



**Accrediting Council for Collegiate  
Graphic Communications**

# **Bylaws**

**Revision 5.0**

**Approved June 24, 2024**



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## Article I Name, Mission

### Section 1.1 Name

The name of the organization will be the Accrediting Council for Collegiate Graphic Communications, Inc. hereinafter also called the ACCGC or the Council.

### Section 1.2 Mission

The mission of the ACCGC is to provide viable, credible, and defensible accreditation standards that can be used by colleges and universities offering graphic communications programs, thereby:

1. Validating the academic discipline of graphic communications at the collegiate level.
2. Enhancing and assuring quality of instruction through peer review.
3. Stimulating the exchange of ideas between academia and industry.
4. Recognizing collegiate degree programs that achieve and maintain quality standards.

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## Article II Legal Status and Structure

### Section 2.1 Not-for-Profit Organization

The ACCGC is established as an independent, voluntary, not-for-profit organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). As such, the Council will adhere to these guidelines:

1. No part of the net earnings of the Council will inure to benefit any director, officer, or other individual, except for compensation paid for services rendered for the Council to carry out its mission.
2. The Council will not be involved in propaganda or attempt to influence legislation, except that which demonstrably benefits graphic communications education and the mission of ACCGC.
3. The Council will neither participate nor intervene in any political campaign on behalf of or in opposition to any candidate for political office.
4. The Council will not issue capital stock.
5. The Council will not make any financial distribution or expenditure, engage in any activity, hold any assets or enter into any transaction not permitted under 501(c)(3) of the Code.
6. The Council will maintain a copy of its application for 501(c)(3) status and all tax returns filed with the Internal Revenue Service.

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## Article III Board of Directors

### Section 3.1 Authority

Subject to any limitations set forth elsewhere in these bylaws or the Articles of Incorporation of the Council, the affairs of the Council will be under the general direction of a board of directors which will administer, manage, preserve, and protect the property of the Council.

### Section 3.2 Number, Term, and Composition (stagger)

1. The board of directors will consist of nineteen (19) voting directors composed of two (2) categories. Eight (8) directors will be employed in the graphic communications industry and eleven (11) directors will be employed as college or university graphic communications faculty.
2. Education representative directors will possess a minimum of three (3) years full-time teaching experience in higher education.
3. The mix of education representative directors will come from associate degree granting institutions, bachelor's degree granting institutions, and relatively large, medium, and small graphic communications programs.
4. Up to five (5) of the eleven (11) education representative directors may be employed by associate degree granting institutions with the remainder representing bachelor's degree or graduate degree granting institutions.
5. Industry representative directors will be highly experienced executive level professionals from a variety of graphic communications markets and professional organizations.
6. Each director will serve for a term of three years or until the director's death, resignation or removal. Each director is subject to a limit of three consecutive elected terms. Efforts will be made to assure that new members do not exceed 1/3<sup>rd</sup> of the board at any one time.
7. Unless otherwise specified at the time of the election, new directors will begin their terms at the start of the operational year.
8. A person who has reached the term limit may become eligible to serve on the board of directors again after at least two (2) consecutive years. Membership on the board of directors is held by elected individuals (not institutions, associations or corporations).
9. Board membership is non-transferable, but a non-voting ex-officio designee may attend at the request of an absent director, subject to approval of a majority of the seated quorum.
10. No two simultaneously serving directors may be employed by the same educational institution, organization, or company.

### **Section 3.3 Elections**

At least one month prior to the end of the operational year, the nominating committee will provide the name and professional biography of each nominee to the managing director. Prior to the end of the operational year, the managing director will organize a board of director's election on the nominee(s). The managing director will notify all nominees and the board of directors of the election results no later than 10 days prior to the end of the operational year.

### **Section 3.4 Vacancies**

Board vacancies due to a director not finishing her/his term will be temporarily filled for the duration of the term by appointment of the executive committee. Directors appointed to fill an unexpired term will retain eligibility for nomination to serve two (2) additional consecutive terms as a director. A board member who misses two (2) consecutive meetings may be removed by a majority vote of the board of directors.

### **Section 3.5 Compensation**

No compensation will be paid to any elected member of the board of directors.

### **Section 3.6 Meetings**

The board will meet tri-annually at dates and times established by the board. The first meeting will follow the close of the Council's fiscal year (December 31). A second meeting will follow the close of the academic year (May 31), and a third meeting will follow the close of the operational year (August 31). Special meetings may be called by the president.

