

**BY-LAWS
of
Open Education Consortium, Incorporated**

Revised April 24, 2014

ARTICLE 1

NAME, PURPOSES, LOCATION,
CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the Corporation shall be as set forth in the Articles of Organization.

1.2 Location. The principal office of the Corporation in the Commonwealth of Massachusetts shall be as set forth in the Articles of Organization. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year. The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on June 30 in each year.

ARTICLE II

MEMBERSHIP

2.1 Qualification and Classes of Membership. Membership shall be open to all academic institutions, corporations, other business and non-profit entities, and other interested parties which (i) meet the requirements of one of the four (4) classes of membership, defined and described below; (ii) sign a binding renewal of membership confirming their commitment to participate, in the form required by the Corporation, at least every two (2) years; and (iii) meet

any other requirement for membership as may be determined by the board of directors, including, without limitation, payment of any required membership fees.

The Corporation has four (4) classes of members. The three classes of voting members are Institutional Members, Organizational Members and Associate Consortium Members, and the one class of non-voting members is Corporate Members. No person or entity shall be permitted to qualify for membership in more than one class at any given time; any existing member that is approved for a second class of membership shall be deemed to have resigned from its original class of membership. The specific requirements of each class of membership are as follows:

(a) Institutional Members. Institutional Members are those accredited post-secondary academic institutions of higher education that (i) have executed an Institutional Memorandum of Association with the Corporation, (ii) have been approved by the board of directors of the Corporation, and (iii) have demonstrated significant commitment to Open Education, for example, through the production, use and promotion of Open Educational Resources. Such demonstration could include the development and maintenance of an Open Education site under its institutional name that features open content consistent with the definition of *Open Education* on the Open Education Consortium Web site, significant incorporation of Open Educational Resources into institutional offerings, active promotion of Open Educational practice, or other evidence as determined by the Consortium's Board of Directors and posted on the Consortium's website.

(b) Organizational Members. Organizational Members are those corporations, institutions, other business and non-profit entities, or other interested parties that demonstrate significant commitment to Open Education, for example, through the production, use and

promotion of Open Educational Resources. Such demonstration could include the development and maintenance of an Open Education site under its institutional name that features open content consistent with the definition of *Open Education* on the Open Education Consortium Web site, significant incorporation of Open Educational Resources into institutional offerings, active promotion of Open Educational practice, or other evidence as determined by the Consortium's Board of Directors and posted on the Consortium's website that (i) have executed an Organizational Memorandum of Association with the Corporation, and (ii) have been approved by the board of directors.

(c) Associate Consortium Members. Associate Consortium Members are formally organized bodies of Institutional Members and/or Associated Institutional Members and others which support the development of Open Education, and which are either regionally based or organized around common interests that (i) include at least five (5) Institutional Members and/or Associated Institutional Members, (ii) have executed an Associate Consortium Memorandum of Association with the Corporation, and (iii) have been approved by the board of directors.

(d) Corporate Members. Corporate Members are persons or entities that provide services to members of the consortium that (i) have executed a Corporate Memorandum of Association with the Corporation, and (ii) have been approved by the board of directors.

In the event that an academic institution, corporation, business, non-profit entity or other interested party ceases to satisfy one or more of the requirements for membership in the Corporation, it shall automatically cease to be a member.

2.2 Membership Privileges; Voting Rights; Credentialed Representatives. All members shall be entitled to attend membership meetings. Corporate Members shall also be

provided with enhanced recognition on the Corporation's website, access to the Corporation's mailing lists, booth space and/or presentation opportunities at meetings of the Corporation, and other benefits determined by the board of directors. Institutional Members, Associate Consortium Members and Organizational Members shall each have one vote, with respect to all matters brought to a membership vote. Corporate Members are non-voting members, without any voting rights.

