



**BYLAWS
OF
THE GRIDWISE ALLIANCE, INC.**

Approved as Amended: [December 14, 2021]

The GridWise Alliance, Inc., formerly known as The Smart Grid Policy Center (the "Corporation"), a nonprofit corporation duly formed under the provisions of the District of Columbia Nonprofit Corporation Act of 2010, D.C. Code, Title 29, Chapter 4 as amended (the "Act"), hereby adopts the following Bylaws.

ARTICLE I

OFFICES AND REGISTERED AGENT

Section 1. The principal office of the Corporation shall be located within or without the District of Columbia at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other locations as the Board of Directors may designate.

Section 2. The Corporation shall have and continuously maintain within the District of Columbia a registered agent as may be designated by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1. Membership Eligibility. Application for membership in the Corporation shall be made in writing upon a form approved by the Board of Directors and addressed to the Chief Executive Officer. Membership shall be granted to any eligible entity upon approval of an application for same by the Executive Committee of the Corporation, in accordance with Section 4 hereof.

- a. Any public or private entity, as further defined in Section 2 hereof, that provides goods, services and/or support in the areas of communication, control, or information technologies for enhancing functionality within any electric system or electricity market, including, but not limited to, the United States Department of Energy (DOE), national labs, state energy agencies, utilities, energy service providers, equipment manufacturers, transmission operators, information technology companies, non-profit organizations and others, shall be eligible to apply for membership in the Corporation.

Section 2. Classes of Membership. The Corporation shall have three classes of membership, as follows:

- a. **Full Members:** Any business entity that meets the membership eligibility requirements set forth in Section 1, operates within North America, and supports the vision, mission and activities of the Corporation shall be eligible to apply to become a Full Member of the Corporation. Designated representatives of Full Members are eligible to serve on the Board of Directors and the Nominating Committee, vote for Directors, join Work Groups, and participate fully in Corporation activities, provided that the Board of Directors shall be entitled to appoint other individuals to the offices of Chair of the Board and Chief Executive Officer of the Corporation.

- b. **Affiliate Members:** Any college, university, or other similar entity not eligible to become a Full Member or Associate Member, as determined by the Board of Directors, that supports the vision, mission and activities of the Corporation shall be eligible to apply to become an Affiliate Member of the Corporation. Designated representatives of Affiliate Members are not eligible to serve on the Board of Directors but shall be eligible to vote for Directors or at meetings of the membership. Affiliate Members shall be eligible to join Work Groups and to participate in other activities of the Corporation.
- c. **Associate Members:** Any governmental entity, non-profit organization whose primary source of revenue is membership dues, or other similar entity not eligible to become a Full or Affiliate Member, subject to approval by the Board of Directors, that supports the vision, mission and activities of the Corporation, shall be eligible to apply to become an Associate Member of the Corporation. Designated representatives of Associate Members are not eligible to serve on the Board of Directors. Associate Members shall be eligible to vote for Directors, join Work Groups and participate in other activities of the Corporation.

Section 3. Membership Voting Rights. Designated representatives of Full Members and Associate Members in good standing shall be entitled to vote on each matter being submitted to a vote of the members. The procedures for voting shall be as set forth below in these Bylaws. Each voting member shall designate in writing a person who shall be entitled to exercise its voting and other rights as a voting member of the Corporation.

Section 4. Election of Members. The Chief Executive Officer shall submit applications of eligible entities, as described in Section 1 hereof, for membership to the Executive Committee for its consideration. Upon approval of an application by a majority vote of the Executive Committee, the Chief Executive Officer shall notify the applicant and, upon payment to the Corporation of the applicable annual dues, the applicant shall become a member of the Corporation.

Section 5. Membership Dues and Assessments. The Board of Directors shall establish membership dues and assessments from time to time, as it may deem necessary and proper. Dues will be invoiced and collected on a calendar year basis from the date in which an organization is approved for membership by the Executive Committee. Each member is obligated to pay membership dues and assessments, as invoiced, in full for the year in which membership is held. No dues will be refunded. Resignation, suspension or expulsion will not relieve a member from its obligation to pay its dues and assessments for the fiscal year in which it resigned or was suspended or expelled.

