

**BYLAWS**  
**OF**  
**ALICE L. HALTOM**  
**EDUCATIONAL FUND**  
**A TEXAS NON-PROFIT CORPORATION**

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**ARTICLE I - BOARD OF TRUSTEES**

Section 1 - Powers, Number, Vacancies and Term of Office

The property and affairs of the Alice L. Haltom Educational Fund (the "Fund") shall be managed and controlled by the Board of Trustees ("Trustees"), and subject to the restrictions imposed by law, the Fund's Articles of Incorporation and any amendments thereto filed with the Secretary of State of Texas (the "Articles of Incorporation") or these Bylaws (the "Bylaws"), the Trustees shall exercise all of the powers of the Fund.

The Board of Trustees shall consist of seven members from the Houston Chapter of the Association of Records Managers and Administrators, Inc. ("ARMA"). Five (5) Trustees are to be nominated by the President of the Houston Chapter of ARMA and confirmed by that Chapter's Board of Directors. Two (2) Trustees are to be nominated by the President of the Houston Chapter of ARMA and confirmed by the Fund's Board of Trustees.

In addition, the Board of Trustees shall retain the option of adding up to three (3) additional Trustees to the Board. Any current Trustee may nominate a candidate for Trustee to be confirmed by the Fund's Board of Trustees.

In no event shall the number of Trustees be less than seven (7). A Trustee shall hold office from Annual Meeting through Annual Meeting of the following year.

Any Trustee may be removed from office, with or without cause, by a majority vote of all the Trustees of the Fund. In the event that a Trustee position is vacated, and the vacancy affects the required number of Trustees, then the remainder of the term should be filled in the same manner that the vacated position was originally.

Section 2 - Audit Committee

The Board of Trustees may by resolution adopted by a majority of the then acting Trustees designate three (3) or more Trustees to constitute an Executive Committee, which committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Trustees in the direction of the Fund, except where action of the Board of Trustees is required by law, the Articles of Incorporation, or the Bylaws. The Executive Committee shall act in the manner provided in such resolution. The Executive Committee shall keep regular minutes of the transactions of its meetings and shall cause such minutes to be recorded in books kept for that purpose in the Fund's office, and shall report the same to the Board of Trustees from time to time.

Section 3 - Compensation of Trustees

Persons serving as Trustees shall not receive any salary or compensation for their services as Trustees; provided, however, that nothing contained herein shall be construed as precluding any Trustee from receiving compensation in a reasonable amount for such personal services rendered (other than services rendered as a Trustee) which are reasonable and necessary in carrying out the Fund's purposes as the Board of Trustees may from time to time determine.

Section 4 - Board of Honorary Trustees

The Board of Trustees may establish a Board of Honorary Trustees. Members of the Board of Honorary Trustees shall serve for a term of three (3) years or such longer term as may be fixed by the Board of Trustees. The number of members of the Board of Honorary Trustees shall be fixed from time to time by the Board of Trustees. The Officers and Trustees of the Fund may consult with the Board of Honorary Trustees from time to time with respect to the Fund's activities, but the maintenance of the Board of Honorary Trustees shall not restrict the powers of the Board of Trustees nor limit its responsibilities or obligations. The Board of Honorary Trustees shall have no responsibility for the management of the Fund's affairs. Honorary Trustees shall not receive any salary or compensation for their services as Honorary Trustees; provided, however, an Honorary Trustee may receive compensation which is not excessive for personal services (rendered in other than an "Honorary Trustee" capacity) which are reasonable and necessary in carrying out the Fund's purposes.

**ARTICLE II - OFFICERS**

Section 1 - Number, Titles and Term of Office

The officers of the Fund shall consist of a President, an Executive Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Trustees may from time to time elect or appoint, and such other officers and assistant officers shall have such authority and responsibility as assigned to them by the Board of Trustees. Except for those officers elected at the Fund's organization meeting held pursuant to the Texas Non-Profit Corporation Act (the "Organization Meeting"), the term of office for each officer shall be until the next succeeding Annual Meeting at which officers are elected. The term of office for those officers elected at the Organization Meeting shall be that period of time beginning on the date of the Organization Meeting and ending on the date of the first Annual Meeting. In any event, a duly elected officer shall serve in their elected office until a successor has been duly elected and qualified.

