

ARTICLE XII INDEMNIFICATION

Section 12.01 Right of indemnity: To the fullest extent permitted by law, this corporation shall indemnify its members, officers, employees, and other persons described in these by-laws including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amount actually and reasonably incurred by them in connection with any claim or legal proceeding as that term is generally used, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in any such cause of action, so long as the person did not act in a grossly negligent manner or in violation of State or federal criminal law.

Section 12.02 Approval of indemnity: On written request of the Board by any person seeking indemnification the Board shall promptly determine whether an acceptable standard of conduct has been met, and may thereafter authorize indemnification. If the board cannot authorize indemnification because the number of members who are parties to that proceeding with respect to which indemnification is sought prevents the formation of a quorum of members who are not parties to that proceeding, the Board shall appoint a committee of non-party members to examine the facts and evidence, and make a determination whether the applicable standard of conduct has been met, and if so, the committee shall authorize indemnification.

Section 12.03 Advance of expenses: To the fullest extent permitted by law, and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 12.01 and 12.02 of these by-laws in defending any proceeding covered by those sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

Section 12.04 Insurance: The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, members, employees, and other agents against any liability asserted against or incurred by any officer, member, employee, or agent in such capacity or arising out of the officer', member's, employee's, or agent's status as such.