

**RESTATED BYLAWS OF
MONTANA UTILITIES COORDINATING COUNCIL, INC.**

ARTICLE I. OFFICES

Section 1.1 Business Office

The corporation's principal office shall be located within Montana. The corporation may have other offices, either within or outside of Montana. The board of directors may designate the location of these other offices.

Section 1.2 Registered Office

The corporation's registered office shall be located within Montana at the address of the corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within Montana. The board of directors or a majority of the members may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

ARTICLE II. MEMBERS

Section 2.1 Membership

(a) *Membership.* Membership in the corporation may be held by an individual, a group or organization, a corporation, or other entity who or that is a member of a common one-call notification center. If membership is held by a group or organization, corporation or other entity, the entity or group shall be considered one voting member. Each member shall be entitled to one vote on any business matter which shall lawfully come before the members. If a membership stands of record in the names of two or more persons, then the vote of one name shall bind all other names on that one membership. Each member shall be eligible for benefits that the board of directors shall determine from time to time. The corporation may not admit a member to the corporation without that member's consent.

(b) *Affiliate Membership Admission.* To be initially admitted as an affiliate, non-voting member of the corporation, the applicant must:

- (1) submit a written application for admission stating the applicant subscribes to the purposes of the corporation and providing such other information as the board of directors

may require, and

(2) be approved by the board of directors.

If the board requires annual dues, affiliate membership shall last for the fiscal year in which annual dues are paid by the affiliate member. After the initial application, an affiliate member may extend membership for 1-year periods, without re-application, by payment of annual dues, if the corporation requires dues.

(c) *Nondiscrimination.* Membership in the corporation shall be available without regard to race, color, creed, religion, sex, age, marital status, physical or mental handicap or national origin, or ancestry.

(d) *Membership Rights and Obligations.* All members have the same rights, privileges, and obligations, including the right to vote on matters coming before the members. All affiliate members have the same rights, privileges and obligations, but shall not have the right to vote on any matters coming before the members.

(e) *Nontransferability of Membership.* Membership in this corporation is nontransferable and nonassignable.

Section 2.2 Assessments

The board of directors may determine that occasional assessments of members are required to finance corporation projects or expenses. However, regardless of any assessments paid by a voting member, each voting member shall only be entitled to one vote. If assessments are required, the board of directors may terminate members or affiliate members for non-payment of such assessments.

Section 2.3 Annual Membership Meeting

(a) *General.* The voting members shall convene their annual meeting in the month of December of each year, or at another time or date that the board of directors agree upon. At the annual meeting, the members shall elect directors and transact any other business as may come before the meeting.

(b) *Conference Telecommunications.* Members may hold annual meetings by conference telecommunications, if the board of directors authorizes a conference telecommunications meeting and the meeting is convened in accordance with section 2.5.

Section 2.4 Special Membership Meetings

(a) *Who May Call.* The president, secretary/treasurer, board of directors, or 5% of the members may call a special membership meeting for any purpose or purposes described in the meeting notice. If 5% of members request a special meeting, they must do so in writing, and

sign, date, and deliver the demand to any corporate officer at least 10 days before the corporation must give notice of the meeting; the president shall then call the special meeting on these members' behalf. For purposes of determining whether the members have met the 5% requirement, the record date is at the close of business on the 30th day before delivery of the demand or demands for a special meeting to any corporate officer.

(b) *Conference Telecommunications.* Members may hold special meetings by conference telecommunications, if the board of directors authorizes a conference telecommunications meeting and the meeting is convened in accordance with section 2.5.

Section 2.5 Membership Meetings by Conference Telecommunications

Members of the corporation may participate in a membership meeting, if authorized by the board of directors, by means of a conference telephone, video or any other electronic or telecommunications means or equipment, provided all persons entitled to participate in the meeting received proper notice of the telecommunications meeting (see section 2.7), and provided all persons participating in the meeting can hear each other at the same time. A member participating in a conference telecommunications meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting business at any telecommunications meeting.

