north pittsburgh
SYMPHONIC BAND

AMENDED AND RESTATED BY-LAWS

ARTICLE I

NAME AND PURPOSE

1.1 The name of this Corporation, incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "NPCL") is the North Pittsburgh Symphonic Band. The members of the Corporation at any particular time shall be the individuals (the "Members of the Board") who are members of the Board of Directors of the Corporation at such time.

1.2 **Purpose of Corporation**. The purposes of this Corporation are to devote and apply the property of the Corporation and the income to be derived therefrom exclusively for charitable, literary, scientific or educational purposes, either directly or by contributions to organizations duly organized to carry on charitable, literary or educational activities; provided, however, that no part of this Corporation's funds shall inure to the benefit of any private shareholder or individual, and no part of the direct or indirect activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

To the extent that they do not conflict with the general purposes set forth above, the specific and primary purposes of this Corporation shall be as follows:

a) to contribute positively to the musical environment of the area it serves;

b) to provide an opportunity for individual musical expression and growth among the membership of the North Pittsburgh Symphonic Band (the "Band");

c) to provide an opportunity for contact between and among musicians of advanced proficiency; and

d) to reaffirm the community concert band position in American music.

Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE II

BOARD OF DIRECTORS

2.1 Powers. The affairs of the Corporation shall be managed by a Board of Directors, each of whom shall exercise the rights, powers and privileges of members and directors of a Corporation organized under the NPCL. The Board of Directors shall manage and control the business and affairs of the Corporation and shall determine the means by which the purposes of the Corporation are to be effected, including, but not limited to, selecting the Music Director, establishing policies and procedures for the conduct of the business of the Board and the Corporation,, hiring any personnel, funding the budget of the Corporation, marketing for the Corporation, entering into contracts, and establishing compensation for any employees.

2.2 Size and Composition. The Board shall consist of (a) not less than five (5) nor more than fourteen (14) persons elected by the Board (the "Elected Board Members"); (b) one (1) Band Representative elected by the members of the Band (the "Band Representative"); and (c) the Music Director appointed by the Board and Assistant Music Director appointed by the Music Director with the consent of the Board as described below, who shall be *ex officio* voting members of the Board. The Board shall fix the number of Elected Board Members from time to time, provided that such number shall be one less than a multiple of three (3) when possible. The Elected Board Members and Band Representative shall be divided into three classes with each class containing one-third (1/3) of the present number of Directors (other than the *ex officio* Directors). Each class of Directors will normally serve for a term of three (3) years, and the term of each class will be staggered so that an equal number of Directors will be elected at any one time.

2.3 Election. The Directors shall be chosen from the members of the North Pittsburgh Symphonic Band and other interested individuals. The term of office of each Elected Board Member and the Band Representative shall be three years and until a successor has been elected and qualified, or until such Director's earlier death, resignation, or removal. The Elected Board Members shall be chosen by a majority vote of the Members of the Board. The Band Representative shall be chosen by majority vote of the members of the Band. Any Elected Board Member and the Band Representative shall be eligible for re-election. At each of its Annual Meetings, the Board shall elect (or re-elect) persons to fill those seats which are then becoming vacant due to the staggering of the terms of office of elected Board members.

2.4 Vacancies. Vacancies in the Board (including vacancies resulting from removals, resignations, or an increase in the number of Directors) shall be filled by the action or vote of the person or persons electing or appointing the Director whose seat is vacant. In the case of the Elected Board Members, vacancies shall be filled by a vote of a majority of the remaining members of the Board, and each person so elected shall be a Director until the end of the term of the Director replaced (or until the end of the term as specified in a By-Law amendment increasing the number of Directors), and until the election and qualification of a successor. Any Director may resign at any time by giving written notice of resignation to the Board.

