

BYLAWS
OF
PROJECT370 LIMITED, INC.
A District of Columbia Nonprofit Corporation

Adopted on 25 April 2017

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[Insert name]
Bylaws
Adopted on [insert date]

BYLAWS
OF
PROJECT370 LIMITED, INC.

A District of Columbia Nonprofit Corporation

These Bylaws are adopted by the Corporation and are supplemental to the District of Columbia Nonprofit Corporation Act of 2010 (the “Nonprofit Corporation Act”), and as the same shall, from time to time, be in effect.

ARTICLE I

Name and Purpose

1.1 Name. The name of the corporation is Project370 Limited, Inc. (the “Corporation”).

1.2 Purpose. The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). In furtherance of such purposes, the Corporation shall raise and expend funds to locate and identify the remains of Malaysian Airlines Boeing 777-200 Registration 9M-MRO, which operated flight MH370 on March 8, 2014 and which was lost while operating said flight..

ARTICLE II

Nonmembership Corporation

2.1 Nonmembership Corporation. The Corporation shall have no members.

2.2 Honorary Titles. The Corporation may create such classes of “membership,” such as contributing members or honorary members, as established by the Board of Directors of the Corporation (“Board” or “Board of Directors”); however, such persons shall not have the rights of “members” under the Nonprofit Corporation Act.

ARTICLE III

Offices

3.1 Offices. The Corporation shall maintain continuously in the District of Columbia a registered office at such place as may be designated by the Board of Directors. The Corporation may also have offices at such other places, within or outside of the District of Columbia, as the Board may from time to time determine.

ARTICLE IV

Board of Directors

4.1 General Powers and Duties. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors and the activities and affairs of the Corporation shall be managed by and under the direction and subject to the oversight of, the Board. The Directors shall act only as a Board of Directors, or as a committee thereof; individual Directors shall have no power as such. Directors need not be citizens of the United States or residents of the District of Columbia. All books, records, papers and other properties of the Corporation shall at all times be subject to the inspection, supervision and control of the Board. The Board shall have the authority to interpret the provisions of these Bylaws and its interpretation shall be binding upon the Corporation.

4.2 Composition of the Board of Directors.

4.2.1 Election. The Directors of the Corporation shall be elected by the Board at each annual meeting of the Board.

4.2.2 Number. The Board of Directors shall be comprised of not less than three (3) nor more than fifteen (15) Directors. The number of Directors may be increased or decreased, from time to time, by resolution of the Board, provided however, that no decrease shall have the effect of shortening the term of any incumbent Director.

4.2.3 Term. Except as provided in Section 4.2.4, Directors shall serve for a term of one (1) year or such other term as the Board of Directors shall determine, and until the Director's successor has been elected and qualified or until the Director's death, resignation or removal, provided that a reduction in the number of Directors shall not reduce the term of any incumbent Director.

4.2.4 Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors, shall be filled by a majority vote of the Directors remaining in office even if they constitute less than a quorum. A Director appointed to fill a vacancy shall take office immediately upon appointment and shall hold office for the unexpired term of his or her predecessor.

4.2.5 Resignations. A Director may resign at any time by giving notice thereof in writing to the Chair of the Board of Directors or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, upon receipt of the notice. Acceptance of such resignation shall not be necessary to make it effective.

4.2.6 Removal of Directors.

4.2.6.1 A seat on the Board of Directors shall be declared vacant if any Director fails to attend three (3) consecutive meetings of the Board without obtaining the approval of the Chair of the Board for such continued absence.

4.2.6.2 Any one or more of the Directors may be removed by a vote of at least two-thirds (2/3) of the Directors entitled to vote and present at any meeting of the Board of Directors at which a quorum is present.

4.2.7 Chair; Vice Chair. The Board of Directors, at its first regular meeting, and from time to time thereafter, may elect one Director as Chair of the Board of Directors, and one Director as Vice-Chair, each to serve at the pleasure of the Board. The Chair shall preside at all meetings of the Board at which he or she is present, and shall perform such other duties as may be required of him or her by the Board. The Vice-Chair shall preside, in the absence of the Chair, at meetings of the Board and shall perform such other duties as may be required of him or her by the Board.

