

**AMENDED AND RESTATED  
BYLAWS OF THE  
FOOD AND DRUG ADMINISTRATION ALUMNI ASSOCIATION, INC.**  
*(A nonstock corporation formed under the general laws of the State of Maryland)*

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**ARTICLE I**

**Name**

The name of the Corporation shall be the Food and Drug Administration Alumni Association, Inc. (the “Association”).

**ARTICLE II**

**Offices**

**2.1 Principal Office and Resident Agent.** The principal office of the Association shall be in such suitable place as the Board may from time to time determine as necessary or desirable for the conduct of the affairs of the Association.

**2.2 Other Offices.** The Association may also have an office or offices at such other place or places, both within and outside the State of Maryland, as the Board may from time to time determine or shall be required for the conduct of the business of the Association.

**ARTICLE III**

**Purposes and Authorities**

**3.1 Purpose.** The Association is a nonstock, nonprofit corporation, and it is organized and shall be operated exclusively for charitable, scientific, educational or other purposes contemplated by, and all within the meaning of sections 170(c)(2) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent tax laws (the “Code”). The Association shall not engage in any activities that render it no longer qualified as a tax-exempt organization under Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the purposes for which the Association is organized include the following:

- A. Promote the public health mission of the United States Food and Drug Administration (“FDA”), an agency of the Department of Health and Human Services (HHS), particularly in connection with professional or technical expertise of former employees, others with professional backgrounds related to the FDA and other public-health related government agencies, or others with exceptional public-health related professional experience.
- B. Provide education and professional development specific to public health matters, including major clinical, scientific, regulatory, legal, and public health issues relevant to the FDA.
- C. Honor exceptional contributions made by former FDA employees and other distinguished individuals specific to the public health mission of the FDA or promoting public health issues generally.
- D. Sponsor outreach programs that include, among other things, training and technical assistance to health authorities interested in establishing or enhancing national regulatory systems to improve the health and social conditions of underserved nations and regions of the world; and
- E. Promote public education concerning public health matters and foster public interest in national service careers and public health service opportunities at the FDA.

**ARTICLE IV**  
**Membership**

**4.1 Membership Classes and Eligibility.** Membership in the Association shall be composed of four (4) classes of members and each membership class shall have such rights, privileges and requirements of membership provided pursuant to these Bylaws. Pursuant to the terms and subject to the conditions of these Bylaws, including this Article IV, those classes shall be as follows:

**A. Alumni Members.**

- 1. Eligibility.** A person shall be eligible for membership in the Association as an Alumni Member if such person was either:
  - a. at any time, regardless of length of employment, an employee of the FDA, or
  - b. at any time, regardless of length of employment, an employee of HHS or its predecessor, the Department of Health, Education and Welfare, and in connection with such employment, provided significant support to the FDA.
- 2. Rights of Class Members.** An Alumni Member shall have the right to vote with respect to any and all matters presented to the members for their action, including, without limitation, the election of At Large members of the Board of Directors (“Board”), and with respect to each such matter, each Alumni Member shall be entitled to one vote.

## **B. Associate Members.**

- 1. Eligibility.** A person shall be eligible for membership in the Association as an Associate Member if, and for as long as, such person is either currently:
  - a. an employee of the FDA or
  - b. an employee of HHS and in connection with such employment, provides significant support to the FDA.

If an Associate Member shall cease to meet the eligibility requirements for membership as an Associate Member, such person's membership in the Association shall automatically convert to that of an Alumni Member for the time period covered by dues already paid, if the person otherwise meets the requirements for that class.