Section 6. Resignation of Membership. Any member may resign from membership in the Corporation by providing the Chief Executive Officer with sixty (60) days' written notice. Resignation shall not operate to relieve a member from its obligation to pay dues or assessments due to the Corporation as of the date of resignation from membership.

Section 7. Termination/Suspension of Membership. Any member whose dues or assessments, or any part thereof, are delinquent for a period exceeding sixty (60) days from the designated payment due date shall receive written notice from the Chief Executive Officer. Should payment not be received within thirty (30) days of the date of the notice, the Executive Committee may suspend the member without hearing or prior notice. A suspended member shall lose all of its membership privileges until reinstatement of membership by the Board of Directors. Should the open amount remain unpaid for an additional thirty (30) days, the issue will be referred to the Board of Directors which may elect to terminate the membership of the delinquent member at that time or may, under conditions of extreme emergency, elect to provide an official time extension for payment. Any membership so terminated may be reinstated by the Board of Directors after full payment of delinquent dues and upon such other terms and conditions as the Board of Directors may determine. The Board of Directors by a two-thirds vote may expel a member for cause other than non-payment of dues or assessments after appropriate notice and a due process hearing, at which time the member may be represented by counsel if it so elects. "Cause" shall

include loss of eligibility for membership, failure to comply with these Bylaws or any rules or procedures adopted by the Board of Directors, or any act deemed by the Board of Directors not to be in the best interest of the Corporation.

ARTICLE III

MEETINGS OF MEMBERS

Section 1. Place of Meetings. All meetings of the members shall be held at such place, either within or without the District of Columbia, as from time to time may be fixed by the Board of Directors. The Board of Directors may determine to hold any meeting of the members by means of the internet or other electronic communications technology permitted under the Act.

Section 2. Annual Meeting. An annual meeting of the members shall be held at such time and place as the Board of Directors may determine, for the transaction of all proper business as may come before the meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the Executive Committee, the Board of Directors or by the written request of twenty-five (25) percent of the voting members.

Section 4. Notice of Meetings. Notice of all meetings of the members shall be delivered to the members in accordance with the terms of this Section 4 or, at the discretion of the Board of Directors, in any other manner that may be permitted under the Act from time to time, notwithstanding anything to the contrary stated in this Section 4. Unless greater notice is required by the Act, written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by electronic means, to each member not less than ten (10) nor more than sixty (60) days before the date of such meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at its, his or her address as it appears on the records of the Corporation with postage prepaid thereon. If sent by electronic means, the notice of the meeting shall be deemed delivered when such electronic message is sent to the member, for immediate delivery, at its, his or her email or other electronic address as it appears on the records of the Corporation. Notice of a special meeting of the members shall specify the purpose or purposes of the meeting, and only business within such purpose or purposes may be transacted at such a meeting.

Section 5. Rules. The Executive Committee may, by resolution, prescribe the order of business at meetings of the Board and meetings of the membership. To the extent not inconsistent with these Bylaws or any policies or procedures adopted by the Board of Directors, *Robert's Rules of Order*, the latest edition, shall govern any question of parliamentary procedure.

Section 6. Quorum, Majority Rule. Thirty (30) percent of the voting members represented in person or by proxy shall constitute a quorum at any membership meeting. Unless otherwise required by law or these Bylaws, the vote of a majority of the members present at a meeting at which a quorum is present shall be required for the members to act. Members who vote by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission shall be deemed present in person for the purposes of this section.

Section 7. Voting in Person or by Proxy. A voting member may vote in person or by proxy executed in writing or by means of electronic or telephonic transmission by the member or his duly authorized attorney-in-fact.

