

BYLAWS OF THE (ISC)² Quantico Chapter

ARTICLE I - Relationship to (ISC)²

The corporation has entered into a Chapter Affiliation Agreement with (ISC)² as of July 15, 2013 (the "Charter"), pursuant to which the limited liability corporation (LLC) is established as a chapter of (ISC)² with certain rights and obligations as set forth in the Charter. The activities and affairs of the LLC may not conflict with the Charter, Bylaws, Articles of Organization or any policy of (ISC)² applicable to chapters, each as in effect from time to time. Notwithstanding the foregoing, the LLC shall have no obligation to take or not to take any action that would violate any law, rule or regulation applicable to it, including laws and regulations relating to the tax status of the LLC.

ARTICLE II - Name, Purpose, Location, and Fiscal Year.

SECTION 1 - Name - The name of the entity shall be as set forth in its Articles of Organization: (ISC)² Chapter Quantico, LLC (hereafter may be referred to as "the Chapter" or "the LLC").

SECTION 2 - Purpose - The purpose of the LLC shall be as set forth, to be an approved Chapter of (ISC)² and in such capacity promote an interest in the information security and information technology career fields and otherwise support the mission of (ISC)². In furtherance of such purpose, the LLC shall carry out activities appropriate to its legal and tax status and in compliance with the LLC's Chapter Affiliation Agreement with (ISC)².

SECTION 3 - Location - The principal office of the LLC is in the state of Virginia, and shall initially be located at the place set forth in the Articles of Organization. The officers may change the location of the principal office in the state of Virginia effective upon filing an update with the Virginia State Corporation Commission.

SECTION 4 - Fiscal Year - The fiscal year of the LLC shall end on December 31 in each year unless the officers change the fiscal year with Virginia State Corporation Commission.

ARTICLE III – Membership

SECTION 1 - Qualification and Election - The membership shall consist of individuals and organizations interested in the information security and information technology career fields.

The initial members shall be those persons designated in the Chapter Charter Application at the time of formation of the LLC. Membership is restricted to exclude anyone who has been convicted of criminal activity or conduct that is considered contrary to community standards of justice, honesty or good morals in the past four (4)

years. Individuals who have been convicted of any crime of violence, fraud, embezzlement, murder, rape or any form of computer crime are ineligible. Members are required to abide by the (ISC)² Code of Ethics. The members may, at their annual meeting, change the criteria for membership.

SECTION 2 - Voting Rights - Voting rights in the Chapter shall be vested solely in the members in good standing. A suspended member is not a member in good standing for purposes of these Bylaws. Corporate Members and their designees shall not be vested with voting rights.

SECTION 3 - Classes and Good Standing - The Chapter establishes the following classes of membership:

- a) **Student members** – Student members shall maintain all membership rights reserved for regular members except for the right to be elected as a Chapter Officer. Students members shall be defined as any high school or full-time undergraduate student with an interest in information security and a commitment to abide by the (ISC)² Code of Ethics.
- b) **Associate members** – Persons who are interested in information security, but are not (ISC)² certified members, may pursue membership within the Chapter. Associate members in good standing will have voting rights for regular business matters, but not for the election of Chapter Officers. Furthermore, associate members are not eligible to serve as a Chapter Officer.
- c) **Regular members** - Regular members shall maintain all membership rights defined in the bylaws, including the right to be elected as Chapter Officers. Regular membership requires that members be holders of a current (ISC)² certification and be in good standing with (ISC)² with regards to that certification.
- d) **Corporate members** - Corporate members will not be able to serve as Chapter Officers nor have any regular member voting rights. Corporate members will be permitted to send up to 5 designees to members-only chapter meetings and events as identified by name with the list of names to be provided upon renewal of corporate membership. These designees will not be endowed with voting rights, permitted as Chapter Officers or serve on committees. Corporate memberships are to be governed in accordance with the Chapter Sponsorship Policy.

SECTION 4 – Tenure – Each member shall, subject to the provisions herein relating to suspension or removal, maintain membership for a period of one year or such period of time as corresponds to payment of membership dues, if different. To be considered a member in good standing, the member must be current in his or her dues payments and continue to meet the ethical guidelines for membership, as stated above.

SECTION 5 – Dues – The officers shall annually establish the dues requirement necessary to maintain membership in the chapter. Any change in the dues shall be ratified by a majority vote of the membership at the annual meeting of the members. Members joining the Chapter shall submit dues at the current rate with the date of renewal set for one year from the first of the month that payment was rendered. This due date shall be set upon the member's initial dues payment into the organization and is not changed by subsequent payments, whether late or early. Leap year payments shall be designated as March 1st. Members joining during the year shall, within two weeks from the date of receipt of a notice of membership, pay dues for the current period. No member whose dues have not been paid may attend or vote at any meeting of the chapter.

