

**AMENDED, RESTATED AND CONSOLIDATED  
BYLAWS of WQED MULTIMEDIA**

AMENDED AND RESTATED as of September 28, 2023

**ARTICLE I  
Identification and Purpose**

**SECTION 1.**        **Name**    The name of the Corporation shall be WQED Multimedia (the "Corporation").

**SECTION 2.**        **Place of Business**    The Corporation shall have its principal office at 4802 Fifth Avenue, Pittsburgh, Pennsylvania. The Corporation may have offices at such other locations, either within or without Pittsburgh, Pennsylvania, as the business of the Corporation may require.

**SECTION 3.**        **Purpose**    The Corporation is formed under the provisions of the Pennsylvania Nonprofit Corporation Law of 1988 ("Law"). The purposes for which the Corporation is organized are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and are more fully set forth in the Corporation's Articles of Incorporation and, in furtherance of these purposes, the corporation may engage in any lawful business which may be conducted on a not-for-profit basis, provided:

(a)        no part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;

(b)        no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office except as authorized under the Internal Revenue Code of 1986; and (iii) notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on either by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

**ARTICLE II**  
**Membership**

The Corporation shall be a non-membership corporation, and the Directors shall be solely responsible for the operation of the Corporation.

**ARTICLE III**  
**Board of Directors**

**SECTION 1.**        **General Powers** The Board of Directors ("Board") shall exercise the rights, powers and privileges of directors of a corporation organized under the Pennsylvania Non-Profit Corporation Law of 1988, as the same may be amended from time to time. The Board shall specifically be responsible for setting the mission and the strategic direction of the Corporation, selecting the Officers of the Corporation, and otherwise overseeing the activities of the Corporation.

**SECTION 2.**        **Number and Constitution** The Board shall consist of no fewer than 20 and no more than 31 members, all of whom shall be elected by the members of the Board and shall be chosen, insofar as practicable, to represent all communities, geographic and otherwise, served by the Corporation. .

**SECTION 3.**        **Term of Office** Each Director shall hold office for the term for which he/she is elected and thereafter until his/her successor is duly elected and qualified or until his/her earlier death, resignation or removal. Each Director who satisfies the written expectations for Directors that are established by the Board will be eligible for re-election, subject to the term limits stated below. If a Director is first elected at any time prior to an Annual Meeting, the Director's first three-year term shall expire at the Annual Meeting of the Board succeeding the third mid-year anniversary.

Directors may serve a maximum of three (3) full three year terms. Notwithstanding the previous sentence any Director who serves as an Officer may have his/her term extended as set forth in Article IV, Section 3. In addition, any Director who is Board Chair in the final year of his/her eligibility to serve shall be eligible for re-election for one additional year in the role of Immediate Past Chair. Directors who have served to the maximum consecutive term limit, or who may have left the Board for whatever reason other than removal for cause, including those elected to the Honor Board and Trustees Emeritus, shall be eligible for election to the Board again after two years.

**SECTION 4. Vacancies** Appointments to fill vacancies on the Board, which may occur from time to time due to resignation, removal, death or any other reason, may be made by vote of the majority of the remaining Directors then in office. A Director entitled to fill such vacancy shall be elected for the unexpired term of his/her predecessor in office, and may thereafter serve for up to two additional terms. However, a vacancy need not to be filled unless by not doing so the number of Directors would fall below the minimum number prescribed by these Bylaws.

**SECTION 5. Annual Meeting/Regular Meetings** An Annual Meeting of the Board shall be held each year for the purpose of electing members of the Board, Officers, and for the transaction of such other business as may come before the meeting. The Board shall meet at least four times per year, including the Annual Meeting, unless the Board shall provide otherwise by resolution. The Board may, by resolution, prescribe the time and place for the holding of the regular meetings. If the Board does not prescribe the time and place for the holding of regular meetings, such regular meetings shall be held at the time and place specified by the Chair of the Board or the Executive Committee. At least 15 days written notice of such meetings shall be given to each member of the Board prior to such meeting. Any Annual or regular meeting of the Board or any committee of the Board may be held, or a Director may participate in a meeting of the Board or any committee of the Board, by means of telephone or such other communication facility which enables all persons participating in such meeting to hear and communicate with each other, and a Director participating in a meeting by that means is deemed to be present at the meeting and will be counted in determining whether a Quorum is present.