2.5 Removal. Any Elected Board Member or the Band Representative may be removed from office by a two-thirds (2/3) vote of the Board for cause, including but not limited to a determination by the Board that that Director is unreliable and not acting in the best interests of the Corporation, or the Director's unexcused failure to attend two consecutive regular meetings of the Board; provided that there be a one-month waiting period between the request, which may be made by any Member of the Board or member of the Band, and shall be in written form and served on all members of the Board, and the final vote. The Band Representative may also be removed, with or without cause, by the vote of a majority of the members of the Band.

ARTICLE III

MEETINGS OF THE BOARD

3.1 Meetings. (a) The Board of Directors shall meet at such time and place as determined by the Board, except that the Board shall meet no less than two times each year.

(b) The Board shall hold an Annual Meeting each year at a time and place determined in advance by the Board. The Board shall elect Officers of the Corporation at each Annual Meeting.

(c) The Board shall hold regular meetings with such frequency as it shall determine.

(d) Special meetings of the Board may be called by the Chairperson or by thirty percent (30%) or more of the Directors.

3.2 Notice of Meetings. Notice of any regular meeting of the Board shall be given at least ten (10) days prior to the meeting and notice of any special meeting of the Board shall be given at least forty-eight (48) hours prior to the meeting by any usual means of communication to each Director; however, notice may be waived before, at, or after any meeting.

3.3 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.4 Quorum. At all meetings of the Board of Directors, the presence of a majority of the Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed as present at such meeting if the meeting is conducted by telephone, electronic messaging or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time or access all communications from each other on a real time basis; provided that the identity of all participants has been authenticated to the satisfaction of the presiding officer. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided by law or these Bylaws. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn

any meeting of the Board to another time and place. Notice of any such adjournment meeting shall be given to the Directors who are not present at the time of adjournment.

3.5 Voting. Each Director entitled to vote shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

3.6 Consents. Any action that may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and entitled to vote and shall be filed with the Secretary of the Corporation. A consent in writing shall include a consent delivered by electronic mail if authenticated in a manner satisfactory to the Board.

3.7 Rules and Regulations. The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Corporation and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

ARTICLE IV

COMMITTEES

4.1 The Board may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, including an Executive Committee. The chairman of each of the committees shall be chosen from the membership of the Board of Directors; provided, however, that the Chairperson of the Artistic Committee shall be the Music Director. Membership on any committee shall be open to Members of the Board, members of the Band and other interested parties. Each committee of the Board and each member thereof shall serve at the pleasure of the Board. Each committee of the Board shall have such powers, authority, and duties as are specified by the Board, or, if there is no conflict with such specification, in these Bylaws; provided, however, that no committee shall have any power or authority as to the filling of vacancies of the Board, the adoption, amendment, or repeal of the By-Laws, the amendment or repeal of any resolution of the Board, or action on matters committed by Board resolution to another committee of the Board.

4.2 (a) The **Executive Committee** shall consist of the officers of the Board of Directors and the Music Director. The Executive Committee may when necessary act on behalf of the Board between meetings of the Board of Directors. Its functions shall be:

(i) To act on urgent matters that may arise when it is impracticable to convene a meeting of the full Board of Directors, including, but not limited to, action on grant applications, or the approval of the acquisition, purchase, exchange, lease, sale, pledge, or other disposition of assets of the Corporation.

(ii) To carry out such other duties as may be delegated to it by the Board of Directors from time to time.

(iii) To act in preparation for meetings of the Board of Directors.

(b) Meetings of the Executive Committee shall be called at the discretion of the Chairperson with not less than 48 hours notice. At any meeting of the Executive Committee, not less than a majority of its members shall constitute a quorum. A majority vote of those attending shall be necessary to take any action.

4.3 (a) The Board shall appoint a **Governance Committee**, consisting of three (3) or more Directors of the Corporation. In advance of each Annual meeting, the Governance Committee shall prepare a list of nominees, one or more for each directorship to be filled at such Annual Meeting, from those eligible persons consenting to serve if elected. The Committee's report shall be submitted in writing to the Board by appending the list of nominees to the notice of the Annual Meeting at which the election is to be held.