- 2. Rights of Class Members.** Associate Members shall have the right to participate in the affairs of the Association but shall not have the right to vote on any matters as members of the Association pursuant to these Bylaws. Associate members may participate in meetings and activities related to FDAAA and may work with FDAAA as permitted by their organization. Associate Members shall not engage in any fundraising on behalf of the Association, nor hold an official position as an Officer or Director.
- 3. Associate Member Liaison.** The Associate Members shall be represented by one or more liaisons to the Board, each of whom shall be an Observer to the Board. The Board shall from time to time designate the number of Associate Member Liaison positions, but in no event shall there be less than one Associate Member Liaison. Pursuant to the terms and subject to the conditions of these Bylaws, each Associate Member Liaison shall be chosen by Action of the Board for a term of two years. Any Associate Member Liaison may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board. Any vacancy shall be filled by Action of the Board

## **C. Honorary Members.**

- 1. Eligibility.** Commissioners of Food and Drugs and former Commissioners of Food and Drugs shall be deemed Honorary Members.
- 2. Rights of Class Members.** An Honorary Member shall have the right to vote with respect to all matters presented to the members for their action, including without limitation the election of At Large Directors, and with respect to each such matter, each Honorary Member shall be entitled to one vote. Each Honorary Member shall be exempt from any payment of membership dues pursuant to Section 11.2 of the Bylaws.

## **D. International (Locally Employed Staff) Member.**

- 1. Eligibility.** A person shall be eligible for membership in the Association as an International Member if such person supports or supported FDA as a Locally

Employed Staff member through the U.S. Department of State at any time, regardless of length of employment.

2. **Rights of Class Members.** An International Member shall not have the right to vote with respect to any matter presented to the members. International Members shall have the right to participate solely in the affairs of the Association's International Foreign Office Alumni Network Committee. International Members shall not have the right to hold office in the Association. International Members shall not engage in any fundraising on behalf of the Association.

**4.2 Other Membership Classes.** The Board may from time to time establish one or more other membership classes as it shall deem necessary. Each such membership class shall have such rights, privileges, and requirements as the Board shall provide in connection therewith.

**4.3 Additional Membership Requirements.** The Board may establish additional requirements for membership in the Association, including, without limitation, the length of membership terms and requirements for termination of membership in the Association, including, without limitation, default in the payment of membership dues.

## **ARTICLE V** **Meetings of Members**

**5.1 Annual Meeting.** If possible, the Board shall hold an annual meeting of members at a date and time fixed, from time to time, by the Board.

**5.2 Special Meetings.** The Board or a quorum (one-fourth) of the members of the Association entitled to vote may call a special meeting of the members.

**5.3 Meetings.** Any annual meeting or special meeting will be held virtually and/or in person at a place and time designated by the Board.

**5.4 Notice of Meetings; Waiver.** The Secretary shall provide written notice of all annual or special meetings stating the place, date, and time of the meeting and the purpose or purposes for which the meeting is called, not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each member of the Association entitled to vote. Notice may be delivered by electronic transmission, or any other method permitted by law. Notice shall be deemed to be given when sent. Attendance of a member shall constitute a waiver of notice, except when attendance is for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

**5.5 Quorum.** The presence of members, either in person or by proxy, constituting not less than one-fourth of the total members of the Association entitled to vote shall constitute a quorum at any meeting of members.

**5.6 Proxies.** Any member having the right to vote at a meeting of members may authorize another person or persons to act for such member by proxy, which shall be in writing and signed by the member or by his or her duly authorized representative and shall be provided to the Secretary. The proxy shall specify the duration for which the proxy is valid.

**5.7 Notice of Nominations and Proposals by Members.** Any member proposing a nominee for

election as a Director or Officer or proposing any other matter for consideration at a meeting of the members shall provide to the Board advance notice of such nomination or proposal not less than twenty (20) days prior to the meeting or such lesser period as the Board may provide.

**5.8 Voting.** Whenever members are required or permitted to take any action by vote, the Board may allow for voting to be conducted by any means the Board deems appropriate, including electronic ballot.

## **ARTICLE VI** **Board of Directors**

**6.1 General Authority.** Except as expressly provided in the Articles of Incorporation or elsewhere in these Bylaws, the business and affairs of the Association shall be managed and controlled by a Board which may exercise all such powers of the Association and do such acts and things as may be permitted by law to be done by a State of Maryland nonstock corporation and consistent with the exempt status of organizations described in Section 501(c)(3) of the Code.

**6.2 Qualifications.** Any Alumni Member or Honorary Member of the Association shall be eligible to serve on the Board. Except as otherwise required by law, a Director need not be a citizen of the United States or a resident of the State of Maryland.