### **Section 3.7 Quorum**

The presence of a majority (10) of the directors at any given meeting will constitute a quorum. Any act of a quorum will be an act of the entire board. Meetings not meeting quorum may be adjourned for rescheduling at the discretion of the president.

### **Section 3.9 Notices**

Directors will be notified of any board meeting date, time and location at least thirty (30) days in advance. Notice of an adjourned meeting will be deemed to have been announced at the time of adjournment.

### **Section 3.10 Waiver of Notice**

Whenever any written notice whatsoever is required to be given under the provisions of applicable law, the Articles of Incorporation of this Council or these bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice will specify the nature of the business to be transacted. Attendance of a director at a meeting will constitute a waiver of notice of the meeting unless the director attends for the express purpose of



objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

### **Section 3.11 Interested Directors or Officers**

No contract or transaction between the Council and one or more of its directors or officers or between the Council and any other corporation, partnership, association, or other organization in which one or more of the Council's directors or officers are directors, officers or employees, or have a financial interest, will be void or voidable solely for such reason, or solely because a director or officer of the Council is present at or participates in the meeting of the board of directors who authorizes the contract or transaction, or solely because the votes of such director or officer are counted for such purpose, if:

1. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even if the disinterested directors are less than a quorum.
2. The contract or transaction is fair as to the Council as of the time it is authorized, approved or ratified by the board of directors.
3. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board that authorizes a contract or transaction specified in subsection (a) of this section. The minutes of the meeting will reflect that a disclosure was made, the abstention from voting, and the effect on the quorum.

### **Section 3.12 Standard of Care and Fiduciary Duty**

Each director will stand in a fiduciary relation to this Council and will perform his or her duties as a director in good faith. In performing his or her duties, each director will be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

1. One or more officers or employees of this Council whom the director reasonably believes to be reliable and competent in the matters presented.
2. Counsel, public accountants, or other persons as to matters which the director reasonably believes to be a professional or expert.
3. A committee of the board of this Council upon which the director does not serve, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.
4. A director will not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his/her reliance to be unwarranted.

### **Section 3.13 Factors That May Be Considered by Directors**

In discharging the duties of their respective positions, the board of directors, committees of the board, and individual directors may consider to the extent they deem appropriate:

1. The effects of any action upon any or all groups affected by such action, including institutions, employees, suppliers, customers, and creditors of the Council, and upon communities in which offices or other establishments of the Council are located.
2. The short-term and long-term interests of the Council, including the benefits that may accrue to the Council from its long-term plans and the possibility that these interests may be best served by the continued independence of the Council.
3. The resources, intent and conduct (past, stated, and potential) of any person seeking to acquire control of the Council.
4. All other pertinent factors.

The board of directors, Committees, and directors are not required, in considering the best interest of the Council or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of interests and factors in the manner described in this section will not constitute a violation of Section 3.12 hereof. The fiduciary duty of directors will not be deemed to require them to act as the board of directors, a committee or an individual director solely because of the effect such action might have or an acquisition or potential or proposed acquisition of control of the Council or the consideration that might be offered or paid to directors in such an acquisition.

Absent breach of fiduciary duty, lack of good faith or self-dealing, any act as the board of directors, a committee of the board or an individual director will be presumed to be in the best interests of the Council. In assessing whether the standard set forth in Section 3.12 hereof has been satisfied, there will not be any greater obligation to justify, or higher burden of proof with respect to, any act as the board, committee or an individual director relating to or affecting an acquisition or potential or proposed acquisition of control of the Council than is applied to any other act as a board, committee, or individual director. Notwithstanding the preceding provisions of this Section 3.13, any act by the board, committee or an individual director relating to or affecting an acquisition or potential or proposed acquisition of control to which a majority of the disinterested directors have assented will be presumed to satisfy the standard set forth in Section 3.12, unless it is proven by clear and convincing evidence that the disinterested directors did not assent to such act in good faith after reasonable investigation.

The term 'disinterested director' means, solely for the purpose of this section:

1. A director who has a direct or indirect financial or other interest in the person acquiring or seeking to acquire control of the Council or who is an affiliate or associate of, or was nominated or designated as a director by, a person acquiring or seeking to acquire control of the Council.

2. Depending upon the specific facts surrounding the director and the act under consideration, an officer or employee or former officer or employee of the Council.

