

**BYLAWS OF THE  
OKLAHOMA SPEECH-LANGUAGE-HEARING ASSOCIATION  
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## **BYLAWS OF THE OKLAHOMA SPEECH-LANGUAGE-HEARING ASSOCIATION**

### **ARTICLE I NAME**

The name of this corporation is the Oklahoma Speech-Language-Hearing Association; Inc. hereinafter referred to as "Association."

### **ARTICLE II PURPOSES**

The purposes of this association shall be:

1. To promote the individual and collective professional interests of the members of the Association;
2. To advocate for the rights and interests of persons with communication disorders;
3. To promote the dissemination of information to the public concerning the nature, management and prevention of communication disorders;
4. To encourage and support basic and applied research in the discipline of communication sciences and disorders;
5. To promote and support the highest quality of academic and clinical preparation of students entering the professions of speech language pathology or audiology;
6. To promote and support life long learning opportunities for improvement of clinical services and procedures in communication sciences and disorders;
7. To serve as the major organization in the State representing the interests of the professions of speech-language pathology and audiology.

### **ARTICLE III MEMBERSHIP**

#### **III.1. Eligibility**

##### **III.1.a. Voting Membership**

The requirement for Voting Membership is (1) a graduate degree with major emphasis in speech-language pathology, audiology, or speech, language or hearing sciences; or (2) a graduate degree and present evidence of active research, interest, and performance in the field of human communication. Membership is granted without regard to age, race, gender, religious affiliation, or disability. Applicants for Voting Membership must submit membership applications to the Committee on Membership which shall review each application. The names of persons eligible for membership will be forwarded to the Executive Council for enrollment as members of the Association.

##### **III.1.b. Life Membership**

A member who has attained the age of 65 years with five consecutive years of holding voting membership immediately prior to the age of 65 or one who has retired from the field of Speech Language Pathology or Audiology with 5 consecutive years or holding Voting Membership immediately prior to retirement may apply for and receive Life Membership. A Life Member retains all privileges of a Voting Member without payment of Membership dues or conference registration fees for any years subsequent to the year in which age 65 or retirement age is attained. Application for Life Membership shall be made to the Committee on Membership which shall review the application. The names of persons eligible will be forwarded to the Executive Council for enrollment as Life Members.

### **III.1.c. Non-Voting Membership**

The requirement for Non-Voting Membership is (1) Oklahoma Assistant's License from Board of Examiners for Speech Pathology and Audiology, or (2) Bachelors degree with major emphasis in communication disorders, speech-language pathology, audiology, deaf education, or speech, language or hearing sciences with a Standard Teaching Certificate. This membership status includes, but is not limited to Speech Language Pathology Assistants, Audiology Assistants, Bachelor level Speech Therapists with Standard Teaching Certificates, and Deaf Educators. Membership is granted without regard to age, race, gender, religious affiliation, or disability. Non-voting members are entitled to all privileges of the Association with the exception of voting and holding office. Applicants for Non-Voting Membership must submit membership applications to the Committee on Membership, which shall review each application. The names of persons eligible for membership will be forwarded to the Executive Council for enrollment as members of the Association.

### **III.1.d. Student Membership**

There are two categories of Student Membership:

- (1) Individuals currently enrolled in the general area of speech, language, hearing or related area who are ineligible for Voting Membership.
- (2) Full time doctoral students in speech-language pathology or audiology.

Student members are entitled to all privileges of the Association with the exception of voting and holding office. Application for Student Membership shall be made to the Committee on Membership. The names of persons eligible for Student Membership shall be forwarded to the Executive Council for enrollment as Student Members.

### **III.1.d. Membership Requirement Waiver**

The requirements for Membership may be waived in special instances by recommendation of Executive Council.

### **III.1.e. Membership Ethics**

All members must agree to abide by the Code of Ethics of the Association.

## **III.2. Membership Dues**

Membership dues of the Association shall be recommended by Executive Council and approved by the Membership. Dues are payable in advance of the Membership year. The Association's Membership year and fiscal year shall be from January 1 to December 31 of each calendar year.

## **III.3. Code of Ethics**

The Code of Ethics of the Association shall be established by Executive Council and approved by the Membership.

## **III.4. Rights Reserved to Voting Members**

The following rights are reserved to members of the Association:

- A. Election of voting members of the Executive Council;
- B. Privilege of removal of voting members of the Executive Council, pursuant to Article 4.7
- C. Initiation of amendments to these Bylaws pursuant to Article 9.2

## **III.5. Termination of Membership and Privileges**

### **III.5.a. Code of Ethics Violations**

The Committee of Standards and Ethics shall investigate alleged violations of the Code of Ethics and may make recommendations to Executive Council. A member who violates the Code of Ethics of the Association may be suspended by a two-thirds vote of Executive Council. A person so suspended may, upon recommendation of the Committee on Standards and Ethics, be reinstated after one year by a two-thirds vote of Executive Council.