Section 2.6 Place of Membership Meeting

The board of directors may designate any place within Montana as the meeting place for any annual or special meeting of the members. If the board of directors does not designate a meeting place, then the members shall meet at the principal office of the corporation in Montana.

Section 2.7 Notice of Membership Meeting

(a) *Required notice.* The secretary/treasurer of the corporation shall deliver notice of the membership meeting to each record voting member.

(b) *Manner of Communication.* The secretary/treasurer of the corporation may deliver to members notice of the membership meeting by a separate written notice, through a regular publication, or by a newsletter of the corporation. The notice must be in writing and state the place, day and hour of any annual or special membership meeting. If the meeting will be held by conference telecommunications, the notice shall indicate the proper telephone number or other electronic connection data required for member participation at a conference telecommunications meeting. If separate written notice is deemed impracticable, the secretary/treasurer of

the corporation may give notice of the membership meeting by electronic mail (e-mail), provided that each member acknowledges receipt, in writing or by reply e-mail, of any such notice provided by e-mail.

(c) *Waiver of Notice.* A member entitled to a notice may waive notice of the meeting (or any notice required by the Montana Nonprofit Corporation Act or these bylaws), by a writing signed by the member at or prior to the meeting and delivered to the secretary/treasurer. A member's attendance at a meeting waives the member's right to object to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

(d) *Contents of Notice.* Unless the Montana Nonprofit Corporation Act requires it, the notice of an annual membership meeting need not include a description of the meeting's purpose or purposes. However, the notice of each special membership meeting shall include a description of the meeting's purpose or purposes.

Section 2.8 Conduct of Membership Meetings

(a) *Conduct of Meeting.* The president, or in the president's absence, the vice-president, or in their absence, any person chosen by the members present shall call the membership meeting to order and shall act as the chairperson of the meeting. The chairperson (or a person designated by the chairperson) shall establish rules of the meeting that will freely facilitate debate and decision making. The secretary/treasurer of the corporation shall act as the secretary of all meetings of the members, but in the secretary/treasurer's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

(b) *Order of Business.* The order of business at a membership meeting shall be in accordance with an agenda, approved by the board of directors and provided to the voting members at the meeting. At the annual meeting, the president and treasurer shall report on the activities and financial condition of the corporation.

Section 2.9 Membership Quorum and Voting Requirements

(a) *Quorum.* Ten (10) voting members or 10% of all voting members, whichever is lesser, present or deemed present in person at a member meeting, shall constitute a quorum for purposes of conducting and voting on the business to come before such member meeting.

(b) *Voting.* If a quorum exists, and if a majority of the required quorum casts votes in favor of an action (other than the election of directors or unless a greater number of affirmative votes is required by law or these bylaws), then the corporation shall

consider the action on a matter approved.

Section 2.10 Proxies

At all membership meetings, a member may not vote by proxy; provided, however, that any voting member that is an entity may designate a person who is authorized by that member's governing body to cast that entity member's vote.

Section 2.11 Informal Action by Members Without a Meeting

The members may act on any matter generally required or permitted at a membership meeting, without actually meeting, if all members entitled to vote on the subject matter sign one or more written consent(s) to the action; the members must deliver the consent(s) to the corporation for inclusion in the minute book.

Section 2.12 Members Electing Directors

(a) *Board Determination of Method.* The board of directors shall determine whether the board shall be elected at a meeting by written ballot or by informal action (pursuant to section 2.11).

(b) *Nominations for Director.* The board of directors may appoint a nominating committee to nominate candidates for director positions or may solicit nominations from voting members by any other reasonable means. If the board of directors appoints a nominating committee, the committee shall call a meeting to nominate candidates for directors' positions. This meeting shall be held at least 5 days in advance of the membership meeting in which members will elect directors or, in the event of informal action to elect directors pursuant to section 2.11, at least 5 days before that informal action is solicited from the members. In the event of an election by meeting, nominations may also be received from the floor. In the event of an election by informal action pursuant to section 2.11, the names of the nominees will include those selected by the nominating committee or by solicitation of the voting members.