A person will not be deemed an interested director solely due to:

1. The receipt by the director of director's fees or other consideration as a director.
2. Any interest the director may have in retaining the status or position of a director.
3. The former business, education, or employment relationship of the director with the Council.
4. Receipt or the right to receive retirement or deferred compensation from the Council due to service as a director, officer, or employee.

### **Section 3.14 Rules and Regulations**

The board of directors may adopt rules and regulations consistent with these bylaws for the administration and conduct of the affairs of the Council and may alter, amend or repeal any rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the directors.

### **Section 3.15 Removal of Directors**

A majority vote of all of the directors may declare vacant the office of a director who is declared of unsound mind by an order of the court or is convicted of a felony or other cause. "Other cause" will mean any action or inaction which, in the sole discretion of the board, materially and adversely affects or may affect the Council, including, but not limited to, absence from two (2) consecutive board meetings.

### **Section 3.16 Consents**

Any action may be taken by the directors without a meeting if consent is given in writing by a majority of the directors entitled to vote.

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## **ARTICLE IV Officers**

### **Section 4.1 Enumeration**

The officers of the Council will consist of the president, vice president, secretary, treasurer, and such other officers and assistant officers as the board may designate.

### **Section 4.2 Term of Office**

Individual board members will serve as officers at the pleasure of the board of directors according to the following guidelines:

1. The office of president is a two (2) year term. This person will be elected from the education category and is elected in odd years.
2. The office of vice president is a two (2) year term. This person will be elected from the industry category and is elected in even years.
3. The office of secretary is a two (2) year term. This person will be elected from the
4. education or industry category and is elected in either odd or even years.
5. The office of treasurer is a two (2) year term. This person will be elected from the education or industry category and is elected in either odd or even years.
6. A person may serve in one office and be elected to another office without a waiting period.
7. A person may be re-elected to the same office.

### **Section 4.3 Election of Officers**

Nominees for offices must be a current director elected to office by the board of directors. The nominating committee will solicit candidates at least 90 days prior to the expiring term of office and will inform the board of directors of the proposed slate. Elections will take place at least 30 days prior to the close of the operational year.

### **Section 4.4 Vacancies**

Any officer post vacated before the end of the term of office will be filled by nomination and election. The officer filling the vacated office will serve out the remainder of the vacated term.

### **Section 4.5 President**

The president will supervise the management and operation of the Council, with oversight by the board of directors. The president will be an ex-officio member on all committees.

#### **Section 4.6 Vice President**

In the absence of the president, or death of the president, or inability or refusal to act by the president, the vice president will perform the duties of the president.

#### **Section 4.7 Secretary**

The secretary will be responsible for keeping minutes of all meetings of the board of directors and its committees. The secretary will be responsible for notifying the executive committee or board of directors of meetings, as the case may be.

#### **Section 4.8 Treasurer**

The treasurer will supervise the financial activities of the Council. In performing these functions, the treasurer may rely on banking and accounting services. The treasurer will be bonded at the discretion of the board of directors.

Specifically, the treasurer is responsible for:

1. A full and accurate account of receipts and disbursements.
2. Monies and other valuable effects deposited in the name of the Council in such depositories as will be designated by the board.
3. An annual audit of the Council's books and records with a financial statement as to the condition of the Council.

#### **Section 4.9 Managing Director**

A managing director will be appointed by the board for a three (3) year, renewable term. The managing director will:

1. Be under the supervision of the executive committee at the discretion of the board of directors.
2. Be paid an annual stipend in an amount set by the board.
3. Serve as an ex-officio member on the board of directors and on all committees.
4. Be bonded at the discretion of the board of directors.
5. Assist with functions related to managing the Council and its mission, including being the primary point of contact for internal and external communication.
6. Maintain all current and historical records of ACCGC business.

#### **Section 4.10 Removal of Officers**

Any officer elected or appointed to office may be removed by majority vote of the full board through a special election.

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## ARTICLE V Committees

### Section 5.1 Accreditation Committee

1. The accreditation committee is empowered to grant accreditation following a review and evaluation of site visiting team's report and recommendation.
2. To grant accreditation, a majority of the full committee is required to vote affirmatively.
3. The accreditation committee will have fourteen (14) members.
4. One education category director will be elected by the committee to serve as chair of the committee. Directors elected to a three-year term will serve at least the first year of their term as a member of the accreditation committee.
5. The chair of the accreditation committee will appoint a three-person site visiting team for each institution that applies for accreditation, subject to acceptance by the institution. Each site visiting team will consist of two (2) education representatives and one (1) industry representative. At least one of the site visiting team members must be a member of the accreditation committee. One of the education representatives will be designated team leader by the chair of the accreditation committee. A team leader should have experience either in having developed an ACCGC self-study or in having served on an ACCGC visiting team.