Membership Dues are as follows:

- a) Dues for student members are set to \$25/year.
- b) Dues for associate and regular members are set to \$50/year.
- c) Dues for corporate members are outlined in the Chapter Sponsorship Policy.

The non-payment of dues for sixty days from the due date shall automatically suspend a member. Notice of such suspension shall be sent to such member by the secretary. A member so suspended may be reinstated at the discretion of the officers upon receipt of his or her application, and payment of dues owed.

ARTICLE IV – Officers and Agents.

SECTION 1 – General – As per (ISC)² chapter requirements officers of (ISC)² Quantico Chapter must be (ISC)² members in good standing from the time of their nomination. (ISC)² chapter requirements mandate the following four officer positions President, Treasurer, Secretary, and Membership Chair. However due to organization requirements the position of Vice President shall also be included in the Officer Board.

During meetings of the Chapter Officers, each officer shall have the right to initiate a motion but before the motion is discussed and voted on a second officer must also support the motion either in its present or modified format. Each officer shall have an equal vote in all motions. The President shall act as Chairman of the Chapter Officers and shall have the deciding vote in case of tied motion. In the case where urgent circumstances demand a Chapter Officer vote before the next scheduled meeting an E-mail vote shall serve as a means to capture the vote.

Past Presidents shall be invited to all Chapter Officer Meetings but may act only in an advisory capacity.

SECTION 2 – Number and Qualification – The officers of the chapter shall be a

president, vice president, treasurer, secretary, membership chair, and such other officers, if any, as the president may determine. The chapter may also have such agents, if any, as the president may appoint. An officer must be in good standing as a member of the chapter and as a member of (ISC)², the secretary shall reside in the state of Virginia unless the LLC has a resident agent duly appointed for the purpose of service of process. The affairs of the LLC shall be managed by the officers who shall have, and may exercise, all the powers of the LLC, except those powers reserved to the members by law, the Articles of Organization or these Bylaws. The Chapter Officers will concurrently serve as the Board of Directors for the LCC.

SECTION 3 – President – The president shall be chief executive officer of the LLC and, subject to the oversight of fellow officers, shall have general charge and supervision of the affairs of the LLC. The president shall preside at all meetings of the members. The president shall have the obligation to report to the membership in writing, at least quarterly, regarding the activities of the chapter during that quarter.

SECTION 4 – Vice President – The vice president shall support the chief executive officer of the LLC and, assist in the oversight of fellow officers, shall have general charge of events where the President is unable to attend. The Vice President will also take responsibility for scheduling Chapter events as required.

SECTION 5 – Treasurer – The treasurer shall be the chief financial officer and the chief accounting officer of the LLC. The treasurer shall receive all money, keep amount of the same, and on approval of the officers, make all proper disbursements. The treasurer's accounts shall be audited annually by an audit committee elected annually by a majority of the members at the annual meeting of the chapter.

SECTION 6 – Secretary – he secretary shall have possession of the records of the LLC. The recording secretary shall keep minutes of all meetings and be responsible for giving notice of meetings as set forth under these Bylaws. The secretary shall be in charge of all correspondence of the chapter and have such other duties as the president deems appropriate.

SECTION 7 – Membership Chair – The membership chair shall assume all duties relating to membership and membership record keeping. He or she shall also have the responsibility of notifying all candidates for membership of election to membership. He or she shall develop, maintain, and promote a program that provides a pre-defined set of benefits to vendors wishing to support the activities of the (ISC)² Quantico Chapter. The details of the benefits provided shall be defined in an approved Chapter Sponsorship Policy which must be approved via a Chapter Officer Quorum vote. Any changes to the Sponsorship Policy including the various sponsorship levels and any associated marketing cost must be voted on by the Chapter Officers. In the event that vendors propose an exchange of goods/services for a specific sponsorship level, this must also

be approved by the Officers.

SECTION 8 – Education Chair – The education chair shall develop, maintain and promote all educational opportunities for the members including study groups, discounts to various conferences, seminars, classes, etc.

SECTION 9 – Past Presidents – All past Presidents retaining active membership shall be privileged to attend meetings held by the Officers, but may act only in an advisory capacity and without the power of vote.

