

**BYLAWS  
of the  
COMMAND AND GENERAL STAFF COLLEGE FOUNDATION**

Adopted 26 January 2006  
Amended 12 April 2007  
Amended 30 September 2010

**ARTICLE I - PRINCIPAL OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the Command and General Staff College Foundation (the "Foundation"), a not-for-profit corporation incorporated under the laws of the State of Kansas, shall be located at Fort Leavenworth, Kansas or other location in close proximity to Fort Leavenworth. The Foundation may have such other office or offices at such suitable locations within or outside the State of Kansas as may be designated from time to time by the Board of Trustees of the Foundation (the "Board").

Section 2. Registered Agent. The Foundation shall have and continuously maintain a registered office in the State of Kansas, and the Board shall appoint and continuously maintain in service a registered agent within the State of Kansas. The registered agent shall have a post office address identical with the registered office, shall be a resident of the State of Kansas, and shall either be an Officer of the Foundation or a member of the Kansas State Bar.

**ARTICLE II - MISSION**

Section 1. Mission. The mission of the Foundation, subject to the limitations of Article X, is to foster a strong relationship between the military and the private sector, to enrich the US Army Command and General Staff College's academic environment, support professional military education and leader development, enhance the institution's research activities, maintain contact with alumni, and encourage excellence in the faculty and student body to ensure the preparation of outstanding leaders of the Armed Forces of the United States. In the advancement of its mission, the Foundation shall solicit, receive, administer and make grants and gifts of funds and property for the encouragement, support and furthering of the education and training of those persons who shall from time to time be attached or assigned to the U.S. Army Command and General Staff College (the "College").

Section 2. Income and Principal. All income and principal of the endowment and assets of the Foundation shall be held, invested and distributed solely for such purposes, with the exception of appropriate amounts needed for the administration of the Foundation in the furtherance of its mission. The Foundation shall be authorized to engage in such other and supplemental means as may be necessary and proper to accomplish its mission.

Section 3. Supporting Organization. The Foundation provides support to the United States Army Command and General Staff College.

**ARTICLE III - BOARD OF TRUSTEES**

Section 1. General Authority. There shall be a Board of Trustees of the Foundation (the "Board"), which shall manage, supervise and control the business, property and affairs of the

Foundation. The Board shall be vested with the powers of the Foundation itself, including, but not limited to, the authority to determine policies of the Foundation and to carry out its mission, to appoint and remunerate agents and employees and to disburse the funds of the Foundation. It shall adopt such rules and regulations necessary for the conduct of its business, and shall assign such responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with nor contradicts the Articles of Incorporation, the Bylaws of the Foundation, or any applicable law.

Section 2. Membership. The Board of Trustees of the Foundation shall be composed of not less than twelve (12) and not more than ninety (90) individuals. The Trustees shall be divided into three classes. The initial terms of the Class I Trustees shall end at the annual meeting of the Board in 2007, and thereafter the terms shall be for three years. The initial terms of the Class II Trustees shall end at the annual meeting of the Board in 2008, and thereafter the terms shall be for three years. The initial terms of the Class III Trustees shall end at the annual meeting of the Board in 2009, and thereafter the terms shall be for three years. The Board has the power to elect, upon recommendation of the Nominating Committee, such Emeritus and Honorary positions as from time to time it may deem appropriate.

Section 3. Election. At each Annual Meeting of the Board, Trustees shall be elected to hold office by a majority vote of the Trustees then in office. Vacancies among the Trustees may be filled by a majority vote of the Trustees at the annual meeting or they may be appointed by a majority of the Executive Committee and then presented for election to the Board at the following annual meeting. Trustees normally shall serve no more than two consecutive three-year terms of office provided, however, that this restriction may in exceptional cases be waived by a majority vote of the Trustees at any regular or special meeting of the Board at which a quorum is present. Former Trustees may be reelected by the Board after one year's absence from the Board. A Trustee whose term expires at an Annual Meeting shall not thereby be disqualified from voting for the election of a successor.

Section 4. Resignation. Any Trustee may resign from office at any time by delivering a resignation in writing to the Chairman, the President or the Secretary. Acceptance of the resignation shall not be necessary to make the resignation effective, which shall take place immediately or at the time specified therein.

