

**THE VEGETARIAN SOCIETY OF THE DISTRICT OF COLUMBIA**

**BYLAWS**

**ARTICLE I**

**NAME**

**SECTION 1.01.** *Name.* The name of the organization is The Vegetarian Society of the District of Columbia (the “Society”).

**ARTICLE II**

**PURPOSES OF THE SOCIETY**

**SECTION 2.01.** *Purposes.* The purpose of the Society is educational, consistent with the requirements of Section 501(c)(3) of the United States Internal Revenue Code of 1986. The Society shall uphold the standards of vegetarianism, healthful living, and compassion through the following purposes and activities:

1. To educate various interested organizations and individuals, as well as the general public, regarding the values of vegetarianism;
2. To foster a general attitude of reverence for life, and kindness to animals, by not eating them or otherwise abusing or exploiting them;
3. To establish a local information center for educational public service in the cause of vegetarianism;
4. To investigate, research, and disseminate factual information regarding scientific, environmental, health, ethical, economic, and other aspects of vegetarianism;
5. To promulgate the views and aims of vegetarianism using all lawful means, including creating and disseminating publications, engaging with media, holding and attending public meetings, lectures, discussions and seminars, and distributing literature; and
6. To assist and encourage other vegetarian organizations with similar purposes on local, national, and international levels.

**ARTICLE III**

**OFFICES AND REGISTERED AGENT**

**SECTION 3.01.** *Offices.* The principal office of the Society shall be located within or without the District of Columbia at such place as the Board of Directors of the Society (“Board of Directors” or “Board”) shall from time to time designate. The Society may maintain additional offices at such other places within or without the District of Columbia as the Board of Directors may designate.

**SECTION 3.02. *Registered Agent.*** The Board of Directors shall designate a person to serve as the registered agent of the Society for the District of Columbia. The registered agent may be changed from time to time by the Board of Directors.

#### **ARTICLE IV MEMBERS**

**SECTION 4.01. *Eligibility for Membership.*** Application for voting membership shall be open to anyone that supports the purposes of the Society, as set forth in Article II. There shall be no limit on the number of members.

**SECTION 4.02. *Dues and Admission Fees.*** The Board of Directors shall establish the amount of dues to be paid by the members and the amount of any admission fee to be charged to new members. In exceptional cases, payment of such dues or fees may be satisfied by a member's donating hours of time to conducting the work of the Society.

**SECTION 4.03. *Family Membership Plans.*** The Board of Directors shall have the right to create a "family membership" plan at the discretion of the Board. Such family membership plans shall have the normal rights and responsibilities of other memberships, save that, in the case of voting, no more than two family members shall be entitled to cast ballots on behalf of a single family membership plan.

**SECTION 4.04. *Termination of Membership.*** Membership may be terminated voluntarily by the member or involuntarily, with or without cause, by a majority vote of the Board of Directors.

**SECTION 4.05. *Rights of Members.*** Each voting member shall be eligible to vote on those matters set forth in these Bylaws or on which the District of Columbia Nonprofit Corporation Act (the "Nonprofit Act") requires the approval of the members.

#### **ARTICLE V MEETINGS OF MEMBERS**

**SECTION 5.01. *Annual Meetings.*** An annual meeting of the members shall be held during the fourth quarter of the Society's fiscal year, or at such other time designated by the Board. The specific date, time and location of the annual meeting of the members will be designated by the President. The location of the annual meeting need not be in the District of Columbia. At the annual meeting, the members shall receive reports on the activities of the Society and the direction of the Society for the coming year.

**SECTION 5.02. *Special Meetings.*** Special meetings of the members may be called by the President or by the Board of Directors. The specific date, time and location of any special meeting will be designated by the President. Twenty-five percent (25%) of the members may also call a special meeting of the members by signing a petition requesting such meeting. The petition shall set forth the purpose of the meeting. Upon receiving such a petition in good form, the President shall call a special meeting for the purpose set forth in the petition. The specific date, time and location of such special meeting shall be designated by the

President. The location of any special meeting need not be in the District of Columbia. Once a special meeting has been called by the members, the demand for the special meeting can only be revoked by a petition signed by a majority of the members of the Society.