**6.3 Number.** The Association shall be governed by a Board consisting of (a) the members of the Management Committee except for the General Counsel, Vice Secretary, and Vice Treasurer; who participate as Observers (b) those serving as a Chair of one or more Supporting Committee(s) of FDAAA; and (c) Three (3) At Large members. The number of Committees is determined by the Board as per Article VIII, 8.3. A Director can simultaneously serve in more than one capacity that entitles him or her to a Board position. Such person shall hold only one Board position.

**6.4 Observers.** The following positions shall be Observers to the Board and shall have the right to attend meetings of the Board (except meetings of the Board conducted in executive session) but shall not have the right to vote: General Counsel, Vice Secretary, Vice Treasurer, Associate Liaison(s), and Vice Chairs of one or more Supporting Committee(s) of FDAAA.

**6.5 Term of Office and Election.** The Directors who are also serving as Chair of a Committee shall serve for as long as they serve as Committee Chair. The At Large Directors shall serve a term of two years, eligible for re-election by the membership at the end of a two-year term. The Association shall publish a call for At Large candidates and shall allow all interested candidates who are eligible members of the Association to stand for election. If there are more than three interested candidates, the Directors shall be chosen by vote of the membership with the candidates getting the most member votes prevailing, with no minimum number of votes required. In the event of a tie, the At Large Director(s) shall be elected by vote of the majority of the Board.

**6.6 Vacancies.** Vacancies and newly created directorships may be filled by Action of the Board, as set forth in section 6.13, and the Directors so chosen shall hold office until their successors are elected or qualified, or until their earlier resignation, removal or termination.

**6.7 Removal.** An At Large Director may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board or by the affirmative vote of one-third (1/3) of the

members of the Association eligible to vote for the election of Directors.

**6.8 Resignation.** Any Director may resign at any time by giving written notice to the Chair of the Board, the Secretary, or the Board directly. Such resignation shall take effect at the time specified therein.

**6.9 Compensation.** Directors shall receive no compensation for their services rendered to the Association as Directors, except that, at the discretion and with the approval of the Chair and the Treasurer, Directors may be reimbursed for expenses incurred in the performance of their duties to the Association, *provided* such reimbursement in no way adversely affects the Association's qualification under Section 501(c)(3) of the Code. The provisions of this Section 6.9 shall not preclude any Director from serving the Association in any other capacity and receiving compensation therefor.

**6.10 Bonding.** The Board may, at its discretion, by resolution, require any Director, Officer, employee, volunteer, or agent of the Association to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may be required from time to time by the Board. The premiums for all such bonds shall be paid by the Association.

**6.11 Place and Schedule of Meetings.** The Board may hold meetings, both regular and special, either within or outside of the State of Maryland. The Board may fix the time and place for all meetings. A special meeting of the Board shall be held whenever called by the Chair of the Board or by a majority of the Directors at such time and place as shall be specified in the notice or waiver thereof.

**6.12 Organization of Meetings.** The Chair of the Board shall preside over meetings of the Board; if the Chair is not present or there is none, the Vice Chair of the Board shall preside; if the Vice Chair is not present or there is none, a chair chosen at the meeting shall preside. The Secretary, or, if the Secretary is not present, a person chosen at the meeting, shall act as secretary at the meeting.

**6.13 Action of the Board.** A majority of the total number of Directors shall constitute a quorum for the transaction of business at any meeting and, except as otherwise provided by law or these Bylaws, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a meeting may be adjourned until such time as a quorum may be obtained or held without official votes taken.

**6.14 Disposition of Property.** By Action of the Board, the Board, may dispose in any manner of any of the property of the Association.

**6.15 Action Authorized Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if it is approved in writing by a majority of a quorum of Directors.

**6.16 Telephone Meetings.** Unless otherwise provided in the Articles of Incorporation or these Bylaws, any or all Directors may participate in a meeting of the Board or a Board Committee by telephone or by any means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

**ARTICLE VII**  
**Officers**

**7.1 Members.** The Officers of the Association shall be called the Management Committee and shall consist of:

- A. a Chair of the Board of Directors,
- B. a Vice Chair of the Board of Directors,
- C. a Secretary,
- D. a Vice Secretary,
- E. a General Counsel,
- F. a Treasurer,
- G. a Vice Treasurer,
- H. a Director of Strategic Planning,
- I. a Volunteer Coordinator,
- J. an Ex Officio member, and
- K. Other positions which may be created and established as Officer positions by Action of the Board

The Management Committee may also include one or more Committee Chairs as may from time to time be determined by Action of the Board.