4.3 Meetings of the Board of Directors.

4.3.1 Regular Meetings. Regular meetings of the Board of Directors shall be held at such dates, times and places as the Board or the Chair of the Board shall determine. Unless the Board determines otherwise, the last regular meeting of the Board in each year shall constitute the annual meeting of the Board. Notice of the date, time, and location of each regular meeting shall be provided to the Directors at least ten (10) days before the date set for the meeting. At the beginning of each year, the Corporation may provide a single notice of all regularly scheduled meetings for that year, or for a lesser period, without having to give notice of each meeting individually.

4.3.2 **Special Meetings.** Special meetings of the Board of Directors may be called at the discretion of the President/Chief Executive Officer (“President/CEO”) and shall be called by the Secretary at the request, in writing, of not less than twenty percent (20%) of the Directors. Such special meeting shall be held at such time and place, within or outside of the District of Columbia, as is determined by the President/CEO or by the Directors calling the meeting. A special meeting of the Board may be held upon notice of at least two (2) days. Notice of a special meeting of the Board shall specify the date, time and place of the meeting, but, except as otherwise provided in these Bylaws, need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director, mailed to his or her address as it appears on the records of the Corporation, sent by facsimile to his or her facsimile number as it appears on the records of the Corporation, or sent to his or her email address as it appears on the records of the Corporation. If such notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with postage prepaid thereon. If such notice is given by facsimile or email, it shall be deemed delivered upon receipt of confirmation that the transmittal has been successful. Notwithstanding the foregoing, a Director may waive notice of any meeting of the Board, before or after the time stated in the notice, in the form of a record signed by the Director entitled to the notice, which shall be filed with the Board, or by oral statement at any such meeting. Attendance at a meeting of the Board shall also constitute a waiver of notice, except where a Director states, at the beginning of the meeting or promptly upon arrival that he or she objects to holding the meeting or transacting at the meeting and does not thereafter vote for or assent to action taken at the meeting.

4.3.3 **Electronic or Teleconference Meetings.** One or more Directors may participate in a meeting of the Board of Directors or any committee thereof by the use of any means of communication by which all Directors participating may simultaneously hear each other or read the input and responses to same of any director(s) using electronic teleconferencing during the meeting. Such participation shall constitute presence in person at the meeting.

4.3.4 **Quorum.** A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.

4.3.5 **Transactions by Board of Directors.** Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors of the

Corporation shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.

4.3.6 Action Taken Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents in the form of a record setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.3.7 Attendance by the President/Chief Executive Officer. The President/CEO shall be entitled to participate in meetings of the Board of Directors, but shall not be entitled to vote in his or her capacity as President/CEO.

ARTICLE V

Officers

5.1 Number and Titles. The officers of the Corporation shall be a President/Chief Executive Officer, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be stated in these Bylaws or as may be determined by the Board of Directors. Any number of offices may be held by the same person, except that the President/CEO shall not serve concurrently as the Treasurer.

5.2 Election and Term of Office. Each officer shall be elected at the annual meeting of the Board of Directors and shall serve for a term of one year and until the officer's successor is duly elected and qualified, or until the officer's resignation, removal or death. Officers may be elected for consecutive terms. If the election of such officers is not held at the annual meeting, such election shall be held as soon thereafter as may be convenient.

5.3 Removal and Resignation of Officers. Any officer of the Corporation may be removed, with or without cause, at any time by a majority vote of the Directors in office, provided that removal shall not affect any contract rights that the officer may have. Any officer may resign from office at any time. Such resignation shall be made in writing, unless waived by vote of the Board of Directors, and shall take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

5.4 Vacancies. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

5.5 Power and Duties of Officers. The powers and duties of the officers shall be those customarily exercised by corporate officers holding such offices, except to the extent that such duties and powers are inconsistent with these Bylaws or with any provision made pursuant hereto.

5.5.1 President/CEO. The President/CEO shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with any policies and directives approved by the Board. As authorized by the Board, the President/CEO shall execute all instruments requiring such execution, except to the extent that signing and execution thereof is expressly delegated by the Board to some other officer or agent of the Corporation. Upon request of the Board, the President shall report to it all matters which the interests of the Corporation may require to be brought to the attention of the Board.