Any Associate Consortium Member, and any Institutional Member or Organizational Member which is not an individual person, may file with the Corporation, the name of the member's voting representative and any contact information required by the board of directors of the Corporation, in the form required by the board of directors, who shall be authorized to vote on behalf of the Associate Consortium Member, Institutional Member or Organizational Member at a meeting of the members held within twelve (12) months of the date of the filing at such meeting (a "Credentialed Representative"). A Credentialed Representative shall exercise its appointing member's membership vote unless and until the appointment lapses or is withdrawn by the member, unless the member has provided evidence of the vote of its governing body, in actions taken pursuant to Sections 2.8 (Action by Writing) or 2.9 (Proxies).

2.3 Annual Meetings. The annual meeting of the members shall be held in April or May in each year at a date and time to be determined by the board of directors. The annual meeting may be held at the principal office of the Corporation or at such other place within the United States as the president, members or directors shall determine. Notice of any change of the date fixed in these By-laws for the annual meeting shall be given to the members at least twenty days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-laws, except in this Section 2.3, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called by the president or by the directors, and notice shall be given as provided in Section 2.5.

2.4 Special Meetings. Special meetings of the members may be held at any time and at any place within the United States. Special meetings of the members may be called by the president or by the directors, and shall be called by the clerk, or in the case of the death, absence, incapacity of the clerk, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of the members. Notice of any special meeting shall be given as provided in Section 2.5.

2.5 Notice. Except as provided in Section 2.3, it shall be reasonable and sufficient notice to send notice by mail at least one (1) week or by telegram, telecopier, telephone or electronic mail at least forty-eight hours before the meeting to the members addressed to each of them at each member's last known business address. In all cases, the clerk or an authorized representative of the Corporation shall give notice of the special meeting. Any person authorized to give notice of any special meeting may make an affidavit of such notice, which as to the facts stated therein shall be conclusive.

Notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-laws or unless there is to be considered at the meeting (i) contracts or transactions of the Corporation with interested persons, (ii) amendments to these By-laws (as adopted by the directors or otherwise) or (iii) removal or suspension of a director.

Whenever notice of a meeting is required, such notice need not be given (i) to the member if a written waiver of notice, executed by such member (or through its attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or (ii) to any member who attends the meeting of the members without protesting prior thereto or at its commencement the lack of notice to the member. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.6 Quorum. At any meeting of the members, the lesser of 25 or ten percent (10%) of the Institutional Members (whether present in person or duly represented) shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than ninety (90) days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

2.7 Action by Vote. When a quorum is present at any meeting, a majority of the members present and voting either in person or by proxy shall decide any question, including election of directors, unless otherwise provided by law, the Articles of Organization, or these By-laws. The members may participate in a conference discussion prior to any meeting, provided that any action proposed during such a conference discussion shall not be effective unless and until such action is taken by vote of a majority of the members present and voting in person or by proxy at a meeting with a quorum of members. To the extent permitted by law, each current member entitled to vote may vote either in person or by proxy as provided in Section 2.9 hereinbelow.

2.8 Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all the members consent to the action in

writing and the written consents are filed with the records of the meetings of the members. In the case of a member which is not an individual, the written consent of the member may be evidenced by the consent of the Credentialed Representative, the unanimous written consent of the board of directors or other governing body of such member, or by a clerk's certificate of the vote of the board of directors or other governing body of such member. Such consent shall be treated for all purposes as a vote at a meeting.

2.9 Proxies. Members, or their Credentialed Representatives if appointed, may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies, before being voted, shall be filed with the clerk or other person responsible for recording the proceedings of the meeting. Proxies may be submitted to the Corporation's principal address, in person or by mail, by telecopier, by telegram, by e-mail or other electronic means, followed by submission of an original copy in person or by mail. Proxies may, in the discretion of the authorizing party, provide general authority or be limited to specific issues set forth on the proxy. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting and shall terminate after the final adjournment of such meeting. A proxy purporting to be executed by or on behalf of any party shall be deemed valid unless challenged at or prior to its exercise.

2.10 Suspension or Revocation of Membership. A member may be suspended or removed with or without cause by vote of a majority of the disinterested members of the board of directors present at a duly constituted meeting. A member may be removed with cause only after reasonable notice and opportunity to be heard.

