurred during the period of dual representation other than those, if any, as would not have been incurred if counsel were representing only the Northeast Section; and any allocation made in good faith by such counsel of fees and disbursements payable under this paragraph by the Northeast Section versus fees and disbursements payable by any such indemnified person shall be final and binding upon the Northeast Section and such indemnified person.

Section 12.4 Not Exclusive. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such indemnified person may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which Northeast Section personnel other than the person designated in this Article may be entitled by contract, by vote of the Board of Directors, or otherwise under law.

Section 12.5 Heirs, Executors and Administrators. As used in this Article, the terms "person," "Director," "officer," "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" Director or officer is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

Section 12.6 Enforceability. If any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and enforceable to the fullest extent permitted by law.

ARTICLE XIII

AMENDMENTS

Section 13.1 Amendment by Members. These By-Laws may at anytime be amended by vote of the members, provided that notice of the substance of the proposed amendment is stated in the notice of the meeting.

Section 13.2 Amendment by Directors. The Directors also may make, amend or repeal these By-Laws, in whole or in part, except with respect to Article XI and Article XII or any other provision thereof which by law, the Articles of Organization or these By-Laws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such changes shall be given to all members entitled to vote on amending the By-Laws. Any By-Law adopted by the Directors may be amended or repealed by the members.

Adopted	1994
Amended	September 20, 2007
Amended and Restated	October 18, 2007