Section 2 - Removal

Any officer or agent or member of a committee elected or appointed by the Board of Trustees may be removed by a two-third (2/3) vote of the Board of Trustees whenever in its judgment the best interests of the Fund would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent or member of a committee shall not of itself create contract rights.

Section 3 - Vacancies

Any vacancy occurring in any office of the Fund shall be filled by a two-third (2/3) vote of the Board of Trustees.

Section 4 - Powers and Duties of the President

The President shall be the principal executive officer of the Fund. Subject to the control of the Board of Trustees, the President shall:

- have general executive charge, management, and control of the properties, business, and operations of the Fund with all such powers as may be reasonably incident to such responsibilities;
- have the authority to agree upon and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Fund subject to the approval of the Board of Trustees;
- work with the Trustees to determine the frequency of regular Board meetings;
- preside at all meetings of the Board of Trustees;
- give notice of each Annual, Regular and Special Meeting to each Trustee in person or by mail, email, or telephone at least two (2) days before such meeting;

- nominate an individual to serve as Executive Director of the Fund for approval by the Board of Trustees at the Annual Meeting;
- appoint, from the current Board of Trustees, a Chair of each standing or special committee with approval of the majority of the Board after each Annual Meeting;
- verify that the prior year's financial records have been audited;
- make arrangements to obtain the Fund's mail from the Houston Chapter of ARMA;
- distribute the Fund's mail to the appropriate Officer or Committee Chair in a timely manner;
- prepare a budget request for the President's office for submission to the Treasurer;
- work with the Chair of the Financial Development Committee to determine the major initiatives for the upcoming year;
- forward original bank statements to the Treasurer and copies to the Audit Committee;
- handle external communication on behalf of the Fund, which includes communication with the Houston Chapter of ARMA Board of Directors and sending contribution acknowledgments;
- communicate awarding of scholarship to recipients;
- forward scholarship recipient information to the Treasurer for distribution of funds the following year;
- identify outgoing Board members willing to continue serving on the incoming Board and communicate those members' names to the incoming ARMA Houston Chapter President;
- coordinate the time and place for the Annual Meeting of the Fund with the President of the Houston Chapter of ARMA; the meeting shall be held following the July Board of Directors meeting of the Houston Chapter of ARMA and prior to the August Board of Directors meeting or as designated by resolution of the Board of Trustees;
- preside over the Annual Meeting of the Fund until the President of the Fund for the new fiscal year is elected;
- deliver to the succeeding President all books, papers, records and other property of the Fund for which the President may become responsible;
- request that the Treasurer bring signature cards for the Bank Accounts to the Annual meeting;
- pass on procedures and any other Fund records to the incoming President;
- and shall have such other powers and duties as may be designated in the Bylaws and as may be assigned to the President from time to time by the Board of Trustees.

Section 5 - Powers and Duties of the Executive Vice President

The Executive Vice President shall be the secondary executive officer of the Fund. Subject to the control of the Board of Trustees, and shall:

- have general executive charge, management, and control of all the properties, business, and operations of the Fund with all such powers as may be reasonably incident to such responsibilities in the absence of the President;
- have the authority to agree on and execute all leases, contracts, evidences of indebtedness, and other obligations in the name of the Fund in the absence of the President, subject to the approval of the Board of Trustees;
- preside at all meetings of the Board of Trustees in the absence of the President;
- maintain a current copy of Bylaws, become familiar with content and prepare proposed amendments as needed or as directed by the Board of Trustees;
- submit proposed amendments for two-third affirmative vote of the Board of Trustees;
- revise Bylaws following Board of Trustee approval;
- coordinate annual procedures review before the Annual Meeting;
- request revised procedures from officers and committee chairs as appropriate;
- ensure procedures are written in a standard format and date reflects most current revision;
- and shall have such other powers and duties as may be designated in the Bylaws and as may be assigned to the Executive Vice President from time to time by the Board of Trustees.