Section 5. Removal. Any Trustee may be removed with or without cause by a vote of at least two thirds (2/3) of the Board at any regular or special meeting of the Board of Trustees at which a quorum is present. The term of any Trustee who fails to attend three (3) consecutive regular or special meetings of the Board or otherwise evidences lack of interest in or support of the CGSC Foundation may be terminated by a majority vote of the Trustees present at any properly constituted meeting, or by a two thirds (2/3) majority vote of the Executive Committee.

Section 6. Regular Meetings. The Annual Meeting of the Board of Trustees of the Foundation shall be held in September, unless otherwise determined by the Executive Committee. It shall be held at such time, day and place as shall be designated by the Chairman in the notice of the meeting for the purpose of electing Trustees and Officers and transacting such other business as may properly come before the meeting. The Board of Trustees may, by resolution, provide for the holding of additional regular meetings.

Section 7. Special Meetings. Special meetings of the Board of Trustees may be called at the direction of the Chairman, the President, or by any six (6) Trustees or three (3) members of the Executive Committee then in office. They shall be held at such time, day and place as may be designated in the notice of the meeting.

Section 8. Notice. Notice of the time, day and place of any regular meeting of the Board of Trustees shall be given at least thirty (30) days, but not more than sixty (60) days, previous thereto by notice sent by mail, telephone, facsimile or other electronic communication (e-mail) to each Trustee at his or her address as shown in the records of the Foundation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any special meeting shall be given at least seven (7) days prior to the convening thereof in the manner prescribed above. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. A Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 9. Quorum. One third (1/3) of the Trustees then in office actually present or participating via electronic means as noted in Section 10, or by Proxy shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. If no quorum is present at any meeting, a majority of Trustees present may adjourn the meeting from time to time without further notice until a quorum is obtained or continue discussions on an informal basis only.

Section 10. Participation. In addition to being present at a meeting, any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by interactive electronic means (teleconference, video teleconference, or via a virtual collaborative environment) that would allow all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10a. At all meetings of trustees, annual or special, every Trustee having the right to vote shall be entitled to vote in person or by Proxy appointed by an instrument in writing, and subscribed by such Trustee. Any vote by Proxy shall be counted as if the Trustee were present in person for purposes of determining the presence of a quorum.

Section 11. Action by the Board. Except as otherwise provided by law or by these Bylaws, the act of a majority of Trustees in person, by interactive electronic means, or by Proxy at a meeting of the Board of Trustees shall be an act of the Board, provided that a quorum is present at such time. Each member of the Board shall be entitled to one vote. In the absence of a quorum, any action taken shall be advisory only, but may become valid if subsequently confirmed by a majority vote of the Board, in conformance with the stated quorum requirements of the Board.

Section 12. Reimbursement. Trustees shall receive no compensation for their services as members of the Board of Trustees. The Board may, however, authorize reimbursement by the Foundation of reasonable reimbursement for services rendered in effecting one or more of the missions or objectives of the Foundation.

Section 13. Foundation Membership. The Foundation shall have no members other than the members of its Board of Trustees. For the purpose of any rule of law relating to members of non-stock corporations, the members of the Board of Trustees shall constitute the members of the Foundation. The Board of Trustees, however, may establish classes of nominal constituents and designate various levels of corporate or individual support to encourage and recognize contributions to and support of the missions and objectives of the Foundation. Consistent with the provisions of this section, no such nominal constituents shall be members of the Foundation unless elected to the Board of Trustees.

Section 14. Trustee Financial Responsibility. Each Trustee shall be expected to contribute to the Foundation, in cash or in kind, an amount the minimum of which shall be determined by the Board an annual or special meeting. In addition, Trustees are strongly encouraged to provide additional means of support to the Foundation. These means of support may be in the form of either direct or indirect financial or in-kind donations, fundraising, serving as representatives or spokespersons for the Foundation, or assisting with periodic special projects that promote the mission of the Foundation.

#### ARTICLE IV – COUNCIL OF SENIOR ADVISORS

Section 1. General Authority. There shall be a Council of Senior Advisors of the Foundation (the “Council”) which shall provide advice to the Officers and Members of the Foundation on an as-needed basis.

Section 2. Membership. The Council of Senior Advisors is not a governing body. It consists of members elected to serve, without obligation, for an open-ended term. Candidates for membership are drawn from those trustees who have completed successfully their elected terms as Trustees (members of the Board). The Council has the power to make recommendations to the Board. The Council may elect a President who shall be invited to attend Board meetings as a non-voting advisor.