No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

Section 8. Action Without a Meeting. Any action required or permitted to be taken by the voting members at a meeting of the members may be taken without a meeting if the action is taken either by the action without meeting procedure or by the action by ballot procedure specified in the Act.

Section 9. Representation of Members. If any member wishes to be represented at one or more meetings of the Corporation (including Work Group meetings) by a consultant or other non-employee for purposes of making a presentation or otherwise representing the member or the member's views, the designated representative of the member must notify the meeting chair in writing at least two (2) days in advance of said meeting that such designated representative has been so authorized. The notice should be reasonably specific as to the scope of the authorization--for example, whether the scope is to make a specified presentation on behalf of the member at a specified meeting; to represent the member for all purposes, except voting, until further notice; or some other scope.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The activities and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Composition and Qualifications. The Board of Directors shall consist of one designated representative each from no fewer than eleven (11) and no more than twenty-five (25) Full Members of the Corporation, as determined by the Board, together with the Chair of the Board, if he or she has appointed to that office by the Board of Directors and not first elected as a Director by the voting members, and any Director Emeritus, as determined by the Board, who shall serve in a non-voting capacity. The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Elected Directors shall be designated representatives and senior executives of Full Members who are authorized to act on behalf of said member. A Director Transition Policy & Procedure will direct the Executive Committee or other named Committee to handle a Director's tenure on the Board, if he or she ceases to be formally associated with the Full Member by whom he or she was employed at the time of his or her election or appointment, or if his or her employer ceases to be a Full Member. Directors may not act by proxy on any matter. Directors need not be residents of the District of Columbia. Designated representatives of Associate and Affiliate Members shall not be eligible to serve on the Board of Directors.

Section 3. Terms. Except as otherwise provided herein, each Director may be elected to serve up to two (2) consecutive terms. A Director's term shall commence on January 1 and shall last for two (2) years or until the end of the meeting at which her or his successor has been elected and until such successor has qualified to serve on the Board. Director terms shall be staggered such that approximately one-third of the Directors shall be either re-elected or replaced every year. Directors that have served two consecutive terms must stay off of the Board for at least one year prior to potential re-election to the Board, unless elected or appointed as an officer and then only for as long as needed to fulfill the term of that office.

Section 4. No Compensation. Unless otherwise specifically determined by the Board of Directors, the Corporation will not compensate Directors for their activities related to the Corporation and the Board of Directors including, but not limited to, their time, travel expenses or other direct expenses.

Section 5. Removal and Vacancies. Any Director may at any time be removed with or without cause by a majority vote of the voting members. Any Director may resign at any time by delivering a signed notice to the Board or to the Chief Executive Officer of the Corporation. Such resignation shall be effective when the notice is delivered unless the notice specifies a later effective time. Unless otherwise

specifically determined by the Board, any Director who fails to attend greater than fifty (50) percent of the meetings of the Board of Directors in any twelve (12) month period, shall be deemed to have resigned from the Board. Any vacancy occurring because of the death, removal, or resignation of a Director or the creation of new Director positions shall be filled by the Board of Directors for the unexpired term of such Director. A vacancy created by an increase in the number of Directors pursuant to Article IV, Section 2 shall be filled by the Board of Directors.

Section 6. Nomination and Election to the Board. Each year the Immediate Past Chair shall chair a Nominating Committee that shall develop a list of potential Board nominees for consideration by the Board. The Board will approve the official slate of Board candidates and submit them to the Full and Associate Members for election.

Section 7. Election of the Board. Directors shall be elected during December each year by a vote of the Full and Associate Members of the Corporation. The Board of Directors shall be entitled to designate a person as Director Emeritus.

Section 8. Committees. The Board of Directors may create one or more Committees and appoint Directors or such other persons as the Board designates to serve on such Committee or committees, provided, however, that (a) with respect to each Committee authorized to act on behalf of the Board of Directors or to bind the Corporation, (i) at least two Directors shall be Committee members, (ii) Directors shall constitute a majority of the Committee, and (iii) all Committee members shall serve at the pleasure of the Board of Directors, and (b) with respect to Committees not authorized to act on behalf of the Board of Directors or to bind the Corporation, (i) no Committee members need be sitting Directors, and (ii) the Committee may make recommendations to the Board of Directors or to the Corporation's officers. Committees created by the Board of Directors will develop and submit charters on an annual basis for review and approval.