Section 6 - Powers and Duties of the Treasurer

The Treasurer shall:

- have custody of all of the Fund's funds and securities which come into the hands of the Treasurer;
- when necessary or proper, endorse or cause to be endorsed, in the name and on behalf of the Fund, checks, notes and other obligations for collection and shall deposit or cause to be deposited the same to the credit of the Fund in such bank or banks or depositories and in such manner as shall be designated and prescribed by the Board of Trustees;
- be responsible for receiving all funds paid to the Fund;
- when cash or checks are received, complete a Cash Receipt Summary which provides a clear explanation and all information necessary to input items into the Checking Account;
- deposit all receipts promptly;
- attach the bank stamped deposit ticket to the a copy of the hand written deposit slip, the Cash Receipt Summary and all original support documentation for verification;

- sign or cause to be signed all receipts and vouchers for payments made to the Fund either alone or jointly with such other officer as may be designated by the Board of Trustees, whenever required by the Board of Trustees;
- render or cause to be rendered a statement of the cash account;
- enter or cause to be entered regularly in the Fund's books to be kept by him for that purpose full and accurate accounts of all moneys received and paid out on account of the Fund;
- perform all acts incident to the position of Treasurer subject to the control of the Board of Trustees;
- process Check Requests or invoices for payment; obtain approval for payment from the President, write and distribute all checks, and file all supportive data; record each disbursement in the *Quickbooks* program and the check book Check Register;
- handle invoicing as required in accordance with regulations for a cash basis organization subject to IRS 501(c)3 regulations;
- prepare invoices for record purposes only as the Fund does not maintain accounts receivable;
- issue IRS form 1099 to scholarship recipients if scholarship requirements are not fulfilled;
- prepare, for approval by the Board of Trustees, the Fund's annual budget;
- and if required by the Board of Trustees, give such bond for the faithful discharge of the Treasurer's duties in such form as the Board of Trustees may require.

Section 7 - Powers and Duties of the Secretary

The Secretary shall:

- keep the minutes of all meetings of the Board of Trustees in books provided for that purpose;
- maintain Fund archives and ensure records are added to the archives from each Trustee, as appropriate;
- attend to the giving and serving of all notices; in furtherance of the Fund's purposes and subject to the limitations contained in the Articles of Incorporation;
- sign with the President in the name and on behalf of the Fund and/or attest the signatures thereto, all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Fund;
- have charge of the Fund's books, records, documents and instruments, except the books of account and financial records and securities of which the Treasurer shall have custody and charge, and such other books and papers as the Board of Trustees may direct, all of which shall be open at reasonable times to the inspection of any Trustee upon application at the Fund's office during business hours;

- and shall in general perform all duties incident to the office of Secretary subject to the control of the Board of Trustees.

Section 8 - Compensation of Officers

Officers shall not be entitled to receive salary or compensation in a reasonable amount for such personal services rendered that are necessary and reasonable in carrying out the Fund's purposes unless the Board of Trustees determines to the contrary from time to time.

## ARTICLE III - MEETINGS

### Section 1 - Meetings of Trustees

The Trustees may hold meetings, maintain an office and keep the Fund's books and records at such place or places within or without the State of Texas as the Board of Trustees may from time to time determine; provided, however, that in the absence of any such determination, such place shall be the Fund's registered office in the State of Texas.

### Section 2 - Annual Meetings

The Annual Meeting of the Board of Trustees ("Annual Meeting") shall be held following the July Board of Directors meeting of the Houston Chapter of ARMA and prior to the August Board of Directors meeting or as designated by resolution of the Board of Trustees. The purpose of the Annual Meeting shall be (a) electing two Trustees nominated by the President of the Houston Chapter of ARMA, (b) electing officers for the ensuing year, and (c) transacting such other business as may be properly brought before such Annual Meeting. Notice of the Annual Meeting shall be required.

### Section 3 - Regular Meetings

Regular meetings of the Board of Trustees ("Regular Meetings") shall be held at such times and places as shall be designated, from time to time, by resolution of the Board of Trustees. Notice of such Regular Meetings shall be required.

### Section 4 - Special Meetings

Special meetings of the Board of Trustees ("Special Meetings") shall be held whenever called by the President or, on the written request of any three (3) Trustees, by the Secretary. Notice of Special Meetings shall be required.

### Section 5 - Notice of Meetings

The President shall give notice of each Annual, Regular and Special Meeting to each Trustee in person, or by mail, e-mail or telephone at least two (2) days before such meeting. Unless otherwise indicated in such notice, any and all matters pertaining to the Fund's purposes may be considered and acted upon at such meeting. At any such meeting at which every Trustee shall be present even though without notice, any matter pertaining to the Fund's purposes may be considered and acted upon.