### **III.5.b. Unpaid Dues**

A member whose dues are in arrears as of March 1 shall automatically be dropped from the rolls of the Association and will not be listed in the Membership Directory. Reinstatement of membership shall require re-application to the Association.

## **ARTICLE IV THE OFFICERS OF THE ASSOCIATION: THE EXECUTIVE COUNCIL**

### **IV.1 Duties and Powers**

The Executive Council is the legally responsible administrative body of the Association and shall exercise general management of the affairs of the Association, operating in accordance with and administering and implementing the programs and policies established by these Bylaws in accordance with the laws and regulations governing such corporations in the State of Oklahoma. The Executive Council shall perform these functions through the Officers and Committees of the Association, all of whom report to Executive Council. The actions of Executive Council shall be reported at least annually to the Association Membership. The President, President-Elect and Past President shall serve as the Board of Directors for the Oklahoma Speech-Language-Hearing Association, a non-profit corporation. The voting Executive Council members shall be bonded.

### **IV.2. Composition**

The Executive Council consists of nine voting officers and Student OSHA Liaison from ASHA accredited university programs in Oklahoma. They are as follows:

#### **IV.2.a. President**

The President, as the Association's chief executive officer, shall preside at all Association meetings and Executive Council meetings. The President shall establish all necessary Committees not otherwise provided for under these Bylaws and shall appoint all non-elected Committee Chairs and Members. Such appointments shall be ratified by a majority vote of the Executive Council. The President shall serve as an ex officio Member of all Committees and shall be responsible for the actions of all Committees. The President shall be bonded. The President shall also serve on the Board of Directors for the Association.

#### **IV.2.b. President-Elect**

The President-Elect shall preside over Association and Executive Council meetings in the absence of the President. The President-Elect shall succeed the President. The President-elect shall be responsible for coordinating activities with all standing committees and shall keep the President informed as to the goals and activities of all standing committees. The individual elected shall serve three consecutive one-year terms, as President-Elect, President, and past President, respectively.

#### **IV.2.c. Vice-President**

The Vice-President shall serve as Program Chair for all Association conferences. The Vice-President shall assist in the management of the Association's administrative affairs as called upon by the President. The Vice-President shall also serve on the Board of Directors for the Association.

#### **IV.2.d Vice-President-Elect**

The Vice-President-Elect shall assist the Vice-President in planning Association conferences. The Vice-President-Elect shall assist in the management of the Association's administrative affairs as called upon by the President. The Vice-President-Elect shall succeed the Vice-President.

#### **IV.2.e. Immediate Past President**

The Immediate Past President shall serve as the Association's Historian, Parliamentarian and as Chair of the Nominations and Elections Committee.

**IV.2.f. Secretary**

The Secretary shall keep the minutes of all Association and Executive Council meetings and shall perform such other secretarial duties as assigned by the President.

**IV.2.g. Treasurer**

The Treasurer shall receive in the name of the Association all dues, gifts, and bequests. The Treasurer shall submit in writing a current itemized financial report upon request of the President or Executive Council. The Treasurer, and in case of emergency, the President, shall be authorized to receive and disburse money on behalf of the Association as directed by the Executive Council. The Treasurer shall arrange for an annual review of the Association's financial records. The most recent past Treasurer shall serve as Chair of the Committee on Budget and Finance. The Treasurer shall be bonded. The Treasurer shall also serve on the Board of Directors for the Association.

**IV.2.h. Councilor-At-Large**

Two Councilors-At-Large shall be elected to serve as Members of Executive Council to provide broad representation of the Membership in Association affairs.

**IV.2.i. Student Liaisons**

All Student Liaisons must be a Student Member of the Association. Mechanisms for encouraging student participation in all aspects of Association governance shall be developed by the Executive Council.

**IV.3. Terms of Office**

All officers, except the Councilors-At-Large, shall serve one-year terms beginning January 1, following their election. Each year the Association shall elect one Councilor-At-Large to serve a two-year term. All officers, except the President-Elect and Vice-President-Elect, may be re-elected for a second successive term. No officer may be re-elected for a third successive term. No member of the Association shall hold more than one elected office concurrently.