2.11 Resignation. A member may resign by delivering a written resignation to a meeting of the members, the president, treasurer or clerk of the Corporation, to a meeting of the

directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

ARTICLE III

BOARD OF DIRECTORS

3.1 Powers. The affairs and business of the Corporation shall be conducted by the directors who shall exercise all of the powers of the Corporation, including, without limitation, approval of applications for membership, establishment and amendment of the form of the Institutional Memorandum of Association, the Organizational Memorandum of Association, the Associate Consortium Memorandum of Association, the Corporate Memorandum of Association, and the Associate Consortium Member's Memorandum of Association (collectively, the "Memoranda of Association"), suspension and revocation of membership, establishment and appointment of committees and their membership, selection and monitoring of the Executive Director, approval of budget and oversight of financial matters, setting policies consistent with the Mission Statement of the Corporation, and passing such resolutions it considers necessary or advisable to manage and conduct the affairs of the Corporation and to perform its duties.

3.2 Number and Election. The Corporation shall have a board of directors, whose number shall consist of eleven (11) directors, constituted as follows: eight (8) individuals representing Institutional and Associate Consortium members and two (2) individuals representing Organizational members, who shall be elected by eligible voting members at the annual meeting from the slate of candidates proposed by the Nominating Committee, and the Executive Director, who shall serve as a non-voting member of the board of directors *ex officio*.

No more than one board position shall be held by employees, officers, directors or trustees of the same member. At any regular or special meeting the Members may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.

3.3 Tenure, Term Limits. Each director, except the Executive Director, shall hold office for a term of two (2) years until the next annual meeting after his or her term expires and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified. Directors may be re-elected to successive terms; provided that no director shall be re-elected as a director after serving two (2) consecutive terms without taking at least a two-year sabbatical from serving on the board of directors. Filling a vacancy for less than a complete term will not be considered as part of the term limit.

3.4 Suspension or Removal. A director may be suspended or removed with or without cause by vote of a majority of the board members other than the board member to be suspended or removed. A director may be removed with cause only after reasonable notice and opportunity to be heard.

3.5 Resignation. A director may resign by delivering his or her written resignation to the members, the president, treasurer or clerk of the Corporation, to a meeting of the directors or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states. A director shall be deemed to have resigned upon ceasing to be an officer, director, trustee or employee of the member with which he or she was affiliated at the time of his or her election.

3.6 Vacancies. Any vacancy in the board of directors may be filled temporarily by the board of directors until the next annual meeting of the membership at which an election is held. Each temporary successor shall hold office, until he or she is replaced by the membership, or until he or she sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.7 Regular Meetings. The first regular meeting of the board of directors shall be held without call or notice immediately after the annual meeting of the members, unless a quorum of the directors is not then present. Thereafter, regular meetings of the board of directors may be held without call or notice at such place and at such times as the board of directors may from time to time determine, provided that notice of the first regular meeting following any such determination shall be given to absent directors.

3.8 Special Meetings. Special meetings of the directors may be held at any time and at any place designated in the call of the meeting when called by the chairman of the board of directors (or if there be no such chairman, the president) or by two or more directors. Notice of special meetings shall be provided as set forth in Section 3.9.

3.9 Notice.

a. Regular Meetings. No call or notice shall be required for a regular meeting of directors, provided that reasonable notice (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent directors, and (ii) shall be given as otherwise required by law, the Articles of Organization or these By-laws.

b. Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these By-laws or unless there is to be considered at the meeting contracts or transactions of the Corporation with interested persons.

c. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by mail at least seventy-two hours, by electronic mail at least forty-eight hours, or by telegram or telecopier at least twenty-four hours before the meeting addressed to him or her at his or her usual or last known business or residence address, or to give notice to him or her in person or by telephone at least twenty-four hours before the meeting. A notice of a meeting need not specify the purposes of the meeting unless otherwise required by law or the Articles of Organization.

d. Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting by law or the Articles of Organization.

3.10 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.11 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization, or these By-laws.