The Board may create or authorize the creation of one or more advisory committees whose members need not be directors. An advisory committee shall not (a) be a committee of the Board; and (b) exercise any of the powers of the Board.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held no less than two (2) times annually. At the first such meeting following the annual election of Directors, which meeting shall constitute the annual meeting of the Board of Directors, the officers shall be elected. All regular meetings of the Board of Directors shall be held at such dates and times as from time to time may be fixed by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board of Directors. Notice of a special meeting shall state the purpose of the meeting, and no other business shall be conducted at such a meeting. Attendance of a Director at any special meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3. Notice. Notice of all meetings of the Board of Directors shall be delivered to the Directors in accordance with the terms of this Section 3 or, at the discretion of the Board of Directors, in any other manner that may be permitted under the Act from time to time, notwithstanding anything to the contrary stated in this Section 3. Notice of regular meetings of the Board of Directors shall be given not less than twenty (20) days nor more than sixty (60) days before the date of such meeting by written or printed notice delivered personally or sent by mail or electronic means to each Director at his or her last mailing address, or last email or other electronic address, as the case may be, as shown on the records of the Corporation. Notice of special meetings of the Board of Directors shall be given at least forty-eight (48) hours before the

day of the meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of the Corporation with postage prepaid thereon. If sent by electronic means, the notice of the meeting shall be deemed delivered when an electronic message is transmitted to the Director at his or her email or other electronic address as it appears on the records of the Corporation.

Section 4. Place of Meeting. The Board of Directors may designate any place, either within or outside the District of Columbia, as the place of meeting for any regular or special meeting.

Section 5. Quorum. A majority of the number of all Directors elected and serving at the time of any meeting shall constitute a quorum for the transaction of business. Unless otherwise required by the Act, the act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Less than a quorum may adjourn any meeting.

Section 6. Action Without Meeting. The Chair may submit issues to the Board of Directors for a vote by written consent. The Chair's submission to the Board of Directors may occur by mail or by electronic means, provided that, in order to constitute the action of the Board, unanimous written consent must be obtained in the form of one or more signed counterpart documents. Any action taken or resolution passed by unanimous written consent shall be reported at the next regular meeting of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may take action without a meeting by any other procedure that may be permitted under the Act from time to time.

Section 7. Meetings by Telephone. A meeting of the Board of Directors may be held, and Directors may, if so determined by the Board of Directors, participate in any meeting of the Board of Directors, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and speak to each other, and participation by such means shall constitute presence in person at such meeting and waiver of any notice requirements.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Corporation shall be a Chair of the Board, Vice-Chair, Chief Executive Officer, Secretary-Treasurer and Immediate Past Chair, all of whom except the Chair of the Board and Chief Executive Officer, either or both of whom may be appointed by the Board of Directors, must be elected Directors of the Corporation.

Section 2. Nomination, Election and Term of Office. At least thirty (30) days prior to the Annual Meeting of the Board of Directors, a Nominating Committee will provide to the Board of Directors a slate of nominees for officers each of whom shall, except as otherwise specifically permitted hereunder, be sitting Directors. The officers will be elected from among the nominees by the Board of Directors at the Annual Meeting of the Board and will serve two (2) year terms or until their successors have been duly elected and qualified.

Section 3. Removal/Resignation. Any officer of the Corporation may be removed by a majority vote of the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby. Any officer may resign at any time by written notice to the Chief Executive Officer or Secretary-Treasurer of the Corporation. A resignation is effective when delivered unless the notice specifies a future date.

Section 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 of said office.

