

BY-LAWS

OF

JOHN D. AND CATHERINE T. MacARTHUR
FOUNDATION

(A Not for Profit Corporation Organized Under
the General Not for Profit Corporation Act
of the State of Illinois)

As Amended Through December 4, 2023

ARTICLE I

PURPOSES

The corporation shall operate exclusively for charitable, religious, scientific, literary, educational and other exempt purposes described in section 501(c)(3) of the Internal Revenue Code. (Amended 12/11/97).

No part of the net earnings of the corporation shall inure to the benefit of any Director or officer of the corporation or any private individual (except that reasonable compensation may be paid for personal services rendered to or for the corporation which are reasonable and necessary to carry out one or more of its exempt purposes); and no Director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign

on behalf or in opposition to any candidate for public office. (Amended 12/11/97).

The net earnings of the corporation shall be distributed at such time and in such manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code; and the corporation shall not engage in any act of self-dealing as defined in section 4941(d) of such Code, retain any excess business holdings as defined in section 4943(c) of such Code, make any investments in such manner as to subject the corporation to tax under section 4944 of such Code, or make any taxable expenditures as defined in section 4945(d) of such Code.

Notwithstanding any other provision of these By-Laws, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under section 501(c)(3) of the Internal Revenue Code, by an organization contributions to which are deductible under section 170(c)(2) of such Code, or by an organization bequests, legacies, devises, or transfers to which are deductible under section 2055(a) of such Code.

Upon the dissolution of the corporation or the winding up of its affairs, or upon termination of the status of the corporation as a private foundation defined in section 509 of the Internal Revenue Code as provided in section 507(a) of such Code, the net assets of the corporation shall be distributed exclusively to one or more organizations described in section 170(b)(1)(A) (other than clauses (vii) and (viii) thereof) of such Code each of which has been in existence and so described for a continuous period of at least sixty (60) calendar months immediately preceding such distribution.

The foregoing references to provisions of the Internal Revenue Code are to such provisions as they now exist or as they may hereafter be amended.

The corporation shall have such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of Illinois.

ARTICLE II
OFFICES

The principal office of the corporation in the State of Illinois shall be located in the City of Chicago, County of Cook. The corporation may have such other offices, either within or without the State of Illinois, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Illinois a registered office, and a registered agent whose office is identical with such registered office, as required by the General Not for Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers and Number of Directors. The property and affairs of the corporation shall be managed by a Board of Directors including the President of the corporation who shall serve during the tenure of his or her presidency ex-officio as a full member of the Board of Directors. The size of the Board of Directors shall be between 9 and 14 including the President serving ex-officio as provided above. (Amended 9/23/20).

Section 2. Tenure of Directors. (a) Except as set forth herein, each Director elected shall hold office for a term of four years and until his or her successor shall have been elected. A Director elected less than six months before the date of the next Annual Meeting shall serve the period of time until the next Annual Meeting plus four additional

years unless a shorter term is specified in the resolution electing such Director in accordance with Subparagraph (b) hereof. A Director elected more than six months before the next Annual Meeting shall be elected for a term consisting of the period of time until the next Annual Meeting plus three additional years, unless a shorter term is specified in the resolution electing such Director in accordance with Subparagraph (b) hereof. The Directors shall be divided into classes, according to the year in which each Director's first term is deemed to commence (excluding non-consecutive terms). To minimize possible discontinuity in the governance of the corporation that could be caused by having to elect large classes of Directors from time to time, the Board may elect a Director for an initial term of less than four years so that the future elections and re-elections of Directors are spread over time as the Board may determine to be in the best interest of the corporation. (b) Each Director shall be reviewed at the end of each term by the Nominating Committee and, so long as the Board of Directors (after consideration of the recommendation of the Nominating Committee and other matters the Board of Directors deems appropriate) reelects a Director, he or she shall continue to serve as a Director for an additional four-year term. Notwithstanding the preceding sentence, no person shall hold office as a Director for more than three consecutive four-year terms, except that (i) a former Director will be eligible to again serve as a Director if at least one year has elapsed since the end of that person's last previous term as a Director and (ii) the Board of Directors may extend the term of a Director for a period not to exceed one year if the Board of Directors unanimously determines that there (a) exists an emergency or crisis situation that materially interferes with the ability of the Board of Directors to search for and retain new Directors, and (b) such extension is in the best interests of the Board of Directors and the corporation to ensure continuity of critical ongoing Board discussions relating to such emergency or crisis situation. (c) Nothing in this Section shall be construed either to diminish the power of the Board of Directors to remove a