3.12 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

3.13 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the board of directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

3.14 Compensation. Directors shall serve without compensation for their services but may be reimbursed for expenses incurred on behalf of the Corporation.

ARTICLE IV

COMMITTEES

4.1 General. The board of directors may establish one or more ad hoc or standing committees in addition to those set forth below in Sections 4.2., 4.3., 4.4., and 4.5. The board of directors may delegate to any committee or committees, the voting members of which consist solely of directors, any or all of the powers of the board of directors except those which, pursuant to Massachusetts General Laws, Chapter 156B, Section 55 as made applicable by Massachusetts General Laws, Chapter 180, Section 10C (as the same may from time to time be modified, amended or replaced), by the Articles of Organization or by these By-laws they are prohibited

from delegating. Except with respect to an Executive Committee, if established, and except as the board of directors or these By-laws may specifically authorize in particular instances, the authority of any committee shall be limited to advising the board of directors of the Corporation on matters referred to it.

Unless the directors otherwise designate, each committee may make rules for the holding and conduct of its meetings, and the number of committee members required for a quorum, or to take action. The members of each committee shall remain in office at the pleasure of the board of directors.

4.2 Budget Committee. The Budget Committee shall monitor the financial affairs of the Corporation, review and recommend for approval the budgets and all matters relating to general expenditures resource-related issues of the Corporation and make recommendations thereon to the Board of Directors. The Budget Committee shall make such rules and regulations as may be necessary for the prompt collection of all monies due to the Corporation, and the proper disbursement of such monies in payment of the obligations of the Corporation. The Treasurer shall be the Chairperson of the Budget Committee.

4.3 Sustainability Committee. The Sustainability Committee shall regularly report to the board of directors and annually to the membership at the annual meeting on issues affecting the sustainability of the Corporation.

4.4 Membership Committee. The Membership Committee shall review and assess the membership of the Corporation, including reviewing applications for membership, OpenCourseWare Courses of the members and the form of Memoranda of Association, making recommendations where appropriate, shall report to the board of directors when and as

necessary, and, in any event, annually prior to the annual meeting. The Membership Committee shall also confirm the membership of the Corporation not less than annually.

4.5 Nominating Committee. The Nominating Committee is responsible for encouraging and soliciting members for the board of directors, proposing procedures for nomination of officers and directors of the Corporation to ensure all nominees are subject to the same process, procedures and rules which are fair, open and transparent, establishing guidelines for the nature and type of communication allowed by nominees with the membership, interviewing candidates, and presenting their credentials to the board of directors for consideration and voting by the board of directors and membership. The Nominating Committee shall endeavor to present an array of candidates for the board of directors that represents a balanced slate taking into consideration aspects such as geography, size and type of institution from which the candidate derives.

ARTICLE V

OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the Corporation shall be a president, treasurer, clerk and such other officers, if any, as the directors may determine. The Corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director. The Corporation shall duly appoint a resident agent for the purpose of service of process unless the clerk is a resident of Massachusetts. If required by the directors, any officer shall give the Corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The president and treasurer shall be elected annually by the directors at the first meeting of the directors following the annual meeting of the members. The Executive

Director shall serve as the clerk of the Corporation for so long as he or she remains employed as Executive Director of the Corporation. In the event of a vacancy in the position of Executive Director, the board of directors may elect an interim clerk to serve until a new Executive Director is hired. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The president, treasurer and each other officer elected by the directors shall hold office until the first meeting of the directors following the annual meeting of the members, and until his or her successor is chosen and qualified, unless a shorter period of time shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his or her authority at the pleasure of the directors.

5.4 Chairman of the Board of Directors. If a chairman of the board of directors is elected, he or she shall prepare the agenda for meetings of the board of directors and members in consultation with the Executive Director, shall preside at all meetings of the directors and membership, except as the directors shall otherwise determine, shall monitor and ensure effectiveness of communications between and among the board of directors and committees, shall assist the board in its review of the performance of the Executive Director, and shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice President. The president shall be the chief executive officer of the Corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation. The president shall preside at all meetings of the directors, except as directors otherwise determine.