(c) *Determination of Winners of Election.* Those nominees elected to the board shall be those nominees receiving the largest number of votes. For example, if three board positions are open, the three receiving the highest number of votes will be elected. Cumulative voting is not authorized.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 General Powers

All corporate powers shall be exercised by or under the authority of the board of directors. The business and affairs of the corporation shall be managed under the direction of the board of directors.

Section 3.2 Number, Tenure, and Qualifications of Directors

The number of directors of the corporation shall be thirteen (13) and consist of:

- (a) one representative from each of the following seven (7) underground facilities owners: a liquid pipelines operator, a gas pipeline operator, a gas distribution operator, an electric facilities operator, a telecommunications facilities operator, a municipal utility facilities operator, and the Montana Department of Transportation; and
- (b) Six (6) additional representatives that consist of no more than three (3) additional representatives from the group listed above and representatives of non-member group consisting of construction contractors and excavators, underground facilities locating services or utility regulatory agency

Each director shall have one vote on any matter that comes before the board. Each director shall hold office for a term of three (3) years and until the annual membership meeting in the year in which his or her term expires or until removed in accordance with section 3.3. The directors shall have staggered terms, so that the terms of no more than three (3) directors expire each year. However, if the director's term expires, the director shall continue to serve until the members have elected and qualified a successor or until there is a decrease in the number of directors. Directors need not be residents of Montana or members of the corporation.

Section 3.3 Removal of Directors

A director may be removed, with or without cause, if a majority of the members present at a duly constituted member meeting votes for the removal. Removal is effective only if it occurs at a member meeting called for that purpose. Notice must be sent to all members and directors that a purpose of the meeting is removal of a director or directors.

Section 3.4 Board of Director Vacancies

If a vacancy occurs on the board of directors, the directors may fill the vacancy.

If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

When the directors select a person to fill a director vacancy, that director shall serve the unexpired term of the director whose position was vacated and until his or her successor is elected and qualified; PROVIDED that such director so selected shall be from the same representative group (as defined in Section 3.2 above) as the director whose position was vacated.

Section 3.5 Regular Meetings of the Board of Directors

The board of directors shall hold a regular meeting immediately after, and at the same place as, the annual membership meeting. No notice of the meeting other than this bylaw is required. The board of directors may provide, by resolution, the date, time and place of additional regular meetings, and no notice, other than such resolution, is required. Regular board of director meetings may be held by conference telecommunications, if convened in accordance with section 3.7.

Section 3.6 Special Meetings of the Board of Directors

The presiding officer of the board, the president, or 20% of the directors then in office may call and give notice (see section 3.8) of special meetings of the board of directors. Those authorized to call special board meetings may fix any place within the county where the corporation has its principal office as the special meeting place. Special board of director meetings may be held by conference telecommunications, if convened in accordance with section 3.7.

Section 3.7 Board of Director Meetings by Conference Telecommunications

If authorized by the board of directors, the directors or any designated committee may participate in a board or committee meeting by means of a conference, video or any other electronic or telecommunications means or equipment, provided all persons entitled to participate in the meeting received proper notice of the telecommunications meeting (see section 3.8), and provided all persons participating in the meeting can hear each other at the same time. A director participating in a conference telecommunications meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone.

Section 3.8 Notice of, and Waiver of Notice for, Director Meetings

(a) *Notice.* Subject to the provisions of section 3.5, no notice of a regular director meeting is required. The corporation's

secretary/treasurer shall give either oral or written notice of any special director meeting at least 2 days before the meeting. The notice shall include the meeting place, day and hour. If the meeting is to be held by conference telecommunications (regardless of whether it is regular or special), the secretary/treasurer must provide instructions for participating in the telecommunications meeting.

(b) *Waiver of Notice.* A director entitled to a notice may waive notice of the meeting (or any notice required by the Montana Nonprofit Corporation Act or these bylaws), by a writing signed by the director at or prior to the meeting and delivered to the secretary/treasurer. A director's attendance at a meeting waives the director's right to object to lack of notice or defective notice of the meeting, unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 3.9 Director Quorum

Eight (8) directors shall constitute a quorum for the transaction of business at any director meeting.