Director from office as authorized by law or to prejudice the exercise of that power in any way. (d) Nothing in this Section shall apply to the President serving ex-officio as a member of the Board of Directors. (e) A Director, with the concurrence of the Chair of the Board of Directors, may take a leave of absence from the Board, without resigning from the Board, on such terms and conditions and for such period of time (not to exceed one year) as approved by the Chair. The terms and conditions of any such leave shall be documented and shared with the Board no later than the next scheduled meeting of the Board following the inception of the leave. (f) A Director may resign from the Board at any time by delivery of written notice of such resignation to the Board, the Chair, the President or the Secretary with the resignation effective upon delivery of the notice unless the notice specifies a future date. (g) A Director may be removed by the affirmative vote of a majority of the Directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present. (Amended 9/23/20).

Section 3. Annual Meeting. An Annual Meeting of the Board of Directors shall be held in the month of June (at such dates and times as provided in notices of such meetings) for the purpose of electing Directors, if any are to be elected, officers, or both, and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting shall be a legal holiday in the State of Illinois, such meeting shall be held on the next succeeding business day. If the election of Directors, if any are to be elected, officers or both shall not be held on the date designated herein for any Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a Special Meeting of the Board of Directors as soon thereafter as conveniently may be. (Amended 9/23/20).

Section 4. Regular Meetings. During each calendar year, in addition to the Annual Meeting, the Board of Directors shall hold not less than three Regular Meetings, which shall be

held on such dates and at such times as provided in a notice delivered by the Secretary of the Board, for the transaction of such business as may come before those meetings. (Amended 9/23/20).

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board of Directors, by the President, by the Board of Directors, or by not less than two Directors. (Amended 1/3/79). (Renumbered 12/11/97).

Section 6. Use of Conference Telephone or Other Interactive Technology. Members of the Board of Directors, or any committee, may participate in and act at any meeting of the Board of Directors, or committee, by means of a conference telephone, video conference or other similar interactive technology, including, but not limited to, electronic transmission, Internet usage, or remote communication, so long as all persons participating in the meeting can communicate with each other, and such participation shall constitute presence in person at such meeting. (Amended 9/23/20).

Section 7. Notice of Meetings. Written notice stating the place, day and hour of any meeting of the Board of Directors shall be delivered to each Director not less than five nor more than forty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the persons calling the meeting. The purpose or purposes for which any meeting is called shall be stated in the notice. Notice shall be deemed to have been properly given if (i) served in person, (ii) mailed by United States mail, full postage prepaid thereon, (iii) sent by special courier service (e.g., Federal Express), (iv) sent by telecopy; or (v) by electronic mail or other means of electronic transmission. Notice shall be deemed to have been delivered (i) in the case of personal or special courier delivery, on the date of actual receipt of such notice by the Director, (ii) in the case of mail delivery, when deposited in the United States mail, postage prepaid thereon, addressed to the Director at his or her address as

it appears on the records of the corporation, (iii) in the case of facsimile delivery, when transmitted to the Director at his or her fax number as it appears on the records of the corporation; or (iv) in the case of electronic mail or other electronic transmission, when transmitted to the Director at the electronic mail address or other address as it appears on the records of the corporation. (Renumbered 12/11/97). (Amended 9/23/20).

Section 8. Quorum. One-third of the Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a quorum is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. (Renumbered 12/11/97).

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these By-Laws. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved by all of the Directors or by all of the members of such committee as the case may be, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or committee. Such filings shall be in paper form if the minutes are maintained in paper form, or in electronic form if the minutes are maintained in electronic form. Any such consent signed by all the Directors or all committee members, as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State of the State of Illinois under the General Not for Profit Corporation Act. (Renumbered 12/11/97). (Amended 9/23/20).

Section 10. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase

in the number of Directors shall be filled by the Board of Directors at any meeting thereof (Annual, Regular or Special). A Director elected to fill a vacancy arising from the resignation, death, removal or disability of a Director shall be elected for the unexpired term of his or her predecessor. The unexpired term for which such Director is elected pursuant to this Section 10 shall be considered the first four-year term of said Director. (Renumbered 12/11/97). (Amended 12/14/00).

Section 11. Compensation. Directors, by resolution of the Board of Directors, may receive an annual retainer plus a fixed sum and expenses of attendance, if any, for each day (including necessary travel time) for meetings of the Board or committees thereof, or on any activity approved by the Chair of the Board for added work for the Foundation, together with all out-of-pocket expenses, all to be paid by the Foundation not less often than quarterly; *provided* that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation for personal services rendered the corporation which are reasonable and necessary to carry out one or more of the exempt purposes of the corporation. (Renumbered 12/11/97). (Amended 6/16/05 and 12/4/23).