**SECTION 5.03. *Record Date.*** The record date of an annual or special meeting, or for an election of the Board of Directors, shall be the date as of which the Society shall determine who is a member of the Society and eligible to attend and vote at the meeting or in the election. The record date for an annual meeting of the members or for an election of the Board of Directors shall be the date which is 65 days prior to the date of the annual meeting or the distribution of ballots in an election year. The record date for a special meeting of the members shall be 15 days prior to the date of the special meeting, in the case of a meeting called by the President or by the Board of Directors. The record date for a special meeting called by the members shall be the date on which the first member signs the petition. The determination of who is a member eligible to vote shall be made as of the close of business on the record date.

**SECTION 5.04. *Notice of Meetings.***

(a) The Society shall give notice to the members entitled to vote at each annual or special meeting. The notice shall be given 60 days before the annual meeting date and 10 days in the case of a special meeting. The notice of an annual meeting need not include a description of the purpose for which the meeting is called. The notice of a special meeting must include a description of the purpose for which the meeting is called.

(b) Notice shall be deemed to have been given when it is delivered personally to the member, left at the member's residence or usual place of business, or sent by facsimile or e-mail, or, in the alternative, by U.S. mail to the member's address as it shall appear on the records of the Society. Any meeting of the members may adjourn from time to time to reconvene at the same or some other location, and no notice need be given of any such adjourned meeting other than by general announcement.

(c) Notwithstanding the foregoing, the failure of the Society to provide notice to one or more members entitled to vote at an annual or special meeting or for the Election of the Board of Directors shall not invalidate any action taken at such meeting or the election of any directors.

**SECTION 5.05. *Quorum.*** The members present at any annual or special meeting shall constitute a quorum.

**SECTION 5.06. *Conduct of Meeting.***

(a) The Chairperson shall preside at each meeting of members. The Chairperson shall determine the order of business and has the authority to establish rules for the conduct of the meeting. The Chairperson shall announce at the meeting when the polls close for each matter voted upon. After the polls close, no ballots or votes, nor any otherwise permissible revocations or changes to a member's vote may be accepted. Each member may vote in person and shall be entitled to one vote, except with respect to a "family membership" plan, which may have up to two votes.

(b) After fixing a record date for a meeting, the Society shall prepare an alphabetical list of the names of all the members that are entitled to receive notice of the meeting. The list must show the address of each member entitled to vote, unless such member has requested that his or her address be withheld. The list of members must be available for inspection upon request by any member, beginning two business days after notice of the meeting is given and continuing through the day of the meeting, at the Society's principal office. The list will also be available for inspection by any member at the meeting. A member shall be entitled to copy the list, during regular business hours and at the member's expense, during the period it is available for inspection.

**SECTION 5.07. Voting.** All issues to be voted on at a meeting shall be decided by a simple majority of those present, in person, at the meeting.

## **ARTICLE VI BOARD OF DIRECTORS**

**SECTION 6.01. Function of Directors.** The business and affairs of the Society shall be managed under the direction of its Board of Directors, which shall determine matters of policy. All powers of the Society may be exercised by or under authority of the Board of Directors.

**SECTION 6.02. Number of Directors; Qualifications.** The Board of Directors shall consist of not less than three nor more than 11 members. The maximum number of directors may be changed by an amendment to the Bylaws, but any such amendment shall not affect the tenure of office of any director, except as provided in Section 6.06. Directors need not be residents of the District of Columbia. All directors must be vegetarian members of the Society.

**SECTION 6.03. Classes of Directors.** The Board of Directors shall divide its directors into two classes, as nearly equal as possible, designated Class I and Class II. In case of any increase or decrease, from time to time, in the number of directors, the number of directors in each class shall be apportioned as nearly equal as possible. No decrease in the number of directors shall shorten the term of any incumbent director.