Pursuant to the terms and subject to the conditions of these Bylaws, each Officer shall be chosen by Action of the Board for a term of two years.

**7.2. Removal.** Any Officer elected or appointed by the Board may be removed at any time, with or without cause, by the affirmative vote of a majority of the Board. Any vacancy occurring in any office of the Association shall be filled by Action of the Board.

**7.3 Resignation.** An Officer may resign at any time by giving written notice to the Chair of the Board, the Secretary, or the Board. Such resignation shall take effect at the time specified therein.

**7.4 Salaries.** The salaries of all Officers and agents of the Association, if any, shall be fixed by Action of the Board. No Officer of the Association shall be prevented from receiving compensation by reason of the fact that he or she is also a Director of the Association.

**7.5 Chair of the Board of Directors.** The Chair of the Board of Directors (“Chair”) shall serve as the Principal Executive Officer of the Association and lead the Board and have the responsibilities, duties, powers, authority, and obligations delegated to him or her by the Board. Unless otherwise provided by a resolution adopted by the Board, the Chair shall:

- A. have general and active management of the business of the Association and shall have such other duties as are customary for the top executive of a similarly situated business.
- B. lead the Board meetings and all meetings of the members of the Association.
- C. ensure that all orders and resolutions of the Board are carried into effect.
- D. sign and deliver in the name of the Association any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Association, except in cases in which the authority to sign and deliver is required by applicable law to be exercised by another

- person or is expressly otherwise delegated by the Board.
- E. perform such other duties as may from time to time be prescribed by the Board.
  - F. serve as a member *ex officio* of all Committees established by the Board.

**7.6 Vice Chair of the Board of Directors.** The Vice Chair of the Board of Directors (“Vice Chair”) shall assist the Chair in the performance of all his/her duties and shall perform the duties of the Chair in the event of his/her inability or refusal to act and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties and have such other powers as the Board may from time to time prescribe, or as the Chair may from time to time provide, subject to the powers and the supervision of the Board.

**7.7 Secretary.** The Secretary shall:

- A. be responsible for all official correspondence of the Association.
- B. keep all papers and records of the Association which are not kept by the Treasurer or other Officers.
- C. record the proceedings of all Association and Board meetings and ensure that the minutes are available for future Association reference.
- D. perform like duties for the Committees when required.
- E. give, or cause to be given, notice of all meetings of the members and the Board.
- F. perform such other duties and have such other powers as the Board or the Chair may from time to time prescribe.

**7.8 General Counsel.** The General Counsel shall be the Chief Legal Officer of the Association and shall provide necessary legal advice to Officers and Directors on matters pertaining to the Association. The General Counsel will also serve as Agent of the Association. The General Counsel shall perform such other duties and have such other powers as the Board or the Chair may from time to time prescribe. The General Counsel will attend all Board meetings as an Observer.

**7.9 Treasurer.** The Treasurer shall:

- A. have full custody of the Association’s funds and securities.
- B. keep, or cause to be kept, full and accurate accounts of receipts and disbursement in books belonging to the Association.
- C. deposit all monies and other valuable effects in the name and to the credit of the Association in such depositions as from time to time may be designated by the Board or the Chair.
- D. disburse the funds of the Association as may be ordered by the Board or the Chair from time to time, taking proper vouchers for such disbursements.
- E. provide an account of all his/her transactions as Treasurer and of the financial condition of the Association upon request by the Board or the Chair.
- F. perform such other duties and have such other powers as the Board or the Chair may from time to time prescribe.

**7.10 Director of Strategic Planning.** The Director of Strategic Planning shall have full responsibility for leading the development and implementation of a multi-year strategic plan, defining, and guiding the work of the Association. The Director of Strategic Planning shall work



with the Board, and specifically the Committee Chairs to:

- A. assess any existing strategic plans to ensure they remain evergreen.
- B. extend or sunset any existing strategic plan upon expiry of said plan.
- C. initiate, develop, and obtain concurrence of the Board of any new multi-year strategic plan.