**IV.4. Nominations and Elections****IV.4.a. Nomination Procedures**

The Committee on Nominations and Elections shall present to Executive Council prior to an Association's Membership meeting a written slate of nominees for each office to be filled. The slate of nominees shall be announced at a scheduled Association Membership meeting. Additional candidates for each office may be nominated from the floor by any Voting Member. Nominees must have been Voting Members of the Association throughout the Membership year immediately preceding nomination, must currently be Voting Members in good standing, and must have expressed a willingness to serve if elected.

**IV.4.b Election Procedures**

The Committee on Nominations and Elections shall conduct Association Election proceedings. Election of Officers and revisions of Bylaws shall be conducted by mail and/or electronic ballot. Procedures for preparation, distribution and counting of ballots shall be handled according to the Standing Rules. Issues submitted to the Association Membership by mail and/or electronic ballot will be decided by a majority of all votes cast unless otherwise specified by the Executive Council or these Bylaws.

The election of officers shall be completed within six weeks following an Association Membership meeting date. The nominee for each office receiving the most votes shall be elected. A confidential majority vote of the Executive Council members present and voting at a meeting of the Executive Council will be used in cases of a tie. The Membership of the Association shall be informed of all Election results.

#### **IV.5. Meetings**

Meetings of Executive Council shall be called by the President and shall be held at least four times each year. Additional meetings may be called by the President or upon the written request of at least five Council Members, filed with the Secretary. A quorum shall consist of five or more Council Members. A majority vote of Council Members present and voting will determine Council decisions unless otherwise specified in these Bylaws. At the discretion of Executive Council, its business may be conducted by mail, telephone or other appropriate means.

#### **IV.6. Vacancies**

Should a vacancy in Executive Council be created by the resignation, death, removal from office, or inability to serve of any member of Executive Council arising at any time subsequent to the member's election, the resulting vacancy shall be filled in accordance with the following procedure:

##### **IV.6.a. President**

If the vacancy is in the Presidency, the President-Elect shall automatically become and serve as President for the remainder of the year in addition to the term to which the officer was originally elected. The resulting vacancy in the office of the President-Elect shall not be filled until the next election.

In the event there is also a vacancy in the office of President-Elect, another Executive Council member shall become President in accord with an order of succession to be established by Executive Council and shall serve for the remainder of the year.

##### **IV.6.b. Vice-President**

If the vacancy is in the office of Vice-President, the Vice-President-Elect shall automatically become and serve as Vice-President for the remainder of the year in addition to the term to which the officer was originally elected. The resulting vacancy in the office of Vice-President-Elect shall not be filled until the next election.

##### **IV.6.c. Past President**

If the vacancy occurs in the office of Past President, the most immediate Past President willing to serve shall complete the unexpired term.

##### **IV.6.d. Other Officers**

If the vacancy occurs in any other elected office with 9 months remaining in the term of office, a special election will be held to fill the vacancy. If less than 9 months is remaining, Executive Council will appoint a Voting Member to fill the vacancy.

#### **IV.7. Removal from Office**

Any elected member of Executive Council may be removed from office by:

- (1) A written petition signed by 25 Voting Members of the Association or by one-third of the Members of Executive Council submitted to the President, or, in the instance where the President is the object of the removal petition, to the President-Elect, and
- (2) Approval of the petition by a majority vote of Executive Council, and
- (3) Approval of the petition by 75 percent of the members of the Association voting.

The officer in question shall not vote on the petition. Procedures for voting in this situation are defined in the Standing Rules.

#### **IV.8. Central Office**

The Association shall maintain a Central Office which shall constitute a permanent repository for Association records.

#### **IV.9. Executive Secretary**

The Executive Secretary shall be hired by Executive Council to carry out the duties and responsibilities associated with the Central Office. The Executive Council will maintain a job description for this position.

#### **IV.10. Standing Rules**

The Executive Council shall establish Standing Rules pursuant to implementation of these Bylaws. Adoption and/or revision of these Standing Rules shall require a two-thirds affirmative vote by the Executive Council.

### **ARTICLE V COMMITTEES**

#### **V.1. Intent and Eligibility**

It is Association policy to encourage broad participation of the Membership in Committee affairs. Standing Committee assignments as specified in these Bylaws shall be made to Voting Members. Wherever possible, Committee Memberships should be representative and not drawn entirely from a single interest group within the Association. All Committee appointments and designated Chairs, with the exception of the Committee on Nominations and Elections, shall require the approval of Executive Council. The Association Membership shall be kept advised of the Membership of all standing Committees. The Executive Council may with majority vote remove a Committee Member from Committee Membership. All standing Committees of the Association, with exception of the Committee on Nominations and Elections, report to the President-Elect. All ad hoc Committees report to the President. Each Committee will maintain Standing Rules which are designed to guide Committee activities and assure that the Committee functions to benefit the Association. Revisions to the Standing Rules shall require the approval of Executive Council.