**SECTION 6.04. Election and Tenure of Directors.** Elections for Class I directors shall be held in even-numbered years, and elections for Class II directors shall be held in odd-numbered years. New directors and current directors shall be elected or re-elected, subject to the procedures of Section 6.05, in the following manner:

(a) By April 30, the Board or a committee of the Board shall nominate a slate of prospective Class I directors in even-numbered years and Class II directors in odd-numbered years representing the Society's diverse constituency. In addition, until April 30, any member may add a candidate to the slate of nominees. All such nominees must meet the qualifications set forth in Section 6.02 of these Bylaws.

(b) On May 1, a ballot containing the names of all nominees shall be provided to all Society members, determined as of the record date, as established under Section 5.03 of these Bylaws.

The ballot may be accompanied by position statements submitted by the nominees of a length and in a format prescribed by the Board.

- (c) The ballots shall be returned no later than May 20, after which the ballots shall be closed.
- (d) The Board shall announce the results on May 31.
- (e) The new Board shall assume office on June 1.

**SECTION 6.05. *Voting Rules, Contested Elections, and Delays.*** Each member shall be entitled to one vote. Each family membership shall be entitled to up to two votes. There shall be no cumulative voting allowed. In the case of an election where the number of nominees exceeds the number of open seats on the Board (a “contested election”), the Board shall appoint an Election Committee consistent with the rules governing Committees in Article VII, consisting of not less than two members who are not standing for election themselves. The members appointed to serve on an Election Committee need not be directors of the Society and may be officers of the Society. The Election Committee shall be responsible for counting the ballots and declaring, no later than May 31, the election as directors of those candidates receiving the most votes. If unavoidable delays are encountered in the election or vote counting process, the current directors shall continue in office until their successors are elected. If a director’s term expires and a successor has not been elected, such director shall continue to serve until a successor is elected or the number of directors is reduced.

**SECTION 6.06. *Removal or Resignation of Director.***

- (a) The members may remove any director, with or without cause, at the annual or a special meeting of the members, by the affirmative vote of two-thirds of the members present at the meeting. The notice of the meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director.
- (b) The Board of Directors may remove a director who: (A) has been declared to be of unsound mind; (B) has committed a crime of moral turpitude, as such term is defined by the Board (excluding the director(s) whose conduct is at issue); (C) has been found by a final court order to have breached his or her duty as a director; (D) has ceased to be a vegetarian; or (E) has missed three (3) or more meetings in any twelve month period without such absences being excused by the Board.
- (c) A director may resign at any time by providing written notice of such resignation to the Secretary. Such resignation shall take effect on the date the notice is delivered to the Secretary. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

**SECTION 6.07. *Vacancy on Board.*** A majority of the remaining directors, whether or not sufficient to constitute a quorum, may at any time fill a vacancy on the Board of Directors which results from any cause. A director elected by the Board to fill a vacancy shall serve the remainder of the vacant term.

**SECTION 6.08. *Annual and Regular Meetings.*** The Society shall hold an annual meeting of its Board of Directors for: (a) the election of officers, and (b) the transaction of such other business as may properly come before the meeting. The annual meeting shall be held annually at such place and at such time as determined by the Board of Directors. The Board shall meet six times a year, or more or less frequently, as may be determined by the Board. Meetings of the Board shall be open to all Society members. Unless the Articles of Incorporation, the Nonprofit Act or these Bylaws provide otherwise, any business may be considered at the annual or any other regular meeting without such business having been specified in the notice for such meeting. Failure to hold an annual meeting shall not invalidate the Society's existence or affect any otherwise valid corporate acts. If an annual meeting is not held, the then-current officers of the Society shall continue in office.

**SECTION 6.09. *Special Meetings.*** Special meetings of the Board of Directors may be called at any time by the Chairperson, the President or by any two directors. Any business may be considered at a special meeting without such business having been specified in the notice for such meeting; provided that the notice of a special meeting at which the removal of a director is to be considered must state that one of the purposes of the meeting is to vote on the removal of the director. A special meeting of the Board of Directors shall be held on such date and at such place as shall be designated in the notice for such meeting.

