

Current by-laws

**ARTICLE X
INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS
AND LIABILITY FOR CORPORATION DEBTS**

Section 1. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he/she is or was a director or officer of the Corporation, or of another Corporation serving at the request of this Corporation, if any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the Corporation or by the Corporation, he/she shall be indemnified for his/her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- a. The person sued is successful in whole or in part, or the proceeding against him/her is settled with the approval of the court.
- b. The court finds that his/her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the Corporation, its receiver, or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to him/her in connection with the defense, and the court may order the fees and expenses to be paid directly to the proceeding. Notice of the application for such indemnity shall be served upon the Corporation, its receiver, or its trustees, and upon the plaintiff and other parties to the proceeding.

Proposed change would delete paragraphs above and replace with the following:

**ARTICLE X
INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS
AND LIABILITY FOR CORPORATION DEBTS**

Section 1. Indemnification of Directors and Officers. When a person is sued, either alone or with others, because he/she is or was a director or officer of the Corporation, or of another Corporation serving a the request of this Corporation, if any proceeding arising out of his/her alleged misfeasance or nonfeasance in the performance of his/her duties or out of any alleged wrongful act against the Corporation or by the Corporation, he/she shall be indemnified for his/her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, subject to the terms and conditions of the Business & Management Indemnity (Insurance) Policy.