Section 12. Attendance. Unless previously granted leave for reasonable cause by action of the Board of Directors, a Director of the Foundation shall not be eligible for reelection upon determination by vote of the majority of the remaining Directors that such Director, after the last election of such Director, has either:

- (a) failed to attend, except when due to illness, three consecutive regular meetings of the Board of Directors or
- (b) has failed to attend, except when due to illness, any five of ten consecutive regular meetings of the Board of Directors.

(Renumbered 12/11/97). (Amended 6/27/02).

ARTICLE IV
COMMITTEES

Section 1. Committee of Directors. The Board of Directors, by resolution adopted by a majority of the Directors, may designate and appoint one or more Committees of Directors consisting of three or more Directors and such other persons as the Board of Directors may designate, *provided, however*, the majority of each Committee's membership shall consist of Directors. Each such Committee of Directors, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; *provided, however*, each such Committee shall not have the authority of the Board of Directors in reference to (1) amending, altering or repealing the By-Laws; (2) electing, appointing or removing any member of any such committee or any Director or officer of the corporation; (3) amending the articles of incorporation; (4) adopting a plan or merger or adopting a plan of consolidation with another corporation; (5) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; (6) authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; (7) adopting a plan for the distribution of the assets of the corporation; (8) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee; or (9) authorizing or approving any grants. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon the Board or any individual Director by law. (Amended 6/27/02).

Section 2. Standing Committees. The Board of Directors shall have the following Standing Committees: Audit, Budget/Compensation, Institutional Policy, Investment, Impact Investments, and

Nominating. Such Standing Committees shall not have nor exercise the authority of the Board of Directors in the management of the corporation, except as may be authorized by resolution of the Board of Directors. By resolution, the Board of Directors shall appoint the Chair and the members of the Standing Committees. Members of the Standing Committees may, but need not, be members of the Board of Directors; *provided, however*, that at least the majority of each Standing Committee's membership shall consist of Directors. The President and the Chair shall be *ex officio* members of each Committee and, as such, shall be included in determining the number of Directors on such Committee for purposes of voting and for purposes of determining that a majority of each Committee shall consist of Directors as required hereby and by Section 3 of this Article IV. (Amended 6/27/02 and 12/13/22).

Section 3. Other Committees. By resolution, the Board of Directors may designate other committees not having nor exercising the authority of the Board of Directors in the management of the corporation. Members of each such committee may, but need not, be members of the Board of Directors; *provided, however*, that at least a majority of each such committee shall consist of Directors. The President shall appoint the members of such other committees, including the Chair of such committee, after consulting with the Chair of the Board. (Renumbered 12/11/97). (Amended 12/11/97).

Section 4. Term of Office. Each member of a committee shall continue as such until the next Annual Meeting of the Board of Directors and until his or her successor is appointed, unless the Board has authorized a longer term or the committee shall be sooner terminated by resolution of the Board of Directors, or unless such member resigns or is removed from such committee or unless such member shall cease to qualify as a member thereof. Any member of a committee may be removed by the person or

persons authorized to appoint such member whenever in such person's or persons' judgment the best interests of the corporation shall be served by such removal. (Renumbered 12/11/97). (Amended 9/23/20).

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. (Renumbered 6/27/02).

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. (Renumbered 6/27/02).

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with the rules adopted by the Board of Directors. (Renumbered 6/27/02).

ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chair of the Board, a President, a Vice President/General Counsel, a Vice President/Chief Investment Officer, a Secretary, a Vice President/Chief Operating Officer, and such other Officers as may be elected by the Board. Any two or more offices (except President and Secretary) may be held by the same person if so elected by the Board of Directors. (Amended 9/23/20). The President may adjust the titles and responsibilities of such corporate officers for purposes of identifying additional responsibilities within the general subject areas for the corporate officer so specified without the need for these By-Laws to be amended provided the general duties and responsibilities set forth in this Article for such corporate officer remain as described. (Amended 12/13/22 and 12/4/23).

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by a vote of the Board of Directors at any meeting of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors at any meeting thereof for the unexpired portion of the term.

Section 5. Chair of the Board. The Chair of the Board shall: (a) preside at all meetings of the Board of Directors; (b) coordinate (i) relations of the corporation with corporations controlled by the corporation, and (ii) relations of the Board of Directors with the President; (c) sign and issue, jointly with the President, all annual or other major reports of the corporation or to delegate such authority to the President to singly sign and issue such reports; and (d) perform such other duties as the Board of Directors may from time to time determine. (Adopted 1/3/79). (Amended 9/23/20).