#### **V.2. Standing Committees**

Members of the following standing Committees and their Chairs shall be appointed by the President with approval of Executive Council unless otherwise specified herein. The terms for service on each committee will be established in the Standing Rules for the Committee, and will be set to allow the Committee to discharge its responsibilities effectively.

##### **V.2.a. Committee on Budget and Finance**

The Committee on Budget and Finance shall consist of a Chair and the number of committee members necessary to discharge the Committee's responsibilities. The most recent past Treasurer of the Association shall serve as Committee Chair. Each year the committee shall prepare and submit to Executive Council a budget proposal for the Association's ensuing fiscal year.

##### **V.2.b. Committee on Bylaws**

The Committee on Bylaws shall consist of a Chair and the number of committee members necessary to discharge the Committee's responsibilities. The Committee shall draft and recommend changes in the Association's Bylaws and Standing Rules to Executive Council and shall make available to the Membership official copies of the Bylaws.

**V.2.c. Committee on Continuing Education**

The Committee on Continuing Education shall consist of a Chair and the number of committee members necessary to discharge the Committee's responsibilities. The Committee Chair shall serve as Continuing Education Administrator. The Committee shall carry out the administrative procedures necessary for Continuing Education credit.

**V.2.d. Committee on Conventions and Conferences**

The Committee on Conventions and Conferences shall consist of a Chair and the number of committee members necessary to discharge the Committee's responsibilities. The Vice-President shall serve as Committee Chair and shall recommend for appointment all committee members. The Committee shall plan and arrange for Association conferences and membership meetings.

**V.2.e. Committee on Government Regulations**

The Committee on Government Regulations shall consist of a Chair and the number of committee members necessary to discharge the Committee's responsibilities. The committee shall address issues that may affect the professions and the delivery of speech and hearing services to the public, including licensure, certification, accreditation and other professional regulations.

**V.2.f. Committee on Honors and Awards**

The Committee on Honors and Awards shall consist of a Chair and the number of committee members necessary to discharge the Committee's responsibilities. The Committee shall recommend to Executive Council recipients for Association honors and awards. The Committee shall also oversee the process of awarding scholarship funds.

**V.2.g. Committee on Membership**

The Committee on Membership shall consist of a Chair and the number of committee members necessary to discharge the Committee's responsibilities. The committee shall exercise general supervision over matters relating to Membership. It shall receive and process all membership applications, recommend new members for the consideration of Executive Council, and be responsible for publication of the Membership Directory.

**V.2.h. Committee on Nominations and Elections**

The Committee on Nominations and Elections shall consist of a Chair and four members. The Committee will conduct the nomination and election procedures as set forth in Article 4.4. The most recent Past President available shall serve a one-year term as Committee Chair. Each year, two members shall be elected to serve a two-year term.

**V.2.i. Committee on Publications**

The Committee on Publications shall consist of a Chair and the number of committee members necessary to discharge the Committee's responsibilities. The Committee Chair shall serve as Editor. The Committee shall oversee all Association publications. The Committee shall also oversee the development and maintenance of the Association's website.

**V.2.j. Committee on Publicity and Public Relations**

The Committee on Publicity and Public Relations shall consist of a Chair and the number of committee members necessary to discharge the Committee's responsibilities. The Committee shall inform the public of the work of the profession, the Association, and its members through the use of a speaker's bureau the public news media, the national office of ASHA, and other agencies.

**V.2.k. Committee on Services in the Schools**

The Committee on Services in the Schools shall consist of a Chair, who will also serve as State Education Advocacy Leader (SEAL), and the number of committee members necessary to discharge the Committee’s responsibilities. This Committee will foster relationships between the Association and services providers and administrators in public and private school settings.

**V.2.l. Committee on Standards and Ethics**

The Committee on Standards and Ethics shall consist of a Chair and the number of committee members necessary to discharge the Committee’s responsibilities. The Committee shall administer the Association's Code of Ethics and shall promote the establishment and maintenance of the Association's professional standards.

**V.2.m. Committee on Medical Issues**

The Committee on Medical Issues shall consist of a Chair and the number of committee members necessary to discharge the Committee’s responsibilities. This Committee will facilitate communication between all disciplines in medical speech-language pathology and will maintain a working relationship with the Oklahoma Academy of Medical Speech-Language Pathologists (OAMSLP).

**V.3. Unexpired Term**

When any standing Committee Member is unable to complete a term of office, the President with approval of Executive council shall appoint a Voting Member of the Association to serve the unexpired term.