Section 6 - Telephonic Meetings

Subject to the notice provisions of Article III, Section 5 of the Bylaws, the Board of Trustees may participate in and hold an Annual Meeting, a Regular Meeting or a Special Meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a telephonic meeting shall constitute presence in person at such meeting, except where a person participates in the telephonic meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 7 - Quorum

A majority of the then acting Trustees shall constitute a quorum for the consideration of any matters pertaining to the Fund's purposes provided, however, Trustees present by proxy may not be counted toward a quorum. If at any meeting of the Board of Trustees there is less than a quorum present, a majority of those present may adjourn the meeting. The act of a majority of the Trustees present in person or by proxy at a meeting at which a quorum is in attendance shall constitute the act of the Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or the Bylaws.

Section 8 - Proxies

A Trustee may vote in person or by proxy executed by writing by the Trustee. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, or unless otherwise made irrevocable by law.

Section 9 - Conduct of Business

At meetings of the Board of Trustees, matters pertaining to the Fund's purposes shall be considered in such order as the Board of Trustees may determine from time to time.

At all meetings of the Board of Trustees, the President shall preside, and in the absence of the President, the Executive Vice President shall preside.

The Secretary of the Fund shall act as secretary of all meetings of the Board of Trustees, but in the absence of the Secretary, the President may appoint any person to act as secretary of the meeting.

Section 10 - Parliamentary Authority

The rules contained in Robert's Rules of Order, as revised, shall govern in all cases where they do not conflict with the Articles of Incorporation or the Bylaws of the Fund.

Section 11 - Suspension of Rules of Order

Any rule of order may be suspended temporarily by a two-thirds majority vote of the Trustees present at any meeting, providing that the proposal is not in conflict with the Articles of Incorporation or the Bylaws of the Fund.

## ARTICLE IV - COMMITTEES

### Section 1 - Committee Membership

The President shall appoint a Chair of each standing or special committee with approval of the majority of the Board after each annual meeting. The Chair must be a Trustee; committee members can be Trustees, ARMA members, or other appropriate members.

### Section 2 - Financial Development

It shall be the duty of this committee to provide direction and staffing to raise funds for the Fund. The Financial Development Committee shall:

- develop campaigns to promote the Alice L. Haltom Educational Fund and raise monies to support the fund;
- seek support and donations from ARMA members at the Annual ARMA International Conference and at ARMA Houston monthly meetings and seminars;
- receive donations at the assigned events and deliver monies to the Fund Treasurer on a monthly basis;
- seek and secure door prize donations for raffle items and various ARMA seminars and events;
- and plan, develop, and implement one major ALHEF fundraising event per year;

### Section 3 - Audit Committee

It shall be the duty of this committee to audit, or cause to be audited, the Treasurer's accounts for the previous fiscal year and to report to the Board of Trustees. The Audit Committee shall:

- assist the Treasurer, as needed, with bookkeeping responsibilities;
- recommend to the Board of Trustees if and when necessary that an actual outside audit should be conducted;
- upon Board approval, arrange for a contract with an accounting firm to perform such audit;
- monitor all bank accounts and statements;
- receive copies of all bank statements;
- review bank statements and submit any questions or concerns within two weeks to the Treasurer;
- alert the Treasurer of any transactions that are not clear as to purpose or intent; report all discrepancies to the Board of Trustees;
- and prepare a written statement to the Board annually as to the current condition of the organization's books.

Section 4 - Public Relations Committee

It shall be the duty of this committee to provide a viable cost-efficient means of marketing the ALHEF to the outside world. The Public Relations Committee shall:

- maintain the Fund's website whereby persons may communicate with the Fund and apply for scholarships;
- arrange for a contract with individual or business to serve as webmaster (preferably an outside source);
- keep Board members current on website modifications and new features and seek their input on content relating to their duties;
- review website periodically and propose content modifications;
- communicate changes and/or maintenance needed to be performed on the site to webmaster;
- approve all invoices for website work and submit them in a timely manner to the Treasurer;
- advertise the availability of the scholarship through appropriate websites;
- work with other Trustees to determine websites that promote scholarships and availability of educational funds;
- contact colleges and universities to inform them of the availability of the scholarships;
- and respond to all requests for information received through various trustee members and web site requests.

Section 5 - Executive Director and Operating Committee

The Executive Director of the Fund shall be nominated by the Fund's President, and approved by the Board of Trustees at the Annual Meeting. The Executive Director shall hold office from Annual Meeting through Annual Meeting of the following year.