**SECTION 6.10. *Notice of Meeting.*** The Secretary or such person's designee shall give notice to each director of each meeting of the Board of Directors. The notice shall state the time and place of the meeting. Notice shall be deemed to have been given to a director when it is delivered personally to the director, left at the director's residence or usual place of business, or sent by facsimile or e-mail, at least 48 hours before the time of the meeting or, in the alternative, by U.S. mail to the director's address as it shall appear on the records of the Society, at least seven (7) days before the time of the meeting. No notice of any meeting of the Board of Directors need be given to any director who attends or to any director who waives such notice either before or after the meeting, in writing filed with the Board of Directors or by oral statement made to the Chairperson or any officer of the Society. Any meeting of the Board of Directors may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by general announcement.

**SECTION 6.11. *Quorum/Action by Directors.*** A majority of the Board of Directors shall constitute a quorum for the transaction of business. Unless the Articles of Incorporation, the Nonprofit Act or Bylaws require a greater proportion, the action of a majority of the directors present at a meeting at which a quorum is present shall constitute action of the Board of Directors. The directors present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal from the meeting of enough directors to leave less than a quorum. If a meeting cannot be organized because a quorum is not present, those directors present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, if an unanimous written consent which sets forth the action to be taken is signed by each director of the Board of Directors and filed with the minutes of proceedings of the Board of Directors.

**SECTION 6.12. *Meeting by Conference Telephone and Other Real-Time Communications.*** Members of the Board of Directors may participate in a meeting by means of a conference telephone, real-time communications or other similar communications equipment so long as all persons participating in the meeting can hear one another with full interactive capabilities. Participation in a meeting by these means shall constitute presence in person at a meeting.

**SECTION 6.13. *Compensation.*** The Society shall not pay any compensation to any director for services rendered to the Society as a director, except that any director may be reimbursed for expenses incurred in the performance of his or her duties to the Society, in reasonable amounts as approved by the Board of Directors. Notwithstanding the foregoing, a director who serves the Society in any other capacity may receive reasonable compensation for such other services, as determined by the Board of Directors or by the President of the Society.

## **ARTICLE VII COMMITTEES**

**SECTION 7.01. *Standing Committees of the Board.*** The Board of Directors may establish one or more standing committees comprised of one or more directors. The Board of Directors may delegate to these committees any of the powers of the Board of Directors, except the power to (a) elect or remove directors; (b) approve the dissolution, merger, or reorganization of the Society or distribution of its assets; (c) amend the Articles of Incorporation or the Bylaws; or (d) decide such other matters as the Board may hereinafter determine.

The Chairperson of the Board of Directors shall appoint the members and the chairperson of each committee subject to the approval by the Board of Directors. Each committee shall adopt its own rules of procedure. A majority of the members of a committee shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of the committee. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting, if an unanimous written consent which sets forth the action is signed by each member of the committee and filed with the minutes of the committee. The Chairperson of the Board of Directors shall be an *ex officio* voting member of all committees. The members of a committee may conduct any meeting thereof by conference telephone, real-time communications or other similar communications equipment in accordance with the provisions of Section 6.12.

Each member of a committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (a) the committee shall be sooner terminated, (b) such member shall be removed from such committee, with or without cause, by a vote of the Board of Directors, or (c) such member shall cease to be a director or otherwise resign from such committee.

**SECTION 7.02. *Special Committees of the Board.*** The Board of Directors may appoint one or more special committees comprised of one or more directors for such special tasks as circumstances warrant. Such special committees shall limit their activities to the

accomplishment of the task for which they are created and appointed and shall have no power to act except such as is specifically conferred by action of the Board of Directors.

**SECTION 7.03. *Advisory Committees.***

(a) The Board of Directors may appoint individuals who may or may not be directors of the Society to serve as an advisory committee to the Board. The advisory committees shall have such functions and responsibilities specified by the Board of Directors; provided, however, that the Board of Directors may not delegate any of its power, authority or functions to the advisory committee. Each advisory committee may adopt rules of procedure for its business.