Section 3. Obligations. There are no obligations for members of the Council. However, Council members are encouraged to be ambassadors for the Foundation, to promote the work of the Foundation, support the programs and activities of the Foundation, and to support fundraising efforts of the Foundation.

#### ARTICLE V - OFFICERS

Section 1. Officers. The Officers of the Foundation shall consist of a Chairman, a Vice Chairman, a President, Vice President(s), a Secretary, a Treasurer, a General Counsel and such other Officers as from time to time the Board may deem necessary. Any two or more offices may be held by the same person except for the offices of President and Secretary. Officers who are not employees of the Foundation shall be members of the Board of Trustees.

Section 2. Election of Officers. The Officers of the Foundation shall be elected or appointed by the Board of Trustees at the Annual Meeting of the Foundation. Officers may receive reimbursement for services rendered in such reasonable amounts as may be determined from time to time by a majority of the entire Board.

Section 3. Term of Office. Each Officer shall hold office for three (3) years or for the term of which he or she is elected or appointed and until his or her successor has been elected or appointed. Officers shall normally serve no more than two consecutive three-year terms of office provided, however, that this restriction may in exceptional cases be waived by a majority vote of the Board at any regular or special meeting.

Section 4. Removal, Resignation and Vacancies. The Board, by a majority vote of the Trustees then in office, may remove any Officer at any time with or without cause. The removal of an Officer without cause shall be without prejudice to his or her contract rights, if any. The election or appointment of an Officer shall not in itself create contract rights. Any Officer may resign at any time by giving written notice to the Chairman, the President or the Secretary. Unless otherwise stated in the notice, the resignation shall take effect upon receipt thereof by the Board or such Officer. Acceptance of the resignation shall not be necessary in order to make it effective. Any vacancy arising in an office from any cause may be filled by a majority vote of the Board at its next meeting or at a special meeting called for that purpose. Officer vacancies may be filled by the Executive Committee, on an interim basis, until the next Annual Meeting of the Board where a quorum is present.

Section 5. Chairman. The Chairman of the Board of Trustees shall be the senior officer of the Foundation. The Chairman shall preside at all meetings of the Board and shall have all powers and shall perform all duties commonly incident to and vested in the office of the chairman of a corporation. The Chairman shall be a voting ex-officio member of all committees of the Foundation and shall, in consultation with the President, recommend to the Board of Trustees the appointment of standing or special committees and subcommittees as may be required or permitted by these Bylaws.

Section 6. Vice Chairman. The Vice Chairman of the Foundation shall have such powers and perform such duties as the Chairman may prescribe. In the event that the Chairman is absent or unable to act, the Vice Chairman shall perform all the duties and may exercise the powers of the Chairman.

Section 7. President. The President of the Foundation shall have those powers and shall be responsible for the performance of those duties commonly incident to and vested in the office of president of a corporation, but which shall not include the responsibilities of the chief executive officer of the Foundation. The President shall preside at meetings of the Board when the Chairman or Vice Chairman are unavailable and shall be the permanent chairman of the Executive Committee. He or she shall have general knowledge of and responsibility for the supervision of the business of the Foundation and shall see that all orders and resolutions of the Board are put into effect by the Chief Executive Officer and the Foundation Staff. The President shall be a voting ex-officio member of all committees of the Foundation. The President shall also perform such other duties as the Chairman, or the Board of Trustees, may from time to time designate or assign.

Section 8. Vice President. The Vice President(s) of the Foundation shall have such powers and perform such duties as the Chairman or the President may prescribe. In the event that the President is absent or unable to act, the senior Vice President, by date of election, shall perform all the duties and may exercise the powers of the President.

Section 9. Secretary. The Secretary of the Foundation shall have all powers and shall perform all duties commonly incident to and vested in the office of secretary of a corporation. He or she shall attend all meetings of the Board of Trustees and such committees to which he or she may be appointed. The Secretary shall be responsible for recording, distributing and preserving in the books of the Foundation accurate minutes of the proceedings of all such meetings. The Secretary shall assure that all notices are given in accordance with these Bylaws and shall perform such other duties as the Board may designate. The Chief Executive Officer may perform the duties as Secretary if appointed by the Chairman of the Board (Article VI, Section 1).