**SECTION 6. Special Meetings** Special meetings of the Board may be called at any time by the Chair of the Board or by written request of one-third of the Directors then in office. At least 5 days written notice of such meetings shall be given to each member of the Board prior to such meeting.

**SECTION 7. Emergency Meetings** Emergency meetings of the Board may be held in person or by telephone if a conference telephone or similar communication equipment is used which shall enable all persons participating in such meeting to hear and communicate with each other.

**SECTION 8. Quorum** At all meetings of the Board, a quorum shall consist of a majority of the Board then in office. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except that any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all of the Directors, is filed in the minutes of the proceedings of the Board.

**SECTION 9. Rules of Order** All meetings of the Board will be conducted in accordance with Robert's Rules of Order, except as otherwise provided in these bylaws or specified by existing Federal and State laws governing such meetings.

**SECTION 10. Compensation** Directors shall receive no compensation for their services, but nothing herein contained shall be construed to preclude Directors from receiving compensation for services rendered in another capacity.

**SECTION 11. Resignation or Removal** A Director of the Corporation may resign at any time by tendering his/her resignation in writing to the Corporation to become effective upon receipt by the Corporation at its principal place of business. At any annual or special meeting duly called, any one or more of the Directors may be removed with or without cause by a vote of the majority of the Board. A successor Director may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed shall be given an opportunity to be heard at this meeting. Resignation or removal of a Director shall also constitute his/her resignation or removal as a member of any committee of the Board.

**SECTION 12. Attendance by Directors** The term of office of a Director unable to attend at least a majority of the total number of regular and special meetings of the Board called during any one year of such Director's term of office, without an excused absence, may be terminated by a majority vote of the Executive Committee.

**SECTION 13. Trustees Emeritus** The Governance Committee, in consultation with the Board Chair and President, may from time to time present to the Board the names of former Board Chairs whose contribution to the Corporation has been especially noteworthy, to be elected as Trustees Emeritus for life. Trustees Emeritus may be elected by the members of the Board at any regular or special meeting, and voting for each nominee for a Trusteeship Emeritus shall be conducted separately. Trustees Emeritus will have the privilege of attending all regular meetings of the Board, but will not have voting rights.

**SECTION 14.** The Governance Committee, in consultation with the Board Chair and President, may from time to time present to the Board the names of former Directors whose maximum full term with the Board has ended in good standing, to be elected to the Honor Board. Former Directors may be elected to the Honor Board by the Board at any regular or special meeting. Members of the Honor Board will have the privilege of attending all regular meetings of the Board, but will not have voting rights.

## **ARTICLE IV** **Officers**

**SECTION 1. Officers** The Officers of the Corporation shall be the Chair of the Board, up to three Vice Chairs, the President, the Secretary, the Treasurer, and such other Officers as may be elected by the Board. The Chair and Vice Chairs shall be elected from the members of the Board. The President shall be hired by the Board and shall become a member of the Board as of his/her date of employment. The Secretary and Treasurer shall be members of the Board, or employees who may serve as officers but not as members of the Board by virtue of the office.

**SECTION 2. Election of Officers** At the Annual Meeting of the Board, the Governance Committee shall present a list of nominees to serve as Officers. Unless otherwise provided in these Bylaws or by the Board in the resolution electing the Officer, each Officer shall hold office for a term of one (1) year and shall exercise such powers and perform such duties and receive such salaries as shall be determined by the Board.

**SECTION 3.**        **Term** Beginning with the election held at the Annual Meeting for Fiscal Year 2010, the term of office for the Chair and Vice Chairs shall be one year. In the event that the Chair or Vice Chairs' term shall exceed his/her term as a Director, his/her term as a Director shall be extended to match his/her term as Chair or Vice Chair. A Director may only hold the office of Chair or Vice Chair for three terms, subject to the provisions of Article III, section 3. The term of office for the President shall be for the duration of his/her employment by the Corporation.