Section 3.10 Directors, Manner of Acting

The act of a majority of the directors' present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the board of directors. If no quorum is present at a meeting of directors, the directors may not take action on any board matter other than to adjourn the meeting to a later date.

Section 3.11 Conduct of Board of Director Meetings

The president, or in the president's absence, the vice-president, or in their absence, any person chosen by the directors' present shall call the meeting of the directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The secretary/treasurer of the corporation shall act as the secretary of all meetings of the directors, but in the secretary/treasurer's absence, the presiding officer may appoint any other person to act as the secretary of the meeting

Section 3.12 Director Action Without a Meeting

The directors may act on any matter generally required or permitted at a board meeting, without actually meeting, if: the secretary gives all directors written notice describing the action proposed to be taken by consent and at least eight (8) directors consent to such action by signing a written consent describing the action taken and filing such consents to action with the records of the corporation.

Action taken by consents is effective when the last of the required eight (8) directors signs the consent, unless the consent specifies a different effective date. A signed consent has the effect of a meeting vote and may be referred to as a meeting vote in any document. The board of directors may provide that a consent to board action delivered by a board member to the secretary of the corporation by electronic mail or facsimile transmission (e-mail or fax) is deemed to be a written consent signed by that board member.

Section 3.13 Compensation, Loans to, or Guarantees for Directors

(a) *Director Compensation.* The board of directors may, upon approval of the majority of the board, pay each director expenses, if any, of attendance at each board meeting or committee meeting of the board. The directors shall not be paid a salary or fee for attending the meeting.

(b) *Loans to or Guaranties for Directors.* The corporation may not lend money to or guarantee the obligation of a director of the corporation.

ARTICLE IV. OFFICERS

Section 4.1 Number of Officers

The officers of the corporation shall be a president, a vice president, and a secretary/treasurer. The board of directors shall appoint each of these officers from among those persons who are directors. The board may appoint other officers and assistant officers, including a vice-president, if it deems it necessary.

Section 4.2 Appointment and Term of Office

The board of directors shall appoint officers of the corporation for a term that the board determines. If the board does not specify a term, the officers shall hold office for one year or, within that year, until they resign, die or are removed in a manner provided in section 4.3.

A designation of a specified term does not grant to the officer any contract rights, and the board can remove the officer at any time prior to the termination of the designated term.

Section 4.3 Removal of Officers

The board of directors may remove any officer or agent any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A board's appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 President

The president shall be the principal executive officer of the corporation. The president shall be subject to the control of the board of directors and, in general, shall supervise and control, in good faith, all of the business and affairs of the corporation. The president, when present, shall preside at all meetings of the members and of the board of directors. The president may sign, with the secretary/treasurer or any other proper officer of the corporation that the board has authorized, corporation deeds, mortgages, bonds, contracts, or other board authorized instruments.

Section 4.5 The Vice-President

The vice president shall perform, in good faith, the president's duties if the president is absent, dies, is unable or refuses to act. If the vice-president acts in the absence of the president, the vice-president shall have all presidential powers and be subject to all the restrictions upon the president. (If there is no vice-president or the vice president is unable or refuses to act, then the secretary/treasurer shall perform the presidential duties.) The vice-president shall perform any other duties that the president or board may assign to the vice-president.

Section 4.6 The Secretary/Treasurer

The secretary/treasurer in good faith shall: (1) create and maintain one or more books for the minutes of the proceedings of the members and of the board of directors; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the corporation; (5) keep a current register of the post office address of each member; (6) have charge and custody of and be responsible for all funds and securities of the corporation; (7) receive and give receipts for moneys due and payable to the corporation from any source, and deposit all moneys in the corporation's name in banks, trust companies, or other depositories that the board shall select; (8) submit the books and records to a Certified Public Accountant or other accountant for annual audit or review; and (9) in general perform all duties incident to the office of secretary/treasurer and any other duties that the president or the board may assign to the secretary/treasurer.