### Section 5.2 Appeals Committee

1. The appeals committee will hear appeals from institutions denied full accreditation.
2. A minimum of three (3) affirmative votes by the appeals committee is necessary to reverse decisions of the accreditation committee. The decision of the appeals committee is final.
3. The appeals committee will have five (5) members not serving on the accreditation committee. Members of the appeals committee will have had prior service on the accreditation committee and will be appointed by the president of the Council, with approval of the executive committee.
4. No appeals committee member will serve on an appeal for an institution for which such member served as a member of the site visiting team.
5. The president will serve as the chair of the appeals committee unless there is a conflict of interest, in which case the vice president will serve as chair.

### Section 5.3 Executive Committee

The executive committee is a five (5) member committee comprised of the Council president, vice president, secretary, treasurer, and chair of the accreditation committee. The president will chair the executive committee.

#### **Section 5.4 Nominating Committee**

The president will appoint a nominating committee of three directors, one of whom will be appointed committee chair. This committee will oversee nominations and elections of new directors and officers.

#### **Section 5.5 Marketing Committee**

The president will appoint a marketing committee of three directors, one of whom will be appointed committee chair. This committee will oversee the Council website, social media, and marketing efforts

#### **Section 5.6 Ad hoc Committees**

The executive committee may identify ad hoc committees as necessary to carry out specific functions. Chairs of ad hoc committees will be directors, but membership on these committees may consist of individuals other than the Council's board of directors.

#### **Section 5.7 Removal of Officers or Committee Members**

Any officer or committee member may be removed by majority vote of the full board through a special election.

#### **Section 5.8 Committee Term**

The term for members of the accreditation committee, appeals committee, marketing committee, and nominating committee will be one year, renewable to the length of the director's term of service on the board.

#### **Section 5.9 Meeting Initiation**

Meetings will be called by the committee chair.

#### **Section 5.10 Limitation on Power of Committees**

The accreditation committee, appeals committee, nominating committee, marketing committee and any ad hoc committees will have no power or authority to contract for expenditures or to make disbursements on behalf of the Council unless such power is specifically authorized by the Executive Committee. No committee will have any power or authority as to the following without an election by the board of directors:

1. Filling vacancies on the board of directors.
2. Adopting, amending, or repealing the bylaws.
3. Amending or repealing any resolution of the board.

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## **ARTICLE VI General**

### **Section 6.1 Office Location**

The administrative office of the Council will be at such site as the executive committee may determine.

### **Section 6.2 Fiscal Year**

The Council's fiscal year will begin January 1 and end December 31.

### **Section 6.3 Operational Year**

The operational year of the Council will begin September 1 and end August 31.

### **Section 6.4 Accreditation Year**

Program accreditations begin and end to coincide with the operational year.

### **Section 6.5 Non-Discrimination**

No individual will be denied the opportunity to participate as a director or employee on the basis of age, sex, religious preference, country of national origin, race, or physical disability.

### **Section 6.6 Parliamentary Authority**

The current edition of Robert's Rules of Order will be the parliamentary authority for all matters of procedure not specifically covered by the bylaws of the Council. The chair of any Council meeting may appoint a parliamentarian.

### **Section 6.7 Business Meeting**

An annual business meeting will be held shortly after the close of the fiscal year. The treasurer will submit to the board of directors a financial statement containing those details required to be included under the provisions of the Non-Profit Corporation Laws (NPCL), as it may be amended from time to time or any successor statute governing Pennsylvania nonprofit corporations or these Bylaws.

### **Section 6.8 Books and Records**

The managing director will keep current and historical records, including financial records, accreditation records, meeting minutes, board of director composition and status, and committee composition and status.

### **Section 6.9 Distributions**

The income of the Council for each taxable year will be distributed at such time and in such manner as not to subject the Council to tax under Section 4942 of the Code.



**Section 6.10 No Self-Dealing**

The Council will not engage in any act of self-dealing, as defined in Section 4941 (d) of the Code.

**Section 6.11 No Excess Business Holdings**

The Council will not retain any excess business holdings, as defined in Section 4943 (c) of the Code.