**SECTION 4.**        **Resignation or Removal** An Officer of the Corporation may resign at any time by tendering his/her resignation in writing to the Chair of the Board to be effective either immediately upon receipt or upon the effective date stated therein. An Officer of the Corporation may be removed at any time, with or without cause, by a vote of a majority of the Directors of the Corporation. Resignation or removal of an Officer shall not constitute his/her resignation or removal as a Director unless expressly stated in writing.

**SECTION 5.**        **Vacancies** A vacancy in any office because of death, resignation or removal shall be filled by the Board for the unexpired term of such office.

## **ARTICLE V**

### **Responsibilities of Officers**

**SECTION 1.**        **Chair of the Board** The Chair of the Board shall preside at all meetings of the Board, shall appoint the chairs of all standing committees and appoint all ad hoc committee members, shall be an ex officio member of all such committees, and shall perform such other duties as are usual and customary to such office.

**SECTION 2.**        **Vice Chair** The Vice Chair of the Board shall, in the absence of the Chair, preside at the meetings and perform such other duties as are usual and customary to such office. Vice Chairs may serve as committee chairs.

**SECTION 3.**        **President** The President shall be the chief executive officer of the Corporation. The President shall have all authority and responsibility necessary to manage the Corporation in all its activities and departments, subject to such policies as may be issued by the Board. He/She shall act as the duly authorized representative of the Corporation in all matters in which the Board has not formally designated some other person to act. The President shall make annual reports showing the condition of the affairs of the Corporation and make such recommendations as he/she thinks proper and submit the same to the Board at its annual meeting. He/She shall sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized the Corporation to execute expressly delegated by statute, the Board or these Bylaws to some other Officer or agent of the Corporation. The President shall serve as a member of all Committees.

The President shall remove himself/herself from discussions by any committee pertaining to his/her compensation or as otherwise directed by the Board.

In the event that the President is incapacitated or unable to perform his/her duties, the Board shall appoint an appropriate person to assume such duties pending the President's return or the selection of a new President.

**SECTION 4.**            **Secretary** The Secretary shall keep or cause to be kept all of the records of the Corporation, except the financial records, record the minutes of the meetings of the Board in the corporate minute book, send out all notices of meetings, attest to the seal of the Corporation where desirable, necessary or required, and perform such other duties as may be prescribed by the Board or the President.

**SECTION 5.**            **Treasurer** The Treasurer shall be responsible for and shall carry out the directions of the Board with respect to the following matters:

- (a) maintenance of the books and records of the Corporation so as to properly reflect the assets, liabilities, and transactions of the Corporation;
- (b) preparation of budgets and review of compliance therewith, including recommendations to the Board; and
- (c) performance of such other duties as shall be directed by the Board.

**SECTION 6.**            **Compensation** The Officers of the Corporation shall be entitled to reasonable compensation for services actually rendered to the Corporation in their capacity as Officers. Such services shall be compensated at an amount determined by a majority of the Directors. Officers shall be reimbursed for actual business expenses incurred by them in the performance of their duties on behalf of the Corporation consistent with the expense reimbursement policy of the Corporation in effect at the time such expenses are incurred.

## **ARTICLE VI** **Standing Committees**

**SECTION 1.**            The following shall be the standing Committees of the Board:

- (1) Executive and Corporate Planning Committee
- (2) Finance, Business and Operations Committee
- (3) Audit Committee
- (4) Development Committee
- (5) Governance Committee
- (6) Community Engagement Committee

**SECTION 2.**            **Executive and Corporate Planning Committee** The Executive and Corporate Planning Committee shall consist of the Chair of the Board, the Vice Chairs, the President, and the Chairs of the other standing Committees and any persons the Chair may appoint, up to four

additional people, subject to the approval of the Board. Any additional Committee members shall be appointed to the Executive and Corporate Planning Committee at the Annual Meeting.

The Chair of the Board shall serve as Chair of the Executive and Corporate Planning Committee. The Executive and Corporate Planning Committee shall be vested with the power and authority of the Board in the management of the business affairs, long range and strategic planning of the Corporation and shall employ, approve the salaries and prescribe the duties of such agents and employees as the Corporation shall require, except as otherwise provided by law, these bylaws or resolutions of the Board. The Executive and Corporate Planning Committee may approve the annual budget and the election of Directors of the Board prior to the Annual Meeting, subject to ratification by the Board. This delegation of authority shall not release the Board or any individual Director of the responsibility imposed upon him/her by law.