Section 4.7 Salaries, Loans to, or Guarantees for Officers

The officers of the corporation shall not receive salaries or other compensation for services rendered to or for the corporation as an officer. The corporation may not lend money to or guarantee the obligation of an officer of the corporation.

ARTICLE V. NOTIFICATION OF ATTORNEY GENERAL

Section 5.1 Notification of Attorney General

The secretary/treasurer of the corporation shall notify the attorney general of the State of Montana when dissolution, indemnification, merger, removal of directors, and the sale of assets (as defined in the Montana Nonprofit Corporation Act) occur. The secretary/treasurer shall deliver notice in the manner required by each event and cooperate with the Attorney General in providing necessary information.

(1) Dissolution.

(i) In the event of dissolution, the secretary/treasurer shall give the Attorney General written notice that the corporation intends to dissolve at or before the time the secretary/treasurer delivers articles of dissolution to the secretary of state. The notice must include a copy or summary of the plan of dissolution.

(ii) The corporation shall not transfer or convey assets as part of the dissolution process until 20 days after the secretary/treasurer has given the written notice required by section 5.1(1)(i) to the Attorney General or until the Attorney General has consented in writing to the dissolution or indicated that the Attorney General will not take action in respect to transfer or conveyance, whichever is earlier.

(iii) When the corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution, the board shall deliver to the Attorney General a list showing those, other than creditors, to whom the corporation transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets and an indication of what assets each received.

(2) Indemnification

The secretary/treasurer of the corporation must give the Attorney General written notice of its proposed indemnification of a director. The corporation may not indemnify a director until 20 days after the effective date of the written notice.

(3) Merger

The secretary/treasurer of the corporation must give the Attorney General written notice of a proposed merger of the corporation, and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.

(4) Removal of Directors

The secretary/treasurer of the corporation must give written notice to the Attorney General if the corporation or at least 10% of its members commence a proceeding to remove any director by judicial proceeding.

(5) Sale of assets

The secretary/treasurer of the corporation must give written notice to the Attorney General 20 days before it sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the Attorney General has given the corporation a written waiver of this subsection.

**ARTICLE VI. INDEMNIFICATION OF DIRECTORS, OFFICERS
AGENTS, AND EMPLOYEES**

Section 6.1 Indemnification of Directors

(a) *General.* An individual made a party to a proceeding because the individual is or was a director of the corporation may be indemnified against liability incurred in the proceeding, but only if the indemnification is both:

(1) determined permissible and

(2) authorized, as defined in subsection (b) of this section 6.1 (The indemnification is further subject to the limitation specified in subsection (d) of section 6.1.)

(b) *Determination and Authorization.* The corporation shall not indemnify a director under section 6.1 of Article VI unless:

(1) *Determination.* Determination has been made in accordance with procedures set forth in the Montana Nonprofit Corporation Act that the director met the standard of conduct set forth in subsection (c) below, and

(2) *Authorization.* Payment has been authorized in accordance with procedures listed in the Montana Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the corporation has the financial ability to

make the payment, and the financial resources of the corporation should be devoted to this use rather than some other use by the corporation.

(c) *Standard of Conduct.* The individual shall demonstrate that:

- (1) the individual acted in good faith; and
- (2) the individual reasonably believed:
 - (i) in acting in an official capacity with the corporation, that the individual's conduct was in the corporation's best interests;
 - (ii) in all other cases, that the individual's conduct was at least not opposed to the corporation's best interests; and
 - (iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe that the conduct was unlawful.

A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of subsection (c)(2)(ii).

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the director did not meet the standard of conduct described in this section.

(d) *No indemnification Permitted in Certain Circumstances.* The corporation shall not indemnify a director under section 6.1 if:

- (1) the director was adjudged liable to the corporation in a proceeding by or in the right of the corporation; or
- (2) the director was adjudged liable in any other proceeding charging that the director improperly received personal benefit, whether or not the individual acted in an official capacity.

(e) *Indemnification Limited.* Indemnification permitted under section 6.1 in connection with a proceeding by the corporation or in the right of the corporation is limited to the reasonable expenses incurred in connection with the proceeding.