Section 10. Treasurer. The Treasurer of the Foundation shall have all powers and shall perform all duties commonly incident to and vested in the office of treasurer of a corporation. The Treasurer shall be responsible for developing and reviewing the fiscal policies of the Foundation, assuring (a) that accounts are maintained of all monies received and expended, (b) that all monies of the Foundation are deposited in banks or trust companies approved by the Board of Trustees, and (c) that authorized disbursements are made there from as required by the business of the Foundation. The Treasurer shall render a report of the finances of the Foundation at the Annual Meeting of the Foundation, or whenever requested by the President, showing all receipts and expenditures for the current year, and shall perform such other duties as the Board may from time to time designate.

Section 11. General Counsel. The General Counsel shall be the principal legal advisor to the Foundation and shall serve as a member of the Board of Trustees.

Section 12. Bonding. The Chief Executive Officer, the Treasurer and any other person authorized to sign Foundation checks shall be bonded in such amounts as the Executive Committee shall prescribe.

## ARTICLE VI - COMMITTEES

Section 1. Executive Committee. The Chairman may appoint, or authorize the President to appoint, an Executive Committee to consist of the Officers of the Foundation, to include immediate past-chairman and immediate past-president, and one or more additional Trustees who are not Officers on an advisory basis. The Chairman of the Board shall serve as an ex-officio voting member of the Executive Committee. The Chief Executive Officer of the Foundation, and such other members of the staff as the President may direct, shall attend Executive Committee Meetings as non-voting members. The Executive Committee is empowered to act for the Board of Trustees between Board meetings on all matters of Foundation business not in conflict with these Bylaws or with policies established by the Board. The Executive Committee may appoint trustees to vacancies on the Board and may also appoint interim officers to fill unexpected vacancies until the following regular Annual Meeting. The Executive Committee will meet on call of the Chairman, the President or any two (2) members of the Executive Committee and such actions as the Executive Committee may take will be reported to the full Board when the Board next convenes subsequent to such actions. One-half (1/2) of the standing Executive Committee shall constitute a quorum for the transaction of business.

Section 2. Development Committee. The Chairman may appoint a Development Committee to consist of such number of persons as the Board of Trustees may determine advisable, to have such duties and perform such functions as the Board may deem appropriate.

Section 3. Finance and Audit Committee. The Chairman may appoint a Finance and Audit Committee to consist of such number of persons as the Board of Trustees may determine advisable, to have such duties and perform such functions as the Board may deem appropriate. The Chairman may also authorize an Investment Subcommittee to oversee management of the endowment and other funds of the Foundation and to make recommendations to the Finance and Audit Committee regarding their management.

Section 4. Programs and Planning Committee. The Chairman may appoint a Programs and Planning Committee to consist of such number of persons as the Board of Trustees may determine advisable and to have such duties and perform such functions as the Board may deem appropriate.

Section 5. Nominating Committee. In addition to its standing committee responsibilities, the Executive Committee, at least fourteen (14) days prior to the Annual Meeting, shall function as the Nominating Committee of the Board to select candidates for election to vacancies on the Board of Trustees and to select candidates for Officers of the Foundation incident to expiration of terms of office or for other reasons. The Chairman or the President, whoever is not standing for election, shall present the names of candidates to the Secretary, who shall publish said names, with their corresponding offices, to the membership together with the notice of the time and place of the Annual Meeting. No member of the Nominating Committee who is being considered for reelection to the Board or election or reelection as an Officer of the Foundation may be present during, or participate in, the discussion of, or the voting for, his or her own candidacy.

Section 6. Bylaws Review Committee. The Chairman may appoint a Bylaws Review Committee to review the Articles of Incorporation and Bylaws and report its recommendation for changes to the Executive Committee.

Section 7. Special Committees. The Chairman may create such additional special committees as it shall, from time to time, deem desirable. The members of such committees shall be appointed by the Chairman in consultation with the President. Such special committees shall have only the powers specifically delegated to them by the Chairman and in no case shall have powers which are not authorized for standing committees.