5.5.2 Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board shall direct. Except as otherwise provided in these Bylaws or by the Board, the Secretary shall give or cause to be given all notices in accordance with these Bylaws or as required by law. The Secretary shall have such other duties and have such other powers as shall be designated by the Board.

5.5.3 Treasurer. The Treasurer shall oversee the care and custody of the books and records of account of the Corporation and, subject to the direction of the Board of Directors, shall oversee the disposition of all funds and securities of the Corporation. He or she shall oversee the presentation of financial statements to the Board from time to time and upon the request of the Board. The Treasurer shall have such other powers and duties as may be designated by the Board.

5.5.4 Other Officers. Other officers of the Corporation shall have such powers and duties as may be designated from time to time by the Board of Directors.

ARTICLE VI

Committees

6.1 General Provisions. The Board of Directors shall have the power at any time to: (1) define and delegate the purpose or purposes of any committee; (2) designate a member of any committee as its chair; (3) designate the term of committee membership and fill vacancies therein; (4) change the membership of any committee; and (5) disband any committee. The members of a committee shall act only as a committee and shall report to the Board on the committee's actions and findings. All committee actions shall be recorded in or attached to the minutes of the meetings of the Board.

6.2 Committees of the Board.

6.2.1 Committees of the Board. The Board of Directors may, by resolution, designate one or more committees of the Board, including, but not limited to, an Executive Committee, Audit Committee, and Finance Committee. Any committee shall have and exercise the authority of the Board in the management of the Corporation, except as otherwise provided by law or in a resolution by the Board. Each such committee of the Board shall consist of one or more Directors. If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation on the Corporation.

6.2.2 Executive Committee. The Board of Directors may designate an Executive Committee, which shall be a committee of the Board, and shall consist of at least two Directors in office. Where the Board of Directors elects a Chair of the Board, such person shall also serve as a member and Chair of the Executive Committee. The Board may designate one or more of the Directors as alternate members of the Executive Committee, who may replace any absent or disqualified member at any meeting of the Executive Committee. Except as otherwise required by law or these Bylaws, the Executive Committee shall have such authority as the Board shall grant it for the management of the Corporation. The Executive Committee shall keep regular minutes of its proceedings and shall report the same to the Board. Vacancies in the Executive Committee shall be filled by the Board at a regular or special meeting.

6.3 Ad-Hoc and Special Committees and Task Forces. The Board of Directors may, by resolution, establish one or more ad-hoc committees, which shall have such powers as the Board may assign it from time to time, but shall not have or exercise the authority of the Board in the management of the Corporation. Any such committee may consist of Directors and other persons.

6.4 Attendance by the President/CEO. The President/CEO shall be entitled to participate in meetings of the Executive Committee and all other committees, but shall not be entitled to vote in his or her capacity as President/CEO.

6.5 Limitation on Authority. No committee shall have any power or authority as to the following:

6.5.1 The authorization of distributions by the Corporation.

6.5.2 The filling of vacancies on the Board of Directors or any of its committees.

6.5.3 The adoption, amendment or repeal of these Bylaws.

6.5.4 The amendment or repeal of any resolution of the Board of Directors.

ARTICLE VII

Personal Liability of Directors and Indemnification of Directors, Officers, Employees and Other Persons; Insurance

7.1 Personal Liability of Directors. A Director of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, except for: (1) the amount of a financial benefit received by the Director to which the Director is not entitled; (2) an intentional infliction of harm; (3) a violation of 29-406.33 of the Nonprofit Corporation Act; or (4) an intentional violation of criminal law. This Section 7.1 shall not limit a Director's liability for monetary damages to the extent prohibited by law.

7.2 Mandatory Indemnification of Directors and Officers. The Corporation shall, to the fullest extent permitted by applicable law, indemnify any present or former Director or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding, issue or matter, whether civil, criminal, legislative, administrative, or investigative (whether or not such action, suit or proceeding arises or arose by or in the right of the Corporation or other entity) by reason of the fact that such Director or officer is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, partner, trustee, agent or fiduciary of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including service with respect to employee benefit plans), against expenses (including, but not limited to, attorneys' fees and costs), judgments, fines (including excise taxes assessed on a person with respect to any employee benefit plan) and amounts paid in settlement actually and reasonably incurred by such Director or officer in connection with such action, suit, proceeding,

issue or matter, except as otherwise provided in Section 7.4 hereof. A Director or officer of the Corporation entitled to indemnification under this Section 7.2 is hereafter called a “person covered by Section 7.2 hereof.”