**ARTICLE VI  
ASSOCIATION MEMBERSHIP MEETINGS**

**VI.1. Purpose**

The purpose of these meetings is to 1) communicate information related to issues of importance to the professions and activities of the Association from Executive Council to the membership; and 2) to obtain membership input to Executive Council for consideration and future action.

**VI.2. Frequency**

Membership meetings may be held in conjunction with conferences of the Association. Additional membership meetings may be convened as determined necessary by the Executive Council, or upon written request of at least 25 members of the Association. Notice shall be mailed to the Membership at least ten days prior to the meeting date. The notice shall inform the Membership of the meeting date, time, place and agenda.

**VI.3. Cancellation**

The Executive Council shall be empowered to cancel an Association meeting in case of emergency.

**ARTICLE VII  
HONORS**

**VII.1. The Honors of the Association**

The Honors of the Association Award is bestowed upon a member for 1) outstanding service to the Association, 2) demonstrated noteworthy professional services and 3) exceptional accomplishment in the field of communication disorders. Eligibility for the award is based on four criteria. The nominee must

- a) have been a member in good standing of the Oklahoma Speech-Language-Hearing Association for at least five consecutive years;
- b) be consistently resourceful and creative in contributions to the Association and/or to the field of communication disorders;

- c) have shown a devotion to the Association as demonstrated by the willingness and ability to work cooperatively with fellow members of the profession; and
- d) have served in leadership roles to promote effective services for individuals with communication disorders.

This award recognizes persons who have demonstrated noteworthy professional service and exceptional accomplishment in the field of Communication Disorders.

### **VII.2. Distinguished Service Award**

The Distinguished Service Award is bestowed upon a person who is not a member of the Oklahoma Speech-Language-Hearing Association but who has made a distinguished contribution to the field of communication disorders. The nominee must have served a leadership role to promote effective services for individuals with communication disorders.

### **VII.3. Gwen Cacy Award**

The Gwen Cacy Award is bestowed upon a member whose primary occupation is that of a clinician rather than an instructor, supervisor, scientist, or administrator. The award is a memorial to Gwen Cacy, an outstanding person and a superior clinician, and is given to clinicians who exemplify distinguished clinical service just as Cacy did. The award is presented for:

- 1) consistently resourceful and creative contributions in diagnosis or treatment of individuals with communication disorders;
- 2) serving others with warmth, sincerity, and a sense of humor;
- 3) personal interest in individuals with communication disorders, their families, and the professionals who work with them in the field of communication disorders and related disciplines; and
- 4) Contributions to the growth and development of clinical and professional activities.

### **VII.4 Scholarship Award**

The Scholarship Award is bestowed upon a professional or graduate student in speech-language pathology or audiology in the state of Oklahoma.

## **ARTICLE VIII NON-DISCRIMINATION**

The Oklahoma Speech-Language-Hearing Association shall not discriminate on the basis of race, national origin, religion, age, gender, **gender orientation, sex,** sexual orientation or handicapping condition. All programs and activities of the Association shall be conducted in furtherance of this policy.

## **ARTICLE IX AMENDMENT OF THE BYLAWS**

These Bylaws may be amended by either of the following procedures:

1. By the Executive Council, pursuant to notice in the call of a meeting-upon a two-thirds vote of the Executive Council members. Any amendment involving a matter reserved to members under Article 3.4 shall, after the required Council approval, be submitted to members for a vote by mailed ballot and shall require for adoption a two-thirds vote of those members voting within 21 days from the mailing of the ballot.
2. By written petition by a member of the Association submitted to the Executive Council and adopted by a majority vote of the Executive Council members voting at that meeting, except that amendments involving a matter reserved to the members under Article 3.4 shall be submitted to the members by mailed ballot as prescribed in the previous section of these Bylaws.

**ARTICLE X  
RULES OF ORDER**

The official authority on all matters of parliamentary procedure not specifically stated in these Bylaws shall be the latest edition of Robert's Rules of Order Newly Revised.

**ARTICLE XI  
INDEMNIFICATION**

**XI.1. Board of Directors**

The Board of Directors shall be composed of: President, President-Elect, and Treasurer of the Oklahoma Speech-Language-Hearing Association.

**XI.2. Indemnity**

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was an officer or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

**XI.3. Procedure**

Any indemnification permitted herein (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Article 11.2. Such Any indemnification permitted herein (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Article 11.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, (b) if such a quorum is not obtainable or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) the membership.

**XI.4. Prepayment**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in this article.

**XI.5. Nonexclusive**

The indemnification provided by this Article shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the membership, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### **XI.6. Insurance**

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article.