

BYLAWS
WHEELCHAIR BASKETBALL CANADA
BASKETBALL EN FAUTEUIL ROULANT CANADA

September 11 2014

ARTICLE I: GENERAL

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Wheelchair Basketball Canada/Basketball en Fauteuil Roulant Canada, a corporation under the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time, and referred to as the “Corporation” in these Bylaws.

1.2 Registered Office – The registered office of the Corporation will be located within the City of Ottawa, in the province of Ontario.

1.3 No Gain for Members – The Corporation shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting its objects.

1.4 Ruling on Bylaws – Except as provided in the Act, the Board shall have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the corporation.

1.5 Conduct of Meetings – Unless otherwise specified in the Act or these Bylaws, meetings of Members and meetings of the Board shall be conducted according to Roberts Rules of Order (current edition).

1.6 Language -- These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE II: MEMBERSHIP

Categories of Membership

2.1 Categories – The Corporation has two categories of membership:
a) Active Members;
b) Active Member Associations.

Qualifications for Membership

2.2 Active Members – Directors as defined in Article 3.1. When a Director ceases to hold office as a Director, the Director shall cease to be an Active Member.

2.3 Active Member Associations - Any association recognized by any province or territory of Canada as the sole governing body for the sport of wheelchair basketball in that province or territory.

Admission of Members

2.4 With the exception of Directors who become Active Members automatically upon election as a Director, no organization shall be admitted as a Member unless:

- a) It has made written application to the Board in the form prescribed by the Board;
- b) It is eligible to apply to a class of membership;
- c) It receives approval of not less than two-thirds of the votes cast by the Members as defined in Article 2.6 in favor of their admission as Member.

2.5 Failure to be Admitted – Where a candidate member is not admitted to membership, written reasons shall be provided.

Voting Rights of Members

2.6 Members shall have the following voting rights at all meetings of Members:

- a) Active Members and Active Member Associations shall have voting rights as specified in Article 5.8.

Membership Dues

2.7 Year - Unless otherwise determined by the Board, the membership year of the Corporation shall be the same as the fiscal year.

2.8 Dues – Membership dues shall be determined annually at the Annual Meeting by the Members. In the event the Members fail to establish Membership dues, the Board of Directors may do so following the Annual Meeting. Active Members are not required to pay membership dues.

2.9 Deadline – Membership dues shall be payable by the 30th day of June.

Withdrawal and Termination of Membership

2.10 Resignation – A Member may resign from the Corporation by giving a written notice to the Board. The Member's resignation shall become effective the date on which the request is approved by the Board.

2.11 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

2.12 Arrears – A Member may be suspended from the Corporation for failing to pay membership dues by the deadline date prescribed herein. Should membership dues remain unpaid for an additional 14 days, the Member may be expelled from the Corporation.

2.13 Discipline – In addition to suspension or expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

2.14 Cease to be a Member – Any Member which is not an individual shall cease to be a Member upon its dissolution or winding up of affairs. Active Members shall cease to be Members upon ceasing to be a Director.

2.15 Membership Not Transferable – The interest of a Member in the Corporation is not, directly or indirectly, transferable to any individual or organization.

Good Standing

2.16 Definition – A Member of the Corporation shall be in good standing provided that the Member:

- a) owes no outstanding membership dues or other debts to the Corporation;
- b) has not ceased to be a Member;
- c) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- d) has complied with the Constitution, Bylaws, policies and rules of the Corporation; and
- e) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board.

2.17 Cease to be in Good Standing - Members who cease to be in good standing shall not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III: GOVERNANCE

Composition of the Board

3.1 Directors – The Board shall consist of not less than seven and not more than twelve (12) Directors, comprised of:

- a) The elected President;
- b) The elected Vice-President, Finance and Administration;
- c) The elected Vice-President, Domestic;
- d) The elected Vice-President, High Performance;
- e) The elected Vice-President, Technical; and
- f) The elected Vice President, Marketing and Communications;
- g) The elected Vice President, Athlete Representative;
- h) Up to four Directors-at-Large; and
- i) In accordance with the Act, one Director who may be appointed by the Board immediately after the Annual Meeting for a one year term, to be served until the next Annual Meeting.