**Section 6.12 No Jeopardizing Investments**

The Council will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

**Section 6.13 No Taxable Expenditures**

The Council will not make any taxable expenditures, as defined in Section 4945 (d) of the Code.

**Section 6.14 Dissolution**

The Council may be dissolved by a three-fourths vote of the entire board of directors. In the event of dissolution of the Council, all assets remaining after the payment of all authorized indebtedness will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code. A majority vote of the board of directors will determine the distribution in accordance with the preceding sentences.

**Section 6.15 Sustaining Corporate Affiliates**

To support its work, the Council welcomes corporations and other organizations with interests in graphic communications education to become Sustaining Corporate Affiliates (SCAs). SCAs contribute a minimum of \$5,000 to the Council, either in a lump sum or in annual installments. Additional annual contributions of any amount may be made by SCAs. SCAs are not members of the Council. However, representatives from SCAs may be invited by the nominating committee to stand for election to the board of directors.

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## **ARTICLE VII Limitation of Personal Liability of Directors**

### **Section 7.1 Limitation of Directors' Personal Liability**

A director of the Council will not be personally liable for monetary damages for any action taken unless the director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B, of the NPCL as in effect at the time of the alleged action by such director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a director pursuant to any criminal statute or for payment of taxes pursuant to any federal, state, or local law.

### **Section 7.2 Preservation of Rights**

Any repeal or modification of this article by the Council will not adversely affect any right or protection existing at the time of such repeal or modification to which any director or former director may be entitled under this article. The rights conferred by this article will continue as to any person who has ceased to be a director of the Council and will inure to the benefit of the heirs, executors, and administrators of such person.

### **Section 7.3 Liability Insurance**

ACCGC will maintain liability insurance covering all active directors.

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## **ARTICLE VIII Indemnification**

### **Section 8.1 Mandatory Indemnification of Directors and Officers**

The Council will indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each director and/or officer (including each former director or officer) of the Council who was or is threatened to be made a party to or a witness in any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative other than an action by or in the right of the Council. By reason of the fact that the director or officer is or was an authorized representative of the corporation, or is or was serving at the request of the Council as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with such action, suit or proceeding if such director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Council and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

### **Section 8.2 Mandatory Advancement of Expenses to Directors and Officers**

The Council will pay expenses (including attorneys' fees) incurred by a director or officer of the Council referred to in Section 7.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 7.1 hereof in advance of the final disposition of such action, suit, or proceeding. The expenses incurred by such director or officer will be paid by the Council in advance of the final disposition of such action, suit, or proceeding only upon receipt of an undertaking by or on behalf of such director or officer to repay all amounts advanced if it will ultimately be determined that the director or officer is not entitled to be indemnified by the Council as provided in section 8.4 hereof.

### **Section 8.3 Permissive Indemnification and Advancement of Expenses**

The Council may, as determined by the board of directors from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Council), by reason of the fact that such person is or was an authorized representative of the Council or is or was serving at the request of the Council as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, both as to action in his official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees), judgments, fines and

amounts paid in settlement actually and reasonably incurred by such person in conjunction with such action, suit, or proceeding if such director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Council and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Council may, as determined by the board of directors from time to time, pay expenses incurred by any such person by reason of such person's participation in an action, suit or proceeding referred to in this Section 8.3 in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it will ultimately be determined that such person is not entitled to be indemnified by the Council as provided in Section 8.4 hereof.

#### **Section 8.4 Scope of Indemnification**

Indemnification under this article will not be made by the Council in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D, of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action.

#### **Section 8.5 Miscellaneous**

Each director and officer of the Council will 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 will 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 will continue as to a person who has ceased to be an authorized representative of the Council and will inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this article will 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 will 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" will 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" will not include money managers or investment

advisors (or any employees thereof) hired by the Council and will 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 will 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 will be made:

1. By the board of directors by a majority vote of a quorum consisting of directors who were not party to the action or proceeding.
2. 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.

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## **ARTICLE IX Bylaw Amendments**

### **Section 9.1 Authority**

These bylaws may be altered, amended and/or repealed by vote of the board of directors.

### **Section 9.2 Notice**

The directors of the Council will be given at least thirty (30) days prior written notice of any meeting at which proposed changes to the bylaws of the Council are to be considered or acted upon. Such written notice will include a copy of the proposed amendment or a summary of the changes to be affected thereby.