(b) The Chairperson of the Board of Directors shall appoint the members and the chairperson of each advisory committee, subject to the approval of the Board of Directors. A majority of the members of an advisory committee shall constitute a quorum for the transaction of business. The members of a designated body may conduct any meeting thereof by conference telephone, real-time communications or other similar communications equipment in accordance with the provisions of Section 6.12.

**SECTION 7.04. *Term of Service for Advisory Committees.*** Each member of an advisory committee shall serve until the next annual meeting of the Board of Directors and until such member's successor is appointed, unless: (a) the committee shall be sooner terminated; (b) such member shall be removed, with or without cause, by a vote of the Board of Directors; or (c) such member shall otherwise resign from such committee.

**SECTION 7.05. *Compensation of Members of Advisory Committees.*** The Society shall not pay any compensation to any member of an advisory committee for services rendered to the Society as such, except that a member may be reimbursed for expenses incurred in the performance of his or her duties to the Society, in reasonable amounts as approved by the Board of Directors. A member of an advisory committee who serves the Society in any other capacity may receive reasonable compensation as determined by the Board of Directors or the President of the Society.

**ARTICLE VIII  
OFFICERS OF THE SOCIETY**

**SECTION 8.01. *Officers of the Society.*** The Society shall have a Chairperson, Vice Chairperson, President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer, who shall be the officers of the Society. The Chairperson and Vice Chairperson, must be directors of the Society. The other Officers need not serve on the Board. A person may hold more than one office in the Society, but may not serve concurrently as both President and Recording Secretary of the Society. The Board may elect or appoint such other officers and assistant officers as may be deemed necessary or appropriate.

**SECTION 8.01. *Chairperson.*** The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors at which the Chairperson shall be present; and, in general, shall perform all such duties as are from time to time assigned to the Chairperson by the Board of Directors.

**SECTION 8.02. *Vice Chairperson.*** The Vice Chairperson, in the absence of the Chairperson, shall preside at all meetings of the Board of Directors at which the Vice Chairperson shall be present. In general, the Vice Chairperson shall perform all such duties as are from time to time assigned to the Vice Chairperson by the Board of Directors.

**SECTION 8.03. *President.*** The President shall be the principal executive officer of the Society and, in that role, shall be responsible for the day to day management of the Society. The President shall be empowered to make all necessary or appropriate business decisions between Board meetings, shall perform all duties incident to the office of the president of a corporation and shall also perform such other duties as may be from time to time assigned to the President by the Board of Directors.

**SECTION 8.04. *Vice President.*** The Vice President shall assist with the responsibilities assigned to the President.

**SECTION 8.05. *Treasurer.*** The Treasurer shall be the principal financial officer of the Society and, in that role, shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Society, and shall deposit, or cause to be deposited, in the name of the Society, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall report the recent expenses and income of the Society to the Board and shall render to the President and to the Board, whenever requested, an account of the financial condition of the Society. The Treasurer shall prepare a yearly financial statement for approval by the Board. In general, the Treasurer shall perform all duties incident to the office of the treasurer of a corporation, and such other duties as may be from time to time assigned to the Treasurer by the Board of Directors.

**SECTION 8.06. *Recording Secretary.*** The Recording Secretary shall keep the minutes of the meetings of the Board of Directors and of any committees, in books provided for the purpose. The Recording Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law and shall be custodian of the records of the Society. In general, the Recording Secretary shall perform all duties incident to the office of the secretary of a corporation, and such other duties as may be from time to time assigned to the Secretary by the Board of Directors.

**SECTION 8.07. *Corresponding Secretary.*** The Corresponding Secretary shall prepare Society correspondence at the request of the President, Vice President, or the Board. The Corresponding Secretary shall answer written inquiries from the general public; such answers may be made without seeking Board approval. The Corresponding Secretary shall bring other correspondence (e.g., with the press, other organizations, or government agencies or officials) to the Board or the President for advice and consent.

**SECTION 8.08. *Election and Tenure of Officers.*** The Board of Directors shall elect each of the officers of the Society, whose term of office shall not exceed two years. An officer may be re-elected for additional terms. The Board of Directors may remove any officer at any time, with or without cause. The Board of Directors may fill a vacancy which occurs in any office for the unexpired portion of the term. Any officer may resign at any time by giving

written notice to the Board of Directors. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Society.