Powers of the Board

3.2 Powers of the Corporation – Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

3.3 Managing the Affairs of the Corporation – The Board may make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these Bylaws.

3.4 Discipline – The Board may make policies and procedures relating to discipline of Members, and shall have the authority to discipline Members in accordance with such policies and procedures.

3.5 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes shall be dealt with in accordance with such policies and procedures.

3.6 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.

Election and Appointment of Directors

3.7 Eligibility -- Any individual who is 18 years of age or older, and who has the power under law to contract, who has not been declared incapable by a Court in Canada or another country, who does not have the status of a bankrupt, who fulfills the requirements of the *Income Tax Act* in relation to servicing as a Director of a registered charity, who is not an employee or contractor of the Corporation or of an Active Member Association may be nominated for election or may be appointed as a Director, provided that the Vice-President Athlete Representative must also be an active or retired member of a National Team of the Corporation.

3.8 Nomination – Except for the Vice President Athlete Representative, who shall be nominated in accordance with Section 3.16, any nomination of an individual for election as a Director shall:

- a) be signed by an Active Member Association or any two Active Members;
- b) include the written consent of the nominee;
- c) be submitted to the Corporation at least 30 days prior to the Annual Meeting; and
- d) where a current Director wishes to run for re-election, the Director shall indicate this intention in writing not less than twenty-one (21) days prior to the Annual Meeting.

3.9 Circulation of Nominations - Valid nominations shall be circulated to Members at least 21 days prior to the Annual Meeting.

3.10 Election - The election of Directors shall take place at the Annual Meeting by those Members present and eligible to vote.

3.11 Decision – Elections shall be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by acclamation.
- b) Two Valid Nominations – Winner is the nominee receiving the greater number of votes.
- c) Three or More Valid Nominations – Winner is the nominee receiving more than 50 percent of the votes cast. Should no nominee receive more than 50 percent of the votes cast, then the two nominees receiving the most votes shall stand in a second ballot as follows:
 1. if there is a tie among nominees receiving the most votes, further elections will occur until a nominee receives more than 50 percent of the votes cast;
 2. if there is a tie among nominees receiving the second highest number of votes, an election will occur to determine who will stand in the second ballot against the nominee who received the highest number of votes, but less than 50 percent.

3.12 Terms - Elected Directors shall serve terms of two years and shall hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. Elected Directors shall be eligible for re-election as Directors.

3.13 Staggered Terms - The terms of elected Directors shall be staggered by electing half of the Directors at each Annual Meeting. The following Directors shall be elected in the following years:

Even Years

President

Vice-President High Performance

Vice-President Marketing and Communications

Vice-President Athlete Representative

Up to half of the Directors-at-Large

Odd Years

Vice-President Finance

Vice-President Domestic

Vice-President Technical

Remaining Directors-at-Large

Vice-President Athlete Representative

3.14 Nomination of Vice-President Athlete Representative – The Corporation shall solicit nominations from the National Program Athletes 90 days prior to the Annual Meeting, where National Program Athletes means those male and female athletes who are currently members of a National Team.

3.15 Election of Vice-President Athlete Representative – The election of the Vice-President Athlete Representative shall be decided as follows:

- a) Nominations will be circulated to all National Program athletes 60 days prior to the Annual Meeting.
- b) National Program Athletes will submit their votes to the Corporation’s office 30 days prior to the Annual Meeting.

3.16 Decision - The nominee receiving the majority vote of the National Program Athletes shall be submitted to the Members for election at the Annual Meeting.

3.17 Term of Vice-President Athlete Representative – The elected Vice-President Athlete Representative shall serve a term of two years and shall hold office until his or her successor has been duly elected in accordance with these Bylaws, unless he or she resign, is removed from or vacates the office.

Resignation and Removal of Directors

3.18 Resignation -- A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation shall become effective the date on which the request is approved by the Board.