## ARTICLE VII - FOUNDATION STAFF

Section 1. Chief Executive Officer. The Foundation may employ a Chief Executive Officer (“CEO”) who, as the Foundation’s principal staff officer, shall be responsible for seeing that the policies and directives of the Board of Trustees and Executive Committee are properly carried out and who shall, in general, supervise and control all of the business, financial and administrative affairs of the Foundation. The CEO shall have the responsibility and authority necessary to manage and direct all activities of the Foundation, subject to such policies as may be adopted and such orders as may be issued by the Board. The CEO shall also be responsible for strategic planning and coordination of the Foundation’s relationship with both the Commandant and Deputy Commandant of the Command and General Staff College. The CEO shall not make policy decisions, make grants or cause the Foundation to borrow funds without express Board or Executive Committee approval. The CEO shall work closely with the Board, its committees, and the Foundation’s Staff to ensure accomplishment of the stated goals, objectives, programs and overall mission of the Foundation. The CEO shall act as the duly authorized representative of the Board of Trustees and Executive Committee in all matters in which the Board has not formally

designated some other person to act. The CEO may also serve as the Secretary of the foundation as noted in Article IV, Section 8.

Section 2. Limitation of Authority. The powers of the CEO apply only in the absence of Articles of Incorporation or Bylaws provisions to the contrary, and only in matters of routine business, and not in extraordinary (major decision) matters, such as amalgamation, sale of assets, long-term contracts or agreements, or dissolution of the Foundation.

Section 3. Financial Reports and Audits. The CEO shall be responsible for the preparation and presentation of an Annual Financial Report verified by an independent public or certified public accountant, or a firm of such accountants selected by the Board, showing in appropriate detail the following: (1) the assets and liabilities, including trust and endowment funds, of the Foundation as of the end of the preceding fiscal year; (2) the principal changes in assets and liabilities, including trust and endowment funds, during said fiscal year; (3) the revenue or receipts of the Foundation, both unrestricted and restricted to particular purposes, during said fiscal year; and (4) the expenses and disbursements of the Foundation, for both general and restricted purposes during said fiscal year. At the first Regular or Annual Meeting of the Board of Trustees following receipt of the audited Annual Financial Report, the CEO shall be responsible for presenting that report to the Board of Trustees, which report shall then be filed with the minutes of that meeting. The CEO shall cause the Annual Financial Report to be reviewed by an independent certified public accountant at such times as required by any regulations governing the Foundation's operation or as directed by the Executive Committee. The CEO will arrange for an audit upon the change of the Treasurer and at least once every two years IAW AR 210-22.

Section 4. Chief Operating Officer. The Foundation may employ a Chief Operating Officer ("COO") who, as the Foundation's second principal staff officer, shall work closely with the CEO with regard to daily supervision of the staff, support of the Board, and as directed by the CEO toward furtherance of all of the goals and missions of the Foundation. In addition to providing oversight of staff activities, the COO shall assist with all matters of finance, development, fundraising, membership, planning and program support as directed by the CEO.

Section 5. Succession. In the event the CEO is absent or unable to act, the COO shall temporarily assume the responsibility and authority of the CEO when so directed by the Chairman or, in the Chairman's absence, the President of the Foundation.

Section 6. Additional Staff Officers and Employees. The Foundation may employ such additional full or part-time staff members from time to time as may be deemed essential and appropriate to further the goals and accomplish the mission of the Foundation. The titles and responsibilities of these positions shall be authorized by the Board upon recommendation of the CEO and the Executive Committee.

## ARTICLE VIII - ACCEPTANCE OF GIFTS

Section 1. The Chairman, the President, the Chief Executive Officer and any member of the Board of Trustees shall have the authority to accept or to reject offers of gifts on behalf of the Foundation.

Section 2. All Trustees, Officers and employees of the Foundation are prohibited from giving to donors or perspective donors any appraisal of the value of any property which may be offered to or accepted by the Foundation.

#### ARTICLE IX - ADMINISTRATION

Section 1. The fiscal year of the Foundation shall commence on January 1 and terminate on December 31.

Section 2. Levels of giving (individual and corporate) shall be decided by the Executive Committee. A one-year complimentary individual constituency may be extended to military and civilian students, and new staff and faculty of the College, in exchange for their personal contact information so they may be properly notified of Foundation activities.

Section 3. The Foundation shall have two funds, the general operating fund and an endowment fund. The source of funds for the general operating fund shall be annual contributions, unrestricted gifts and grants. The source of funds for the endowment fund shall be restricted contributions and funds so designated by the Executive Committee. The Executive Committee shall establish appropriate policies for the use of funds in the endowment fund.