ARTICLE V - Elections & Committees

SECTION 2 – Election – The Officers shall be elected by popular vote, each member in good standing to be entitled to one vote. Due to (ISC)² chapter requirements, only (ISC)² members in good standing are entitled to be elected as officers.

SECTION 2 – Officers – The initial officers of the chapter shall be those persons listed as having the powers of officers in the Chapter Charter Application. Thereafter, the president, vice president, treasurer, secretary, and membership chair shall be elected at the annual meeting of members. Other officers, if any, may be elected by the members at any duly called meeting. Agents shall be selected by the officers.

SECTION 3 – Nominating Committee – At least two months before the annual meeting, the officers shall appoint a committee of at least five (5) regular members, of which not more than two shall be current officers, which shall nominate candidates for vacancies in the officer positions and for officer vacancies about to occur. The president of the chapter shall act as chairman of the nominating committee, but will not be entitled to vote on the selection of candidates. No member shall be appointed to the nominating committee if he or she has served in that capacity the preceding year, nor shall any member of the nominating committee be nominated for any position to serve as an officer for that year's election. The nominating committee shall notify the secretary of its nominations in writing at least thirty(30) days before the annual meeting of the chapter. The names of the committee and of the candidates shall be included in the notice calling the annual meeting.

SECTION 4 – Additional Nominations – Any ten members of the chapter may in writing nominate an additional candidate or candidates for a position as an officer. Notice of such nomination must be received by the secretary at least thirty (30) days before the Annual Meeting, and the names of such additional candidates shall be communicated to the members by the secretary in writing with the nominations from the nominating committee.

SECTION 5 – Tenure – The president, vice president, treasurer, secretary, and membership chair shall each hold office until the next annual meeting and until his or her successor is duly elected and qualified, and until he or she sooner dies, resigns, is

removed, becomes disqualified, or is no longer a member in good standing. No president shall be entitled to serve more than two terms. Each agent shall retain his or her authority only at the pleasure of the officers.

SECTION 6 – Committees – The officers may elect or appoint one or more committees and may delegate to any such committee any or all of their powers; *provided*, that any committee to which the powers of the officers are delegated shall consist solely of officers. Unless the officers otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the officers. The members of any committee shall remain in office at the pleasure of the president.

ARTICLE VI - Meetings

SECTION 1 – Annual Meeting – There shall be held an annual meeting of members for the purpose of electing officers of the chapter, receiving the report of the Audit Committee and considering any other business properly brought before the members. The annual meeting of members shall be held on the date, location and time as determined by the officers. In the event that the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

SECTION 2 – Regular Meetings – Regular meetings of the chapter shall be held monthly at such places within the state of Virginia and as determined by the Chapter Officers. Meeting information shall be announced to the membership either via the Chapter web site and/or electronic mail. Admittance to Regular Meetings shall be free for all Chapter Members in good standing. Non-members may attend as "guests" at no charge, for no more than two meetings in order to assess the chapter as a prospect member, after which a fee of \$5.00 will be assessed for admittance to Regular Meetings as a non-member. A variable rate will be charged to non-members for all other Chapter-hosted events (i.e. Conferences, Networking Events, Luncheons, etc.).

SECTION 3 – Special Meetings – Special meetings of the members may be called by the president or the officers, and shall be called by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

SECTION 4 – Meeting Notification – Except as otherwise required by law or the Articles of Organization, notice of the time and place of each meeting of the members shall be given to each member by email at least seven (7) days before the meeting, addressed to the member using the email address provided to the Chapter and stored in the Chapter email distribution list. Whenever notice of a meeting is required under any provision of law, the Articles of Organization or these Bylaws, such notice need not be given to any member who executes a written waiver of notice before or after the meeting which is filed

with the records of the meeting, or to any member who attends the meeting without protesting prior thereto or at its commencement lack of notice. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of organization or these Bylaws.

SECTION 5 – Quorum – At any meeting of the members, 10 percent of members then in good standing (whether present in person or duly represented by proxy) and entitled to vote on the action proposed at the meeting shall constitute a quorum, except where a larger quorum is required by law, by the Articles of Organization or by these Bylaws. Any meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

SECTION 6 – Action by Vote – Each voting member in good standing shall have one vote. When a quorum is present at any meeting, a plurality of the votes properly cast by members present in person or voting by proxy shall be necessary and sufficient for the election of officers and a majority of the votes properly cast by members present in person or voting by proxy shall decide any other question, unless otherwise provided by law or these Bylaws. When a quorum is present at any meeting, a majority of the officers present and voting shall decide any questions, unless otherwise provided by law, the Articles of Organization, or these Bylaws.