**7.11 Volunteer Coordinator.** The Volunteer Coordinator shall:

- A. recruit and maintain a roster of willing volunteers, their skill sets, and their contact information.
- B. maintain an inventory of needed skills, with input from Committee Chairs, FDAAA Directors, and FDAAA Officers.
- C. from time to time, contact volunteers serving on Committees to assess whether they are being well-utilized.
- D. work with Committee Chairs to ensure that they have Vice Chairs and succession plans.
- E. Work with Committee Chairs to ensure that Committees are well-staffed and that rosters are kept up to date and include all active volunteers and not inactive volunteers.
- F. run elections for At Large Directors.
- G. ensure succession for all FDAAA Board and Management Committee positions.

**7.12 Ex Officio Member.** The Ex Officio Member shall be the most recent past Chair of the Board and shall serve in this capacity until it is assumed by the next past Chair. The purpose of this position is knowledge transfer. The Ex Officio Member shall serve on the Management Committee with full voting rights, providing advice and sharing her/his expertise from having served as Chair of the Board. In the event any immediate past Chair is unable or unwilling to serve as Ex Officio Member, the Board shall have the authority to nominate another appropriate person to be elected by the majority of the Board to this seat.

## **ARTICLE VIII** **Committees**

**8.1 Management Committee.** The Association shall have a Management Committee, consisting of the members specified in Article VII. The Chair of the Board of Directors shall serve as Chair of the Management Committee. The Management Committee shall have the power to consider all matters of supervision and control of the business, property, and affairs of the Association, and to make recommendations in regard to said supervision and control to the Board and shall have such other powers as the Board may from time to time prescribe. All recommendations of the Management Committee shall be subject to approval by Action of the Board. In the interim period between the promulgation of the recommendations of the Management Committee and said meeting of the Board, the Association shall abide by the recommendations of the Management Committee.

**8.2 Board Committees.**

- A. **Authority to Establish.** The Board may by resolution create one or more Committees of the Board of Directors, with such Committee to consist of one or more Directors of the Association (a "Board Committee").

B. **Board Committee Procedures.** Any such Board Committee, to the extent decided by Action of the Board, but subject to any applicable statutory provisions and any voting procedures established by the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Association (except to the extent prohibited by applicable law). Such Committee or Committees of the Board shall have such member or members as may be determined from time to time by Action of the Board. The Board may designate one or more Directors as alternate members of any Board Committee, who may replace any absent member at any meeting of the Committee.

### **8.3 Supporting Committees.**

A. **Authority to Establish.** The Board may designate one or more supporting Committees, each Committee to consist of one or more members of the Association, a Chair, and a Vice Chair (each, a “Supporting Committee”). The purpose, function, and authority of each Supporting Committee shall be to lead certain functions of the Association (e.g., activities, communications, membership) and in no event shall any such Supporting Committee exercise any of the powers of the Board or have the authority to act in the name, or on behalf, of the Board or otherwise bind or act in the name, or on behalf, of the Association.

B. **Committee Chairs and Vice Chairs.** With respect to any Supporting Committee established under this Section 8.3.A., the Board shall designate a member of that Committee as Chair of the Committee and a member of that Committee as Vice Chair of the Committee. The Chair will also serve as a member of the Board of Directors. The Vice Chair will not be considered an Officer or Director of the association but may attend meetings of the Board as an Observer. Such Chair shall preside over all meetings of such Supporting Committee. In the absence of such Chair, meetings of a Supporting Committee shall be presided over by the Vice Chair or a member of the Committee chosen at such meeting.

**8.4 Committee Tenure and General Procedures.** All Committees appointed pursuant to this Article VIII, whether Board Committees or Supporting Committees, and all Chairs, Vice Chairs, and members of any such Committee, may be removed by the affirmative vote of a majority of the Board, with or without cause. Each such Committee may make its own rules of procedure and shall meet where and as provided by such rules or by the appointing authority, provided that minutes of all meetings shall be taken, maintained, and reported to the Board. A majority shall constitute a quorum, and in every case the affirmative vote of a majority of the members of such Committee present at any meeting at which a quorum is present shall be necessary for the adoption of any resolution by such Committee.