Section 4. The Board of Trustees shall request an annual list of needs from the College and approve the granting of funds based upon the availability of Foundation resources consistent with the ability to maintain, operate and sustain the Foundation on a sound fiscal basis.

Section 5. The Executive Committee shall approve all expenditures for the operation of the Foundation and shall ensure that disbursements are within the purpose for which the Foundation was established.

Section 6. Individual members shall not receive an income, either individually or collectively, except salaries for Foundation employees specified herein and approved by the Executive Committee.

#### ARTICLE X - RECORDS

Section 1. The Foundation office shall maintain the following permanent records:

- Original Articles of Incorporation with all current revisions.
- Original Bylaws with all current revisions.
- Records of approval of the Articles of Incorporation and Bylaws and all amendments thereto.
- Current list of Trustees, Officers, and constituents.
- All documents related to the Foundation's tax exempt status.

#### ARTICLE XI - LIMITATION ON ACTIVITIES, DISSOLUTION

Section 1. Limitation on Activities. The Foundation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor thereto (hereinafter, the "Code") and shall engage exclusively in activities in furtherance of such purposes in accordance with the mission and objectives of its Articles of Incorporation and Bylaws. The Foundation shall not exercise any

power or authority, nor shall it engage in any activity, that would prevent the Foundation from qualifying (and continuing to qualify) as an exempt organization described in section 501(c)(3) of the Code. No part of the net earnings, if any, of the Foundation shall inure to the benefit of any Trustee, Officer, employee or any private individual, except that reasonable compensation may be paid for services rendered to or for the Foundation. No substantial part of the activities of the Foundation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted under section 501(h) of the Code, nor shall the Foundation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

With respect to any taxable year or years of the Foundation during which it is a private foundation as defined in section 509 of the Code, it shall make distributions for such years at such time and in such manner as not to subject the Foundation to tax under section 4942 of the Code. The Foundation shall not:

- (a) engage in any act of self-dealing, as defined in section 4941(d) of the Code;
- (b) retain any excess business holdings, as defined in section 4943(c) of the Code;
- (c) make any investments or otherwise acquire assets in such manner as to subject the Foundation to tax under section 4944 of the Code; or
- (d) make any taxable expenditures, as defined in section 4945(d) of the Code.

Section 2. Dissolution. On dissolution or termination of the Foundation, no Trustee, Officer, employee or any private individual shall be entitled to share in the distribution of any of the Foundation's assets. All remaining assets, after payment or making provision for payment of all lawful debts and liabilities of the Foundation, shall be distributed to the College.

## ARTICLE XII - INDEMNIFICATION AND INSURANCE

Section 1. To the extent permitted by law, the Foundation shall indemnify and hold harmless each Trustee and Officer, whether or not then in office, and his or her personal representative(s), against any and all claims, liabilities, expenses and costs reasonably incurred by him or her or by his or her estate, in connection with or arising out of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Trustee or Officer; provided, however, that no Trustee or Officer shall be indemnified against liability or claims by reason of his or her willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his or her office.

Section 2. The right of indemnification herein provided for shall also apply in respect of any amounts paid in compromise of any such claims asserted against any such Trustee or Officer, including expenses and costs reasonably incurred in connection therewith, provided the Executive Committee shall have first approved such proposed compromise settlement and determined that the Trustee or Officer involved was not guilty of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his or her office; but in taking such action any Trustee involved shall not be qualified to vote thereon, and if for this reason a quorum of the Executive Committee cannot be obtained to vote on such matters it shall be determined by a committee of three disinterested persons appointed by the Executive Committee at a duly called special or regular meeting.

Section 3. The right of indemnification herein provided for shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Trustees, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee or Officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 4. The Foundation may purchase and maintain insurance on behalf of any person who is or was such a Trustee or Officer, or is or was serving at the request of the Foundation as such a director, Trustee, officer or designated agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

#### ARTICLE XIII - AMENDMENTS

Section 1. Amendments. These Bylaws may be amended by the Executive Committee.

Section 2. Notice of Amendment. An amendment to be proposed at a meeting shall be mailed to each member of the Executive Committee at least ten (10) days prior to the date of the meeting. An amendment so made shall be effective immediately after adoption unless an effective date is specifically adopted at the time the amendment is enacted.

#### ARTICLE XIV - EFFECT OF BYLAWS

Section 1. These Bylaws supersede in their entirety all other Bylaws heretofore adopted by the Foundation.