3.19 Vacate Office -- The office of any Director shall be vacated automatically:

- a) If the Director fails to meet the qualifications of Article 3.7;
- b) If the Director, without reasonable excuse, fails to attend two consecutive meetings of the Board; or
- c) Upon the Director’s death.

3.20 Removal – An elected Director may be removed by a majority vote of the Members present at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be present at such a meeting.

Filling a Vacancy on the Board

3.21 Vacancy - Where the position of an elected Director becomes vacant for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

3.22 Call of Meeting – The meetings of the Board of Directors shall be held at any time and place as determined by the Board of Directors. The President or the Vice-President Finance and Administration shall, upon written request of not less than four (4) Directors, call a meeting of the Board of Directors.

3.23 Notice – Written notice, served other than by mail, of Board Meetings shall be given to all Directors at least forty-eight (48) hours prior to the scheduled meeting. Notice served by mail shall be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Board of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

3.24 Number of Meetings – The Board shall hold at least two (2) meetings per year.

3.25 Quorum – At any meeting of the Board of Directors, quorum shall consist of a majority of Directors holding office.

3.26 Voting – Unless specified otherwise, each Director is entitled to one vote. Voting shall be by a show of hands unless a majority of Directors present request a secret ballot. Resolutions shall be passed upon a majority of the votes being in favour of the resolution.

3.27 Meetings by Telephone – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may, if all members of the Board of Directors consent thereto, participate in the meeting by telephone or other telecommunication technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

3.28 Closed Meetings – Meetings of the Board shall be closed to Members and the public except by invitation of the Board.

3.29 Written Resolution – A resolution in writing, signed by all Directors and placed with the minutes of meetings of Directors is as valid and effective as if passed at a meeting of Directors.

ARTICLE IV: OFFICERS

4.1 Officers - The Officers of the Corporation are the President, the Vice-Presidents, the Executive Director, and such other officers as the Board of Directors may by resolution determine. Officers are appointed by the Board from among their number, at the first Directors Meeting following the Annual Meeting, to serve a term of one year.

4.2 Appoint Other Officers - The Board may from time to time appoint Officers other than those identified in Article 4.1 who need not be Directors or Members of the Corporation. The Board may appoint Honourary Officers to recognize those individuals who have, in the opinion of the Board,

provided valuable service to the Corporation. Honourary Officers are not Directors and are not Members of the Corporation.

4.3 Duties - The duties of Officers are as follows:

- a) The President shall be responsible for the general supervision of the affairs and operations of the Corporation, shall preside at the Annual Meetings of the Corporation and at meetings of the Board and the Executive Committee and shall perform such other duties as may from time to time be established by the Board;
- b) The Vice-President Domestic shall be responsible for all domestic competitive programs, appointing host sites for National Championships, and shall perform such other duties as may from time to time be established by the Board;
- c) The Vice-President High Performance shall be responsible for all national team programs, hiring and monitoring coaches, perform all administrative duties and shall perform such other duties as may from time to time be established by the Board.
- d) The Vice-President Technical shall be responsible for the development, training and certification of coaches, officials and classifiers and shall perform such other duties as may from time to time be established by the Board;
- e) The Vice-President Marketing and Communications shall be responsible to develop and maintain a marketing strategy and annual marketing and communications plan, shall develop fund raising opportunities and shall perform such other duties as may from time to time be established by the Board;
- f) The Vice-President Finance and Administration shall keep proper accounting records as required by the *Act*; shall cause to be deposited all monies received by the Corporation in the Corporation's bank account; as directed by the Board shall supervise the management and the disbursement of funds of the corporation; when required shall provide the Board with an account of financial transactions and the financial position of the Corporation; cause to be recorded the minutes of all meetings of Members, Board of Directors and Committees of the Corporation; and shall perform such other duties as may from time to time be established by the Board;
- g) The Vice-President Athlete Representative shall be responsible to communicate and promote the views and interests of the athletes at all levels of the Corporation and wheelchair basketball in Canada; shall keep athletes informed of policies, programs and their development; shall represent athletes on various committees and shall pursue the development and maintenance of systems which will define and secure athlete's rights.
- h) The Executive Director shall be responsible for liaison between the Board and staff, shall support the Board in carrying out its duties and shall have overall management responsibility for all programs and activities of the Corporation.
- i) The Officers shall perform such other duties as may from time to time be established by the Board.