**SECTION 3. Finance, Business and Operations Committee** The Chair of the Board shall appoint the members of the Finance, Business and Operations Committee, after consultation with the President, the Finance, Business and Operations Committee Chair and Committee members. The Committee shall serve as a liaison between the Board and the Treasurer and Chief Finance Officer of the Corporation with regard to the financial and business operations of the Corporation. Duties and responsibilities of the Committee shall include: revenue generation; projects and products; negotiations and litigation; workplace staffing and environment; monthly financial results and operational activities and issues; performance dashboard updates; Investment Committee updates; and Audit Committee updates.

The Committee shall, at least annually, make a report on the financial condition of the Corporation at the Annual Meeting of the Board. The Committee shall also present the annual budget of the Corporation at the Annual Meeting. The Committee shall also have oversight and steering of the audit and investment functions of the Corporation.

**SECTION 4. Audit Committee** The Chair of the Board shall appoint, after consultation with the President, a Chair and members of the Audit Committee. The Audit Committee shall act as the liaison between the Corporation and the outside auditors. The Audit Committee shall review and approve the yearly audit of the Corporation and submit such audit to the Board for its approval.

**SECTION 5. Development Committee** The Chair of the Board shall appoint the members of the Development Committee, after consultation with the President, the Development Committee Chair and Committee members. The Committee shall provide input into, and support for, Corporation activities regarding revenue generation, including helping to increase the Corporation's base of individual donors and corporate sponsorships.

**SECTION 6. Governance Committee** The Chair of the Board shall appoint, after consultation with the President, a Chair and members of the Governance Committee to evaluate current Directors and Officers, to nominate Directors and Officers for the next ensuing term and to evaluate the structure of the Board. The Committee shall prepare and recommend at the Annual Meeting of the Board a slate of Officers and a slate of Directors for election/re-election.

The Committee may also be requested to prepare and recommend, at the option of the Board, individuals to fill vacancies during the year. The Committee shall also assess the composition of the Board, identify and cultivate potential Directors and provide orientation to new Directors on the responsibilities of serving as a Director of the Corporation.

(a) **Criteria and Standards** The Committee shall select nominees based on their perceived ability to serve the Corporation and support to the Corporation's mission. The Committee shall also consider nominees perceived willingness to devote substantial time and effort the mission of the Corporation and to become members of the Corporation at some financial level. The Committee shall strive to select nominees so that the Board is representative of all communities served by the Corporation. The Committee shall strive to ensure diversity of occupation, race, age, gender and geographic community of residence. To maximize choices and ensure such diversity, nominations should be actively solicited by the Committee through appropriate media.

(b) **Evaluation** The Committee shall solicit annual self-evaluations of the members of the Board to assure that the members are aiding the Corporation in meeting its mission and to assure that the Corporation is employing the experience, background and commitment of the member in ways that are most fulfilling to the member. The Committee shall review and evaluate the participation of Board members in Board meetings and standing and ad hoc committee meetings and functions.

**SECTION 7.** **Community Engagement Committee** The Chair of the Board shall appoint the members of the Community Engagement Committee, after consultation with the President, Community Engagement Committee Chair and Committee members. The Committee shall provide input into, and support for, the Corporation's efforts to create content and experiences in the Corporation's region, including but not limited to television and radio programming, educational programs with schools and libraries, and associated events, , promotion, branding, and community relations work.

**SECTION 8.** **Appointment of Ad Hoc Committees** The Chair of the Board shall appoint the chairs of all ad hoc committees, subject to the approval of the Board. The Chair of all ad hoc committees must be members of the Board. Members of such ad hoc committees may be recommended by the Chair of the Board, the committee chair, or by other members of the Board. The Chair of the Board shall have the authority to form any additional ad hoc committees necessary for the functioning of the Corporation, other than the Standing Committees previously described. The Chair of each ad hoc committee may appoint non-board members to serve on all ad hoc committees. Approval of the board is required for the formation of any additional standing committees.