If one or more vice president(s) are elected, the vice president or vice presidents shall have such duties and powers as the directors shall determine. The vice president, or first vice

president if there is more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his or her inability to act.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the Corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the directors or the president. He or she shall be in charge of its books of accounts and accounting records and of its accounting procedures. He or she shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other governmental agencies.

5.7 Clerk. The clerk shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of the members or any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-laws and names of the members and directors and the address of each. If the clerk is absent from any meeting of the directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

5.8 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.9 Resignation. An officer may resign by delivering his or her written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies. If the office of any elected officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president and treasurer until his or her successor is elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VI

EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president or by the treasurer or by the clerk.

ARTICLE VII

INDEMNIFICATION OF THE MEMBERS, THE DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

7.1 Right to Indemnification. The Corporation may indemnify and reimburse out of the corporate funds, any person or entity (or the personal representative of any person) who at any time serves or shall have served as a member or its Credentialed Representative, or as a director, officer, employee or other agent of the Corporation, or who serves or shall have served

at its request as a member, director, officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceeding to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. In effecting such indemnity and reimbursement, the Corporation may enter into such agreements and direct the officers of the Corporation to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in its judgment be reasonably necessary or desirable. Such indemnifications or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled.

7.2 Indemnification in Advance of Final Disposition of Action. Indemnification of the persons specified in Section 7.1 may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this By-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts as the same may be amended (“Chapter 180”) and upon receipt of a written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in Section 7.1 of this Article and under Section 6 of Chapter 180.

7.3 Insurance. The Corporation shall have authority to purchase and maintain insurance on behalf of any member or its Credentialed Representative, and any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, employee or other agent of another organization in which it has an interest, against any liability incurred by it, him or her in any such capacity, or arising out of its, his or her status as such, whether or not the Corporation would have the power to indemnify it, him or her against such liability.

ARTICLE VIII

CONFLICTS OF INTEREST POLICY

8.1 Conflict of Interest. No contract or transaction between the Corporation and its members, or between the Corporation and one or more of its directors or their family member, or between the Corporation and any other organization of which one or more of its directors or their family member are members, shareholders, directors, trustees or officers, or in which any of them has any direct or indirect financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the director is present or participates in the meeting of the members or of the directors, or of a committee thereof, which authorizes, approves or ratifies the contract or transaction, if:

(a) The material facts of the relationship or interest and as to the contract or transaction are disclosed or are known to the members, the directors or the committee which authorizes, approves or ratifies the contract or transaction, and the members, the directors or the committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested persons, even though the disinterested persons are less than a quorum; and

(b) The contract or transaction is in the best interests of the Corporation as of the time it is authorized, approved or ratified by the members, the directors or a committee thereof.

8.2 Participation of Interested Persons. Common or interested persons may be counted in determining the presence of a quorum at a meeting of the members or directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction and may make a presentation to the members, directors or the committees thereof regarding the contract or transaction. However, the common or interested persons must withdraw from the discussion and voting of the interested contract or transaction.

8.3 Annual Disclosure. Each director must provide the Board of Directors with an annual written disclosure of the following:

- (i) the director's business involvements with the Corporation; and
- (ii) the director's other board memberships, whether of for-profit or non-profit corporations.

ARTICLE IX

PATRONS, SUSTAINING, ASSOCIATES, AND CONTRIBUTING MEMBERS

The directors may designate certain persons or groups of persons as patrons or sustaining, associate, or contributing members in accordance with their contributions to the Corporation. Such persons shall serve in an honorary capacity and, except as the directors shall otherwise designate, shall in such capacity have no right to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

ARTICLE X

AMENDMENTS

These By-laws may be altered, amended or repealed in whole or in part by vote of two-thirds of the members present and voting at any meeting of the members, provided that notice of any proposed amendment must be given to members not less than thirty (30) days prior to the meeting at which such amendment is voted upon, and provided further that no amendment may be adopted which is inconsistent with the Articles of Organization.

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