- j) The Board shall name one of the Vice-Presidents as First Vice-President, who shall, in the absence of the President, perform the duties and functions of the President.

4.4 Removal – An Officer may be removed by resolution of the Board at a meeting of the Board, provided the Officer has been given notice of and the opportunity to be present at such a meeting.

Executive Committee

4.5 Composition - The Board shall appoint annually an Executive Committee comprised of the President, the Vice-President Finance and Administration, the first Vice-President, and one other Vice-President.

4.6 Other Members - The Board may from time to time appoint additional Directors to serve on the Executive Committee.

4.7 Executive Director - The Executive Director shall be an *ex-officio* and non-voting member of the Executive Committee.

4.8 Authority - The Executive Committee shall have the authority to oversee the implementation of Board policies during intervals between meetings of the Board and shall perform other duties as may from time to time be authorized by the Board.

4.9 Meetings – Meetings of the Executive Committee shall be held at such time and place as determined by the members of the committee, provided that 48 hours written notice of the meeting shall be given to each member of the committee. If service of delivery of such notice is by mail, it shall be sent at least fourteen (14) days prior to the meeting.

4.10 Quorum – a majority of the voting members of the Executive Committee shall constitute a quorum.

Other Committees

4.11 Appoint Other Committees -- The Board may appoint such other Committees as it deems necessary for managing the affairs of the Corporation.

4.12 Terms of Reference -- The Board shall establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

4.13 Vacancy -- When a vacancy occurs on any Committee, upon a recommendation of the Committee Chairperson the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

4.14 President Ex-officio -- The President shall be an *ex-officio* and non-voting member of all Committees of the Corporation.

4.15 Removal -- The Board may remove any member of any Committee.

Remuneration

4.16 No Remuneration -- All Directors, Officers and members of Committees shall serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.

Conflict of Interest

4.17 Conflict of Interest – A Director, Officer, Executive Committee member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation shall disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE V: MEETINGS OF MEMBERS

5.1 Types of Meetings – Meetings of Members shall include Annual Meetings and Special Meetings.

5.2 Location and Date -- The Corporation shall hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting shall be held within 15 months of the previous Annual Meeting and within six months of the Corporation's fiscal year end. A Special Meeting may be called at any time by the President, and shall be called upon the written requisition of Members who hold five percent of the votes of the Corporation. The Board will convene such a requisitioned Special Meeting in accordance with the Act, and the agenda of such a meeting will be limited to the subject matter for which the meeting was called.

5.3 Agenda –The agenda for the Annual Meeting shall include:

- a) Call to order
- b) Appointment of Scrutineers
- c) Report of Scrutineers
- d) Approval of the Agenda
- e) Adoption of Minutes of the previous Annual Meeting
- f) Board and Staff Reports
- g) Report of Auditors
- h) Appointment of Auditors
- i) Election of new Directors
- j) Other business as specified in the meeting notice
- k) Adjournment

5.4 Notice – Notice will include the time and place of the meeting, the proposed agenda, reasonable information for permit members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the date on which the meeting is to be held; or
- b) By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, during a period from 21 to 35 days before the day on which the meeting is to be held.

5.5 New Business - Any Member who wishes to have new business placed on the agenda of a meeting shall give written notice to the Corporation at least ~~60~~ 45 days prior to the meeting date.