**SECTION 8.09.** *Vacancies.* Vacancies in any office arising from any cause may be filled by a vote of 2/3 of the Board of Directors at any regular or special meeting of the Board or by unanimous written consent of the Board in accordance with Section 6.11 of these Bylaws.

**SECTION 8.10.** *Responsibilities of Officers.* Notwithstanding the foregoing, in addition to the powers and authorities described above, each officer shall have such other responsibilities as assigned by the Board or the President, or as necessary or appropriate to carry on the business of the Society.

## ARTICLE IX FINANCE

**SECTION 9.01.** *Checks, Drafts, Etc.* All checks, drafts and orders for the payment of money, notes, and other evidences of indebtedness, issued in the name of the Society, shall, unless otherwise provided by resolution of the Board of Directors, including any banking resolution, be signed by the either the President or the Chairperson, or by the designees of either the President or the Chairperson; provided, however, that each designee shall be approved in advance by the Board of Directors, which may impose additional limitations on such re-delegated authority.

**SECTION 9.02.** *Fiscal Year.* The fiscal year of the Society shall be the twelve calendar month period ending December 31 in each year, unless otherwise provided by the Board of Directors.

## ARTICLE X INDEMNIFICATION

### **SECTION 10.01.** *Indemnification.*

(a) The Society may, but shall not be required to, indemnify any officer or director to the extent the officer or director was successful, on the merits or otherwise, in the defense of any proceeding to which the officer or director was a party because the officer or director is or was an officer or director of the Society against reasonable expenses incurred by the officer or director in connection with the proceeding.

(b) Except as otherwise provided in the Bylaws, the Society may also indemnify an officer or director who is a party to a proceeding because he or she is or was an officer or director against liability incurred in the proceeding if the individual:

(1) Acted in good faith;

(2) Reasonably believed:

(A) In the case of conduct in an official capacity, that the conduct was in the best interests of the Society; and

- (B) In all other cases, that the individual's conduct was at least not opposed to the best interests of the Society;
- (3) In the case of any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful; and
- (4) In the case of an employee benefit plan, reasonably believed such actions to be in the interests of the participants in and the beneficiaries of the plan.
- (c) The Society shall have the right to select attorneys and to approve and authorize the payment of any legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies.
- (d) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, in itself, determinative that the officer or director did not meet the standard of conduct contained in this Section 10.01.
- (e) Unless ordered by a court of competent jurisdiction, the Society shall not indemnify an officer or director:
- (1) In connection with a proceeding by or in the right of the Society, except that the Society may indemnify the officer or director for reasonable expenses incurred in connection with the proceeding if it is determined that the officer or director met the relevant standard of conduct under this Section 10.01; or
  - (2) In connection with any proceeding with respect to conduct for which the officer or director was adjudged liable on the basis that the officer or director received a financial benefit to which the officer or director was not entitled, whether or not it involved any action in the individual's official capacity.

**SECTION 10.02. *Advance for Expenses.*** The Society may, before final disposition of a proceeding, upon authorization by the Board of Directors, advance funds to pay for or reimburse the reasonable expenses incurred by an individual who is a party to a proceeding because he or she was an officer or director if the individual delivers to the Society (1) a written statement signed by the individual setting forth his or her good faith belief that he or she has met the relevant standard of conduct described in these Bylaws and Chapter 4 of the Code of the District of Columbia (the "Nonprofit Code"); and (2) an undertaking in the form of an unlimited general obligation to repay any funds advanced if the individual is not entitled to indemnification under these Bylaws or mandatory indemnification under the Nonprofit Code.

**SECTION 10.03. *Determination of Indemnification.***

- (a) The Society may not indemnify an officer or director under Subsection 10.01(b) unless it is previously determined, in accordance with Subsection 10.03(b), that indemnification of the officer or director is permissible because he or she has met the relevant standard of conduct in the Bylaws and the Nonprofit Code.
- (b) The determination shall be made:

- (1) By a majority vote of all the directors who are not themselves parties to the proceeding in question, a majority of whom will constitute a quorum for that purpose; or
- (2) By the members.