**ARTICLE VII**  
**Community Advisory Board**

**SECTION 1.           Organization** The Board shall establish a Community Advisory Board composed of persons broadly representative of the communities served by the Corporation. The officer of the Community Advisory Board shall be a Chair, who shall be a member of the Community Advisory Board. The Chair shall be selected by the Community Advisory Board in consultation with the President as provided herein, to serve for a term of two years. The Chair of the Community Advisory Board shall serve as an ex officio member of the Board of Directors. In the event the Chair's term shall exceed his/her term as a member of the Community Advisory Board, his/her term as a member of the Community Advisory Board shall be extended to match his/her term as Chair. A member may hold the office of Chair for one term. In addition, any member who is Community Advisory Board Chair in the final year of his/her eligibility to serve shall be eligible for re-election for one additional year in the role of Immediate Past Chair.

**SECTION 2.           Membership** The Community Advisory Board shall consist of no fewer than 15 and no more than 40 members until such number is changed by an amendment of these Bylaws. Members of the Community Advisory Board shall be nominated by the Nominating Committee of the Community Advisory Board in consultation with the President and appointed by the Board to serve for terms of three years. The term of office for a member shall be limited to two consecutive three year terms. Members who have served two consecutive three year terms, or who may have left the Community Advisory Board for whatever reason other than removal for cause, shall be eligible for election to the Community Advisory Board again after two years. In appointing members of the Community Advisory Board, the Board shall act in good faith and use their best efforts to achieve a Community Advisory Board which reasonably reflects the diverse needs and interests of the communities served by the Corporation. The Community Advisory Board shall strive to insure diversity of membership by race, gender, age and community of residence. Nominations of the Community Advisory Board should be actively solicited by the Board through appropriate media.

**SECTION 3.           Rights and Duties** The Community Advisory Board shall review the programming goals established, the service provided, and the significant policy decisions rendered by the Corporation, and shall advise the Board with respect to whether the programming and services of the Corporation are meeting the needs of the communities served by the Corporation and may make such recommendations as it considers appropriate to meet such needs. In addition, the Community Advisory Board may exercise such rights and shall perform such duties as are specified in the governing principles of the Community Advisory Board as are determined from time to time by the Board or as are authorized by the Federal Public Telecommunications Act of 1973, as amended.

**SECTION 4.           Meetings** The Community Advisory Board shall meet at least four times per year. Any meeting of the Community Advisory Board or any committee of the Community Advisory Board may be held, or a member may participate in a meeting of the Community Advisory Board or any committee of the Community Advisory Board, by means of a telephone or such other communication facility which enables all persons participating in such meeting to hear and

communicate with each other, and a member participating in a meeting by that means is deemed to be present at the meeting and will be counted in determining whether a quorum is present.

**SECTION 5.**        **Vacancies** Appointments to fill vacancies on the Community Advisory Board, which may occur from time to time due to resignation, removal, death or any other reason, may be made by vote of the Board. A member entitled to fill such vacancy shall be elected for the unexpired term of his/her predecessor in office. However, a vacancy need not be filled unless by not doing so the number of members would fall below the minimum number prescribed by these Bylaws.

**SECTION 6.**        **Attendance by Members** The term of office of a member unable to attend at least a majority of the total number of regular and special meetings of the Community Advisory Board called during any one year of such Member's term of office, without an excused absence, shall be terminated.

**SECTION 7.**        **Nominating Committee** The Chair of the Community Advisory Board shall establish a Nominating Committee and shall appoint the chair and members thereof from among the members of the Community Advisory Board, to serve for a term of one year. The Nominating Committee shall evaluate candidates for the offices of the Community Advisory Board and shall nominate such candidates at the meetings of the Board of Directors at which such offices are to be filled.

**SECTION 8.** The Chair of the Community Advisory Board may also establish such standing and ad hoc committees of the Community Advisory Board as the Chair may in his or her sole discretion deem necessary or desirable. The Chair shall appoint the Chairs and members of any and all standing and ad hoc committees to serve for terms of one year each. The Chairs of any and all committees established hereunder shall be members of the Community Advisory Board. Members of committees may be selected from members of the Community Advisory Board or members of the general public. The Chair of the Community Advisory Board shall be an ex-officio member of all committees.