(b) The **Governance Committee**, at least two (2) months before each Annual Meeting of the Board at which the term of the Band Representative is to expire, shall organize the election (or re-election) of the Band Representative to serve following such Annual Meeting of the Board. The members of the Band shall at least one (1) month before such Annual Meeting of the Board, elect the Band Representative and deliver his or her name to the Nominating Committee.

(c) The **Governance Committee** shall have such other duties related to the good governance of the Corporation as the Board shall assign, including but not limited to the periodic review and amendment of these Bylaws, and Board recruitment, development and self-evaluation.

4.4 (a) The **Operating Committee** shall be in charge of all aspects of the operation of the Band not delegated to another Committee of the Board, including but not limited to maintenance, repair and storage of musical instruments and equipment owned by the Band; supervision of rehearsal and concert set-up and tear-down; attaining all site requirements and organizing transportation and refreshments for any performance outside the main concert hall; all day-of-concert activities including organizing and staffing ticket sales and ushers; and all internal matters dealing with any member of the Band, including personnel policies; and shall keep accurate records of attendance;. The Operating Committee shall also be responsible for maintaining the Corporation's music library, for procuring, distribution, collection and return of scores used by the Band. The chairperson of the Operating Committee (also referred to as the **Symphonic Band Manager**) shall be a member of the Board selected by the Board.

(b) The Operating Committee may establish subcommittees as necessary to carry out its functions. The chairpersons of any such subcommittees shall be appointed by the Symphonic Band Manager with the approval of the Board.

4.5 The **Development Committee** shall be responsible for developing and implementing short and long range plans of the Band and shall be in charge of all fund-raising events and the writing and presentation of grant proposals.

4.6 The **Artistic Committee** shall be the main communication link among the Board, the Music Director and the members of the Band; shall coordinate the recruitment

of new members as the need arises;, and shall, in conjunction with the Music Director, develop and coordinate each season's programming. The Artistic Committee shall include both members of the Band selected by the Music Director and approved by the Board, and Members of the Board. The Music Director shall be the chairperson of the Artistic Committee and the Assistant Music Director shall be a member of the Committee.

4.7 The **Promotions and Advertising Committee** shall develop marketing, promotion, and publicity strategies for the Band and shall deal with all matters concerning the Band's media relations and its relation to and interaction with the community it serves. The Promotions and Advertising Committee shall be responsible for producing and placing advertising in concert programs, and for producing all other publications of the Corporation, including websites and other electronic publications.

4.8 Such other standing or special committees, and members thereof, as may be required to assist and advise the Board may be appointed by the Chairperson and approved by the Board and may include persons who are not Directors of the Corporation. Each member thereof shall serve at the pleasure of the Board.

4.9 The managers and members of any musical ensembles that include members of the Band shall coordinate ensemble activities with the Operations Committee and Artistic Committee to the extent necessary to avoid scheduling and equipment conflicts.

ARTICLE V

OFFICERS

5.1 The Officers shall be the Chairperson, Treasurer, and Secretary, and such other Officers and assistant officers as may be appointed and determined by the members of the Board.

5.2 The Officers shall be elected at the Annual Meeting. If any office becomes vacant by death, resignation, removal, or any such cause, the Board shall elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the next Annual Meeting and until the election and qualification of a successor.

5.3 **Chairperson** – The Chairperson shall preside at all regular meetings of the Corporation and Board and shall be an *ex officio* member of all committees, may countersign checks, and shall perform any other duties required by the office and in the best interests of the Corporation.

5.4 **Treasurer** – The Treasurer shall have custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board, shall disburse the funds of the Corporation as may be ordered by the Board or by the Chairperson, shall take proper vouchers for such disbursements, shall render to the Chairperson and Directors (whenever they may require it) an account of all transactions as Treasurer and of the financial condition of the Corporation, shall see that all required returns and reports are filed with the Internal Revenue Service or other government

agencies, and shall in general perform all duties incident to the office of Treasurer. In addition, the Treasurer shall perform such duties as shall be assigned by the Board or Chairperson and, if no Vice Chairperson is elected by the Board, in the absence of the Chairperson, shall perform the duties of the Chairperson.

