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Section 8.5 Miscellaneous—Each Director and officer of the Council shall be deemed to act in such capacity in reliance upon such rights of indemnification and advancement of expenses as are provided in this Article. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person’s official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Council and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Council. Any repeal or modification of this Article by the Board of Directors of the Council shall not adversely affect any right or protection existing at the time of such appeal or modification to which any person may be entitled under this Article.

Section 8.6 Definition of Authorized Representative—For the purposes of this Article, the term “authorized representative” shall mean a Director, Officer, or Employee of the Council or of any corporation controlled by the Council, or a trustee, custodian, administrator, committee member, or fiduciary of any employee benefit plan established and maintained by the Council or by any corporation controlled by the Council, or person serving another corporation, partnership, joint venture, trust, or other enterprise in any of the foregoing capacities at the request of the Council or a consultant to the Council, as designated by the Board as an authorized representative. The term “authorized representative” shall not include money managers or investment advisors (or any employees thereof) hired by the Council, and shall not include agents of the Council unless indemnification thereof is expressly approved by the Board of Directors.

Section 8.7 Procedure for Effecting Indemnification—Unless ordered by a court, any indemnification under this Article VIII or of the NPCL shall be made only following a determination that the indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding.
- (b) If such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- (c) By the Directors.

ARTICLE IX

Bylaw Amendments

Section 9.1 Authority—These Bylaws may be altered, amended and/or repealed from time to time by the affirmative vote of a majority of the Directors entitled to vote.

Section 9.2 Notice—The Directors of the Council shall be given at least thirty (30) days prior writ-

ten notice of any meeting of the Directors at which proposed changes to the Bylaws of the Council are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.