Section 6. President. The President shall be the chief executive officer of the corporation and as such shall exercise general supervision of all operations and personnel of the corporation, subject to the general control of the Board. The President shall have the authority to appoint such other senior staff members (who shall not be corporate officers) as s/he may deem desirable and to assign titles, duties and

responsibilities to such persons as s/he may deem appropriate. The President shall report to the Board of Directors through the Chair or directly as the Chair may authorize. The President may sign, with any other proper officer or assistant officer of the corporation authorized by the Board of Directors, if co-signatures or attestation is required, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these By-Laws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. If the President is unable to act or is absent and cannot be reached, the corporate Vice President designated by the Board of Directors (or by the President if the Board of Directors has not made such a designation) shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If neither the Board of Directors nor the President has designated a corporate Vice President to act in such instances, the corporate Vice Presidents, in the order of their seniority of tenure, shall so act until such time as the Board of Directors can meet and determine appropriate action. (Renumbered 6/27/02). (Amended 9/23/20 and 12/13/22).

Section 7. Vice President/General Counsel. The Vice President/General Counsel shall be the chief legal officer of the corporation and shall in general perform all duties and have such powers as are normally incident to such office with respect to the corporation's legal and business affairs, including but not limited to signing court papers, settlements, releases, subscription agreements, contracts, and deeds or other instruments which the Board of Directors has authorized to be executed. The Vice President/General Counsel shall also perform such other duties and shall have such authority as from time to time may be assigned to such officer by the President or the Board of

Directors. (Adopted 12/11/97). (Renumbered 6/16/05). (Amended 9/23/20).

Section 8. Intentionally Deleted. (9/23/20).

Section 9. Vice President/Chief Investment Officer. The Vice President/Chief Investment Officer shall perform such duties as shall be assigned by the President or the Board of Directors and shall in general perform all duties and have such powers as are normally incident to such office with respect to the corporation's investment matters, including but not limited to signing subscription documents, agreements, contracts and deeds in connection with investment matters. (Adopted 12/11/97). (Amended 6/26/03 and 12/13/22). (Renumbered 6/16/05).

Section 10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; be custodian of the corporate records and of the seal of the corporation, if any, and see that the seal of the corporation, if any, is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address, electronic mail address, and telephone number of each Director which shall be furnished to the Secretary by such Director; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors. (Renumbered 6/16/05). (Amended 9/23/20).

Section 11. Vice President/Chief Operating Officer. The Vice President/Chief Operating Officer shall perform such duties as shall be assigned by the President or the Board of Directors and shall in general perform all duties and have such powers as are normally incident to such office including administration

of the buildings owned by the corporation and supervision of the Finance Department.(Amended 9/23/20; 12/13/22; and 12/4/23).

Section 12. Other Corporate Officers. Any other corporate officers elected by the Board pursuant to Article V Section 1 hereof shall perform such duties as shall be assigned to such officer by the President or the Board of Directors. (Adopted 12/11/97). (Renumbered 6/16/05).

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS, FUNDS AND
INVESTMENTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Vice President and Chief Operating Officer and countersigned by the President or another Vice President of the corporation. (Amended 9/23/20 and 12/4/23).

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept, or by resolution may authorize any

officer or officers, agent or agents of the corporation to accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Investments. The Board of Directors shall manage, invest, operate, deal in and with, and conserve the property of the corporation, and it may retain any or all of the stock or other assets transferred to the corporation by gift or bequest; *provided, however,* that the exercise of any of such powers shall not in any way conflict with the purposes of the corporation as stated in its certificate of incorporation, and such powers shall not be exercised so as to cause the corporation to lose its qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code as such provision now exists or as it may hereafter be amended. The powers of the Board hereunder may be delegated to a committee of the Board. (Amended 6/27/02).

ARTICLE VII
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and, through the Secretary, shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. (Amended 9/23/20).

The corporation considers the privacy of Confidential Information (as hereinafter described) to be essential to its operations and the achievement of its charitable purposes and programs and claims a valuable proprietary interest in such Confidential Information. For purposes of these By-Laws, "Confidential Information" shall mean any and all information and documentation prepared, generated or developed in the course of the corporation's activities that is identified as "confidential", discussed as "confidential" or, in context, can reasonably be expected to be treated as confidential, and which is not generally known or

made available outside the corporation. Confidential Information may include files, documents, research materials, background materials, memoranda, reports, financial information, tax materials and any documentation (including letters of recommendation and evaluations) relating to any actual or potential grantee, any actual or recommended MacArthur Fellow, or other actual or potential participant in any corporation program, project or other undertaking. No staff member, officer or director of the corporation shall permit the use of, disclose or permit the disclosure to any third party of any Confidential Information, either during such person's tenure with the corporation or at any time thereafter, pursuant to any deed of gift or otherwise, without the prior written consent of the corporation or an authorized Officer thereof. (Amended 9/23/20).