5.5 **Secretary** – In addition to any other duties which the Board or Chairperson may assign, the Secretary shall attend all meetings of the Board and record all the votes of the Board and the minutes of all transactions in a book to be kept for that purpose, shall perform like duties for any committee of the Board when required, shall give notice of all meetings of the Board, and shall keep in safe custody the seal or logo of the Corporation.

ARTICLE VI

BAND

6.1 Members of the Band shall be those persons judged competent to participate in performances of the Band in accordance with procedures set from time to time by the Music Director, and approved by the Board. The members of the Band will be required to maintain satisfactory attendance at rehearsals, performances, and other activities, demonstrate continuing musical competence, and abide by the requirements and regulations stated in the By-Laws.

6.2 The Band will be governed by the standing rules of the Band as to rehearsals, concert dress, and any other matters relating to their activities, subject to the authority of the Operating Committee, its subcommittees, if any, and other committees appointed by the Board to promote the proper functioning of the Band.

6.3 The Board of Directors may, from time to time, establish, change, or abolish annual Band membership dues. Annual dues, if any, shall be payable on the date or dates selected by the Board. Failure to pay dues may result in suspension or expulsion from the Band based on a recommendation from the Operating Committee approved by the Board.

6.4 A member of the Band may be suspended or expelled from the Band by the Music Director, with the approval of the Board of Directors for just cause, including, but not limited to, failure of any member to meet the responsibilities set forth in Section 6.1.

ARTICLE VII

MUSIC DIRECTOR, SYMPHONIC BAND MANAGER

7.1 **(a)** The Music Director shall be selected by the Board according to a search, screening and audition process developed by the Board. The Music Director shall serve at the pleasure of the Board, provided that removal of the Music Director shall require a three-fourths (3/4) vote of the Board, and a one-month waiting period between presentation of a proposal to remove the Music Director and the final vote. The Music Director shall also be an *ex officio* member of the Board of Directors, with all voting rights with the exception of those relating to his or her compensation.

(b) The Assistant Music Director, if any, shall be appointed by the Music Director with the approval of the Board. The Assistant Music Director shall also be an *ex officio* member of the Board of Directors, with all voting rights with the exception of those relating to his or her compensation.

(c) The Music Director, in consultation with the Artistic Committee, shall formulate and carry into effect musical policies developed by him or her and approved by the Board, including, within the limitations of the Corporation's financial resources, the selection of band members, determination of band size, choice of works to be performed, scheduling of concerts and rehearsals, choice of concert and rehearsal space, and all other aspects of programming and musical policy.

(d) The Music Director shall also be responsible for oversight of any small performance ensembles that may be established by the Corporation and shall appoint managers for such ensembles to ensure their effective operation.

7.2 Symphonic Band Manager. The Symphonic Band Manager shall be a member of the Board elected by the Board and shall be responsible as chairperson of the Operating Committee for the physical and logistical aspects of the Band's rehearsals and performances as described in Section 4.4 above.

ARTICLE VIII

CONTRIBUTORS

8.1 The Board of Directors may designate one or more classes of contributors to the Band or other persons associated with the Corporation by various titles such as "associate member," on such terms, subject to such conditions, and with such privileges, as the Board may prescribe from time to time; but such contributors or other persons shall not by virtue of such contributions be members of the Corporation, nor shall they by virtue of such contributions have the right to vote or any other right of membership, for the purposes of these By-Laws, the charter of the Corporation, or applicable law.

ARTICLE IX

DISSOLUTION

9.1 In the event of the dissolution of the North Pittsburgh Symphonic Band, the Board of Directors shall appoint a committee to carry out the disposition of the Corporation's assets pursuant to Section 10 of Attachment 2 to the Corporation's Articles of Incorporation.