Section 5. Chair of the Board. The Chair of the Board shall be the chief officer of the Corporation, as elected or appointed by the members of the Board of Directors of the Corporation. The Chair shall supervise the affairs of the Corporation subject to the ultimate management of the Corporation by the

Board of Directors. The Chair of the Board shall preside at all meetings of the members, the Board of Directors and the Executive Committee and shall assure that the policies of the Board of Directors are implemented. If the Chair is appointed by the Board of Directors without first being elected to the Board by the voting members, he or she must be either an owner or an employee of a Full Member.

Section 6. Vice-Chair. The Vice-Chair shall perform the duties and exercise the powers of the Chair in his/her absence or incapacity. The Vice-Chair shall perform such other duties as prescribed by the Board.

Section 7. Chief Executive Officer. The Chief Executive Officer shall report directly to the Board of Directors and the Executive Committee, shall be a primary public representative of the Corporation, shall be responsible for the Corporation's legislative efforts, and shall perform such other tasks as assigned by the Board or the Executive Committee.

Section 8. Secretary-Treasurer. The Secretary-Treasurer shall be responsible for preparation of the minutes of meetings of the Board of Directors and the members, and for maintaining and authenticating the records of the corporation required to be kept under § 29-413.01(a) and (e) of the District of Columbia Nonprofit Corporation Act of 2010. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

The Secretary-Treasurer also shall be responsible for all funds and securities of the Corporation and for the deposit and disbursements of all moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors in accordance with these Bylaws. The Secretary-Treasurer shall remain fully advised as to the financial condition of the Corporation and shall regularly report to the Board of Directors on the finances of the Corporation and the adequacy of the accounting records of the Corporation. The Secretary-Treasurer shall also have such duties as may be prescribed by the Vice-Chair or the Board of Directors from time to time. The Secretary-Treasurer may delegate any duties as specified by the Board of Directors to the Executive Director of the Corporation.

Section 9. Immediate Past Chair. The Immediate Past Chair shall serve as member of the Executive Committee.

Section 10. Professional Management. The Executive Committee shall be authorized to engage the services of professional management for the Corporation, either directly as employees of the Corporation or indirectly through an independent contractor management services provider. The Corporation's Executive Director shall be responsible for the day-to-day operation of the Corporation, subject to the direction and control of the Board of Directors and the Executive Committee, as well as for coordinating the activities of the Work Groups organized to address the vision, mission and activities of the Corporation. The Executive Director shall keep or cause to be kept the minutes and books and records of the Corporation and shall send to each member of the Corporation copies of the agendas and minutes of each meeting of the members, the Board of Directors, the Executive Committee and any Work Group of the Corporation. The Executive Director or his or her designee will assist the Secretary-Treasurer by performing any delegated functions of the Secretary-Treasurer.

Section 11. Compensation. Officers, except for the Chief Executive Officer and the Executive Director, shall not be compensated for their services, but the Board may by resolution authorize payment of an officer's reasonable expenses of attendance at any Board or committee meeting or reimbursement of an officer's reasonable expenses incurred on behalf or for the benefit of the Corporation. The Chief Executive Officer, Executive Director and any management services organization shall be paid compensation in reasonable amounts as determined by the Board of Directors.

ARTICLE VII

COMMITTEES

Section 1. Committees of the Board. There shall be established, an Executive Committee of the Board. The Board of Directors may, by resolution adopted by the greater of a majority of the Directors in office when the action is taken, establish additional committees of the Board composed of at least two (2) members of the Board. The Board may make such provisions for appointment of the Chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business and activities of the Corporation; provided that the Board shall not delegate to any committee authority to: (1) adopt a plan of merger or consolidation, (2) authorize the voluntary dissolution of the Corporation, (3) elect, appoint, or remove any Director, or (4) adopt any amendment of the Articles of Incorporation or adopt, amend, or repeal the Bylaws. Unless otherwise specified in the resolution establishing a committee, the authority of additional committees of the Board shall continue until terminated by the Board of Directors, and a vacancy in a committee shall occur when a member thereof ceases to be a Director. Only Directors may serve as chair or members of committees of the Board. The Executive Committee shall be composed of the elected officers of the Corporation as identified in these Bylaws, together with the Director Emeritus in a non-voting capacity. The Chair of the Board of Directors will serve as Chair of the Executive Committee. The Executive Committee will execute the decisions of the Board of Directors and will have authority to make interim decisions relating to the business of the Corporation when the Board is not in session, provided that all such actions are promptly reported to the Board of Directors. The Executive Committee shall meet at the call of the Chair, but not less frequently than semi-annually. In connection with its meetings, the Executive Committee shall follow procedural rules for Board of Directors meetings set forth in Article V hereof.