7.3 Advance of Expenses. Expenses (including attorneys fees and costs) incurred by a person covered by Section 7.2 hereof in defending a threatened, pending or completed civil or criminal action, suit, proceeding, issue or matter, shall be paid by the Corporation 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 shall ultimately be determined that such person is not entitled to be indemnified by the Corporation, except as otherwise provided in Section 7.4. The Director’s or officer’s right to advancement of expenses shall not be subject to any condition other than submission of such an undertaking. The undertaking need not be secured and shall be accepted without reference to the financial ability of the Director or officer to make repayment.

7.4 Exceptions. No indemnification under Section 7.2 or advancement or reimbursement of expenses under Section 7.3 shall be provided to a person covered by Section 7.2 hereof: (1) if a final un-appealable judgment or award establishes that such Director or officer engaged in self-dealing, willful misconduct or recklessness; (2) for expenses or liabilities of any type whatsoever (including, but not limited to, judgments, fines, and amounts paid in settlement) which have been paid directly to such person by an insurance carrier under a policy of officers’ and Directors’ liability insurance maintained by the Corporation or other enterprise; or (3) for amounts paid in settlement of any threatened, pending or completed action, suit, proceeding, issue or matter without the written consent of the Corporation, which written consent shall not be unreasonably withheld. The Board of Directors is hereby authorized, at any time by resolution, to add to the above list of exceptions from the right of indemnification under Section 7.2 or advancement or reimbursement of expenses under Section 7.3, but any such additional exception shall not apply with respect to any event, act or omission which has occurred prior to the date that the Board in fact adopts such resolution. Any such additional exception may, at any time after its adoption, be amended, supplemented, waived or terminated by further resolution of the Board.

7.5 Continuation of Rights. The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article VII shall continue as to a person who has ceased to be a Director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such person.

7.6 Notice of Commencement of Action. As a condition of any right to indemnification hereunder, the Director or officer shall give the Corporation written notice of

the commencement of a claim, action, suit, proceeding, issue or matter against him or her as soon as practicable, but in any event, no later than 60 days from when he or she becomes aware of such claim, action, suit, proceeding, issue or matter. Where a Director or officer fails to give such notice and that failure causes the Corporation material prejudice, the Corporation may, in its discretion, choose not to indemnify such Director or officer for any expenses incurred by him or her with respect to such claim, action, suit, proceeding, issue or matter. The Corporation shall have the right, at its election and expense, to assume or participate in the defense of any such civil action, suit or proceeding, if to do so will not subject it to a conflict of interest and is not unreasonable under the circumstances. If the Corporation assumes the defense, the Director or officer may participate in the defense at his or her own expense. The Corporation shall only be obligated to pay a settlement of a civil action, suit, proceeding, issue or matter to which it consents in writing, such consent not to be unreasonably withheld. If the Corporation is obligated to indemnify or advance expenses to a Director or officer as to a proceeding relating to his or her service at the Corporation's request as a director, officer, employee, partner, trustee, agent or fiduciary of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including service with respect to employee benefit plans), the Corporation's obligation shall be secondary to and in excess of any indemnification and advancement obligation owed by such other corporation, partnership, limited liability company, joint venture, trust or enterprise, or its insurer, and the Corporation shall be subrogated to the Director's or officer's rights to such obligation of indemnification, advancement or insurance, if not duly paid.

7.7 General Provisions.

7.7.1 The term "to the fullest extent permitted by applicable law," as used in this Article VII, shall mean the maximum extent permitted by public policy, common law or statute. Any person covered by Section 7.2 hereof may, to the fullest extent permitted by applicable law, elect to have the right to indemnification or to advancement or reimbursement of expenses, interpreted, at such person's option (1) on the basis of the applicable law on the date this Article VII was adopted, or (2) on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, or (3) on the basis of the applicable law in effect at the time indemnification is sought.