ARTICLE X

PARLIAMENTARY AUTHORITY

10.1 The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the North Pittsburgh Symphonic Band in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the North Pittsburgh Band may adopt.

ARTICLE XI

AMENDMENT OF BY-LAWS

11.1 Method. These By-Laws may be revised or amended by a two-thirds (2/3) vote at any meeting of the Members of the Board, provided the amendment has been presented in writing to the Board of Directors at least ten (10) days before the meeting.

11.2 Applicability. These are the only By-Laws governing this Corporation. Matters not covered in these By-Laws may be dealt with through the standing rules issued by the Board of Directors.

ARTICLE XII

BUDGET, FINANCE AND REPORTS

12.1 Fiscal Year. The fiscal year of the North Pittsburgh Symphonic Band shall be the twelve-month period ending September 30.

12.2 Annual Budget. The annual budget shall serve as a guideline for expenditures incurred on behalf of the Corporation. The Board of Directors shall regularly examine the progress of actual versus budgeted expenses. Any actual or anticipated expenditure which would exceed the level of funds budgeted in a given year for a specific activity of the Corporation shall require the approval of a Supplemental Budget Allocation by the Board of Directors prior to the expenditure of such funds.

12.3 Deposit of Funds. All funds received by the Band shall be promptly deposited in such banks or other depositories as the Board of Directors may select.

12.4 Payment of Funds. All checks or other drafts authorizing the payment of funds shall be signed by such officers of the Corporation or other agents of the Band as shall be determined by the Board of Directors.

12.5 Annual Reports. The Chairperson and Vice Chairperson/Treasurer shall present at each Annual Meeting of the Board a financial report of the type prescribed in Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1972, as amended, and a copy of such report shall be filed with the minutes of such meeting. Copies of such report shall be made available to the members of the Band.

12.6 Audit. The Board is responsible for the financial health and financial reporting of the organization and in exercise of its fiduciary responsibilities may require that the accounts of the Treasurer be audited at the end of any fiscal year or at any other time by a qualified accountant or 3 Members of the Board appointed by the Chairperson.

ARTICLE XIII

LIMITATION OF LIABILITY

13.1 Limitation of Directors' Personal Liability. A Director of the Corporation shall 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.

13.2 Preservation of Rights. Any repeal or modification of this Article by the Corporation shall 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 shall continue as to any person who has ceased to be a Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIV

INDEMNIFICATION

14.1 Mandatory Indemnification of Directors and Officers. The Corporation shall 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 Corporation who was or is 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 Corporation), 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 Corporation 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 Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

14.2 Mandatory Advancement of Expenses to Directors and Officers. The Corporation shall pay expenses (including attorneys' fees) incurred by a Director or officer of the Corporation referred to in Section 14.1 hereof in defending or appearing as a witness in any civil or criminal action, suit or proceeding described in Section 14.1 hereof in advance of the final disposition of such action, suit or proceeding. The expenses incurred by such Director or officer shall be paid by the Corporation 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 shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Corporation as provided in Section 14.4 hereof.

14.3 Permissive Indemnification and Advancement of Expenses. The Corporation 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 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, by reason of the fact that such person is or was an authorized representative of the Corporation or is or was serving at the request of the Corporation 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 or her 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 person 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 Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation 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 14.3 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 shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as provided in Section 14.4 hereof.

14.4 Scope of Indemnification. Indemnification under this article shall not be made by the Corporation 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 the Code or 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.

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

14.6 Definition of Authorized Representative. For the purposes of this Article, the term, "authorized representative" shall mean a director, officer or employee of the Corporation or of any corporation controlled by the Corporation, or a trustee,

custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any corporation controlled by the Corporation, or person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Corporation, and shall not include agents of the Corporation unless indemnification thereof is expressly approved by the Board of Directors.

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

(a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding; or

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Founded September, 1992

Amended August, 1995

Amended March, 2010

Amended and Restated August, 2016