SECTION 7 – Proxies – Members may vote by written proxy dated not more than six months before the meeting named, which shall be filed with the recording secretary or other person responsible for recording the proceedings of the meeting. Proxy voting by officers is not permitted.

SECTION 8 – Action by Writing – Any action required or permitted to be taken at any meeting of the officers may be taken without a meeting of the officers if all of the officer's consent to the action in writing and the written consents are filed with the records of the meetings of the officers. Such consents shall be treated for all purposes as a vote at a meeting.

SECTION 9 – Order of Business – The order of business at regular meetings shall be as follows:

- a) Call to Order - by the President or presiding Chapter Officer;
- b) Officer Reports - as determined by the Chapter Officers or upon request of the last general assembly;
- c) Committee Reports;

d) New Business - any request from the general assembly for the Chapter Officers;

e) Program Agenda - speaker or other presentations; and

f) Adjournment

SECTION 10 – Revision of Order of Business – The order of business may be revised or dispensed with by the Officer presiding upon the approval of a majority of the members present, or no less than 51% of the voting membership, if circumstances decree that such actions be taken.

SECTION 11 – Presence Through Communications Equipment – Officers may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VII - Resignations, Removals and Vacancies

SECTION 1 – Resignations – Any member, director or officer may resign at any time by delivering his or her resignation in writing to the president, the secretary or to the chapter at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

SECTION 2 – Removals – Except as otherwise set forth in this section, a member or officer may be removed or suspended with cause by the vote of two-thirds of the members present in person or voting by proxy at a meeting of members where a quorum exists. Before a member or officer may be removed or suspended by the members; the member, director or officer shall be given at least seven days' notice of the proposed removal or suspension and the reasons therefor and an opportunity to be heard at the meeting before the officers. Any member or officer who engages in conduct harmful to the interests of the chapter may be removed or suspended by the officers at any meeting and without providing notice or an opportunity to be heard by such person. Any officer who fails to attend three successive meetings of the officers, or otherwise neglects his or her duties may be removed by a majority vote of the remaining officers. A member or officer who is removed or suspended by the directors may be reinstated by a vote of three-quarters of the members present in person or voting by proxy at a meeting of members if a quorum exists. Such action by the Officers to remove a member shall be final and shall cancel all rights, interests, and/or privileges of such member in the services or resources of the Chapter.

SECTION 3 – No Right to Compensation – No member or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized

written agreement with the LLC) no member or officer removed, shall have any right to any compensation as such member or officer for any period following his resignation or removal, or any right to damages on account of such removal, unless in the case of a resignation, the directors, or in the case of a removal, the body taking action on the removal, shall in their or its discretion provide for compensation.

SECTION 4 – Vacancies – Any vacancy in an officer position, including a vacancy resulting from the enlargement of the board, may be filled by the members or, in the absence of member action to fill a vacancy, by the officers by vote of a majority of the officers then in office. The officers shall elect a successor if any of the offices of president, vice president, treasurer, secretary or membership chair becomes vacant between meetings of the members. Each such successor shall hold office for the unexpired term and until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed, becomes disqualified, or is no longer a member in good standing. The members and the officers shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

ARTICLE VIII - Financial Administration

SECTION 1 – Execution of Papers – Except as the officers may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the LLC shall be signed by the president or by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the LLC by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the LLC in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the LLC.

SECTION 2 – Receipt and Disbursement of Funds – The president may designate such other officer or officers who in addition to or instead of the president or treasurer shall be authorized to receive and receipt for all moneys due and payable to the LLC from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the LLC may be deposited in such bank or banks as the president or officers may from time to time designate or with such other corporations, firms, or individuals as the officers may from time to time designate.

SECTION 3 – Administration of Funds – Annual dues shall be due and payable to the Chapter, as outlined in Article III, Section 5, through an approved payment method, i.e. PayPal, SquareUp, etc. by the member's renewal date. The Officers may set other fees for various activities for the Chapter, based on the financial situation of the Chapter at that time. The Board of Officers may also elect to establish Information Security

scholarships through various local Universities and/or Colleges based on matching contributions from those organizations. The purpose of this requirement is to ensure that the funds received by students in the Information Security field are relatively significant compared to what can be provided individually by the Chapter.

SECTION 4 – Bank Accounts – Bank accounts in the name of the Chapter shall be established and maintained as directed by the Chapter Officers. The Officers will seek to establish bank accounts only with financial institutions that are FDIC insured and provide financial benefit to the Chapter either through greater interest rates, and/or lower processing fees.