## **ARTICLE IX** **Chapters**

By Action of the Board, the Board may establish criteria and procedures for the formation, operation, recognition and termination of a Chapter of the Association. A Chapter is defined as a geographically identified subgroup of the Association who may meet independently to further the Association’s mission. Subject to the Articles of Incorporation, these Bylaws and applicable law, a Chapter shall have and may exercise the powers and authority provided in the enabling resolution of the Board and shall be consistent in purpose and procedure with the principles set

forth in these Bylaws.

**ARTICLE X**  
**Execution of Documents**

All deeds, mortgages, bonds, contracts, and other instruments may be executed on behalf of the Association by the Chair, Vice Chair, or such Officer or Officers as may be authorized by Action of the Board (unless such power is restricted by Action of the Board or is required by law to be otherwise signed or executed).

**ARTICLE XI**  
**Fiscal Year, Dues, Corporate Earnings**

**11.1 Fiscal Year.** The fiscal year of the Association shall begin on October 1st and end on September 30th.

**11.2 Dues.** The dues and other assessments for members, if any, or classes of members, if any and as applicable, shall be in the amount and payable at such times and under such conditions as shall be determined by Action of the Board.

**11.3 Prohibition Against Sharing in Corporate Earnings.** No part of the earnings of the Association shall inure to the benefit of or be distributable to its incorporators, Directors, Officers, or other private persons (except as otherwise provided in these Bylaws). All Directors and Officers of the Association shall be deemed to have expressly consented and agreed that, upon dissolution or winding up of the affairs of the Association, the Board shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of the remaining assets of the Association exclusively for the purposes set out in these Bylaws and the Articles of Incorporation.

**11.4 Exempt Activities.** In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Association, voluntary or involuntary or by operation of law, (a) the Association shall not have or exercise any power or authority either expressly or by interpretation or operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as an Association described in Section 501(c)(3) of the Code; and (b) neither the whole, nor any part or portion, of the assets or net earnings of the Association shall be used, nor shall the Association ever be organized or operated, for objects or purposes other than those set out in the Articles of Incorporation.

**11.5 Auditors.** The Board may, in its discretion, appoint a recognized firm of certified public accountants to audit the financial records of the Association for each fiscal year and at such other times and for such other periods as the Board may deem appropriate, and to furnish reports on such audits, and make available an annual report of audits completed, to the Board.

**ARTICLE XII**  
**Indemnification and Insurance**

**12.1 Indemnification.**

- A. Except as otherwise provided in this Article XII, to the maximum extent permitted by law, the Association shall indemnify and, without requiring a preliminary determination of the ultimate entitlement to indemnification, shall pay or reimburse reasonable expenses in advance of final disposition of a legal proceeding to any individual who is made a party to the proceeding by reason of his or her service to the Association.
- B. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
- C. In no event shall the Association indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Code. If at any time the Association is deemed to be a private Association within the meaning of section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in section 4941(d) or 4945(d) of the Code.
- D. Neither the amendment nor repeal of this Article XII, nor the adoption or amendment of any other provision of the Bylaws or Articles of Incorporation of the Association inconsistent with this Article XII shall apply to or affect in any respect the applicability of this Article XII in respect of any act or failure to act which occurred prior to such amendment, repeal, or adoption.

**12.2 Severability.** If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

**12.3 Non-Exclusive Remedy.** The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which such individual may be entitled under any statute, agreement, Action of the Board, or otherwise and shall not restrict the power of the Association to make any indemnification permitted by law.

**12.4 Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Association or of any other Association, partnership, joint venture, trust or other enterprise which he or she served at the request of the Board, or on behalf of any person connected with the business of the Association, against all liability and expenses incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not such person may have a right to be indemnified by the Association against such liability and expenses under this Article XII.

### **ARTICLE XIII** **Amendments**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the members of the Board then in office; *provided, however*, that any such alteration, amendment, repeal or adoption shall be consistent with the requirements of Section 501(c)(3) of the Code.