The Executive Director shall form an Operating Committee with the duty of attending to the operating needs of the Fund as the Board of Trustees shall, from time to time, deem necessary. The Executive Director shall appoint one or more members as deemed necessary to perform the duties of the Committee.

The Executive Director and Operating Committee shall:

- review the approved recipients for the prior year and be prepared to receive and process the distribution of funds through the Treasurer;
- if the receipts are documented correctly, submit the request for reimbursement along with the receipts to the Treasurer;
- notify the Treasurer of scholarship recipients that fail to fulfill scholarship requirements, so that the Treasurer can issue IRS form 1099;
- collect all applications and screen applications for completeness;

- gather all applications, transcripts, and letters of recommendations and merge candidate information;
- copy and distribute applications to the Board of Trustees;
- and prepare status letters for President's signature to scholarship successful and unsuccessful candidates.

The Executive Director of the Operating Committee may form such Subcommittees as deemed necessary to perform the duties of the Committee and shall appoint Managers of such Subcommittees. The Executive Director of the Operating Committee shall inform the Board of Trustees by presentation of a list of the Manager appointments. Other members of such Subcommittees shall be appointed by the Manager of the Subcommittee.

The Executive Director of the Operating Committee shall be a non-voting ex-officio member of the Board of Trustees and shall be an ex-officio member of all of the Fund's committees, with the exception of the Auditing Committee.

#### Section 6 - Other Committees

Such other committees, standing or special, shall be appointed by the President as the Board of Trustees shall from time to time deem necessary. The President shall be an ex-officio member of all committees.

## **ARTICLE V - MISCELLANEOUS PROVISIONS**

### Section 1 - Fiscal Year

The Fund's fiscal year shall begin July 1 and end June 30 of the following year.

### Section 2 - Seal

The Fund's seal, if any, shall be such as may be approved by the Board of Trustees.

### Section 3 - Notice and Waiver of Notice

Whenever any notice is required to be given by mail under the provisions of the Bylaws, such notice shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postpaid wrapper addressed to the person entitled thereto at this post office address, as such appears in the records of the Fund, and such notice shall be deemed to have been given on the date of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice.

### Section 4 - Resignations

Any Trustee, officer, or Honorary Trustee may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or, if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective, unless expressly so provided in the resignation.

### Section 5 - Action without a Meeting by Trustees or Committees

Any action required by law or the Bylaws to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of the Board of Trustees or of any committee thereof may be taken without such a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the Trustees, or all of the members of the committee, as the case may be.

### Section 6 - Gender

References herein to the masculine gender shall also refer to the feminine in all appropriate cases.

### Section 7 - Conflicts of Interest

Trustees shall avoid any instance of a Conflict of Interest. The following circumstances shall be deemed to create Conflicts of Interest:

- The consideration of an award from the Fund to a Trustee's family member or employee.
- A Trustee serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal

representative of, or consultant to; an entity or individual that competes with the purposes of the Fund as stated in the Fund's Articles of Incorporation, Article IV.

Prior to board or committee action on an award involving a Conflict of Interest, a trustee or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

A Trustee or committee member who has a Conflict of Interest with respect to an award that will be voted on at a meeting shall not vote on the award and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

In the event that it is not entirely clear that a Conflict of Interest exists, the Trustee or committee member with the potential conflict shall disclose the circumstances to the Board of Trustees, who shall determine whether there exists a Conflict of Interest.

## **ARTICLE VI - INDEMNIFICATION OF TRUSTEES AND OFFICERS**

Each Trustee and officer and former Trustee and officer of the Fund shall be indemnified by the Fund for expenses and costs (including attorneys' fees) actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of being or having been such Trustee or officer, and against such sum as independent counsel selected by the Trustees shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Trustee or officer shall be indemnified (a) with respect to any matter as to which a Trustee or Officer shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought, (b) with respect to any matter which shall be settled by the payment of sums which independent counsel selected by the Trustees shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation, or (c) with respect to any matter as to which such indemnification would be against public policy. Such right of indemnification shall be in addition to any other rights to which Trustees or officers may be entitled.

### **ARTICLE VII - AMENDMENTS**

These Bylaws may be altered, amended or repealed by a two-third affirmative vote of the then serving members of the Board of Trustees at any Annual or Regular Meeting, or at any Special Meeting if notice of the proposed amendment is contained in the notice of such Special Meeting.