SECTION 5 – Signatory Authority – Signatory authority for all established accounts shall be provided only to the President and Treasurer. Any elected Officer, as well as Past Presidents, shall have the right to review the accounts as well as participate in the annual Audit committee.

SECTION 6 – Account Reconciliation – The treasurer shall be responsible for reconciliation of all bank accounts for verification purposes.

SECTION 7 – Annual Audit – During the September meeting at least two (2) members, but no more than three (3) members, in good standing shall be requested to volunteer for the Audit Committee. Past Presidents shall be encouraged to volunteer for the committee, but cannot constitute the entire committee. Presently elected Officers or anyone nominated for an Officer position cannot participate in the Audit committee. If more than three members volunteer for the committee those with the strongest financial background (i.e. accountants) shall be selected.

The responsibility of the Audit Committee shall be to examine all financial records of the Chapter and provide a report of its findings and recommendations to the general membership at the annual meeting prior to elections. These reports shall be in writing, and shall be maintained as part of the permanent records of the Chapter. If the Audit Committee identifies any improprieties, then it is responsible to inform the general membership, suggest possible actions in the case where collusion among the Chapter Officers is identified, and request a vote for those actions by the general membership.

The Audit Committee is responsible to fully investigate any improprieties observed by requesting all documentation from the Treasurer or other Officer and seek the assistance of the President in the case that participation is not forthcoming.

SECTION 8 – Communication by Facsimile or Electronic Means – Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission or other electronic means of written communication.

ARTICLE IX - Compensation, Conflicts of Interest and Personal Liability

SECTION 1 – Compensation – Members and officers shall not be compensated for serving as such, and shall not be precluded from serving the LLC in any other capacity and receiving compensation for any such services; *provided*, that the same shall not place any tax exemption obtained by the LLC at risk.

SECTION 2 – Conflicts of Interest – The officers of the chapter owe a fiduciary duty to the chapter to act in good faith and in a manner that they reasonably believe to be in the chapter's best interests. This duty of loyalty requires the chapter's officers to exercise independent judgment on behalf of the chapter, placing the chapter's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the chapter shall have and comply with a conflict of interest policy, *provided*, that such policy shall require officers, and key employees to disclose any personal financial interest in a transaction being considered by the chapter, and that unless the officers determine that such personal financial interest is immaterial, such officer, or key employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); *provided, further*, that until such a policy is formally adopted by the officers, this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the chapter. The chapter's Conflict of Interest Policy may, for purposes of consideration by independent directors of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

SECTION 3 – No Personal Liability – The members and officers of the chapter shall not be liable for any debt, liability or obligation of the chapter. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the LLC for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the LLC shall look only to the funds and property of the LLC for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or of any money that may otherwise become due and payable to them from the LLC, so that neither a member nor the officers, present or future, shall be personally liable therefor.

ARTICLE X - Indemnification of Officers and Employees

The LLC shall to the extent legally permissible and consistent with the LLC's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and officers and any person who serves or has served, at the LLC's request, as director, trustee, officer or member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal,

administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the LLC, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

If authorized by the Officers, the LLC may to the extent legally permissible and consistent with the LLC's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former employee or agent ("Agent"), defined to include those employees and agents other than Indemnified Persons as defined in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the LLC, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:

- a) by a majority vote of a quorum consisting of disinterested officers;
- b) if such a quorum cannot be obtained, then by a majority vote of a committee of the Chapter Officers consisting of all the disinterested officers;

c) if there are not two or more disinterested officers in office, then by a majority of the officers then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the officers to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the LLC (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or


d) by a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The LLC's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the LLC or any other person.

ARTICLE XI - Amendments.

These Bylaws may be amended at any meeting of the members by vote of not less than two-thirds (2/3) of the members entitled to vote and present or voting by proxy, *provided* that the amendment is proposed by the Chapter Officers, or that written notice of the proposed amendment has been served on the secretary by at least ten members not less than thirty days before the meeting, and that a copy of the amendment has been sent to the members by the secretary at least seven days prior to the meeting. Except with respect to any provision of these Bylaws which by law, the Articles of Organization or these Bylaws requires action by the members, these Bylaws may also be altered, amended or repealed at any regular or special meeting of the officers, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby. Not later than the time of giving notice of the meeting of members next following the amending or repealing by the officers of any Bylaw, notice thereof stating the substance of such change shall be given to all members. Any Bylaw so altered, amended or repealed by the officers may be further altered or amended or reinstated by the members in the above manner.

Adopted: August 7, 2013

Approved: 
NICHOLAS M. ANDERSEN,
PRESIDENT