5.6 Quorum – Quorum shall be those members representing a majority of votes.

5.7 Closed Meetings – Meetings of Members shall be closed to the public except by invitation of the Board.

Voting at Meetings of Members

5.8 Voting privileges at all Meetings of Members shall be as follows:

- a) Active Members Associations shall be entitled to two (2) votes;
- b) Active Members shall be entitled to one (1) vote;
- c) The President shall not be entitled to vote unless there is an equality of votes and a deciding vote is required. Notwithstanding the foregoing, the President shall be entitled to vote in the elections of the Directors and Officers of the Corporation.

5.9 Scrutineers - At the beginning of each meeting, the Board may appoint one or more scrutineers who shall be responsible for ensuring that votes are properly cast and counted.

5.10 Dual Roles - A delegate of an Active Member Association who is also an Active Member may only vote in one capacity, either as a representative of an Active Member Association or as an Active Member.

5.11 Voting - Votes shall be cast by delegates of Active Member Associations or by Active Members only. There shall be no voting by proxy.

5.12 Delegates - Each Active Member Association shall appoint in writing, thirty (30) days prior to the first day of the applicable meetings, one delegate and one alternate to represent such Member at the meetings of the Corporation. The delegates and alternates shall, at all times, have in their possession credentials authorizing their attendance.

5.13 Determination of Votes - Votes shall be determined by a show of hands or voting credentials unless a recorded ballot is requested by the majority of those Members present.

5.14 Majority of Votes - Except as otherwise provided in the Act or these Bylaws, the majority of the votes of Members present shall decide each issue.

ARTICLE VI: FINANCE AND MANAGEMENT

6.1 Bank - The banking business of the Corporation shall be conducted at such financial institution as the Board may designate.

6.2 Fiscal Year – the fiscal year of the Corporation will be April 1 to March 31, or such other period as the Board may determine.

6.3 Auditors - At each Annual Meeting the Members shall appoint an auditor to audit the books, accounts and records of the Corporation who will report to the Members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting.

6.4 Financial Statements – The Corporation will send to the Members a copy of the audited financial statements at least 21 days before the Annual Meeting.

6.5 Books and Records - The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.

6.6 Signing Authority - The Officers of the Corporation shall have signing authority for all financial transactions conducted in the name of the Corporation. All such transactions shall require two signatures.

6.7 Execution of Agreements - All written agreements entered into in the name of the Corporation shall be signed by two Officers, one of which shall be the President, the Vice-President Finance and Administration or the Executive Director. The Board of Directors may authorize other persons to sign on behalf of the Corporation.

ARTICLE VII: AMENDMENT OF BYLAWS

7.1 Amendment -- Except for the items set out in Article 7.2, these Bylaws may be amended or repealed by a majority vote of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of Members, and the Members may, by majority vote, confirm, reject or amend the Bylaw amendment or repeal. The Bylaw amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed. The Bylaw amendment or repeal ceases to have effect if it is not submitted to the Members as described, or if it is rejected by the Members.

7.2 Fundamental Changes -- In accordance with Section 197 of the Act, a two-thirds vote of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;
- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Increase or decrease the number of, or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

7.3 Separate Class Vote -- In accordance with Section 199 of the Act, each class of Member will be entitled to vote separately as a class on a proposal to make an amendment referred to in Article 7.2 to:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;

- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including (i) to reduce or remove a liquidation preference, or (ii) to add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of members having rights equal or superior to those of the class or group; or
- f) Effect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

ARTICLE VIII: NOTICE

8.1 Written Notice - In these Bylaws, written notice shall mean notice which is hand-delivered or provided by mail, fax, courier, telephone, electronic or other communication facility to the address of record of the Corporation, Director or Member, as the case may be.

8.2 Date of Notice -- Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the date that notice is couriered, or five days after the date that notice is mailed.

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the Meeting.

ARTICLE IX: INDEMNIFICATION

9.1 Shall Indemnify -- The Corporation shall indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.

9.2 Shall Not Indemnify -- The Corporation shall not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

9.3 Insurance -- The Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE X: ADOPTION OF THESE BYLAWS

10.1 These Bylaw amendments are ratified by a two-thirds affirmative vote of the Members of the Corporation entitled to vote at a Meeting of Members duly called and held on September 11, 2014.

10.2 In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.