(c) With respect to any matter disposed of by a settlement or compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such settlement or compromise payment is approved: (1) by a majority vote of all the directors who are not themselves parties to the proceeding in question and who do not have a conflicting interest, as defined in paragraph (d) of this Section 10.03, provided that the Board determines that indemnification is permissible because the officer or director has met the relevant standard of conduct in the Bylaws and the Nonprofit Code.

(d) For purposes of this Article, a director will be deemed to have a conflicting interest if that director, at the time of a vote referred to in this Article, is an individual that has a familial, financial, professional, or employment relationship with the director or officer whose indemnification or advance for expenses is the subject of the decision being made, which relationship could, under the circumstances, reasonably be expected to exert an influence on the director's judgment when voting on the decision being made.

(e) For purposes of this Article, a "director" or "officer" shall mean an individual who is or was a director or officer of the Society or who, while a director or officer of the Society, is or was serving at the Society's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other entity. Unless the context requires otherwise, an officer or director shall also include the estate or personal representative of a director or officer.

**SECTION 10.04. Severability.** Each provision of this Article is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article.

## ARTICLE XI MISCELLANEOUS

**SECTION 11.01. Maintenance of Tax Exempt Status.** The Society shall not carry on any activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Upon the termination, dissolution or final liquidation of the Society in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Society shall be distributed to, and only to, one or more organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine by majority vote. Such distribution of

assets shall be calculated in a manner reasonably intended to carry out the objectives and purposes stated in the Articles of Incorporation. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

**SECTION 11.02. *Books and Records.*** The Society shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of its Board of Directors and of any executive or other committee when exercising any of the powers of the Board of Directors. The books and records of the Society may be in written form or in any other form that can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but duplicate copies may be used to satisfy applicable record keeping requirements. The original or a certified copy of the Articles of Incorporation, Bylaws, committee charters and designated body charters, if any, shall be kept at the principal office of the Society. All books and records of the Society may be inspected by any member for any proper purpose at any reasonable time.

**SECTION 11.03. *Corporate Seal.*** The Board of Directors shall have the power (but shall not be required) to provide a suitable seal, bearing the name of the Society, which, if adopted, shall be in the charge of the Secretary. The Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. If the Society is required to place its corporate seal to a document, it is sufficient to meet the requirement of any law, rule or regulation relating to a corporate seal to place the word "Seal" adjacent to the signature of the person authorized to sign the document on behalf of the Society.

**SECTION 11.04. *Bonds.*** The Board of Directors may, but is not required to, require any officer, agent or employee of the Society to give a bond to the Society, conditioned upon the faithful discharge of the officer's, agent's or employee's duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

**SECTION 11.05. *Voting of Shares in Other Corporations.*** Stock of other corporations or associations, registered in the name of the Society, may be voted by the Chairperson, President, or Vice President, or a proxy appointed by any of them. The Board of Directors, however, may by resolution appoint some other person to vote such shares, in which case such person shall be entitled to vote such shares upon the production of a certified copy of such resolution.

**SECTION 11.06. *Execution of Documents.*** A person who holds more than one office in the Society may not act in more than one capacity to execute, acknowledge, or verify an instrument required by law to be executed, acknowledged, or verified by more than one officer.

**SECTION 11.07. *Amendments.*** Proposed amendments to the Bylaws may be submitted by petition of 12 vegetarian members in good standing or by the Board at any time. Such amendments must be determined by the Board to be in good form and consistent with purposes of the Society as set forth in Article II of these Bylaws. Proposed amendments submitted by petition of 12 vegetarian members prior to November 1 of any year, and any amendments proposed by the Board, will be submitted to a vote of the members no later than the next annual meeting of the members. Any amendment to these Bylaws submitted to a vote

of the members will require the approval of 75% of the members present at the meeting at which such vote occurs.