## **ARTICLE VIII** **Liability and Indemnification**

### **SECTION 1. Personal Liability of Directors**

(a) To the fullest extent permitted by law, no director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(1) The director has breached or failed to perform the duties of his/her office in good faith, in a manner he/she reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a

person of ordinary prudence would use under similar circumstances; and

(2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(b) The provisions of this Section shall not apply to:

(1) the responsibility or liability of a director pursuant to any criminal statute; or

(2) the liability of a director for the payment of taxes pursuant to local, state or federal law.

## **SECTION 2. Indemnification**

(a) Right to Indemnification.

(1) As used herein, the word "Action" shall mean any action, suit or proceeding, administrative, investigative or other, (i) to which such person is a party (other than an action by the Corporation) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a director or officer of the Corporation.

(2) Unless in a particular case indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, and except as prohibited by law, each director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.

(3) A person who is not a director or officer of the Corporation may be similarly indemnified in respect of service to the Corporation to the extent the Board at any time designates such person as entitled to the benefits of this Article.

(4) As used in this Article, "indemnitee" shall include each director and each officer of the Corporation and each other person designated by the Board as entitled to the benefits of this Article; "liability" shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and "expenses" shall include fees and expenses of counsel incurred by the indemnitee only (i) if the Corporation has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by the Corporation, or (ii) if it shall have been determined pursuant to Section 3 hereof that the indemnitee was entitled to indemnification for expenses in respect of an action brought under that Section.

(b) Right to Advancement of Expenses.

Unless in a particular case advancement of expenses would jeopardize the Corporation's tax

exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, every indemnitee shall be entitled as of right to have his/her expenses in defending any Action paid in advance by the Corporation, as incurred, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

(c) Right of Indemnitee to Initiate Action; Defenses.

(1) If a written claim under Section (a) or Section (b) of this Article is not paid in full by the Corporation within thirty days after such claim has been received by the Corporation, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.

(2) The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section (a) shall be (i) that the indemnitee's conduct was such that under applicable law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, or (ii) that indemnification would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, but the burden of proving any such defense shall be on the Corporation.

(3) The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section (b) shall be (i) that advancement of expenses would jeopardize the Corporation's tax exempt status under Section 501(a) of the Code or result in the Corporation's failure to be described in Section 501(c)(3) of the Code, or (ii) that the indemnitee failed to provide the undertaking required by Section (b), but the burden of proving any such defense shall be on the Corporation.

(d) Non-Exclusivity; Nature and Extent of Rights.

The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves the Corporation at any time while this Article is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Article), and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he/she was entitled or was designated as entitled to indemnification under this Article and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

**ARTICLE IX**  
**Interpretation**

Whenever used herein, references to Internal Revenue Code provisions shall include amendments thereto and replacements thereof.

**ARTICLE X**  
**Seal of the Corporation**

The Seal shall be kept at the executive offices of the Corporation in the custody of the Secretary. The Secretary shall attest and affix the Seal to all contracts and legal documents made by the Corporation and as required by such contract or legal document.

**ARTICLE XI**  
**Fiscal Year**

The fiscal year of this Corporation shall be from October 1 through September 30 of each year.

**ARTICLE XII**  
**Amendments to Bylaws**

These Bylaws may be altered, amended or rescinded by a vote of two-thirds of the members of the Board present at any regular meeting of the Board or at any special meeting of the board called for that purpose, provided a quorum is present at such meeting as herein designated. At least 15 days written notice of such meeting shall be given to each member of the Board prior to such meeting.

**ARTICLE XIII**  
**Conflicts of Interest**

A Conflict of Interest Policy has been adopted by the Board of Directors of the Corporation. Each Director shall annually sign a statement that affirms that such person (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. This policy shall be reviewed annually for the information and guidance of members of the Board, and any new member shall be advised of the policy upon entering on the duties of his/her office. In addition, the Corporation shall conduct periodic reviews of its activities, including any transactions or arrangements with interested persons, to ensure that its activities in the aggregate promote and further the Corporation's exempt charitable, scientific, and educational purposes.

**ARTICLE XIV**  
**Effective Date**

These Bylaws shall be effective as of September 28, 2023 and as amended and restated this date.