7.7.2 The right of a person covered by Section 7.2 hereof to be indemnified or to receive an advancement or reimbursement of expenses pursuant to Section 7.3: (1) may also be enforced as a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Corporation and such person; and (2) shall continue to exist after the rescission or restrictive modification

(as determined by such person) of this Article VII with respect to events, acts or omissions occurring before such rescission or restrictive modification is adopted.

7.7.3 If a request for indemnification or for the advancement or reimbursement of expenses pursuant hereto is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation together with all supporting information reasonably requested by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim (plus interest at the prime rate announced from time to time by the Corporation's primary banker) and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses (including, but not limited to, attorney's fees and costs) of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification or the advancement or reimbursement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors or independent legal counsel) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

7.7.4 The indemnification and advancement or reimbursement of expenses provided by, or granted pursuant to, this Article VII shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement or reimbursement of expenses may be entitled under any bylaw, agreement, vote of the Directors or otherwise, both as to action in such Director's or officer's official capacity and as to action in another capacity while holding that office.

7.7.5 Nothing contained in this Article VII shall be construed to limit the rights and powers the Corporation possesses under the Nonprofit Corporation Act, or otherwise, including, but not limited to, the powers to purchase and maintain insurance, create funds to secure or insure its indemnification obligations, and any other rights or powers the Corporation may otherwise have under applicable law.

7.7.6 The provisions of this Article VII may, at any time (and whether before or after there is any basis for a claim for indemnification or for the advancement or reimbursement of expenses pursuant hereto), be amended, supplemented, waived, or terminated, in whole or in part, with respect to any person covered by Section 7.2 hereof by a written agreement signed by the Corporation and such person.

7.8 Indemnification of Employees; Optional Indemnification. The Corporation may indemnify employees on the same terms and conditions as its Directors and officers or

otherwise, if the Board of Directors decides that it is in the best interests of the Corporation to indemnify any such employee. The Corporation may, to the fullest extent permitted by applicable law, indemnify and advance or reimburse expenses for persons in all situations other than those covered by this Article VII.

7.9 Insurance. The Corporation shall have the power to purchase liability insurance on behalf of any person who is or was serving as a Director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, other enterprise or employee benefit plan, whether or not the Corporation would have the power to indemnify such persons against liability under the Code.

7.10 Severability of Provisions. Each provision of this Article VII 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 VIII

Compensation of Directors and Officers

8.1 Compensation of Directors. Directors shall not receive any compensation for their services as such; however, the Board of Directors may authorize reimbursement for reasonable expenses incurred in connection with the performance of services for the Corporation, including but not limited to, attendance at annual, regular or special meetings of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation in such capacity.

8.2 Compensation of Officers. As a general principle, the corporation is to be run, as far as is possible, on a volunteer basis. However, where deemed vital by the board, salaries and other compensation of the officers may be fixed from time to time by the Board of Directors, provided that such salaries and compensation shall not be excessive in amount and shall be for services which are reasonable and necessary for performance of the Corporation's purposes.

ARTICLE IX

Miscellaneous Provisions

9.1 Funds of the Corporation; Signatories. The funds of the Corporation shall be deposited to its credit in such a manner and in such depositories as the Board of Directors may from time to time designate, and all checks, drafts or other orders for the payment of money shall be signed by such officer or officers or such other person or persons as the Board may from time to time designate.

9.2 Annual Accounting Period. The annual accounting period of the Corporation shall be the calendar year.

9.3 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the purposes of the Corporation.

9.4 Grants. The Board of Directors, in furtherance of its charitable, scientific and educational purposes, shall have the exclusive power to allocate grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Code.

9.5 Loans. The Board of Directors may authorize the President/CEO or any other officer or agent of the Corporation to: (1) obtain loans and advances at any time for the Corporation from any bank, trust company, firm, corporation, individual, or other institution; (2) make, execute, and deliver promissory notes, bonds, or other certificates or evidences of indebtedness of the Corporation; (3) pledge and hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances; and (4) lend money for the charitable, scientific and/or educational purposes of the Corporation and take and hold real and personal property as security for the payment of funds so loaned. Such authority conferred by the Board may be general or confined to specific instances. No loans shall be made by the Corporation to any Director or officer thereof.

9.6 Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation.

9.7 Investments. The Corporation shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Directors. The Board is restricted to the prudent investments which a Director is or may hereafter be permitted by law to make.