Section 6.2 Indemnification of Officers, Agents and Employees

The board of directors may choose to indemnify and advance expenses to any officer, employee, or agent of the corporation applying those standards described in sections 6.1.

Section 6.3 Mandatory Indemnification

Notwithstanding any other provisions of these bylaws, the corporation shall indemnify a director or officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because he or she is or was a director or officer of the corporation, against expenses incurred by the director or officer in connection with the proceeding.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 7.1 Contracts

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the corporation and such authorization may be general or confined to specific instruments.

Section 7.2 Loans

The corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the board of directors authorizes such a contract by resolution. The corporation shall not allow anyone to issue evidence of the corporation's indebtedness unless the board of directors authorizes the issuance by resolution. The authorization may be general or specific.

Section 7.3 Checks, Drafts, etc.

The board of directors shall authorize by resolution which officer(s) or agent(s) may sign and issue all corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The board of directors shall also determine by resolution the manner in which these documents will be signed and issued.

Section 7.4 Deposits

The treasurer of the corporation shall deposit all funds of the corporation, that are not being used, in banks and other depositories; the board of directors shall authorize by board resolution the exact location of the banks and depositories.

ARTICLE VIII. PROHIBITED TRANSACTIONS

Section 8.1 Prohibited Transactions

(a) *Prohibition Against Sharing in Corporation Earnings.* No member, director, officer, employee, committee member, or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the corporation's payment to any person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as determined by the board of directors.

(b) *Prohibition Against Issuance of Stock, Dividends, Distributions.* The corporation shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the corporation shall be distributed to any of the persons listed in section 8.1(a) without full consideration. The corporation is prohibited from lending money to guarantee the obligation of a director or officer of the corporation. (See sections 3.13(b) and 4.7). No member of the corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the corporation. The corporation may contract in due course, for reasonable consideration, with its members, trustees, officers without violating this provision.

(c) *No Personal Distributions Upon Dissolution.* None of the persons listed in section 8.1(a) shall be entitled to share in the distribution of any of the corporation's assets upon the dissolution of the corporation. All members of the corporation are deemed to have expressly agreed that, upon the dissolution or the winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the board of directors, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the organization or organizations as the board of directors may designate. Receiving organizations must be organized and operated exclusively for charitable, education, religious or scientific purposes and at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 as it now exists or may later be amended.

(d) *Other Prohibitions.* Neither the corporation, nor its directors, nor its officers have any power to cause the corporation to do any of the following with Related Parties:

- (1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;

(2) sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person or entity who has made a substantial contribution to the corporation, or is a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or is an entity directly or indirectly controlled by the person or entity giving.

Section 8.2 Prohibited Activities

Notwithstanding any other provisions of these bylaws, no member, director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(d)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

Section 8.3 Purchase of Memberships

The corporation may not purchase any of its memberships or any right arising from membership.

Section 8.4 Corporate Funds Used For Indemnification.

Corporate funds may be used to benefit officers and directors by way of indemnification, but only if such indemnification is authorized by Article VI of these bylaws.

ARTICLE IX. AMENDMENTS

Section 9.1 Amendments

(a) *General.* An amendment (including adding and replacing sections) to the corporation's bylaws must be approved by the majority of members of the corporation except that the board may approve of amendments, if the amendment does not relate to the number of directors, the composition of the board, the term of office of directors, or the method or way in which directors are elected or selected, or the method for amending these bylaws.

(b) *Notice of Meeting to Vote Amendment.* If the board or the members seek to have the amendment approved by the members at a membership meeting, the secretary/treasurer of the corporation shall give written notice to the corporation members of the proposed membership meeting, in accordance with section 2.7. The notice must state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and must contain or be accompanied by a copy or summary of the amendment.

(c) *Approval of Amendment by Written Consent.* If the board or the members seek to have the amendment approved by the members by written consent, the material soliciting the approval must contain or be accompanied by a copy or a summary of the amendment.

(d) *Members' Rights.* The corporation's members may amend or repeal or reinstate any bylaw amended, deleted or added by the board of directors.