Section 2. Other Standing Committees. The Board of Directors may designate such other Standing Committees as it deems necessary or appropriate to conduct the business and affairs of the Corporation. The chair and members of any Standing Committee shall be appointed by the Chair, with the approval of the Board of Directors.

Section 3. Ad Hoc Committees. The Board of Directors may designate such Ad Hoc Committees as it deems necessary or appropriate to conduct the business and affairs of the Corporation. The chair and members of any Ad Hoc Committee shall be appointed by the Chair, with the approval of the Board of Directors.

Section 4. Work Groups. The Board of Directors may designate Work Groups that will be tasked with making recommendations to the Board of Directors or the Executive Committee and carrying out priorities of the Board in specific areas. A member of the Board of Directors need not chair each Work Group, but each Work Group shall have assigned to it a member of the Board of Directors who shall serve as liaison between the Board and the Work Group. All members of the Corporation will be eligible to serve on Work Groups.

Section 5. Advisory Groups. The Chief Executive Officer may authorize the creation of Advisory Groups whose members need not be members of the Board of Directors. An Advisory Group shall not: (1) be a committee of the Board of Directors; and (2) exercise any of the powers of the Board of Directors.

ARTICLE VIII

MISCELLANEOUS

Section 1. Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to enter into agreements and to sign checks, drafts, other orders for payment of money, notes, other evidence of indebtedness, contracts, or other documents or instruments.

Section 2. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other institutions as the Board of Directors may select.

Section 3. Books and Records. The Corporation shall keep at its principal office correct and complete books and records of account, as well as minutes of the proceedings of its Board of Directors and committees having any authority of the Board.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 5. Financial Statements. The Corporation shall have an annual audit of its financial accounts and records, in the manner to be determined by the Board of Directors.

Section 6. Indemnification and Insurance. The Corporation shall, to the fullest extent permitted by statute, indemnify all present and former officers, Directors, employees and agents of the Corporation against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with the defense of any legal proceeding arising by reason of the fact of such person's status as defined above. Expenses incurred in defending such a legal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the officer, Director, employee or agent to repay such amount should it be determined that he or she is not entitled to be indemnified by the Corporation. The Board of Directors may purchase and maintain insurance on behalf of any person who is or was an Officer, Director, employee or agent of the Corporation against any liability asserted against such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section. In no case, however, shall the Corporation indemnify, reimburse or insure any person in any instance in which such indemnification, reimbursement or insurance is inconsistent with any provision of the Internal Revenue Code applicable to entities exempt from federal income taxation under Section 501(c)(3) of the Code.

Section 7. Loans to Directors and Officers. Except as permitted in Section 6 hereof, no loan shall be made to a Director or officer of the Corporation.

Section 8. Amendment of Articles of Incorporation and Bylaws. The Board of Directors shall be empowered to alter, amend or repeal these Bylaws or to adopt new Bylaws.

Section 9. Rules of Procedure. The Board of Directors may establish rules consistent with the Articles of Incorporation and these Bylaws for the policies, procedures and programs of the Corporation. To the extent not inconsistent with the Articles of Incorporation, these Bylaws, statute, or rules established by the Board of Directors, the most recent edition of Robert's Rules of Order shall govern the proceedings at all meetings of the Board of Directors and committees.