ARTICLE VIII
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE IX
CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal. Illinois."

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act or under the provisions of these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting,

except when the person attends a meeting for the express purpose of objecting, and objects at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. (Amended 9/23/20).

ARTICLE XI
AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws adopted by a majority of the Directors present at any meeting of the Board of Directors, *provided* notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of any Regular Meeting or Special Meeting at which such action is taken, and *provided further* that no such alteration, amendment, repeal or adoption shall in any way conflict with the purposes of the corporation as stated in its certificate of incorporation or otherwise cause the corporation to lose its qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code as such provision now exists or as it may hereafter be amended. (Amended 12/11/97).

ARTICLE XII
INDEMNIFICATION

Section 1. Mandatory Indemnification. 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 (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a Director, Officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (each, an "Other Enterprise") or is or was serving at the request of an authorized Officer as a member of an advisory committee for an Other Enterprise, against expenses (including attorneys' fees), judgments, fines, and

amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or 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 or 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 or she reasonably believed to be in or not opposed to the best interests of the corporation or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Permissive Indemnification. The corporation may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, trustee, officer, employee, or agent of an Other Enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation. Notwithstanding the foregoing, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view

of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Successful Defense of Action. To the extent that a present or former Director, Officer, or employee of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit, or proceeding referred to in Section 1 or Section 2 of this Article XII, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation.

Section 4. Authorization of Indemnification. Any indemnification under this Article XII (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 present or former Director, Officer, employee, or agent is proper in the circumstances (the "Determination") because he or she has met the applicable standard of conduct. The Determination shall be limited to (a) whether the person to be indemnified has met the standards specified in Section 1, Section 2, or Section 3 of this Article XII and (b) the amount of the indemnification permitted by law. Any Determination with respect to a person who is then serving as a Director or an Officer shall be made (a) by the majority vote of the Directors who are not parties to such action, suit, or proceeding (collectively, the "Independent Directors"), even though less than a quorum; (b) by a committee of Independent Directors, even though less than a quorum, designated by a majority vote of the Independent Directors; or (c) if there are no Independent Directors, or if the Independent Directors so direct, by independent legal counsel in a written opinion.

Section 5. Advance Payments. Expenses (including attorneys' fees) incurred by a Director, Officer, employee, or agent 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 or she is entitled to be indemnified by the corporation as authorized in this Article XII. Such expenses (including attorneys' fees) incurred by former Directors and Officers or other employees and agents of the corporation or by any person serving at the request of the corporation as a director, trustee, officer, employee, or agent of an Other Enterprise may be so paid on such terms and conditions, if any, as the corporation deems appropriate.

Section 6. Non-Exclusivity and Continuation. The indemnification and advancement of expenses provided by or granted under this Article XII (a) shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of Independent Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office; and (b) shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee, or agent of the corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance. The corporation may purchase and maintain insurance (a) to insure itself with respect to the indemnification and advance payments it is authorized or obligated to make pursuant to this Article XII, and (b) on behalf of any person who is or was a Director, Officer, employee, or agent of the corporation, or who is or was serving at the

request of the corporation as a director, trustee, officer, employee, or agent of an Other Enterprise or is or was serving at the request of an authorized Officer as a member of an advisory committee for an Other Enterprise, to insure against any liability asserted against such person and incurred by him or her 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 the person against such liability under the provisions of this Article XII.

Section 8. Limitations. Notwithstanding anything to the contrary in this Article XII, no payment shall be made under this Article XII if such payment would result in a penalty under Chapter 42 of the Code.

(Article XII adopted 9/23/20).

ARTICLE XIII DEFINITIONS

Section 1. Writings. Any action required in these By-Laws to be "written," to be "in writing," to have "written consent," to have "written approval," and the like by or of Directors or Committee Members shall include any communication transmitted or received by facsimile, e-mail, or other means of electronic transmission.

Section 2. Electronic Signatures. Any action required in these By-Laws to be "signed" or to have a "signature by or of" a Director or Committee Member shall include an action signed with an electronic signature that is any symbol executed or adopted, or any security procedure employed or adopted, by or on behalf of a person with intent to authenticate a record and which is attached to or logically associated with the action in electronic form.

(Article XIII adopted 9/23/20).